

CAPGEMINI EMPLOYEE SHARE OWNERSHIP PLAN LOCAL SUPPLEMENT FOR MEXICO



You have been invited to invest in shares of Capgemini SE in the Capgemini Group employee share ownership plan 2023: ESOP. You will find below a brief summary of the local offering information 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 and to the regulations and Key Information Document of the "ESOP Leverage P 2023" compartment of the "ESOP CAPGEMINI" FCPE, available on the intranet site dedicated to the Offering.

Local Offering Information

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 through an FCPE. 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.

Subscription Price

The subscription price will be set by the CEO of Capgemini SE on November 10, 2023. Such price will be communicated to you on that same date via email and the digital means and platforms dedicated to ESOP and, in case that the activities within the workplace are re-initiated, by posting a notice in your workplace.

It is to be noted that your subscription is in euro. Consequently, for purposes of your subscription, the amount of your payment in Mexican pesos will be converted using the exchange rate that will have been communicated to you prior to the revocation period. During the life of your investment, the value of the Capgemini shares subscribed through the Fonds Commun de Placement d'Entreprise ("FCPE") will be affected by fluctuations in the currency exchange rate between the euro and the pesos. As a result, if the value of the euro strengthens relative to pesos, the value of the shares expressed in local currency will increase. On the other hand, if the value of the euro weakens relative to your pesos, the value of the shares expressed in pesos will decrease.

Method of Payment – What are the payment methods available for my subscription?

The following payment method are made available:

(1) One sole payment through wire transfer to the following account:

Account No.: 0448948402

CLABE: 012180004489484025

Bank: BBVA Bancomer

On behalf of: Capgemini México, S. de R.L. de C.V.

(2) Through payroll deduction, to be made in 4 (four) fortnightly installments, starting on [TBC] 2023.

Please take into consideration that, in accordance with the applicable Mexican law. Therefore, no amount may be deducted from your monthly salary that is greater than 30% of the difference between your monthly salary and the minimum monthly salary in effect in Mexico (which currently is approximately MXN \$6,210.00 (six thousand two hundred ten pesos 00/100). You must take this limitation into account in case you decide to pay through salary deductions.

If your employment terminates before you have paid the subscription price in full, the unpaid balance of the subscription will be due and payable upon termination of your employment. Your employer will be entitled to collect any unpaid portion of the subscription price from other amounts due to you. In addition, your employer may exercise any other rights to which it is entitled.

Securities Notices

The securities have not been registered with the National Register of Securities maintained by the Mexican National Banking and Securities Commission and may not be offered or sold publicly in Mexico. The offering materials may not be publicly distributed in Mexico. These materials are addressed to you only because of your existing or former labour relationship with Capgemini and may not be reproduced or copied in any form. The offer contained in this material is addressed solely to the present and former employees of Capgemini in Mexico and any rights under such offering may not be assigned or transferred.

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:

- (i) Termination of the employment contract;
- (ii) Disability of the employee; and
- (iii) Death of the employee.

In these circumstances, you (or your personal representatives) would need to request an early redemption as this would not be automatic.

Attention is drawn to the fact that a change of employer, where the new employer is an entity participating to ESOP in a country under the same structure as Mexico, i.e. the FCPE's "ESOP Leverage P" compartments, shall not constitute an early exit case. On the other hand, a change of employer, where the employer is an entity participating to ESOP in a country under a different structure, or to a non-participating country, may constitute, upon Capgemini's decision, an early exit case.

These early exit events are defined by French law and must be interpreted and applied in a manner consistent with French law. You should not conclude that an early exit event is available unless you have described your specific case to your employer and your employer has confirmed that it applies to your situation, upon your providing of the requisite supporting documentation. Early redemption may also be possible upon Capgemini SE's decision if the legal entity that employs you ceases to be a Capgemini SE subsidiary.

Redemption at full term

Once your investment becomes available for redemption you will be informed of this availability and you may request a redemption of your investment in cash or you may continue to hold the value of your investment (but without any further leveraged effect) in a new fund which invests in Capgemini SE shares. All redemption proceeds will be sent to your employer (or former employer) in order that the correct taxes (see tax section below) may be deducted before the net amount is then remitted to you.

Voting rights

As long as your Capgemini shares are held by the FCPE, the voting rights pertaining to such shares will be exercised by the supervisory board of the FCPE on behalf of the employees.

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 resident in Mexico

This summary sets forth general principles that are expected to apply to employees who are (i) resident in Mexico for the purposes of the tax laws of Mexico and the Convention between Mexico and the French Republic for the avoidance of double taxation dated November 7, 1991 (the "Treaty") and (ii) are entitled to the benefits of the Treaty. For definitive advice, employees should consult their own tax advisors regarding the tax consequences of subscribing to Capgemini's shares through the compartment "ESOP LEVERAGE P 2023" of the FCPE "ESOP CAPGEMINI" in this offering.

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 Mexican tax laws and certain French tax laws and practices, as well as the Treaty, all of which are applicable at the time of the offering. 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 moment of subscription?

