

# ESOP

Employee Share Ownership Plan 2025

Sign up to the new Capgemini international Employee Share Ownership Plan

Subscribe to the new plan  
from **September 12<sup>th</sup>**  
to **October 1<sup>st</sup>, 2025**



<https://esop.capgemini.com/2025>

# ESOP 2025 a brief summary...

- ✓ **A large scope:** 97% of Group employees eligible, across 36 countries.
- ✓ An offer in line with previous plans.
- ✓ Accessible to a large audience: a minimum personal contribution equivalent to 1 share.
- ✓ A mechanism which protects your personal contribution and offers attractive yield potential if the Capgemini share price<sup>1</sup> rises over the duration of the plan.

## On the other hand:

- The participation in the average increase is partial and decreases as the protected average increase in the price of the Capgemini share grows.
- Your investment must be held for a period of five years (except in case of authorized early release).

## Invest in the future of our Group!

You directly subscribe Capgemini shares...  
...at the end of the plan, on December 18<sup>th</sup>, 2030<sup>2</sup>:

- **You get back** at least the amount of your personal contribution<sup>3</sup>.
- **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.

<sup>1</sup> Capgemini SE, the parent company of the Capgemini group, is listed on "Euronext Paris". Capgemini (ISIN code: FR0000125338) is notably part of indexes Euronext CAC 40 et Euronext 100, and European indexes Euro Stoxx, Stoxx Europe 600, et Stoxx Europe 600 Technology. The Group performance as a responsible company is also recognized by its inclusion in different indexes based on ESG criteria (Environment, Social, Governance) such as CAC 40 ESG, Dow Jones Sustainability Index (DJSI) Europe, Euro Stoxx Global ESG Leaders and CAC SBT 1.5 indexes.

<sup>2</sup> Or earlier in the event of an authorized early release

<sup>3</sup> Before tax and social charges

# What is the potential gain?

## At the time of subscription:

- ✓ With a 12.5% discount on the reference price, and
- ✓ Your employer grants you a Stock Appreciation Right (SAR) for each share purchased.

## What is a SAR?

The SAR is a commitment from your employer to pay you a cash bonus determined on a given date December 18<sup>th</sup>, 2030<sup>4</sup> based on the Capgemini share price performance over the holding period. The SAR mechanism enables you to recover at least your personal contribution (before tax and social charges) and to benefit from a potential performance boost. Please refer to the “SAR Information Notice” for more information on the SAR mechanism.

### Reference price:

It is an average of the Capgemini share prices on Euronext Paris, during the 20 trading days prior to November 6<sup>th</sup>, 2025.

### 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.

## At the end of the holding period:

- ✓ **The value of your shares<sup>5</sup>**, which depends on the Capgemini share price at the end of the holding period. You will make a **capital gain<sup>6</sup>** if the Capgemini share price is higher than the subscription price you paid.

**Capital gain = final share price – subscription price you paid**

**If final share price > subscription price you paid.**

- ✓ **A cash bonus<sup>6</sup>** (thanks to the SAR) paid by your employer made of two parts:

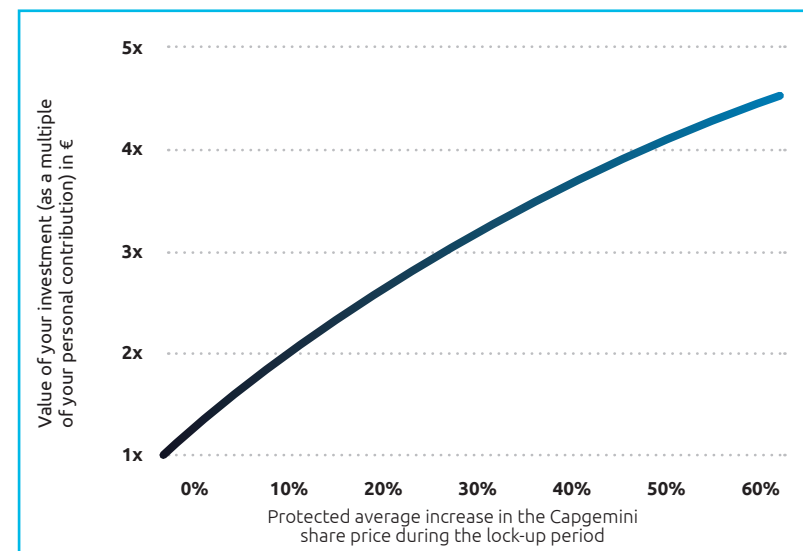
- **A guarantee** of your personal contribution: if the Capgemini share price at the end of the holding period is lower than the subscription price, your employer will pay you **an indemnity** per share subscribed equal to the loss.

