

# ESOP

Employee Share Ownership Plan 2023

Sign up to our new  
Employee Share  
Ownership Plan  
from September 15 to  
October 4, 2023



To find out about ESOP 2023, go on

<https://esop.capgemini.com/2023>





## ESOP 2023 A BRIEF SUMMARY...

- A large scope: 97% of Group employees eligible, across 32 countries.
- Accessible to a large audience: a minimum personal contribution of INR 9,000.
- 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).

### Invest in the future of our Group!

By subscribing for units in the "ESOP Leverage P 2023" 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 19, 2028<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.

<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 et Euronext 100, and european indexes Euro Stoxx, Stoxx Europe 600, et 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, Dow Jones Sustainability Index (DJSI) Europe, Bloomberg Gender Equality Index (GEI) et CAC SBT 1.5 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 nominal value of each share being €8. 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 9, 2023.

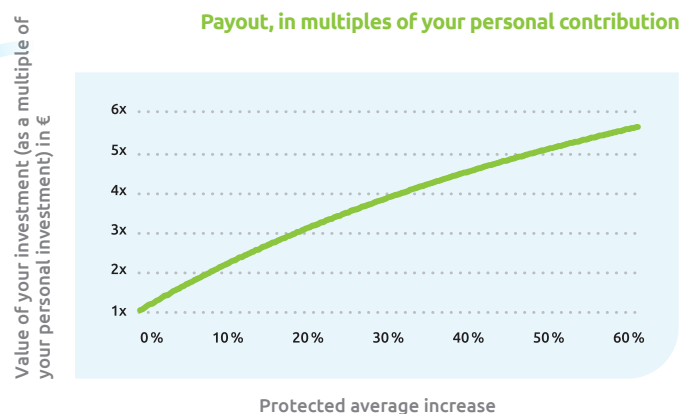
<sup>4</sup> Or earlier in the event of an authorized early release.

<sup>5</sup> Except in some exceptional cases of termination of the swap agreement through which the leverage is provided. Before tax and social charges.

# WHAT IS THE POTENTIAL GAIN?

## AT THE TIME OF SUBSCRIPTION:

A financial contribution provided by a bank<sup>6</sup> enables the ESOP Leverage P 2023 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.

## AT THE END OF THE HOLDING PERIOD:

- You **recover your personal contribution**<sup>7</sup> (i.e. the amount that you invest) in Euro<sup>8</sup> 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 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.

<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 10, 2023.

## FOR FIVE YEARS,

From the date of the share delivery (i.e., first reading) to November 15, 2028, the closing Capgemini share price will be recorded on the 15<sup>th</sup> day of each month<sup>9</sup> (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.**

### REFERENCE PRICE:

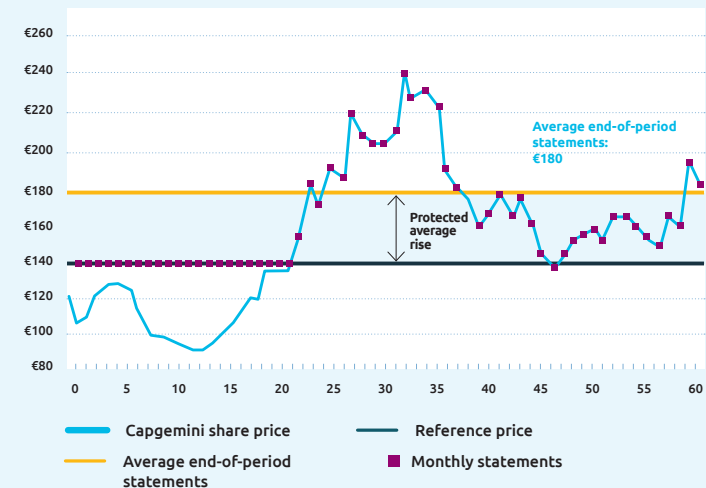
It is an average of the Capgemini share prices on Euronext Paris, during the 20 trading days prior to November 10, 2023.

