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Proposed repurchase of outstanding OCEANEs due January 1, 2014 (the “2014 OCEANEs”) via a reverse bookbuilding process

Offering of net share settled bonds convertible into new shares and/or exchangeable for existing shares (ORNANEs) in an amount of €350 million

Paris, October 18, 2013 –

Capgemini announced end of July several measures aiming at optimizing its balance sheet, and in particular its intention to allocate €400 million to neutralize part of the potential dilution created by the 2014 OCEANEs. In this context, Capgemini proposes today to repurchase all its outstanding 2014 OCEANEs, such repurchase to be partially financed by a new offering of ORNANEs in an amount of €350m.

Repurchase (subject to certain conditions) of the 2014 OCEANEs (ISIN: FR0010748905)

In order to repurchase the 2014 OCEANEs, Cap Gemini S.A. (“Cap Gemini” or the “Company”) will conduct today, via BNP PARIBAS, acting as sole Global Coordinator, Joint Lead Manager and Joint Bookrunner and CITIGROUP, MORGAN STANLEY and NATIXIS, acting as Joint Lead Managers and Joint Bookrunners, a reverse bookbuilding process to collect indications of interest from holders of the 2014 OCEANEs to sell their 2014 OCEANEs.

If such indications of interest represent 30% or more of the aggregate number of the 2014 OCEANEs initially issued, the Company will launch a repurchase offer in France centralized by BNP Paribas Securities Services during 5 trading days at the close of the reverse bookbuilding process in order to ensure that all the 2014 OCEANE holders are treated equally. Below this threshold, the Company reserves the right to launch such repurchase offer. The Company will publish a press release announcing whether this repurchase offer is launched at the close of the reverse bookbuilding process.

The unit repurchase price of the 2014 OCEANEs, pursuant to the reverse bookbuilding and, if applicable, the repurchase offer, will be set after market close on October 25, 2013 and will

be equal to the arithmetic mean of the daily volume-weighted average prices¹ (VWAP) of Cap Gemini's shares quoted on the regulated market of NYSE Euronext in Paris ("Euronext Paris") from October 18, 2013 to October 25, 2013 included², increased by a premium of 0.15 euro per 2014 OCEANE.

The settlement and delivery of the repurchased 2014 OCEANES is expected to take place on October 30, 2013, and the 2014 OCEANES repurchased will thereafter be cancelled in accordance with their terms and conditions.

The Company will repurchase all the 2014 OCEANES which are tendered pursuant to the reverse bookbuilding process and, if applicable, the repurchase offer, subject to the settlement and delivery of the ORNANES due January 1, 2019 described below (the « Bonds » or the « ORNANES »).

The Company reserves the right to repurchase 2014 OCEANES on or off the market after the close of the repurchase offer.

The Company also reserves the right to ask for early redemption of the 2014 OCEANES in accordance with their terms and conditions, after the close of the repurchase offer.

Launch (subject to certain conditions) of an offering of ORNANES

Concurrently with the reverse bookbuilding process relating to the repurchase of the 2014 OCEANES, the Company launches today an offering of ORNANES due January 1, 2019 in an amount of €350 million, led by BNP PARIBAS, acting as sole Global Coordinator, Joint Lead Manager and Joint Bookrunner and by CITIGROUP, MORGAN STANLEY and NATIXIS, acting as Joint Lead Managers and Joint Bookrunners.

The purpose of the issue is to finance the repurchase of the outstanding 2014 OCEANES by the Company.

The Bonds will be issued at par representing an issue premium between 35% and 42.5% over Cap Gemini reference share price³ on Euronext Paris.

The Bonds will bear interest at an annual nominal rate comprised between 0% and 0.25% and will be reimbursed at par on January 1, 2019. The Bonds may be subject to early redemption at the option of Cap Gemini under certain conditions.

