Capgemini to acquire Prosodie

“New business model accelerator”

Paris, June 14, 2011
Proposed Transaction Overview

- **Capgemini to acquire 97.5% of Prosodie**
  - The remaining 2.5% being retained by key management and employees

- **Strategic deal in line with market price: Enterprise Value of €382M** (i.e. 10.3x EBITDA and 13.8x EBIT 2010)
  - Including debt in place, to be refinanced at closing
  - Including the acquisitions of Internet.fr in France and Level IP in Italy

- **Transaction to be fully financed in cash from Capgemini resources**

- **Prosodie to become part of Capgemini "New Business Model" service line**
  - Prosodie managers will join Capgemini and will be in charge of developing the company within the Group

- **Transaction to be presented to the relevant works councils and subject to anti-trust clearance in France**

- **Closing of the transaction expected at the end of July**
Prosodie, Leader in Front-office Transaction Solutions

Solutions

- Multichannel Customer Contact
- Voice recognition
- Real-time infrastructure management
- Web services hosting
- Telephony over IP
- Prepayment
- Online payment/gift cards

Transaction-based IT

- Internal and external
- Pre-sales, sales, post-sales
- Multi-channel (voice, mobile, Internet, extranet)
- Customized and semi-customized solutions

Real-time customer contact

- Mail
- Telephone
- PC
- TV
- Mobile Smart phone
- Tablets

The right DATA at the right TIME
String of Pearls Acquisitions and Integration

External growth focus

Fast growth economies
- CPM Braxis, Brazil, end 2010

Reinforcement of core business
- Avantias, France, 2011
- Artesys, France 2011
- BI Consulting, North America 2011

Acquisitions

Integration into Capgemini unit
- Global Sales & Development: Emerging Market
- Core Service SBUs
- 100% match
- Effortless merger
- Quick hit on client portfolio
Strategic Assets for Capgemini

1. Advanced platform solution for Customer Management Relationship
2. Real-time infrastructure
3. Strong Research and Development capabilities, IP-based solutions
4. New pricing model per transaction
5. Developing our position in front-office solutions including online payment
6. Experienced managers, fully supporting the move
Overview
André Saint-Mleux, CFO of Prosodie
Prosodie, a Leading Multitransactionnal Flows Operator

- Founded in 1986, headquartered in France
- Around 900 professionals, a large majority of engineers
- 4 countries: France, Spain, Belgium and Italy
- 12,000 hosted servers*
- 1,800 million minutes of calls*
- 24/24, 7/7 service
- 50 terabytes data monthly stored*
- 5,000 transactions/sec. operated on the pre-payment platform*
- 400+ active clients*

* In 2010
Solid Performance Track Record

Sustainable and resilient growth, crisis-proof

*adjusted to exclude free share charges for the year
Constant Innovation for High-value Solutions

- Leading hosted voice recognition solution in France
- Human operator to correct misunderstandings
- Rapid process
- Full transparency for the end-user
- Real technological innovation

Voice recognition

- Gift card replacing gift vouchers
- Used in store, over the phone, on the web
- Integrated expertise: secret code generation, confidential data storage, secured network flows, payment systems

Prepaid gift cards

- Rapid information to a pre-selected group of people
- High value-added perception
- Based on existing multi-channel technology and outgoing platform (voice, SMS, email, …)

Mass alerting by SMS

- Vocal portal allowing a differentiation of rate during calls
- Segmentation of services according to the type of customer or use conditions (exceptional events, emergency, crisis, VIP clients…)

Rate modulation

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Partner of Choice for Blue Chip Clients in all Sectors

- 27% Public Services
- 10% Industry & Utilities
- 14% Retail Distribution
- 6% Others
- 28% Financial Services
- 16% Telecom

Top 5 clients
- 27% of sales

Top 10 clients
- 35% of sales

A strong competitive positioning thanks to a large range of proprietary offerings and hosted solutions
Shifting Gear Towards Growth with Capgemini

Prosodie

- R&D capacity
- Advanced solutions
- State-of-the-art infrastructure
- Blue Chip client references

Capgemini

- Geographic footprint/global reach
- Technology services capacity
- Strong brand