### 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.

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



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

<sup>9</sup> If the fifteenth of the month is not a trading day, the share price will be recorded on the previous trading day. By way of an exception, the first share price will be recorded on the day on which the shares are delivered.

# ILLUSTRATION OF THE FORMULA

The figures listed are provided as examples only, to illustrate how the formula works, and in no way indicate the past, present or future performance of the Compartment.

The following assumptions were used in these examples:

- Reference Price €150.00
- Subscription Price €131.25

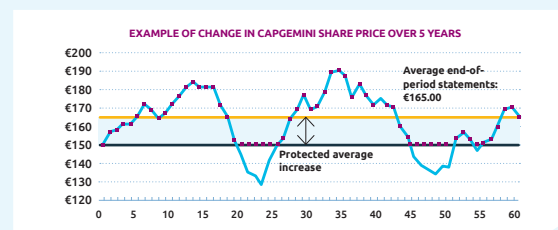
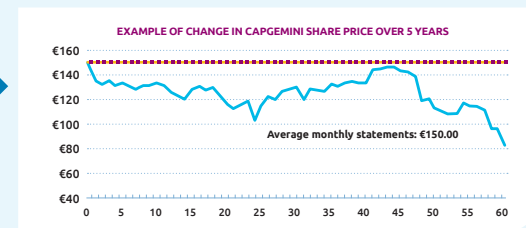
Investors subscribe at the discounted subscription price (i.e. €131.25), which represents a discount of 12.5%, and benefit from a guarantee of 100% of this price<sup>11</sup>.

## 1. Least favourable scenario

Over the 5-year period, the Capgemini SE share price never exceeds the reference price of €150.00 on the 15<sup>th</sup> of each month<sup>12</sup>. Also, at maturity, the average of the 60 readings is equal to the Reference Price.

Since there has been no increase, the sum returned to the investor at maturity is therefore equal to the investor's personal investment, i.e. €131.25.

Although, in this example, the Capgemini SE share price fell by 47.36% over the lifetime of the investment, the investor does not make a loss, receiving their exact personal investment, which is equivalent to a 0% annual rate of return.



## 2. Average scenario

Over the investment period, the Capgemini SE share price on the 15<sup>th</sup> of each month<sup>12</sup> increased on average (for example, with periods where the price was above and other periods where the price was below the reference price of €150.00).

Therefore, at maturity, the average of the 60 readings is €165.00, i.e. an increase of 10.00% compared to the reference price.

The sum returned to the investor at maturity is equal to the following formula:

$PS + 10 \times M \times (CM - PR)$  where PS is the subscription price PR is the reference price CM is the average of 60 readings M is  $105.5\% \times PR / CM$

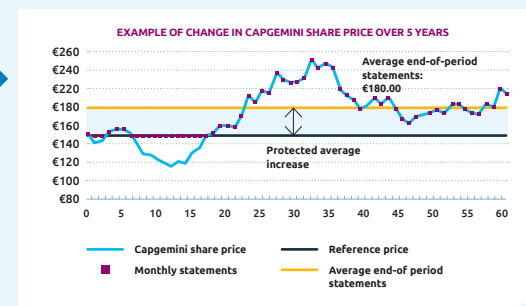
Therefore, in our example:

$$€131.25 + 10 \times 95.91\% \times (€165.00 - 150.00) = €275.11$$

i.e. 2.10 times their personal investment.

The investor's gain is 1.10 times their personal investment, which is

equivalent to a 15.9% annual rate of return.



## 3. Favourable scenario

Over the investment period, the Capgemini SE share price on the 15<sup>th</sup> of each month<sup>12</sup> rose significantly over a sustained period of time.

Therefore, at maturity, the average of the 60 readings is €180.00, i.e. an increase of 20.00% compared to the reference price.

The sum returned to the investor at maturity is equal to the following formula:

$PS + 10 \times M \times (CM - PR)$  where PS is the subscription price PR is the reference price CM is the average of 60 readings.

