

CAPGEMINI EMPLOYEE SHARE OWNERSHIP PLAN 2023 LOCAL SUPPLEMENT FOR JAPAN



You have been invited to invest in shares of Capgemini SE in the Capgemini Group Employee Share Ownership Plan (“ESOP”). You will find below a brief summary of the offering information applicable in Japan and principal tax consequences relating to the offering.

For a more complete description of the offering, please refer to the employee brochure provided to you together with this Local Supplement, available on the intranet site dedicated to the Offering.

Local Offering Information

Eligibility

All current employees of Capgemini Japan, in each case subject to a minimum employment condition of three months since January 1, 2022, up to the last day of the revocation period (November 15, 2023), employed for at least one day between November 13, 2023 to November 15, 2023.

Reservation and Revocation Periods

The reservation period starts on September 15, 2023 and lasts until October 4, 2023 (inclusive). During the reservation period, you will be able to submit your orders to subscribe Capgemini SE shares. During the reservation period you can place an order for maximum 2.5% of your estimated gross salary over 2023. The estimated gross salary will be calculated taking into account both your fixed salary and your variable salary. If the amount of your subscription exceeds this, your subscription may automatically be reduced to 2.5% of the estimated gross annual salary that you will receive in 2023.

The revocation period starts on November 13, 2023 and lasts until November 15, 2023 (inclusive). During the revocation period, you may revoke your order, in its entirety only, if you wish. During this period you can submit a subscription for maximum 0.25% of your estimated gross salary over 2023. Upon the expiration of the revocation period, outstanding orders become binding and irrevocable.

If the total number of requested shares exceeds the offered shares, the number of shares requested may be reduced. In this event, each participant will be notified personally. In addition, if the total subscription amount for this year's offering in Japan, together with the subscription amount for any offerings within the last 12 months in Japan, is 100,000,000 yen or more, the number of shares requested may be reduced proportionally for each employee. If the reduced number of the shares is not a whole number, your investment will be rounded down to the nearest whole number of shares and the payment corresponding to the cut-off amounts of the shares will be paid back to you. In this event, each participant will be notified personally.

Subscription Price

The subscription price will be set by the CEO of Capgemini SE on November 10, 2023. It will be communicated to you on that day via postings in your workplace and on the internet site dedicated to ESOP.

Method of Payment

- One single Salary Deduction, from my January 2024 salary.

Stock Appreciation Rights (SARs)

If you subscribe for Capgemini SE shares, you will be granted a "bonus" in the form of Share Appreciation Rights ("SARs") by your employer. Your rights under these SARs are detailed in the SAR Information Notice included in your subscription kit. The SAR mechanism is also described in the Information Brochure.

Thanks to the SAR mechanism, at the end of the lock-up period, your personal investment in euro is protected (subject to the conditions of the plan) and your employer will indemnify you if the value of the shares is less than the subscription price at the end of the lock-up period. In addition, you will receive a part of the weighted average increase, if any. The weighted average increase will be equal to the difference between the average of the closing prices of the Capgemini SE share of the fifteenth day of each month (if this day is not a trading day and a business day in France the Share price will be recorded the day which is a trading day and business day in France immediately preceding that day) for each of the 5 years of the lock-up period (see below the "Lock-up Period / Early Exit Events - In which cases may I ask for an early redemption") and the reference price. If the share price is lower or equal to the reference price, the reference price will be registered for the calculation of the protected average increase.

Management of the shares

The shares will be registered in your name on a securities account opened with Caceis (French account holder for the plan).

Any dividends distributed by Capgemini SE would be directly paid to you.

As a shareholder of Capgemini SE, you may exercise the voting rights on your purchased shares and will have the right to attend Capgemini SE shareholders meetings. Each share is entitled to one vote at all shareholders meetings.

Currency Exchange Control

If your initial investment is more than 100 million yen, you must submit a report to the Minister of Finance, through the Bank of Japan, within 20 days after the subscription.

If the subscription amount paid by you from Japan to abroad is more than 30 million yen, you must submit a report to the Minister of Finance, through the Bank of Japan, by the 20th day of the month following the payment date.

Securities Notices

This offering is exempted from the requirement under Article 4, Paragraph 1 of the Financial Instruments and Exchange Act of Japan and therefore no securities registration statement has been or will be filed thereunder with respect to such offering. Instead, Capgemini filed the Securities Notice with the Kanto Local Finance Bureau.

Important Notice regarding the Investment Advice

Capgemini SE and its subsidiaries do not give investment advice with respect to this offering. Investing is a personal decision that you must make yourself, taking into account your financial resources, your investment goals and other investment alternatives available to you. Participation in this offering is entirely voluntary.

Lock-up Period / Early Exit Events - In which cases may I ask for an early redemption?

In consideration of the benefits granted under this offering, your investment must be held for a period ending on December 19, 2028, except in the case of early exit events listed below:

- 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. Please refer to the SAR Information Notice, which contains information about automatic payment of the SAR if an early exit event mentioned above occurs.