Strong cultural fit, move fully supported by Prosodie managers

New clients
New geographies
Bigger projects
Delivery bandwidth

Capgemini & Prosodie
Paris, June 14, 2011
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Paul Hermelin, CEO of Capgemini
# Transaction Financials

## 2010 proforma key figures

<table>
<thead>
<tr>
<th></th>
<th>FY2010 – in €m</th>
<th>Prosodie Standalone</th>
<th>Internet.fr Level IP Acquisitions</th>
<th>Proforma(^{(1)})</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Revenues</strong></td>
<td>172.3</td>
<td>9.1</td>
<td>181.4</td>
<td></td>
</tr>
<tr>
<td><strong>Adjusted EBITDA(^{(2)})</strong></td>
<td>35.8</td>
<td>1.1</td>
<td>37.0</td>
<td></td>
</tr>
<tr>
<td>% of Revenues</td>
<td>20.8%</td>
<td>12.2%</td>
<td>20.4%</td>
<td></td>
</tr>
<tr>
<td><strong>Adjusted EBIT(^{(2)})</strong></td>
<td>27.4</td>
<td>0.24</td>
<td>27.7</td>
<td></td>
</tr>
<tr>
<td>% of revenues</td>
<td>15.9%</td>
<td>2.6%</td>
<td>15.3%</td>
<td></td>
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</tbody>
</table>

## Implied acquisition multiples

<table>
<thead>
<tr>
<th></th>
<th>in €m</th>
<th>Proforma(^{(1)})</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Revenues</strong></td>
<td>382.0</td>
<td></td>
</tr>
<tr>
<td><strong>Adjusted EBITDA(^{(2)})</strong></td>
<td></td>
<td>10.3x</td>
</tr>
<tr>
<td><strong>Adjusted EBIT(^{(2)})</strong></td>
<td></td>
<td>13.8x</td>
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## EPS impact analysis\(^{(3)}\)

<table>
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<tr>
<th></th>
<th>2011 PF</th>
<th>2012</th>
<th>2013</th>
</tr>
</thead>
<tbody>
<tr>
<td>Accr. / (Dil) – before PPA</td>
<td>5.35%</td>
<td>5.81%</td>
<td>6.29%</td>
</tr>
<tr>
<td>Accr. / (Dil) – after PPA(^{(4)})</td>
<td>3.09%</td>
<td>3.94%</td>
<td>4.64%</td>
</tr>
</tbody>
</table>

*Sources: Prosodie information, Factset*

*Notes:*
1. Proforma for the pending acquisitions of Internet.fr and Level IP
2. Adjusted to exclude free share charges for the year (operating margin published:15.3%)
3. Assuming an interest rate on cash of 1.25% and CG forecasts based on IBES Consensus
4. Including a PPA impact of €(9.4)m
Strategic Transaction Rationale

New business model accelerator
- A complete multichannel client relationship solution, from client contact to payment, with full customization options
- Real-time IT infrastructure

Strong margin contributor
- Unique know-how
- R&D leading to Intellectual Property
- Advanced technical expertise

Smooth integration
- Integration into our recently created « New Business Model » unit
- Common partnerships with Microsoft, EMC$^2$ and Oracle
- Commercial Synergies with Application Services

Solid development opportunities
- Quick synergies on strategic verticals such as Public and Financial services sectors
- Geographic expansion, primarily in Europe
A strategic deal in our battle for value,
Capgemini continues its commitment to technological investment onshore
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This presentation contains forward-looking statements with respect to Capgemini’s financial condition, results of operations, business, strategy and plans. Although Capgemini believes that such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance. Actual results may differ materially from the forward looking statements as a result of a number of risks and uncertainties, many of which are outside our control, including but not limited to the risks regarding antitrust and regulatory approval as well as the risks described in the documents Capgemini has filed with the Autorité des Marchés Financiers (French securities regulator) and which are also available in English and French on our website (www.capgemini.com). Investors and security holders may obtain a free copy of the documents filed by Capgemini with the Autorité des Marchés Financiers at www.amf-france.org, or directly from Capgemini.

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