M is  $105.5\% \times PR / CM$

Therefore, in our example:

$$€131.25 + 10 \times 87.92\% \times (€180.00 - 150.00) = €395.00 \text{ i.e. } 3.01 \text{ times their personal investment.}$$

The investor's gain is 2.01 times their personal investment, which is equivalent to a 24.6% annual rate of return.



For details of how these examples were calculated, please see the ESOP Capgemini FCPE rules:  
<https://esop.capgemini.com/2023>

# EXAMPLES

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 ( $87.5\% \times €150$ ) 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 2023-2028 period has been...	0%	10.00%	20.00%
Which means an average of readings of...	€150.00	€165.00	€180.00
...by investing €262.50 in 2023, in 2028 you will receive <sup>10</sup>	€262.50	€550.22	€790.00
You will therefore multiply your personal contribution by...	1.00	2.10	3.01
Which is equivalent to an average annual return of...	0%	15.9%	24.6%

<sup>10</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>11</sup> Except in some exceptional cases of termination of the swap agreement through which the leverage is provided. 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>12</sup> If the fifteenth of the month is not a trading day, the share price will be recorded on the previous trading day. By way of an exception, the first share price will be recorded on the day on which the shares are delivered.

## USEFUL INFORMATION

With ESOP 2023, up to 3.2 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 10, 2023. 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>13</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

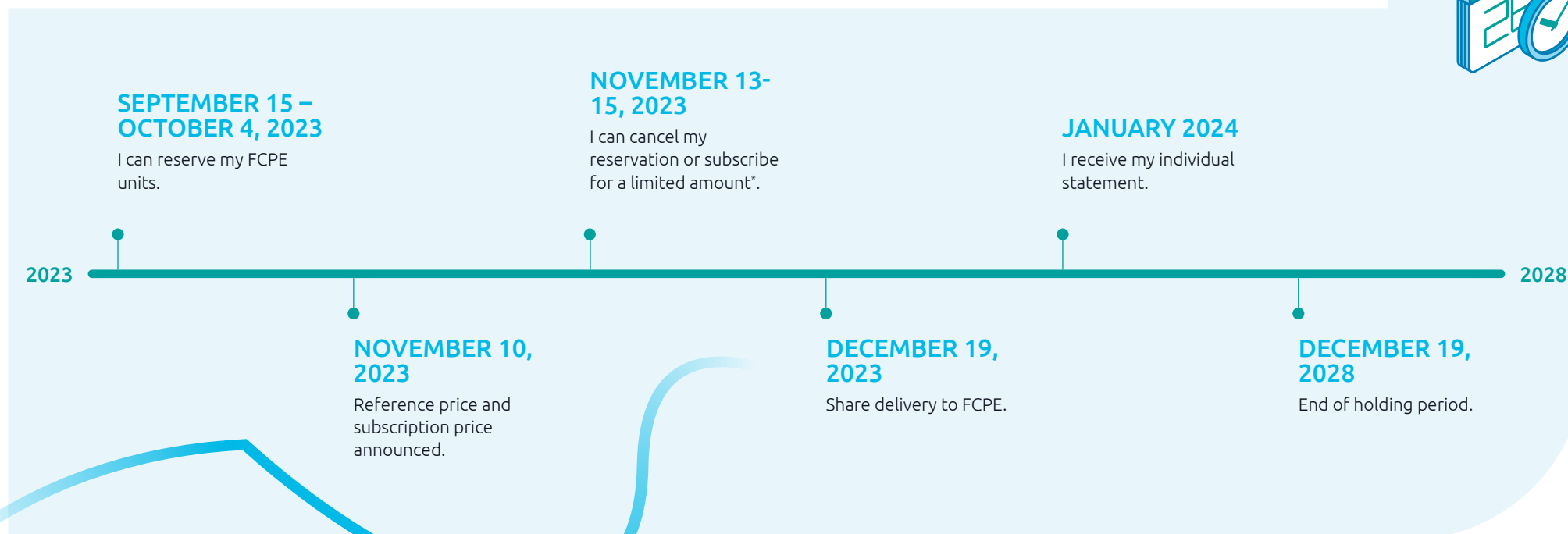
Monthly readings are reflected in the protected average increase until the early release date. For missing readings up to the last one (the last reading (or the reference price if it is higher) will be repeated as many times as necessary so that the average is still based on 60 values.