In case of exercise of their conversion right, bondholders shall receive an amount in cash corresponding to the outstanding principal amount and, as the case may be, an amount payable in new and/or existing Cap Gemini shares for the remaining part. The Company also has the option to deliver new and/or existing shares only.

The expected issue and settlement-delivery date for the Bonds is expected to be October 25, 2013.

The bookbuilding for the Bonds and the reverse bookbuilding for the repurchase of the 2014 OCEANES are independent from one another. The allocation of the Bonds is not contingent upon indications of interests to sell expressed by the holders of the 2014 OCEANES in the reverse bookbuilding process.

The Company reserves the right not to proceed with the issue of the Bonds if indications of interests received from holders of the 2014 OCEANES pursuant to the reverse bookbuilding process represent less than 50% of the number of 2014 OCEANES initially issued. In the event that indications of interest received pursuant to the reverse bookbuilding process

¹ Including the opening and the closing auctions.

² Rounded (if necessary) to two decimal places (with 0.005 being rounded upwards).

³ The reference share price will be the volume-weighted average price (VWAP) of Cap Gemini's shares quoted on Euronext Paris from the opening of trading on October 18, 2013 until the final terms of the Bonds are determined on the same day.

represent less than 50% and that the Company decides not to proceed with the issue of the Bonds, the Company will however repurchase the 2014 OCEANEs tendered pursuant to the reverse bookbuilding process and, if applicable, the repurchase offer (the condition precedent to such repurchase relating to the settlement and delivery of the ORNANEs would then not be applicable).

The Company will announce via a press release published on October 18, 2013 the number of 2014 OCEANEs tendered pursuant to the reverse bookbuilding process and, if applicable, the definitive terms of the ORNANEs.

The Bonds will only be offered by way of a private placement in France and outside France, and will not be offered in the United States of America, Canada, Australia and Japan.

An application will be made for the Bonds to be admitted to trading on Euronext Paris. An offering circular (*prospectus*) will be filed with the French *Autorité des marchés financiers* (the "AMF").

In addition, in the context of the management of the potential dilution created by the ORNANEs, the Company intends to buy from BNP PARIBAS a call option on its own shares and to sell, to BNP Paribas, another call option on its own shares, which may be exercised at a higher price. Both of these transactions will synthetically enhance the effective dilution threshold of the ORNANEs by approximately 5%. BNP PARIBAS will execute hedging transactions only after the determination of the final terms of the Bonds. These transactions will be executed in accordance with applicable regulations.

The Company has entered into a liquidity agreement with Oddo Corporate Finance in 2010 in order to enhance the liquidity of Cap Gemini share and ensure more regular trading. The execution of this contract will be suspended during the period from 18 October 2013 until the settlement-delivery date of the Bonds.

The offering of the Bonds and the repurchase of the 2014 OCEANEs are led by BNP PARIBAS acting as sole Global Coordinator, Joint Lead Manager and Joint Bookrunner and by CITIGROUP, MORGAN STANLEY and NATIXIS acting as Joint Lead Managers and Joint Bookrunners.

About the Capgemini Group

With more than 125,000 people in 44 countries, Capgemini is one of the world's foremost providers of consulting, technology and outsourcing services. The Group reported 2012 global revenues of EUR 10.3 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.

More information is available at www.capgemini.com

This press release does not constitute an offering, and the offering of the Bonds is not a public offering in any jurisdiction.