In addition, early release of the shares and payment of the SAR may be required (in which case, the sale of your shares and the payment of the SAR will be done automatically), upon Capgemini SE decision, in case of:

- Transfer of the employee to a Capgemini entity which is located in a non-SAR country or to a non-participating country (transfer to a Capgemini entity located in another SAR country does NOT constitute an early exit case); or
- Employer entity leaving the Capgemini Group (Change of control of the employer.)

Redemption at full term

Once your investment becomes available for redemption you will be informed of this availability and you may request a sale of your investment in cash or you may continue to hold your shares. However, as SAR payment will automatically take place at such date, whether you request sale of your shares or not, you will no longer benefit from the SAR.

Financial aspects

An investment in shares is subject to value fluctuations and your investment may increase or decrease in value. Capgemini does not provide any guarantee that you will make a profit on the shares when you redeem your investment (at expiry of the lock-up period or any other time of redemption). Also, the value in Yen of payments under the SAR mechanism is subject to fluctuations in the EUR/YEN exchange rate.

Labor Law Disclaimer

Please note that this offering is provided to you by the French company Capgemini, not by your local employer. The decision to include a beneficiary in this or any future offering is taken by Capgemini in its sole discretion. The offering does not form part of your employment agreement and does not amend or supplement such agreement. Participation in the offering does not entitle you to future benefits or payments of a similar nature or value, and does not entitle you to any compensation in the event that you lose your rights under the offering as a result of the termination of your employment. Benefits or payments that you may receive or be eligible for under the offering will not be taken into consideration in determining the amount of any future benefits, payments or other entitlements that may be due to you (including in cases of termination of employment).

Tax Information for Employees

*This summary sets forth general principles that are expected to apply to employees who (i) are resident in Japan under ordinary rules for the purposes of the tax laws of Japan and the Convention between Japan and the French Republic for the avoidance of double taxation dated 3 March 1995, as amended on January 11, 2007 (the “**Treaty**”), (ii) have an employment contract with a company controlled by Capgemini and are subject to the social security scheme of Japan and (iii) are entitled to the benefits of the Treaty and do not carry out their professional activity in France. For definitive advice, employees should consult their own tax advisors regarding the tax consequences of subscribing to Capgemini SE shares (the “**Shares**”).*

This summary is given for informational purposes only and should not be relied upon as being either complete or conclusive.

The tax consequences listed below are described in accordance with Japanese tax law and tax practices as well as the Treaty, all of which are applicable on May 1, 2023. These laws and practices and the Treaty may change over time, also retroactively.

Upon subscription

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

Under the Personal Income Tax Law of Japan, the price discount at the moment of subscription will be taxable at the time of subscription. It is current practice that the amount of the price discount will, in general, be taxed as salary income.

The amount of the price discount will be considered to be the excess of (i) the market price of the Capgemini SE shares as of the issue date converted into yen at the median of the telegraphic transfer selling and buying exchange rates vis à vis customers for euro against yen as of such date, over (ii) the price in yen that you have paid to acquire such shares. It should be noted that this price discount, which is calculated for Japanese taxation purposes, may be a greater or lesser amount than the actual discount in this offering. The amount of the taxable price discount will be aggregated to your salary income (usual salary deductions are available) and combined with other types of income earned during the calendar year. Such combined amount will be taxed at the normal progressive income tax rates.

The amount of the taxable price discount will not be subject to Japanese withholding tax, but rather, will be reported on your annual tax return. You will be responsible for filing your annual tax return no later than March 15 of the year following the subscription of Capgemini SE shares. Even if your total salary income, including the price discount, is 20 million yen or less, your employer is not allowed to complete the taxation by the year-end tax adjustment, and therefore you must report the price discount in your annual tax return. For your information, your employer is required to submit a report to the competent tax office with respect to the economic benefit you will receive from the ESOP.

With respect to the grant of the SARs?

Granting of the SARs is not a taxable event.

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

If the interest rate of the loans extended by the employer to its employees is lower than (i) the rate announced by the Minister of Finance that was calculated based on the average rate of short-term loans plus 1% or (ii) the rate at which the employer borrows money in the case that your employer does so in order to lend such money to you, the benefit from such low interest rate (i.e., the difference between such interest rate and the lower of the rates mentioned in (i) and (ii) above) will, in general, be taxed as salary income. This income is combined with other types of income, and the combined amount is taxed at normal progressive income tax rates.

However, the above income is not taxable under certain circumstances including cases where (i) the rate is reasonable (for instance, in the case that the rate is an average of the rates at which the employer borrowed money in a previous year) and (ii) the income is not greater than ¥5,000 per year.

During the life of the Plan

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

(i) Taxation in France

Under French domestic law, dividends distributed by a French issuer to natural persons who are not French tax residents are generally subject to a French withholding tax at the rate of 12.8%¹.