**Indemnity payment = subscription price – final share price.**

**If final share price < subscription price.**

- **An amount based on the protected average increase in the Capgemini share price** over the duration of the plan.

## Payout, in multiples of your personal contribution



<sup>4</sup> In certain exceptional cases, such as a takeover bid on Capgemini, SARs can terminate before maturity: you would, however, be guaranteed to recover at least your personal contribution in Euro before tax and social charges.

<sup>5</sup> If you request the sale of your shares.

<sup>6</sup> Amount which may be subject to tax and social charges. For more information, please refer to the tax section of the Local Supplement.

# Examples

Examples of potential return on investment on the SAR, without taking into account a potential additional capital gain when you sell your shares: The amounts shown are solely for indicative purposes, to make the offer easier to understand. In these examples, an indicative reference price of €150 is used, i.e. a subscription price by employees of €131.25 (87.5% x €150).

| If the protected average increase in the Capgemini share price over the 2025-2030 period has been...<br><i>Which means an average of readings of.....</i> | 0%<br>€150     | 7.50%<br>€161.25 | 15.00%<br>€172.50 |
|---|----------------|------------------|-------------------|
| ...by investing €131.25 (1 share) in 2025, in 2030 you will receive <sup>7</sup>  | <b>€131.25</b> | <b>€217.06</b>   | <b>€291.68</b>    |
| You will therefore multiply your personal contribution by...  | <b>1.00</b>    | <b>1.65</b>      | <b>2.22</b>       |
| Which is equivalent to an average annual return of...   | <b>0 %</b>     | <b>10.6%</b>     | <b>17.3%</b>      |

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. The proportion of the gain that is paid to the subscriber depends on the performance of the share price during the holding period. The SAR payout allows you to recover at least your personal contribution and may equate to several times your personal contribution if the protected average increase rises.

**In addition to the cash bonus linked to the SAR, if the final Capgemini share price is higher than the subscription price, you can make an additional capital gain as illustrated below<sup>8</sup>:**

**With a subscription price of €175.00, if you decide to sell your shares at the end of the holding period and the final Capgemini share price is:**

- ✓ **€120:** you will make no additional capital gain on top of the cash bonus. In this example, your employer will pay you a gross indemnity equal to €11.25 for each share subscribed.
- ✓ **€150:** you will make a capital gain of €18.75 for each share subscribed, in addition to the cash bonus.
- ✓ **€170:** you will make a capital gain of €38.75 for each share subscribed, in addition to the cash bonus.

## Dividends

You will also benefit from the potential distribution of dividends, attached to your purchased shares, over the whole period of time during which you hold them. Any dividends distributed by Capgemini would be directly paid to you.

***Reminder: Share ownership carries the right to receive dividends, depending on the amount, if any, approved by shareholders at the annual ordinary general meeting following a proposal from the Board of Directors based on the company's earnings.***

**Are there any limitations on the protection on your personal contribution?**

The protection provided by your employer will not be absolute, because the payment does not take into account the cost of taxation if any.

If you keep your shares after the end of the holding period, you will no longer benefit from the protection on your personal contribution once the holding period has elapsed nor any cash bonus entitlement, as the SAR granted by your employer will have matured and any amount due with respect to the SAR will have been paid to you.

<sup>7</sup> Before tax and social security contributions, if applicable please see the Local Supplement.

<sup>8</sup> The illustrated amounts are in Euro: the subscription price and the final value of your units will be paid in your currency based on the exchange rate between the Euro and your currency at the date of the payment.

# 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 6<sup>th</sup>, 2025. This protected average increase cannot be negative.

## For five years,

From the date of the share delivery (i.e., first reading) to November 15<sup>th</sup>, 2030, the closing Capgemini share price will be recorded on 15<sup>th</sup> trading day of each month<sup>9</sup> (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.

