



ESOP

Employee Share
Ownership Plan

2020

A NEW ADVENTURE BEGINS

**BECOME A CAPGEMINI
SHAREHOLDER
ON PREFERENTIAL
TERMS**

**Sign up to our new employee
share ownership plan
from September 17
to October 6, 2020**

To find out about ESOP 2020, go on
<https://esop2020.capgemini.com>

ESOP 2020 a brief summary

- A large scope: 97% of Group employees eligible, across 26 countries
 - Accessible to a large audience: **a minimum personal contribution** of INR 8,000.
 - An offer in line with previous plans
 - A leverage mechanism, which **protects your personal contribution** in Euro and **offers attractive yield potential** if the Capgemini share price¹ rises over the duration of the pla.
- **On the other hand:**
 - The participation in the average increase decreases as the protected average increase in the price of the Capgemini share grows,
 - In exchange for these advantages, your performance will be calculated without taking into account the [12.5%] discount on the reference price.
 - You will not earn dividends nor other financial rights that may be paid on these shares during the plan term.
 - Your investment must be held for a period of five years (except in case of authorised early release).

Invest in the future of our Group!



By subscribing for units in the "ESOP Leverage P 2020" compartment of the ESOP Capgemini FCPE² which is invested in Capgemini shares³....

...at the end of the plan, on December 17, 2025⁴:

- You get back at least the amount of your personal contribution in Euro⁵.
- You may receive a return on your investment that is higher than the growth of the Capgemini share performance over the duration of your investment.

¹ Capgemini SE, the parent company of the Capgemini group, is listed on «Euronext Paris». Capgemini SE (ISIN code: FR0000125338) is part of the CAC 40, Euronext 100, Euro STOXX, Euro STOXX ESG leaders.

² Fonds Commun de Placement d'Entreprise: an employee shareholding fund that enables eligible Group employees to hold Capgemini shares.

³ Capgemini shares are denominated in Euro. The amount of your personal contribution in this plan will therefore be converted into Euro by application of the exchange rate between the Euro and your currency on November 4, 2020.

⁴ Or earlier in the event of an authorized early release.

⁵ Except in some exceptional cases of termination of the swap agreement through which the leverage is provided.

What is the potential gain?

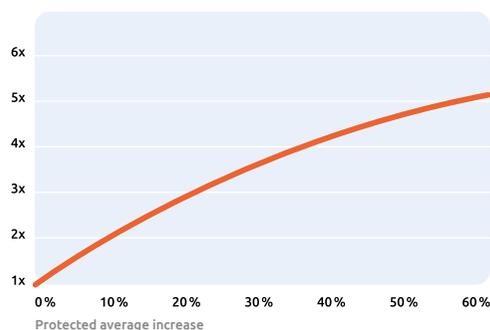


At the time of subscription

A financial contribution provided by a bank⁶ enables the ESOP Leverage P 2020 compartment to invest, on your behalf, **ten times** the amount of your personal contribution. The leverage thus generated means that **your potential gain is greater** than if it was calculated solely on the basis of your personal contribution.

Amount perceived as a multiple of the personal contribution according to the average protected rise in the share price.

Payout, in multiples



To understand how this curve works, see the examples in the Examples section of this page.

At the end of the holding period

- You **recover your personal contribution**⁷ (i.e. the amount that you invest) in Euro⁸ which is 100% guaranteed.
- You benefit from **a portion of any gain on all the shares subscribed on your behalf**. Your gain is calculated on the basis of the protected average increase in the Capgemini share price over the duration of the Plan, and not on the final share price at the end of the investment.
- The proportion of the gain that is allocated to you depends on the performance of the share price during the holding period.
- The pay-out is equal, at a minimum, to your personal contribution⁶ in Euro and may represent several times your personal contribution in Euro, depending on the protected average increase if significant.

In exchange for these advantages, you relinquish a portion of the increase, if any, in the price of the shares subscribed on your behalf, as well as the [12.5%] discount on the reference price, the dividends and other financial rights that may be paid on these shares during the plan term.

Also note that your investment will be denominated in Euro. This includes both the guaranteed amount and any eventual gains. This means that the value of these amounts when expressed in your currency will vary with changes in the currency exchange rate between the Euro and your currency. If the value of the Euro compared to your currency increases, the value of the investment in your currency will increase, whereas if the value of the Euro decreases, the value of the investment in your currency will decrease. In the event of such a decrease, you are not guaranteed to recover the full amount of your initial investment in your currency.