**The Key Information Document (KID) and the FCPE's Regulations are available on:**  
<https://esop.capgemini.com/2023>.

<sup>13</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 2023.

## DATES TO REMEMBER...



*(\*) A maximum of 0.25% of your 2023 gross annual compensation.*

## IN PRACTICE...

### AM I ELIGIBLE FOR ESOP 2023?

To be eligible for ESOP 2023, you must meet the following three criteria:

- 1 - Be an employee of a Capgemini group<sup>14</sup> company.
- 2 - Be employed by that company for **at least one day** between November 13 and 15, 2023 (inclusive).
- 3 - On November 15, 2023, have been employed by Capgemini for **at least three months**, consecutive or otherwise, since January 1, 2022.

Furthermore, as a result of sanctions currently imposed by the European Union, citizens or residents of Russia who do not have a legal residence or citizenship of a country of the European Union, the European Economic Area or Switzerland 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 2023 is:

- **A minimum of INR 9,000.**
- **A maximum of 2.5%**<sup>15</sup> of your 2023 gross annual compensation (estimated when you subscribe).

### WHEN AND HOW DO I SIGN UP?

**Between September 15 and October 4, 2023** (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/2023>, 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 13 and 15, 2023 (revocation/subscription period)<sup>16</sup>:

- You may cancel your reservation.
- If you did not reserve units between September 15 and October 4, 2023, you may still subscribe, but only for a **reduced amount, limited to 0.25%** of your estimated 2023 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 8 members: 4 representing the employee-unitholders and 4 representing the company, appointed by Capgemini.

The supervisory board (elected members only) 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 2023 is described in the document called Local Supplement.

<sup>14</sup> A company in which Capgemini holds a majority shareholding and which is a member of the International Group Savings Plan (IGSP)

<sup>15</sup> This amount is limited to 0.25% if you subscribe during the revocation/subscription period.

<sup>16</sup> In the same way at <https://esop.capgemini.com/2023> (using the username and password sent to you by e-mail).