Principal terms and conditions of the net share settled bonds convertible into new shares and/or exchangeable for existing shares (ORNANEs) (the “Bonds”)

Key aspects of the offering

Issuer	Cap Gemini S.A. (the “Company” or Cap Gemini”)
Issue size and gross proceeds	€350 million
Par value per Bond	The par value of the Bonds will represent an issue premium comprised between 35% and 42.5% over the reference price of the Company’s shares, equal to the volume-weighted average price (VWAP) of Cap Gemini’s shares quoted on Euronext Paris from the opening of trading on October 18, 2013 until the final terms of the Bonds are determined on the same day
Issue price of the Bonds	Bonds issued at par, payable in full on the settlement date
Gross yield to maturity	Comprised between 0% and 0.25% as from the Issue Date (in the absence of conversion into and/or exchange for shares and in the absence of early redemption of the Bonds)
Preferential subscription right and priority subscription period	The shareholders of the Company have waived their preferential subscription right. There will be no priority subscription period
Private placement	The Bonds are the subject of a private placement in France and outside of France on October 18, 2013 (excluding the United States, Canada, Australia and Japan)
Public offering	There will be no offer to the public
Intentions of the principal shareholders	To the Company’s knowledge, none of its shareholders has indicated an intention to subscribe for the Bonds
Issue date, dividend entitlement date, and settlement date	The issue date for the Bonds is expected to be October 25, 2013 (the “Issue Date”)
Listing of the Bonds	The Bonds are expected to be listed on October 25, 2013 on Euronext Paris
Rating of the Bonds	The Bonds are expected to be rated BBB by S&P.
Clearance	Euroclear France, Euroclear Bank S.A./N.V. and Clearstream Banking, <i>société anonyme</i> , Luxembourg
Global coordinator	BNP PARIBAS
Joint Lead Managers and Joint Bookrunners	BNP PARIBAS, CITIGROUP, MORGAN STANLEY and NATIXIS
Underwriting	The bank syndicate directed by BNP PARIBAS, CITIGROUP, MORGAN STANLEY and NATIXIS shall underwrite the issue of Bonds in the amount of €350 million, pursuant to the terms of an underwriting agreement to be entered into with the Company on October 18, 2013
Lock-up commitment	90 days for the Company subject to certain standard exceptions

Terms of the Bonds

Rank of the Bonds and their interest	The Bonds and interest thereon constitute direct, general, unconditional, unsubordinated and unsecured
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	debt securities of the Company, ranking equally among themselves and <i>pari passu</i> with all other present or future unsecured and unsubordinated debt and guarantees of the Company (except for those that have a “preference” under applicable law)
Negative pledge	Solely in the case of security interests granted to the holders of other bonds issued by the Company that are listed or capable of being listed on a regulated market, unregulated market or any other securities market
Annual interest	Comprised between 0% and 0.25% per year, payable in arrears on January 1 of each year (or on the following business day if such date is not a business day) (each, an “Interest Payment Date”). For the period from and including October 25, 2013 up to and including December 31, 2014, interest in an amount calculated <i>pro rata temporis</i> will be payable on January 1, 2015 (or on the following business day if such date is not a business day)
Term of the Bonds	5 years and 68 days
Redemption at maturity	In full, on January 1, 2019 (or on the following business day if such date is not a business day) by redemption at par
Early redemption at the Company's option	Early redemption at the Company's option: <ul style="list-style-type: none">▪ at any time, from 25 October 2016 until the maturity date of the Bonds, in whole but not part of the outstanding Bonds, upon 45 calendar days' prior notice, by redemption at par plus accrued interest, so long as the arithmetic mean, calculated over a period of 20 consecutive trading days from a period of 40 consecutive trading days preceding the publication of the early redemption notice, of the product of the opening trading price of the shares of the Company on Euronext Paris and the Conversion Ratio applicable for such date, exceeds 130% of the par value of the Bonds;▪ at any time, for all or part of the Bonds, without limitation as to price or quantity, by repurchasing Bonds either on or off the market or by means of public tender or exchange offers;▪ at any time for all but not part of the outstanding Bonds upon 45 calendar days' prior notice, by redemption at par plus accrued interest, if the total number of Bonds outstanding is less than 15% of the number of Bonds originally issued
Early redemption of the Bonds	Possible, at par plus accrued interest, in particular in case of default by the Company.
Maintenance of Bondholders' rights	Upon the occurrence of certain events and in accordance with the terms in the prospectus submitted to the AMF
Early redemption at the Bondholders' option in the event of a change of control	In the event of a Change of Control of the Company, each Bondholder may request the early redemption of all or part of its Bonds at par plus interest accrued since the last Interest Payment Date (or, as the case may be, since the Issue Date) in accordance with the terms and conditions provided in the prospectus submitted to the AMF