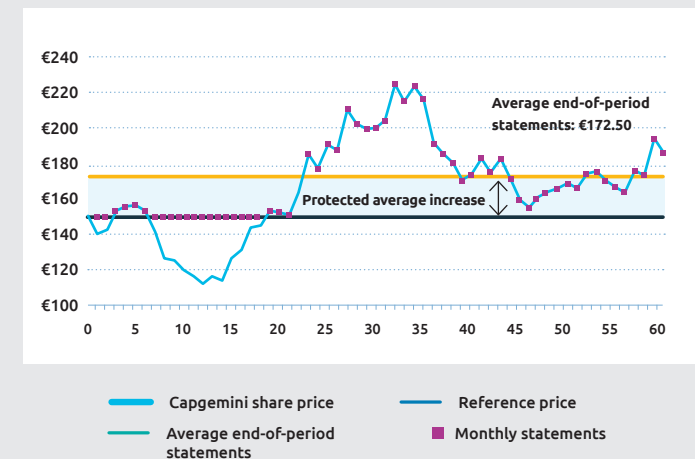
## At the end of the five-year period...

- ✓ 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.**

<sup>9</sup> If the fifteenth of the month is not a trading day, the share price will be recorded on the previous trading day. By way of an exception, the first share price will be recorded on the day on which the shares are delivered.



## 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.

# Useful information

## **With ESOP 2025, up to 2.7 million ordinary 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 shares you have reserved.

**CASE 2 :** Your subscription is greater than the average subscription: you receive the shares 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.**

- ✓ You directly subscribe for Capgemini shares at a price which will be communicated to you on November 6<sup>th</sup>, 2025.
- ✓ The subscription price of one share is equal to 87.5% of the reference price.
- ✓ The subscription price and the reference price will be announced on November 6<sup>th</sup>, 2025 expressed in Euro.
- ✓ Your investment must be held for a period of five years (except in case of authorized early release). At the end of this holding period, only the payment of the SAR will be done automatically. At that date, you will be able to either request the sale of your shares or continue to hold them, in accordance with the terms described in the Local Supplement.

## Early release

Your investment will be held for five years in accordance with French law. However, your investment will be released before the end of this period if one of the following situations arises:

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

In the event of occurrence of one of these events, the payment of the SAR (potential SAR indemnity payment and SAR gain) will be done automatically. In that case, it means that you will automatically exit from the plan for your full investment in ESOP 2025. Regarding the automatic sale of your shares, please refer to the local supplement prepared for your country.

In addition, early release may be required, upon Capgemini SE decision, in case of:

- ✓ Transfer to a Capgemini entity located in a non-SAR country
- ✓ Employer entity leaving the Capgemini Group (Change of control of the employer)

Please refer to the SAR notice prepared for 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 the last one, 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 SAR Information Notice and the International Group Savings Plan (IGSP) Regulations are available on Talent: <http://talent.capgemini.com/esop> or ESOP 2025 communication website: <https://esop.capgemini.com/2025>.**

## Dates to remember...

**2025**



**SEPTEMBER 12<sup>TH</sup> – OCTOBER 1<sup>ST</sup>, 2025**

I can reserve my Capgemini shares.



**NOVEMBER 6<sup>TH</sup>, 2025**

Reference price and subscription price announced.



**NOVEMBER 12<sup>TH</sup>-14<sup>TH</sup>, 2025**

I can cancel my reservation or subscribe for a limited amount\*.



**DECEMBER 18<sup>TH</sup>, 2025**

Share delivery.



**JANUARY 2026**

I receive my individual statement.



**DECEMBER 18<sup>TH</sup>, 2030**

End of holding period.

\* A maximum of 0.25% of your 2025 gross annual compensation.

## Am I eligible for ESOP 2025?

To be eligible for ESOP 2025, you must meet the following three criteria:

- 1 Be an employee of a Capgemini group<sup>10</sup> company.
- 2 Be employed by that company for **at least one day** between November 12<sup>th</sup> and 14<sup>th</sup>, 2025 (inclusive).
- 3 On November 14<sup>th</sup>, 2025, have been employed by Capgemini for **at least three months**, consecutive or otherwise, since January 1<sup>st</sup>, 2024.

