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Capgemini – Launch of a Third Employee Share Ownership Plan

Paris – September 24, 2014 – [Capgemini](http://www.capgemini.com) announces the launch of a third employee share ownership plan, ESOP. This plan, which is proposed to approximately 96% of the Capgemini Group's employees, is part of the Group policy to associate all employees to the Capgemini development and performance. Employee shareholding holds approximately 6.4% of Cap Gemini's share ownership following the launch of the ESOP 2009 and ESOP 2012 plans. This third ESOP plan will be implemented through a capital increase of a maximum of 5,000,000 shares reserved for the employees of the Capgemini Group, with the settlement-delivery of shares scheduled to occur on December 18, 2014, at the latest. The main terms and conditions of this plan are described below.

ISSUER

Cap Gemini
Compartment A – NYSE Euronext Paris (France)
Common share ISIN code: FR0000125338 – CAP

PURPOSE OF THE OFFERING

This capital increase is reserved for the employees of Capgemini, and its French and foreign subsidiaries who are members of the Group Savings Plans.

OFFERED SECURITIES

At the Ordinary and Extraordinary Shareholders' Meeting of May 7, 2014, the shareholders of Cap Gemini authorized the Board of Directors to increase the share capital of the company in connection with this offering.

In accordance with this authorization, the Board of Directors approved the offer in principle of up to a maximum amount of 5,000,000 shares on July 30, 2014, and delegated to Paul Hermelin, Chairman and Chief Executive Officer of the Capgemini Group, the powers required for its implementation.

According to the projected time line, the Chairman and Chief Executive Officer, acting on the delegation granted upon him by the Board of Directors, will decide on the final terms and conditions of the plan on November 17, 2014, notably the subscription price of the newly-issued shares. The subscription price will be equal to 87.5% of the Reference Price.

In accordance with the provisions of Article L. 3332-19 of the French Labor Code, the Reference Price is equal to an average of the share prices of the Cap Gemini share on compartment A of NYSE Euronext Paris during the twenty (20) trading days preceding the decision of the Chairman and Chief Executive Officer, i.e., from October 20, 2014 to November 14, 2014.

The subscription/retractation period will be opened from November 18 until November 20, 2014. During this period, the employees will be able to withdraw their request to subscribe that was submitted during the reservation period ending on October 14, 2014.

The new shares will be entirely assimilated into the existing common shares comprising Cap Gemini's share capital. These shares will carry right to dividends distributed in respect of periods as from January 1, 2014. According to schedule, the capital increase will be realized on December 18, 2014.

CONDITIONS OF THE SUBSCRIPTION

- *Beneficiaries of the capital increase reserved for employees:* beneficiaries of the offering are employees of the Capgemini Group companies members of the Group Savings Plans, regardless of the nature of their employment contract (fixed or indefinite term length, full or part-time employment) and that are able to justify a three-month seniority by the end of the subscription period, i.e., November 20, 2014.
- *Terms and conditions of the subscription:* the shares will either be subscribed to directly or through an FCPE (*Fonds Commun de Placement d'Entreprise*), in accordance with applicable regulatory and/or tax legislation in the various countries of residence of the capital increase beneficiaries.
- *Subscription formula:* employees will be able to subscribe to Cap Gemini shares within the framework of a unique subscription formula called *leveraged and guaranteed*, allowing the employee to benefit from a guarantee on their investment made into this plan. In certain countries, employees

will be allocated Stock Appreciation Rights (SAR) by their employer, the amount of which will be indexed in accordance with a formula similar to the one offered under the leveraged formula.

- *Lock up period applicable to the Cap Gemini shares or to the corresponding FCPE units:* the subscribers to the offer shall hold either the shares subscribed to directly, or the corresponding units of the FCPEs, for a five-year period, except in the event of an authorized early exit.
- *Exercising voting rights attached to the shares:* when shares are subscribed to, then held, via the intermediary of an FCPE, voting rights attached to these shares will be exercised by the relevant FCPE Supervisory Board; when shares are subscribed to directly by employees, voting rights will be exercised individually by the relevant employees.

HEDGING TRANSACTIONS

The implementation of the leveraged guaranteed offering may lead the financial institution structuring the offer (Société Générale), to undertake hedging transactions, in particular as of the beginning of the fixing period of the reference price, i.e., October 20, 2014, and over the entire course of the plan.

LISTING

The request to list the newly-issued Cap Gemini shares to trading on the same line of compartment A of NYSE Euronext Paris (ISIN code: FR0000125338), as the existing shares will be made as soon as possible following the completion of the capital increase scheduled to take place on December 18, 2014.

SPECIAL NOTE REGARDING THE INTERNATIONAL OFFERING

This press release does not constitute an offer to sell or a solicitation of offers to subscribe to Cap Gemini shares. The capital increase of Cap Gemini reserved for employees will be conducted only in countries where such an offering has been registered with or notified to the competent local authorities and/or following the approval of a prospectus by the competent local authorities or in consideration of an exemption of the requirement to prepare a prospectus or to proceed to a registration or notification of the offering.

More generally, the offering will only be conducted in countries where all required filing procedures and/or notifications have been completed and the required authorizations have been obtained.

EMPLOYEE CONTACT

For all questions regarding this offering, the beneficiaries may address their Human Resources contact person and/or any other person specified in the documentation submitted to employees.

About Capgemini

With almost 140,000 people in over 40 countries, Capgemini is one of the world's foremost providers of consulting, technology and outsourcing services. The Group reported 2013 global revenues of EUR 10.1 billion. Together with its clients, Capgemini creates and delivers business and technology solutions that fit their needs and drive the results they want. A deeply multicultural organization, Capgemini has developed its own way of working, [the Collaborative Business Experience™](#), and draws on [Rightshore®](#), its worldwide delivery model.

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