Conversion/Exchange of Bonds for shares

(a) Bondholders may exercise their Conversion Right during the period from 25 October 2013 (inclusive) until 31 December 2016 (inclusive) in the following cases only:

- at any time during a given quarter, if the arithmetic mean of the closing trading price of the Company's share calculated over a period of 20 consecutive trading days selected from the 30 trading days preceding the final trading day of the preceding quarter, as determined by the calculation agent, is greater than 130% of the Conversion Price (equal to the par value of the Bond divided by the Conversion Ratio, i.e. 1 share per Bond, subject to adjustments) applicable on the final trading day of the preceding quarter;
- in the case of early redemption of all outstanding Bonds at the option of the Company;
- in the event that the Company overrides the negative decision of the general meeting of Bondholders consulted on the change in the form or corporate purpose of the Company;
- in the case of a planned distribution by the Company of dividends, reserves or premiums in cash or in kind, for which the value per share of the Company is greater than 25% of the arithmetic mean of the volume-weighted daily average trading price of the shares over a period of 20 consecutive trading days;
- in the case of a public offer with respect to the shares of the Company agreed to by the AMF and that may lead to a change of control;
- in the case of an early redemption event; and
- at any time during a period of 5 trading days following any period of 20 consecutive trading days during which the quotes for the Bonds recorded at the close of daily trading of the Company's shares will have been, on each trading day, less than 95% of the amount equal to the product of (i) the daily closing price of the Company's shares and (ii) the applicable Conversion Ratio

(b) From 1 January 2017 (inclusive), the Bondholders will be able to exercise their Conversion Right at any time until the eighteenth trading day (exclusive) preceding 1 January 2019

In case of exercise of their conversion right, bondholders shall receive an amount in cash corresponding to the outstanding principal amount and, as the case may be, an amount payable in new and/or existing Cap Gemini shares for the remaining part

The Company also has the option to deliver new and/or existing shares only

Full rights to dividends as from delivery

Bondholders will have the right to receive for their Bonds, in the circumstances described below (the "Conversion Right"), the following, at the option of the

Rights attached to new or existing shares delivered

Rights attached to existing shares following exchange

Company:

1 – either :

(a) if the Conversion Value (as defined below) is lower than or equal to the par value of the Bond: an amount in cash equal to the product of the Conversion Value and the number of Bonds for which the Conversion Right has been exercised; or

(b) if the Conversion Value is greater than the par value of the Bond:

(i) an amount in cash equal to the product of the par value of the Bond and the number of Bonds for which the Conversion Right has been exercised; and

(ii) an amount payable in new and/or existing shares of the Company (at the option of the Company) corresponding to the product of the difference between the Conversion Value and the par value of the Bond and the number of Bonds for which the Conversion Right has been exercised (the “Payment in Shares”)

The “Conversion Value” is equal to the product of the Conversion Ratio and the arithmetic mean of the volume-weighted daily average trading price of the Company’s shares over a period of 10 consecutive trading days (reduced to 5 trading days in the event of a public offer) beginning from the trading day following the end of the Notification Period (as defined below) (the “Average Share Price”). The number of new and/or existing shares of the Company to be allocated will be equal to the amount produced by dividing the Payment in Shares by the Average Share Price (rounded down to the nearest whole number, the fraction of shares being paid in cash)

The “Notification Period” means the period no longer than four trading days following the exercise date of the Conversion Right on which the Company will inform the centralising agent (who will inform in turn the relevant Bondholder) if it intends to grant such Bondholders having exercised their Conversion Right either (i) an amount in cash and, if applicable, new and/or existing shares of the Company or (ii) only new and/or existing shares of the Company

