

# ESOP

Employee Share Ownership Plan 2023

Sign up to the 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.
- An offer in line with previous plans.
- Accessible to a large audience: a minimum personal contribution equivalent to 2 shares.
- A 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.
- 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!

You directly subscribe Capgemini shares<sup>2</sup>...

...at the end of the plan, on December 19, 2028<sup>3</sup>:

- You get back at least the amount of your personal contribution in Euro<sup>4</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> Capgemini shares are denominated in Euro, the nominal value of each share being €8. Thus, the amount of your personal contribution in this plan will be converted into Euro by application of the exchange rate between the Euro and your currency on November 9, 2023.

<sup>3</sup> Or earlier in the event of an authorized early release

<sup>4</sup> Before tax and social charges.

# WHAT IS THE POTENTIAL GAIN?

## AT THE TIME OF SUBSCRIPTION:

### You purchase Capgemini shares:

- With a 12.5% discount on the reference price, and
- Your employer grants you a Stock Appreciation Right (SAR) for each share purchased.

## WHAT IS A SAR?

The SAR is a commitment from your employer to pay you a cash bonus determined on a given date (December 19, 2028)<sup>5</sup> based on the Capgemini share price performance over the holding period.

The SAR mechanism enables you to recover at least your personal contribution in euros (before tax and social charges) and to benefit from a potential boost performance.

Please refer to the "SAR Information Notice" for more information on the SAR mechanism.

### 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:

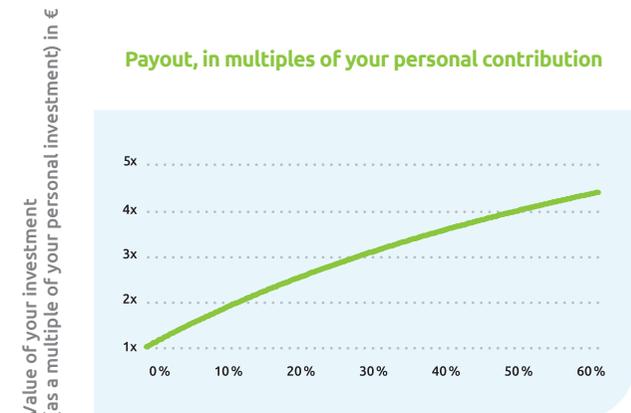
The price at which you buy Capgemini shares. It is equal to 87.5% of the reference price.

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 linked to the cash bonus.

## AT THE END OF THE HOLDING PERIOD:

- **The value of your shares<sup>6</sup>**, which depends on the Capgemini share price at the end of the holding period. You will make a **capital gain<sup>7</sup>** if the Capgemini share price is higher than the subscription price you paid.  
**Capital gain = final share price – subscription price you paid.**  
**If final share price > subscription price you paid**
- **A cash bonus<sup>7</sup>** (thanks to the SAR) paid by your employer made of two parts:
  - **A guarantee** of your personal contribution in euros: if the Capgemini share price at the end of the holding period is lower than the subscription price, your employer will pay you **an indemnity** per share subscribed equal to the loss.  
**Indemnity payment = subscription price – final share price.**  
**If final share price < subscription price**
  - **An amount based on the protected average increase in the Capgemini share price** over the duration of the plan.

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>5</sup> In certain exceptional cases, such as a takeover bid on Capgemini, SARs can terminate before maturity: you would, however, be guaranteed to recover at least your personal contribution in euros before tax and social charges.

<sup>6</sup> If you request the sale of your shares.

<sup>7</sup> Amount which may be subject to tax and social charges. For more information, please refer to the tax section of the Local Supplement.



## EXAMPLES

Examples of potential return on investment on the SAR without taking into account an additional potential capital gain when you sell your shares:

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

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

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>8</sup>	€262.50	€469.77	€642.50
You will therefore multiply your personal contribution by...	1.00	1.79	2.45
Which is equivalent to an average annual return of...	0%	12.3%	19.6%

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.

The proportion of the gain that is paid to the subscriber depends on the performance of the share price during the holding period.

The SAR payout allows to recover at least your personal contribution in euro and may equate to several times your personal contribution if the protected average increase rises.

### IN ADDITION TO THE CASH BONUS LINKED TO THE SAR, IF THE FINAL CAPGEMINI SHARE PRICE IS HIGHER THAN SUBSCRIPTION PRICE, YOU CAN MAKE AN ADDITIONAL CAPITAL GAIN IN EURO AS ILLUSTRATED BELOW<sup>9</sup>:

With a subscription price of €131.25, if you decide to sell your shares at the end of the holding period and the final Capgemini share price is:

- **€120:** you will make no additional capital gain on top of the cash bonus. Your employer will pay you a gross indemnity equal to €11.25 for each share subscribed.
- **€150:** you will make a capital gain of €18.75 for each share subscribed, in addition to the cash bonus.
- **€180:** you will make a capital gain of €48.75 for each share subscribed, in addition to the cash bonus.