¹ The dividend withholding tax rate is increased to 75% when the dividends are paid to a bank account opened in a Non-Cooperative State or Territory as defined under article 238-0 A 1, 2 and 2 bis-1° of the French Tax Code (“NCST”), unless the distribution of the dividends in a NCST has neither the object nor the effect of locating the dividends in such a NCST for tax evasion purposes. The list of NCSTs is updated at least once a year. The states and territories qualifying as NCSTs are currently the following : Anguilla, Bahamas, British Virgin Islands, Panama, Seychelles, Turks and Caicos Islands, and Vanuatu.

However, under the Treaty and subject to the completion of certain formalities further described hereafter, this rate may be reduced to 10%. The withholding tax will be levied at the reduced rate of 10% if the employee provides the paying agent with a certificate of residency (French treasury form 5000) before the date of payment of the dividends. In the event where the certificate of tax residency is not provided to the paying agent before the date of payment of dividends, the withholding tax will be levied at the standard domestic rate of 12.8% or 75%. The employee may obtain the repayment of the withholding tax paid in excess of the 10% Treaty rate by filing the French treasury forms 5000 (certificate of residency) and 5001 (repayment request) with the French paying agent before December 31 of the second year following the year of payment.

(ii) Taxation in Japan

Dividends from the Capgemini SE shares will be taxed as dividend income under the Personal Income Tax Law of Japan. Basically, you will have to report these dividends in your annual income tax return, and your world-wide income (including these dividends) will be subject to income tax at the normal progressive tax rates under the Personal Income Tax Law². You will have to file your annual tax return and pay the corresponding tax by March 15 of the year following the receipt of the dividends.

Please note, however, that if (i) your salary income is not greater than ¥20 million and (ii) your total income other than your salary income is not greater than ¥200,000, you will generally not be required to file an annual income tax return³. In such case, dividends from Capgemini SE shares will not be subject to income tax in Japan.

Regardless of whether you pay income tax in Japan on the dividends, your income (including dividends from Capgemini SE shares⁴) will be subject to local inhabitant tax of 10% (fixed rate) under the Local Tax Law of Japan.

Dividends will not be subject to social security charges.

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

No.

Upon sale of the shares / Payment of the SARs

V. Will I be required to pay any tax or social security charges when, at the end of the lock-up period (or in the event of an authorized early exit event), I sell my Capgemini shares?

(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 Shares.

(ii) Taxation in Japan

Selling the Cap Gemini shares, any capital gains incurred by you from the sale of the shares will be taxed separately from non-capital gains income, and the amount of capital gains tax payable (including local tax) will, in general, be equal to 20.315% of the net balance of the proceeds from the sale of such Capgemini SE shares after the deduction of their constructive acquisition costs.

If you do not hold any Capgemini SE shares other than those subscribed to under this offering, for tax purposes, the constructive acquisition costs of each Capgemini SE share held by you will, in principle, be calculated by dividing the aggregate of the market price of the Capgemini SE shares as at the issue date of all the Capgemini SE shares by the total number of Capgemini SE shares.

Capital losses incurred by you upon the sale of the Capgemini SE shares can, in general, be deducted only against other capital gains from sales of equity securities in that year. However, if the Capgemini SE shares are listed on a stock exchange at the time of their sale, and subject to certain other requirements being met, the capital losses incurred upon the sale of the Capgemini SE shares will be carried forward for deduction against capital gains from sales of other listed equity securities and certain kinds of bonds for the following three years⁵.

² Where the Capgemini SE shares are listed at the time of the distribution of dividends, and subject to certain other requirements, dividends from the Capgemini SE shares paid to you may be taxable separately from other incomes if you select to do so in a tax return, at the rate of 20.315% in principle (including local taxes and additional tax for the recovery from the earthquake).

³ However as stated in "Upon subscription" above, in the case of the subscription of Capgemini SE shares, although the price discount is treated as salary income, you must file a tax return even if your total salary income, including such price discount, is ¥20 million or less.

⁴ Where the Capgemini SE shares are listed at the time of the distribution of dividends, and subject to certain other requirements, dividends from the Capgemini SE shares paid to you may be subject to local tax of 5% separately from other incomes if you select to do so in a tax return.

⁵ If any dividend income from other listed equity securities or interest income from certain kinds of bonds arises in the same year the capital losses are incurred, then subject to certain other requirements (including that you file a tax return containing certain items of information together with certain attachments), such capital losses can be offset against any such dividend income or interest income.

It should be noted that the amount of the sale proceeds on which the calculation of the capital gains is based will be converted into a yen amount at the exchange rate as of such sale for Japanese taxation purposes. Therefore, any fluctuation in the foreign exchange rate will be reflected in the capital gains.

Capital gains will not be subject to social security charges.

VI. Taxation when I receive the SAR pay-out?

Any payment under the SARs will be taxed as salary income in the year of receipt. The amount of the payment thereof will be subject to Japanese withholding tax on salary income because, unlike the price discount, the SARs are provided by the Japanese subsidiary, rather than Capgemini SE.