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**Offering of net share settled bonds convertible into new shares and/or exchangeable for existing shares (ORNANEs) in an amount of 399,999,945 euros**

**Granting of the AMF visa**

***Paris, October 18, 2013 –***

**Launch of an offering of ORNANEs (ISIN: FR0011600352)**

Cap Gemini S.A. (“Cap Gemini” or the “Company”) launched today an offering of net share settled bonds convertible into new shares and/or exchangeable for existing shares (the “ORNANEs” or the “Bonds”) due January 1, 2019 for a total amount of €399,999,945, with a nominal value per Bond of € 67.13, including an issue premium of 42.5% over Cap Gemini’s reference share price<sup>1</sup> on the regulated market of NYSE Euronext in Paris (“Euronext Paris”).

The Bonds will not bear any interest (Bonds zero coupon) and will be redeemed at par on January 1, 2019. The Bonds may be subject to early redemption at the option of the Company under certain conditions.

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

The purpose of the issue is to finance the repurchase of the outstanding bonds convertible into and/or exchangeable for new or existing shares issued in 2009 and due January 1, 2014 (the “2014 OCEANES”) by the Company.

The Bonds have only been 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.

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<sup>1</sup> The reference share price is 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 time when the final terms of the Bonds were determined on the same day.

The French *Autorité des marchés financiers* (the “AMF”) has granted visa n° 13-557 on October 18, 2013 to the French prospectus.

The issue and settlement-delivery date for the Bonds (ISIN code FR0011600352) is expected to be October 25, 2013.

An application has been made for the Bonds to be admitted to trading on Euronext Paris. The listing of the Bonds is expected to take place on October 25, 2013.

#### Repurchase of the 2014 OCEANES (ISIN: FR0010748905)

Concurrently with the issue of the Bonds, Cap Gemini conducted 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.

At the close of the reverse bookbuilding process, the Company received indications of interests from holders of 2014 OCEANES representing 73% of the aggregate number of 2014 OCEANES initially issued.

The Company will launch a repurchase offer in France centralized by BNP Paribas Securities Services in order to ensure that all the 2014 OCEANES holders who have not tendered their 2014 OCEANES through the reverse bookbuilding process are treated equally. The 2014 OCEANES holders willing to participate to the repurchase offer will have to contact their financial intermediaries. The Company will repurchase 2014 OCEANES through the repurchase offer in France during a period of 5 consecutive trading days from October 21 included to October 25, 2013 included (on an indicative basis).

The unit repurchase price of the 2014 OCEANES, pursuant to the reverse bookbuilding and the repurchase offer, will be set after the close of the market on October 25, 2013 and will be equal to the arithmetic mean of the daily volume-weighted average prices<sup>1</sup> (VWAP) of Cap Gemini's shares quoted on Euronext Paris from October 18, 2013 to October 25, 2013 included<sup>2</sup>, increased by a premium of 0.15 euro. The Company will announce the repurchase price of the 2014 OCEANES after the close of the market on October 25, 2013.

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

The Company will repurchase the 2014 OCEANES tendered pursuant to the reverse bookbuilding process and the repurchase offer, subject to the fulfillment of the condition precedent of settlement and delivery of the ORNANES due January 1, 2019.

The Company will announce the aggregate number of 2014 OCEANES tendered at the close of the above-mentioned repurchase transactions.

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.

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.

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<sup>1</sup> Including the opening and the closing auctions.

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

Filing of French offering circular (prospectus)

The French prospectus, consisting of Cap Gemini's 2012 *document de référence* filed with the AMF on April 22, 2013 under No D.13-0402, the update of the 2012 *document de référence* filed with the AMF on October 18, 2013 under No D.13-0402-A01, a *note d'opération* and a summary (*résumé*), received visa n°13-557 from the AMF on October 18, 2013. Copies of this prospectus are available free of charge at Cap Gemini, 11, rue de Tilsitt, 75017 Paris and may be accessed on the websites of Cap Gemini ([www.capgemini.com](http://www.capgemini.com)) and the AMF ([www.amf-france.org](http://www.amf-france.org)). Investors are urged to consider the risk factors set forth in section 2 of the *document de référence*, in section 3 of the update of the 2012 *document de référence* and in section 2 of the *note d'opération*.

**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.

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

**Terms of the offer**

Issuer	Cap Gemini S.A. (the “Company” or Cap Gemini”)
Issue size and gross proceeds	399,999,945 euros
Par value per Bond	67.13 euros representing an issue premium of 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
Number of Bonds	5 958 587 Bonds
Issue price of the Bonds	Bonds issued at par, payable in full on the settlement date
Gross yield to maturity	0.0% 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 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 €399,999,945, 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
<b>Terms of the Bonds</b>	
Rank of the Bonds and their interest	The Bonds and interest thereon constitute direct, general, unconditional, unsubordinated and unsecured

	debt securities of the Company, ranking equally among themselves and pari passu 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	The Bonds will not bear any interest (Bonds zero coupon)
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"><li>▪ 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;</li><li>▪ 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;</li><li>▪ 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</li></ul>
Early redemption of the Bonds	Upon the occurrence of certain events and in accordance with the terms provided in the prospectus submitted to the AMF
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: <ul style="list-style-type: none"><li>▪ at any time during a given quarter, if the arithmetic</li></ul>

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

Rights attached to new or existing shares delivered

Rights attached to existing shares following exchange

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 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.*

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**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 OCEANEs 2014 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.*