### DIVIDENDS

You will also benefit from the potential distribution of dividends, attached to your purchased shares, over the whole period of time during which you hold them. Any dividends distributed by Capgemini would be directly paid to you.

*Reminder: Share ownership carries the right to receive dividends, the amount of which is approved by shareholders at the annual ordinary general meeting following a proposal from the Board of Directors based on the company's earnings.*

### ARE THERE ANY LIMITATIONS ON THE PROTECTION ON YOUR PERSONAL CONTRIBUTION?

The protection provided by your employer will not be absolute, because the payment does not take into account the cost of taxation if any and the Euro exchange rate variation between November 9, 2023 and the date on which your investment will end.

If you keep your shares after the end of the holding period, you will no longer benefit from the protection on your personal contribution once the holding period has elapsed nor any cash bonus entitlement, as the SAR granted by your employer will have matured and any amount due with respect to the SAR will have been paid to you.

Your personal contribution and the cash bonus will be denominated in Euro. The value of your shares, the potential indemnity payment and the potential additional amount through the SAR will be converted into your currency at market rate applicable on the date of the cash payment.

- If the value of the Euro is lower than on November 9, 2023 and the Capgemini share price is lower than the subscription price, the indemnity payment may not be sufficient to protect your personal contribution in local currency.
- Your total return might be negatively or positively impacted depending on the way the exchange rate varies between November 9, 2023 and the date on which your investment will end. 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.

<sup>8</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>9</sup> The illustrated amounts are in Euro: the subscription price and the final value of your units will be paid in your currency based on the exchange rate between the Euro and your currency at the date of the payment.



# 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,

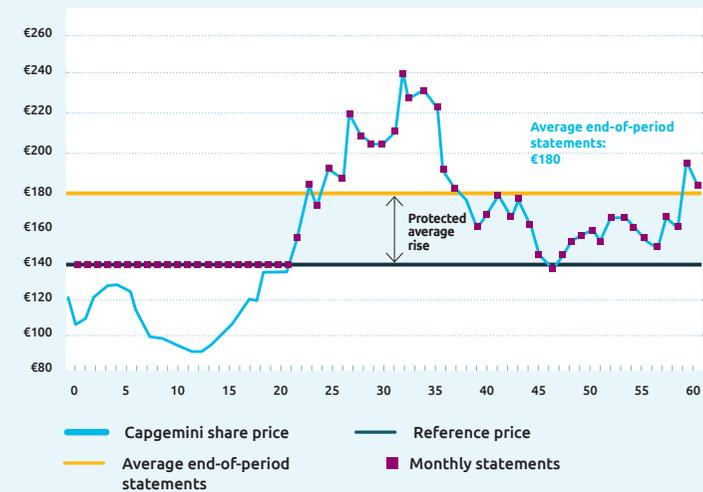
From the date of share delivery (i.e., first reading) to November 15, 2028, the closing Capgemini share price will be recorded on the 15th day of each month<sup>10</sup> (i.e. 60 monthly readings in total):

- 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 with respect to the SAR. **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



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

<sup>10</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 shares you have reserved.

**Case 2:** Your subscription is greater than the average subscription: you receive the shares 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.**

- You directly subscribe for Capgemini shares at a price which will be communicated to you on November 10, 2023.
- The subscription price of one share is equal to 87.5 % of the reference price.
- The subscription price and the reference price will be announced on November 10, 2023 expressed in Euro and in your local currency.
- 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, only the payment of the SAR will be done automatically. At that date, you will be able to either request the sale of your shares or continue to hold them, in accordance with the terms described in the Local Supplement.

### EARLY RELEASE

Your investment will be held for five years in accordance with French law. However, your investment will be released before the end of this period if one of the following situations arises:

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

In the event of occurrence of one of these events, the sale of your shares and payment of the SAR (potential SAR indemnity payment and SAR gain) will be done automatically. In that case, it means that you will automatically exit from the plan for your full investment in ESOP 2023.

In addition, early release may be required, upon Capgemini SE decision, in case of:

- Transfer to a Capgemini entity located in a non-SAR country.
- Employer entity leaving the Capgemini Group (Change of control of the employer).

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.]