2 – or (and this, whether the Conversion Value is lower than, greater than or equal to the par value of the Bond), only new and/or existing shares of the Company

The total number of new and/or existing shares to be allocated (at the option of the Company) shall be equal to the product of the applicable Conversion Ratio and the number of Bonds for which the Conversion Right has been exercised

Exercise of the Conversion Right results in the cancellation of the Bonds for which it was exercised

Applicable law

French law

Indicative Timetable

October 18, 2013	<p>Press release announcing the launch of the transactions (repurchase of the 2014 OCEANEs and new issue of ORNANEs)</p> <p>Reverse bookbuilding relating to the repurchase of the 2014 OCEANEs</p> <p>Bookbuilding relating to the new offering of ORNANEs by way of private placement</p> <p>Press release announcing the number of 2014 OCEANEs tendered pursuant to the reverse bookbuilding process as well as the final terms of the ORNANEs and, if applicable, the launch of the repurchase offer</p> <p>Allocations, if applicable, of the ORNANEs to investors and confirmation of repurchases of the 2014 OCEANEs pursuant to the reverse bookbuilding process (subject to the settlement and delivery of the ORNANEs)</p> <p>Visa of the AMF on the French Prospectus</p> <p>Conclusion of the call options</p>
October 21, 2013	<p>NYSE Euronext notice (offering and listing of ORNANEs)</p> <p>Opening, if applicable, of the repurchase offer</p>
October 25, 2013	<p>Closing of the repurchase offer</p> <p>Press release announcing the repurchase price of the 2014 OCEANEs repurchased pursuant to the reverse bookbuilding process and the repurchase offer (subject to the settlement and delivery of the ORNANEs)</p> <p>Settlement, delivery and admission to trading of the Bonds</p>
October 28, 2013	<p>Press release announcing the total amount of 2014 OCEANEs repurchased pursuant to the reverse bookbuilding process and the repurchase offer</p> <p>NYSE Euronext notice (results of the reverse bookbuilding process and of the repurchase offer)</p>
October 30, 2013	<p>Settlement and delivery of the repurchases of the 2014 OCEANEs pursuant to the reverse bookbuilding process and the repurchase offer</p>

DISCLAIMER

This press release does not constitute an offer to purchase or to subscribe the Bonds (as defined above) in the United States of America, Canada, Australia or Japan.

No communication or information relating to the issuance of the Bonds may be distributed to the public in a country where a registration obligation or an approval is required. No action has been or will be taken in any country where such action would be required. The offering and the subscription of the Bonds may be subject to specific legal and regulatory restrictions in certain jurisdictions; Cap Gemini accepts no liability in connection with a breach by any person of such restrictions.

This press release constitutes an advertisement. It does not constitute a prospectus within the meaning of the Prospectus Directive (as defined hereinafter).

This press release does not, and shall not, in any circumstances, constitute an offer to the public of Bonds by Cap Gemini nor an invitation to the public in connection with any offer in any jurisdiction, including France.

European Economic Area

In each of the various Member States of the European Economic Area other than France which has implemented the Prospectus Directive (the "**Relevant Member States**"), no action has been undertaken or will be undertaken to make an offer to the public of the Bonds requiring the publication of a prospectus in any Relevant Member State. As a result, the Bonds may only be offered in Relevant Member States:

- (a) to qualified investors, as defined in the Prospectus Directive (as defined below) as amended by the PD Amending Directive;
- (b) to fewer than 100 or, if the Relevant Member State has implemented the relevant provision of the PD Amending Directive, 150, individuals or legal persons (other than qualified investors as defined in the PD Amending Directive); or
- (c) in any other circumstances falling within Article 3(2) of the Prospectus Directive.