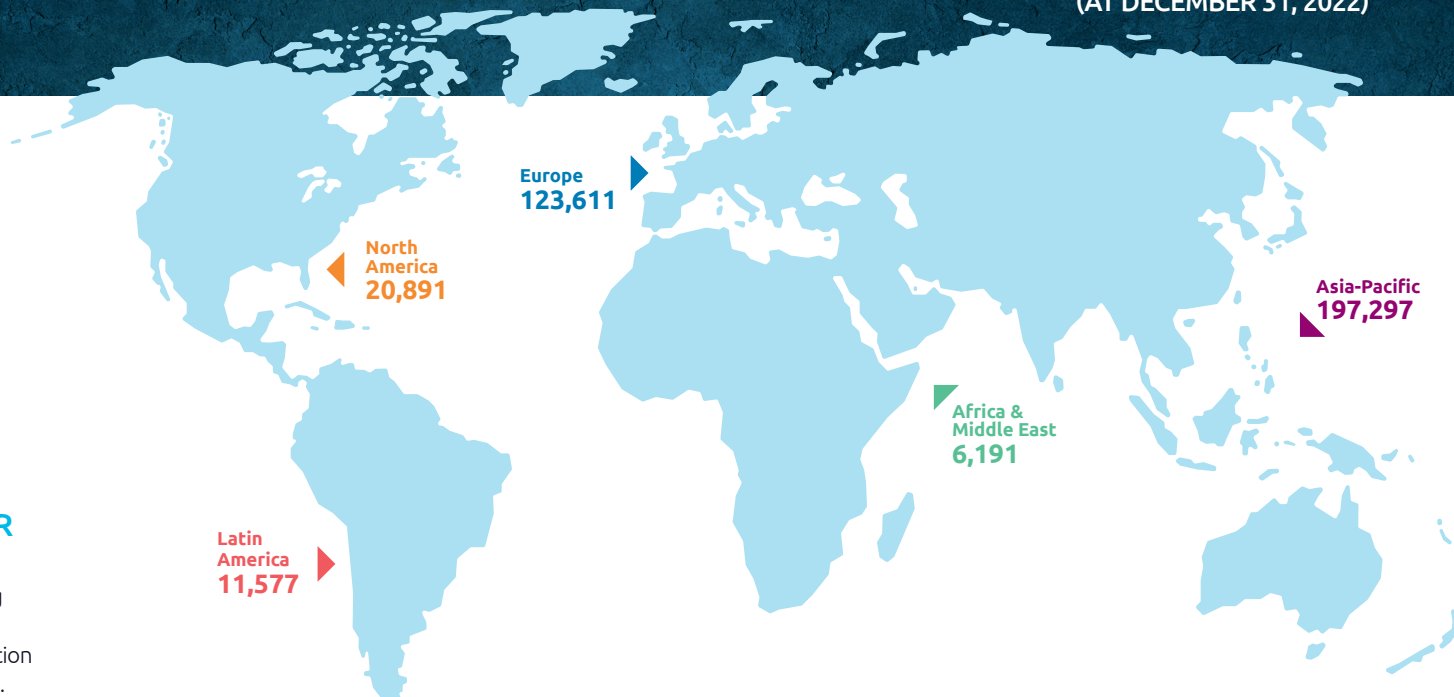
NUMBER OF EMPLOYEES  
(AT DECEMBER 31, 2022)

# CAPGEMINI GROUP

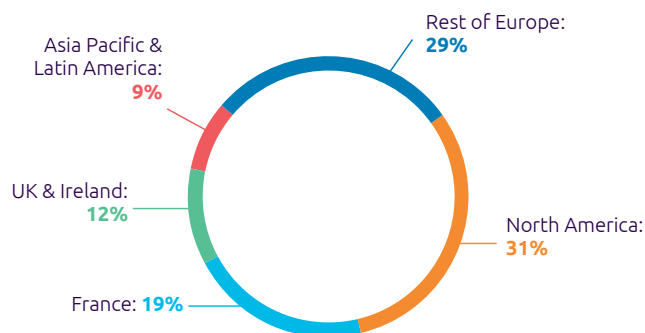
**CAPGEMINI IS A GLOBAL LEADER IN PARTNERING WITH COMPANIES TO TRANSFORM AND MANAGE THEIR BUSINESS BY HARNESSING THE POWER OF TECHNOLOGY.**

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 360,000 team members in more than 50 countries.

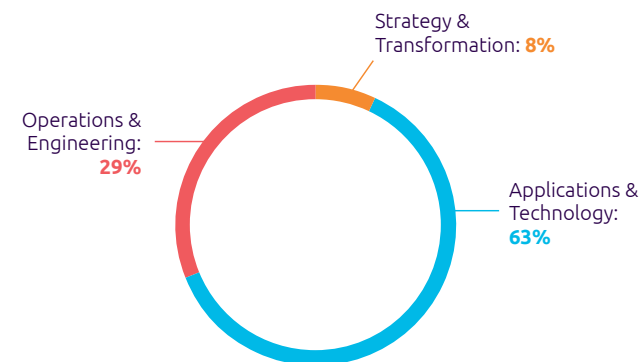
With its strong 55-year heritage and deep industry expertise, Capgemini is trusted by its clients to address the entire breadth of their business needs, from strategy and design to operations, fueled by the fast evolving and innovative world of cloud, data, AI, connectivity, software, digital engineering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



**BREAKDOWN OF 2022 REVENUE BY MAIN GEOGRAPHY**



**BREAKDOWN OF 2022 REVENUE BY BUSINESS**



December 31, 2022 data

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 2023 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.

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