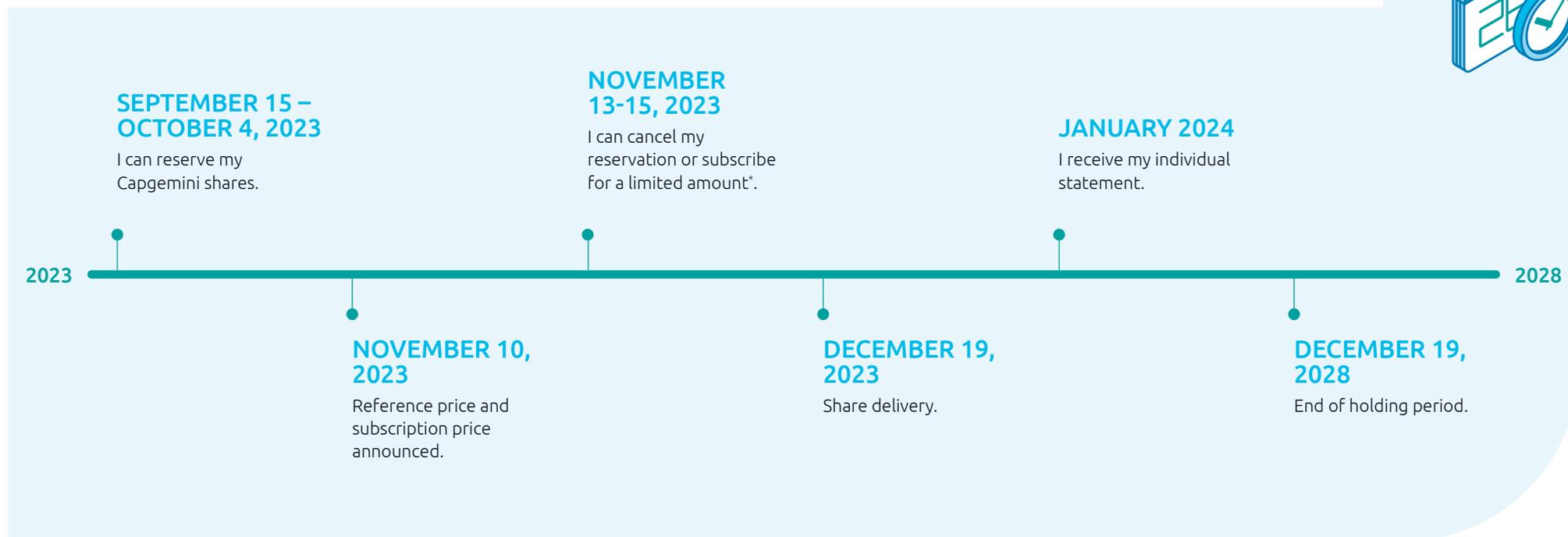
### CALCULATING GAINS IN THE EVENT OF EARLY RELEASE

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. Amounts in euro will be converted in your local currency based on that exchange rate at the time of the release.



**The SAR Information Notice and the IGSP Regulations are available on Talent: <http://talent.capgemini.com/esop> or ESOP 2023 communication website: <https://esop.capgemini.com/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>11</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 2 shares.**
- **A maximum of 2.5%**<sup>12</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 the reservation period), you may submit a reservation order to acquire Capgemini shares by indicating the number of shares you wish to subscribe:

- 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>13</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 or the document called Local Supplement.

### 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>11</sup> A company in which Capgemini holds a majority shareholding and which is a member of the International Group Savings Plan (IGSP).

<sup>12</sup> This amount is limited to 0.25% if you subscribe during the revocation/subscription period.

<sup>13</sup> In the same way at <https://esop.capgemini.com/2023> (using the username and password sent to you by e-mail).