For the purposes of this paragraph, (i) the notion of an "**offer to the public of Bonds**" in any Relevant Member State, means any communication, to individuals or legal entities, in any form and by any means, of sufficient information on the terms and conditions of the offering and on the Bonds to be offered, thereby enabling an investor to decide to purchase or subscribe for the Bonds, as the same may be varied in the Relevant Member State by any measure implementing the Prospectus Directive, (ii) the expression "**Prospectus Directive**" means Directive 2003/71/EC of the European Parliament and Council of 4 November 2003 (and amendments thereto, including the PD Amending Directive, to the extent implemented to the Relevant Member State), and includes any relevant implementing measure in each Relevant Member State and (iii) the expression "**PD Amending Directive**" means Directive 2010/73/EU of the European Parliament and Council dated 24 November 2010.

This selling restriction supplements the other selling restrictions applicable in the Member States which have implemented the Prospectus Directive.

France

The Bonds have not been and will not be offered or sold, directly or indirectly, to the public in France. The Bonds will be offered or sold in France only to (x) persons providing investment services relating to portfolio management for the account of third parties (personnes fournissant le service d'investissement de gestion de portefeuille pour compte de tiers), and/or (y) qualified investors (investisseurs qualifiés) acting for their own account, and/or (z) a restricted circle of investors (cercle restreint d'investisseurs), with the meanings ascribed to them in, and in accordance with, Articles L.411-1, L.411-2 and D.411-1 to D.411-4 of the French Code monétaire et financier and applicable regulations thereunder.

United Kingdom

This press release is only directed at (i) persons who are not located in the United Kingdom, (ii) investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "Order"); (iii) persons falling within Article 49(2)(a) to (d) (high net worth entities, non-incorporated associations, etc.) of the Order, or (iv) persons to whom an invitation or inducement to engage in investment activity (within the meaning of Section 21 of the Financial Services and Markets Act 2000 (the "FSMA")) in connection with the issue or sale of the Bonds and, if any, the Shares (together being referred to as the "Securities"), may otherwise lawfully be communicated (all such persons mentioned in paragraphs (i), (ii), (iii) and (iv) above, together being referred to as "Relevant Persons"). The Securities are only available to Relevant Persons, and any invitation, offer or agreement to subscribe, purchase or otherwise acquire such securities will be addressed or concluded only with Relevant Persons. Any person that is not a Relevant Person must abstain from using or relying on this press release and the information contained therein.

This press release does not constitute a prospectus and has not been approved by the Financial Conduct Authority or by another United Kingdom regulatory authority falling within Section 85 of the FSMA.

United States of America

This press release may not be published, distributed or transmitted in the United States of America (including their territories and dependencies, any state of the United States of America and the District of Columbia). This press release does not constitute any solicitation to purchase or an offer to purchase or to subscribe the Bonds in the United States of America. The Bonds have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the "Securities Act") and may not be offered or sold in the United States of America, except pursuant to an exemption from the registration requirements of the Securities Act. The Bonds will be offered or sold only outside of the United States of America in offshore transactions in accordance with Regulation S of the Securities Act. Cap Gemini does not intend to register all or any portion of the offering of the Bonds in the United States of America or to conduct a public offering of the Bonds in the United States of America.

NOT FOR DISTRIBUTION IN THE UNITED STATES, AUSTRALIA, CANADA OR JAPAN.

Canada, Australia and Japan

The Bonds have not been offered or sold and may not be offered, sold or purchased in Canada, Australia or Japan.

This press release does not constitute an invitation to sell 2014 OCEANEs in any country where or to any person to which such invitation is restricted by applicable laws or regulations. The repurchase procedure of 2014 OCEANEs is not and will not be opened, directly or indirectly, to U.S. residents (as defined under Rule 800(h) of the Securities Act) under any form and by any mean. Persons in such jurisdictions into which this press release is released, published or distributed must inform themselves about and comply with such laws or regulations.