



Media relations:

Victoire Grux
Tel.: +33 6 04 52 16 55
victoire.grux@capgemini.com

Investor relations:

Vincent Biraud
Tel.: +33 1 47 54 50 87
vincent.biraud@capgemini.com

Acquisition of WNS approved by its shareholders

Paris, September 1, 2025 – [Capgemini](#) (Euronext Paris: CAP) today announced that the shareholders of WNS (NYSE: WNS) have approved the acquisition of WNS by Capgemini at the meetings of WNS shareholders held on August 29, 2025 for such purpose.

On July 7, 2025, Capgemini and WNS announced that they had entered into a definitive transaction agreement, pursuant to which Capgemini will acquire WNS to create a global leader in Agentic AI-powered Intelligent Operations for a cash consideration of 76.50 USD per WNS share. The total cash consideration will amount to \$3.3 billion, excluding WNS net financial debt¹.

With this approval, the transaction remains only subject to the receipt of customary regulatory approvals and other conditions. The closing of the transaction is expected to occur by the end of the year.

The final voting results of the meetings of WNS shareholders can be found in a Form 8-K filed by WNS with the U.S. Securities and Exchange Commission.

ABOUT CAPGEMINI

Capgemini is a global business and technology transformation partner, helping organizations to accelerate their dual transition to a digital and sustainable world, while creating tangible impact for enterprises and society. It is a responsible and diverse group of 350,000 team members in more than 50 countries. With its strong over 55-year heritage, Capgemini is trusted by its clients to unlock the value of technology to address the entire breadth of their business needs. It delivers end-to-end services and solutions leveraging strengths from strategy and design to engineering, all fueled by its market leading capabilities in AI, generative AI, cloud and data, combined with its deep industry expertise and partner ecosystem. The Group reported 2024 global revenues of €22.1 billion.

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FORWARD LOOKING STATEMENTS

Certain information in this press release, as well as oral statements made regarding the Transaction, and other information published by WNS, Capgemini or any member of the Capgemini Group contain statements which are, or may be deemed to be "forward-looking statements", including, but not limited to, the acceleration of Capgemini and WNS' growth and the value-additive nature of the Transaction for Capgemini shareholders. The words "anticipates", "expects", "believes", "intends", "estimates", "plans", "projects", "may", "would", "will", "should", "continue", or the negative of these terms and similar expressions are intended to identify forward-looking statements. Such forward looking statements are prospective in nature and are not based on historical facts, but rather on current expectations and on numerous assumptions regarding the business strategies and the environment in which Capgemini, any member of the Capgemini Group, including WNS and its subsidiaries following the Transaction ("Post-Transaction Group") shall operate in the future and are subject to risks and uncertainties that could cause actual results to differ materially from those expressed or implied by those statements. The forward looking statements contained in this press release relate to Capgemini, any member of the Capgemini Group or the Post-Transaction Group's future prospects, developments and business strategies,

¹ Net financial debt of WNS was negligible as at March 31, 2025



the expected timing and scope of the Transaction and other statements other than historical facts. For a discussion of some of the risks and important factors that could affect such forward-looking statements, please refer, without limitations, to the risks identified in Capgemini's most recent Universal Registration Document (Document d'Enregistrement Universel) available on Capgemini's website (<https://www.capgemini.com/us-en/>). Factors which could have a material adverse effect on the Company's operations and future prospects include, but are not limited to, the following risks relating to the Transaction, including in respect of the satisfaction of closing conditions to the Transaction on a timely basis or at all, including the ability to obtain required regulatory approvals; unanticipated difficulties and/or expenditures relating to the Transaction and any related financing; uncertainties as to the timing of the Transaction; litigation relating to, or other challenges to, the Transaction; the impact of the Transaction on each company's business operations (including the threatened or actual loss of employees, clients or suppliers); the inability to obtain, or delays in obtaining cost savings and synergies from the Transaction; incurrence of unexpected costs and expenses in connection with the Transaction; risks related to changes in the financial, equity and debt markets; and risks related to political, economic and market conditions. In addition, the risks to which WNS' business is subject, including those risks described in WNS' periodic reports filed with the SEC, could adversely affect the Transaction and, following the completion of the Transaction, the Company's operations and future prospects. New risks and uncertainties emerge from time to time, and it is not possible for Capgemini and WNS to predict or assess the impact of every factor that may cause actual results to differ from those contained in any forward-looking statements.

Specifically, statements of estimated cost savings and synergies relate to future actions and circumstances which, by their nature involve, risks, uncertainties and contingencies. As a result, the cost savings and synergies referred to may not be achieved, may be achieved later or sooner than estimated, or those achieved could be materially different from those estimated. Due to the scale of the Post-Transaction Group, there may be additional changes to the Post-Transaction Group's operations. As a result, and given the fact that the changes relate to the future, the resulting cost synergies may be materially greater or less than those estimated.

Forward-looking statements contained herein are only based upon currently available information and speak only as of the date of this press release, and Capgemini expressly disclaims any obligation to release publicly any updates or revisions to any forward-looking statements contained herein to reflect any change in Capgemini's expectations with regard thereto or change in events, conditions or circumstances on which any statement is based.

Past performance is not a reliable indicator of future results and should not be relied upon for any reason.

The anticipated financial impact of the acquisition of WNS and any references to future financial performance should not be viewed as management guidance. Actual results may differ from the statements set forth herein and such differences may be material.