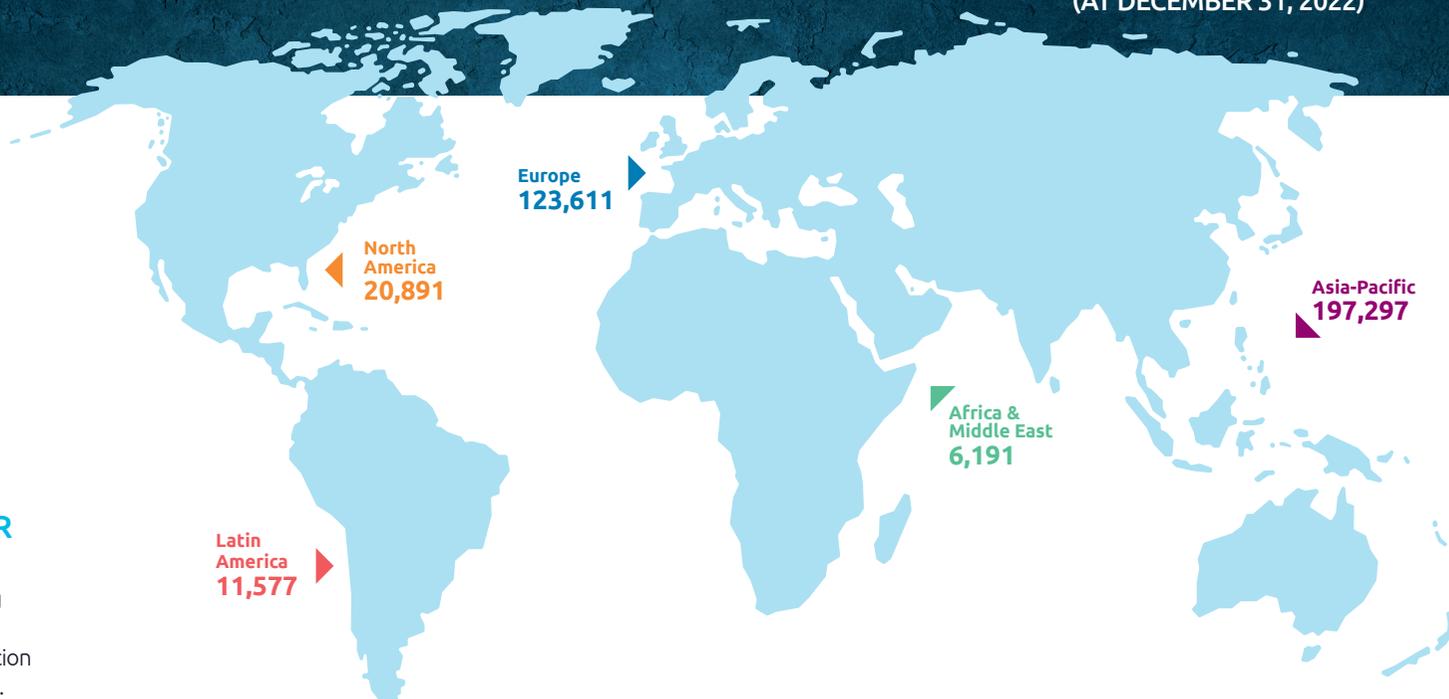
NUMBER OF EMPLOYEES  
(AT DECEMBER 31, 2022)

# CAPGEMINI GROUP

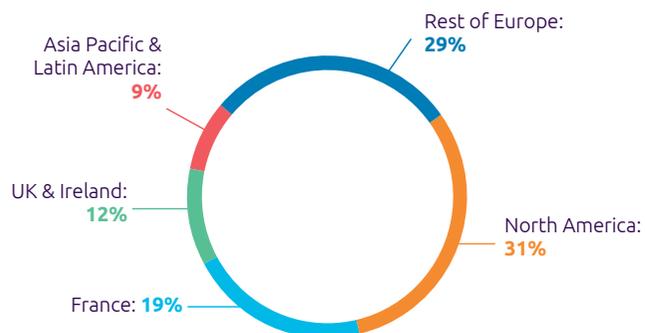
**CAPGEMINI IS A GLOBAL LEADER IN PARTNERING WITH COMPANIES TO TRANSFORM AND MANAGE THEIR BUSINESS BY HARNESSING THE POWER OF TECHNOLOGY.**

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.

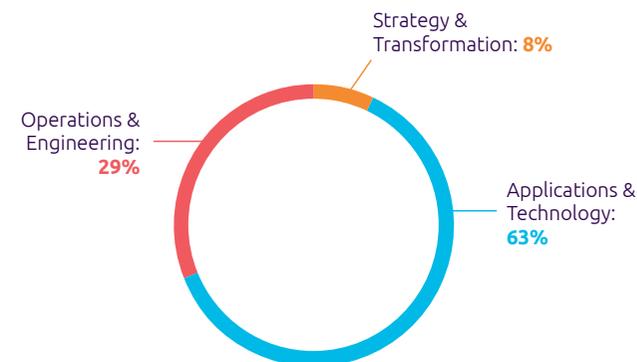
With its strong 55-year heritage and deep industry expertise, Capgemini is trusted by its clients to address the entire breadth of their business needs, from strategy and design to operations, fueled by the fast evolving and innovative world of cloud, data, AI, connectivity, software, digital engineering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