Examples

The amounts shown are solely for indicative purposes, to make the offer easier to understand. In these examples, an indicative reference price of €[100] was used, i.e. a subscription price by employees of €[87.5] ($[(87.5\% \times \text{€}[100])]$ [with a [12.5%] discount]. **Note that the performance is calculated by relinquishing the discount.**

If the protected average increase in the Capgemini share price over the 2020-2025 period has been.... <i>Which means an average of readings of...</i>	0% €100	10% €110	25% €125	50% €150
...by investing €[175] in 2020, in 2025 you will receive ⁹ ...	€175.00	€320.45	€495.00	€708.33
You will therefore multiply your personal contribution by...	1	1.83	2.83	4.05
Which is equivalent to an average annual return of...	0%	12.9%	23.1%	32.3%

The investment return is not proportionate to the protected average increase in the Capgemini share. Participation in the average increase varies: it decreases as the protected average increase in the price of the Capgemini share grows.

For details of how these examples were calculated, please see the Key Investor Information Document: <https://esop2020.capgemini.com>.

⁹ Before tax and social security contributions, if applicable; the amount you will receive is the countervalue in your local currency of the euro amount, using the exchange rate at the time of exit; please see the Local Supplement.

⁶ This financial contribution is applied automatically; there is nothing you need to do.

⁷ Except in some exceptional cases of termination of the swap agreement through which the leverage is provided.

⁸ At the end of the plan, the amount you will get back will be converted into your currency by applying the exchange rate between the Euro and your currency at that date.

What is the protected average increase?



The protected average increase is the difference between the average of the share price readings and the reference price, which will be set on November 5, 2020.

For five years

From the date of the share delivery (i.e., first reading) to November 14, 2025, the closing Capgemini share price will be recorded on the fifteenth day of each month¹⁰ (i.e. 60 monthly readings in total):

- If, when the share price is recorded, it is less than or equal to the reference price, the reference price will be recorded. This means that the average of the 60 readings will reflect only values greater than or equal to the reference price.
- If the share price is higher than the reference price, the actual share price will be recorded.

At the end of the five-year period

- The **average** of the 60 readings reflects only values greater than or equal to the reference price.
- The **protected average increase** is the difference between the average of the readings and the reference price.
- If none of the readings are higher than the reference price, you will not receive any gain and will recover only the amount of your personal contribution in Euro.

However, it takes only one reading higher than the reference price for you to make a gain.

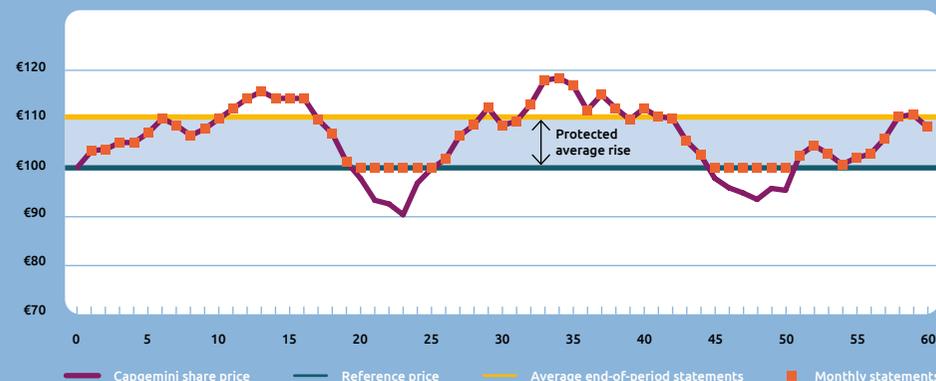


REFERENCE PRICE: It is an average of the Capgemini share price on Euronext Paris, during the 20 trading days prior to November 5, 2020.

SUBSCRIPTION PRICE: The price at which the employee shareholding fund buys Capgemini shares. It is equal to [87.5]% of the reference price.

The discount is the difference between the reference price and the subscription price and is not taken into account in the calculation of the performance.

Example of change in the Capgemini share price over 5 years



At the end of the holding period, the share price may be above or below the average of the readings.

¹⁰ If the fifteenth day of a month is not a trading day, the share price will be recorded on the trading day before.

Useful information

With ESOP 2020, up to [3] million shares can be subscribed by Group employees.

Should demand exceed supply, the following reduction rule will apply, based on the average subscription, defined as the ratio between the maximum number of shares issued and the number of subscribers to the plan, you may be in one of the following cases:

Case 1: Your subscription is lower than or equal to the average subscription: you are sure to receive all the units you have reserved.

Case 2: Your subscription is greater than the average subscription: you receive the units you have reserved up to the average subscription; beyond this, your subscription will be reduced with a proportional allocation of shares requested within the limit of the total number of shares available.

All subscriptions below or equal to the average are fully allocated.

- The FCPE subscribes for these shares on your behalf at a price which will be communicated to you on November 5, 2020. So, through this fund, you indirectly own shares of your company.
- Your investment must be held for a period of five years (except in case of authorised early release). At the end of this holding period, it will become available and you will be able to redeem it¹¹.
- Your investment will be held for five years in accordance with French law. However, all or part of your investment may be released before the end of this period if one of the following situations arises.