You should not be subject to Mexican tax obligations upon the subscription of the units in the FCPE (i.e., no upfront taxation) defined as the collective shareholding vehicle for the custody/management of the shares held by the employee-investors. For Mexican income tax purposes, the investment in the Plan should be deemed as being equivalent to a stock option. In such case, the option income should be taxed in Mexico upon redemption or early exit/release.

Furthermore, for social security purposes, you and your employer will not have tax obligations upon subscription of the units to the FCPE.

During the life of the Plan

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

Under the ESOP offering, pursuant to the swap agreement, for all dividends received by the FCPE an equal amount is paid to the bank. Therefore, you do not benefit from dividends paid, if any, to the FCPE ESOP CAPGEMINI.

(i) Taxation in France

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

(ii) Taxation in Mexico

In the absence of a distribution of dividends benefiting you in accordance with the ESOP offering, pursuant to the swap agreement between the FCPE and the bank, no tax will be applicable in Mexico on such dividend distributions. No income tax will be triggered nor deferred or due in Mexico considering that the dividends received by FCPE will be transferred to the bank pursuant to the swap agreement and do not benefit you; therefore, you will not trigger taxes nor record any other form of taxable revenue for Mexican tax purposes (e.g., an interest, credit income, FX gain, nor a stock option gain as such).

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

There is currently no wealth tax in Mexico.

IV. 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?

Upon subscription, you will not have any reporting obligations.

As discussed, the taxable event will occur at redemption. Under the Mexican Tax law, tax residents receiving income from a foreign source, must include such proceeds in their annual income tax returns, which is due April 30th of each year (unless an extraordinary extension is provided, generally no extensions are available).

You will be required to report advanced income tax payments on the revenue received at redemption within the applicable monthly return in function of the redemption date. In this regard, you must file an individual monthly income tax return no later than the 17th day of the following month in which the redemption occurs (i.e., taxable event). The tax payment must be e-filed ("pago referenciado" in Spanish) and remitted to the Mexican tax authorities using your personal Mexican bank account.

In addition, your Mexican employer should inform to the Mexican tax authorities of your participating in the 2023 ESOP and provide in that regard your tax identification number (RFC) no later than February 15 of the calendar year following the one in which you subscribe the FCPE units. Note that there is no prescribed form for this purpose, and thus, the filing should be made by your employer via a written statement with the Mexican tax authorities disclosing information regarding your participation in the offering plan.

Since no dividends will be distributed to you, pursuant to the swap agreement between the FCPE and the bank, there will be no dividend reporting.

Upon redemption

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), I ask the FCPE to redeem my units for cash?

(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 Mexico

Pursuant to the Mexican Income Tax Law, wages as well as other benefits derived from a labor relationship, including profit sharing and benefits received as consequence of terminating the labor relationship by individuals are classified as revenues for rendering subordinated services (i.e., a deemed salary).

For income tax purposes, the income obtained by you derived from exercising the option granted by your employer or a related party of your employer, to acquire, even by subscription, shares without any cost or at a lower or equal basis than the fair market value of such shares or securities at the moment of exercising the option is classified as a deemed salary.

In the case at hand, the taxable income will be the net proceeds obtained by you at redemption (i.e., the difference between the cash amount received upon redemption and the subscription price paid by you). If upon redemption you receive shares, the taxable income will then be the difference between the fair market value of the shares at the time in which you receive them, and the price you paid when entering the Plan.

The income obtained by you upon redemption (cash or shares) or early exit/release should be taxed as part of your overall income tax at progressive rates of up to 35%. You will be required to be file/report in the relevant monthly tax return the income tax derived from the proceeds received at redemption and also consider such proceeds and the advanced monthly income tax paid in your annual tax return.

Based on our understanding, there is no chargeback mechanism between the local employer and Capgemini, S.E., thus, no social security withholding from your employer should apply in this case.

If applicable, a subsequent sale of the publicly traded shares (in general terms, the difference between the sales price and the cost of the shares, among other concepts) by you outside the framework of an ESOP will be taxed in as a capital gain. Further analysis should be performed on a case by case basis.

VI. Tax or social security charges that may be applicable if my assets are transferred from the "ESOP LEVERAGE P 2023" compartment to another compartment, if I do not choose immediately to redeem my investment upon the expiration of the lock-up period.

Should you choose not to immediately redeem the FCPE units at the end of the lock-up period, but rather to transfer the assets into a new FCPE, then the units used in connection with the transfer into a new FCPE would be deemed to be redeemed and be taxed in the same manner as a redemption in cash or shares, as described above at that time.

Please refer to our comments included in section V subsection ii) of this document. If the relevant transfer of assets is considered as exercising the option by you (by default), under the understanding your assets would be effectively used to subscribe to another FCPE for your benefit, then, income tax may be triggered at that moment on the difference between the fair market value of the shares at the time in which you are deemed to exercise it (vest it) by acquiring a new subscription, and the price paid when the option was granted; however, further analysis is required in each particular case depending on the plan as you may obtain other type of income items different from salaries, which have a different tax treatment.