Early release

In some circumstances, early release may be allowed, for instance in case of:

- Termination of the employment contract.
- Disability of the employee.
- Death of the employee.

Please refer to your local supplement for early release events authorized in your country.

Applications for early release of your assets should be sent to your employer.

Calculating gains in the event of early release

Monthly readings are reflected in the protected average increase until the early release date. For missing readings up to November 14, 2025, the last reading (or the reference price if it is higher) will be repeated as many times as necessary so that the average is still based on 60 values.

The Key Investor Information Document (KIID), the FCPE's Regulations and the IGSP Regulations are available on:
<https://esop2020.capgemini.com>.



Dates to remember

🗨 **September 17 – October 6, 2020**
I can reserve my FCPE units.

🗨 **November 5, 2020**
Reference price and subscription price announced.

🗨 **November 10-12, 2020**
I can cancel my reservation or subscribe for a limited amount (*).
** A maximum of 0.25% of your 2020 gross annual compensation.*

🗨 **December 17, 2020**
Share delivery to FCPE.

🗨 **January 2021**
I receive my individual statement.

¹¹ If you do not ask to redeem your investment, it will be transferred into another FCPE in the IGSP by decision of the fund's Supervisory Board, with the approval of the AMF (French Financial Markets Authority). This new fund will be invested in Capgemini shares, whose unit value will fluctuate in line with changes in the Capgemini share price, and will no longer offer the protection afforded by ESOP 2020.

In practice

Am I eligible for ESOP 2020?

To be eligible for ESOP 2020, you must meet the following three criteria:

- 1 - Be an employee of a Capgemini group¹² company.
- 2 - Be employed by that company for **at least one day** between November 10 and 12, 2020 (inclusive).
- 3 - On November 12, 2020, have been employed by Capgemini for **at least three months**, consecutive or otherwise, since January 1, 2019.

How much can I invest?

Your personal contribution in ESOP 2020 is:

- A minimum of INR 8,000.
- A maximum of 2.5%¹³ of your 2020 gross annual compensation (estimated when you subscribe).

When and how do I sign up?

Between September 17 and October 6, 2020 (the reservation period), you may submit a reservation order to acquire FCPE units invested in Capgemini shares by indicating the amount you wish to invest:

- At <https://esop2020.capgemini.com>, using the username sent to you by e-mail.
- If you do not have access to the internet, you can use the **reservation form**. Just complete it, sign it and return it to the indicated address.

Between November 10 and 12, 2020 (revocation/subscription period)¹⁴:

- You may cancel your reservation.
- If you did not reserve units between September 17 and October 6, 2020, you may still subscribe, but only for a **reduced amount, limited to 0.25%** of your estimated 2020 gross annual compensation.

How do I pay for my investment?

Payment method available in your country are described in the subscription tool online or subscription form.

What is the applicable tax treatment?

The tax treatment applicable to your participation in ESOP 2020 is described in the document entitled Local Supplement.

¹² A company in which Capgemini holds a majority shareholding and which is a member of the International Group Savings Plan (IGSP).

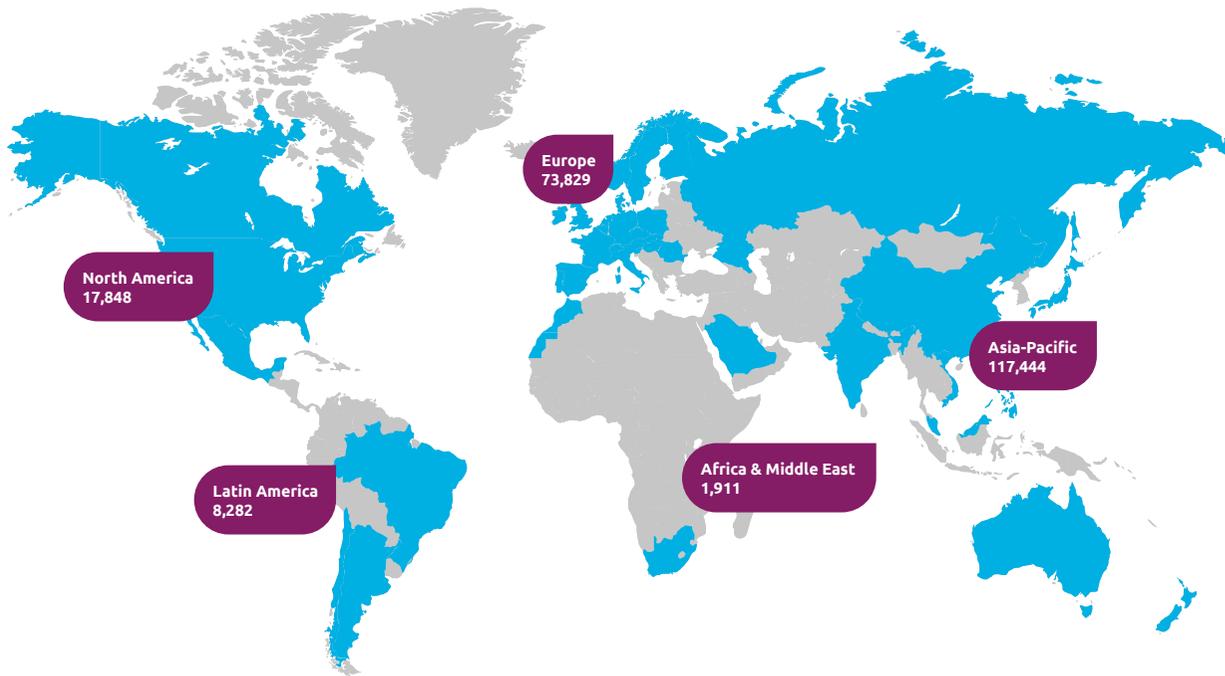
¹³ This amount is limited to 0.25% if you subscribe during the revocation/subscription period.

¹⁴ In the same way at <https://esop2020.capgemini.com> (using the username sent to you by e-mail).



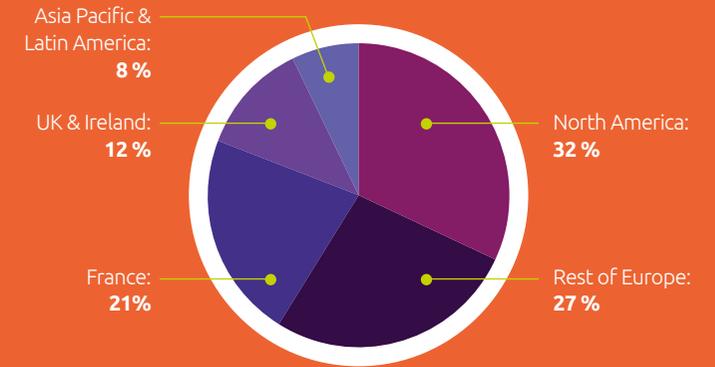
Capgemini Group

Capgemini has over 219,314 employees, including 110,000 in India, and it operates in over 40 countries. Capgemini has had the same goal since 1967: Helping businesses to be more efficient, innovative and agile through technology.

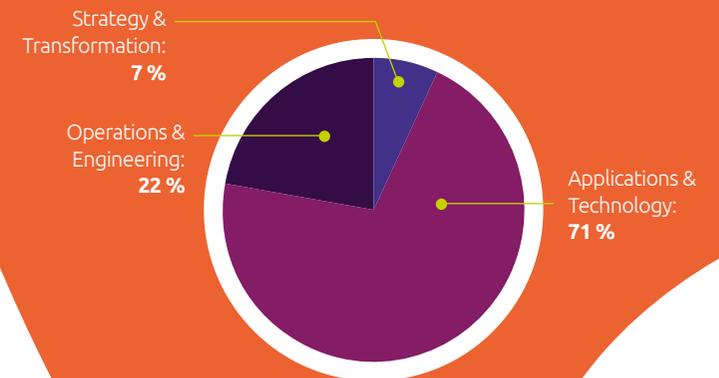


Number of employees (at December 31, 2019)

Breakdown of 2019 revenue by main geography



Breakdown of 2019 revenue by business



Capgemini periodically publishes information, including financial documents, on the “Investors” section of its website www.capgemini.com

We invite you to read these documents - they contain important information on the company’s activities, strategy and objectives, inherent risk factors for the company, and information on its business and financial performance.

This Offering is made in reliance of the exemption from publishing a prospectus provided for in Article 1.4(i) of the EU Prospectus Regulation 2017/1129/EC, and this document, together with the local supplement, constitutes the document required to qualify for such exemption.

Your decision -whether or not to participate in the ESOP 2020 plan described in this brochure- is entirely personal. Your decision will have no effect, either positive or negative, on your employment with the Capgemini Group. Nothing contained in this brochure or in any other materials distributed or made available to you in connection with the ESOP plan shall confer upon you any right or entitlement respecting your employment. Participation in this plan is separate from and does not form part of your employment agreement.

In most countries, this offering is being made on a private basis, without the need for registration with or approval by any local governmental authority. This offering has not been recommended by any governmental securities commission or regulatory authority. Nor have any of these authorities confirmed the accuracy or determined the adequacy of this brochure or any other materials being distributed or made available to you in connection with the offering.

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People matter, results count