Furthermore, as a result of sanctions currently imposed by the European Union, citizens or residents of Russia who do not have a legal residence or citizenship of a country of the European Union, the European Economic Area or Switzerland or citizens or residents of Belarus who do not have legal residence or citizenship in the European Union cannot participate in this offering.

## When and how do I sign up?

**Between September 12<sup>th</sup> and October 1<sup>st</sup>, 2025** (the reservation period), you may submit a reservation order to acquire Capgemini shares by indicating the number of shares you wish to subscribe:

- ✓ At <https://esop.capgemini.com/2025>, 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 12<sup>th</sup> and 14<sup>th</sup>, 2025** (revocation/subscription period)<sup>12</sup>:

- ✓ You may cancel your reservation.
- ✓ If you did not reserve shares between September 12<sup>th</sup> and October 1<sup>st</sup>, 2025, you may still subscribe, but only for **a reduced amount, limited to 0.25%** of your estimated 2025 gross annual compensation.

## How much can I invest?

Your personal contribution in ESOP 2025 is:

- ✓ **A minimum of 1 share.**
- ✓ **A maximum of 2.5 %<sup>11</sup>** of your 2025 gross annual compensation (estimated when you subscribe).

## How do I pay for my investment?

Payment methods available in your country are described in the subscription tool online or subscription form and in the document called Local Supplement.

## What is the applicable tax treatment?

The tax treatment applicable to your participation in ESOP 2025 is described in the document called Local Supplement.

<sup>10</sup> A company in which Capgemini holds a majority shareholding and which is a member of the IGSP.

<sup>11</sup> This amount is limited to 0.25% if you subscribe during the revocation/subscription period.

<sup>12</sup> In the same way at <https://esop.capgemini.com/2025> (using the username and password sent to you by e-mail).



Capgemini is a global business and technology transformation partner, helping organizations to accelerate their dual transition to a digital and sustainable world, while creating tangible impact for enterprises and society.

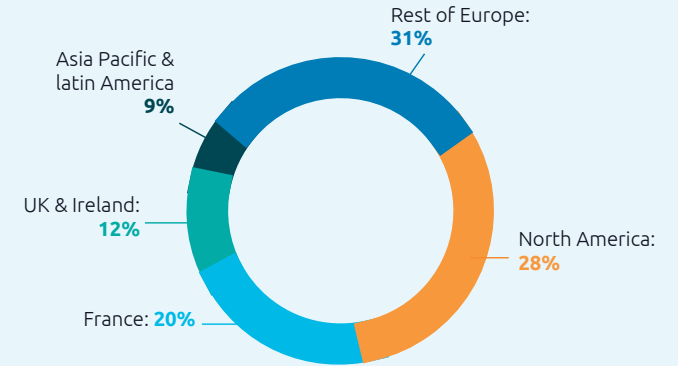
It is a responsible and diverse group of 340,000 team members in more than 50 countries. With its strong over 55-year heritage, Capgemini is trusted by its clients to unlock the value of technology to address the entire breadth of their business needs. It delivers end-to-end services and solutions leveraging strengths from strategy and design to engineering, all fueled by its market leading capabilities in AI, generative AI, cloud and data, combined with its deep industry expertise and partner ecosystem. The Group reported 2024 global revenues of €22.1 billion.

Get the Future You Want\* | [www.capgemini.com](http://www.capgemini.com)

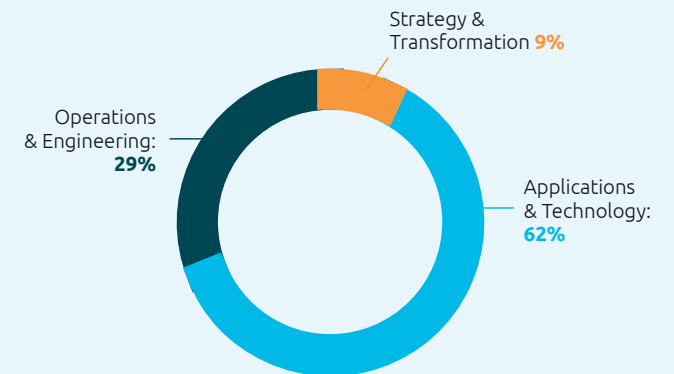
## NUMBER OF EMPLOYEES (AT DECEMBER 31, 2024)



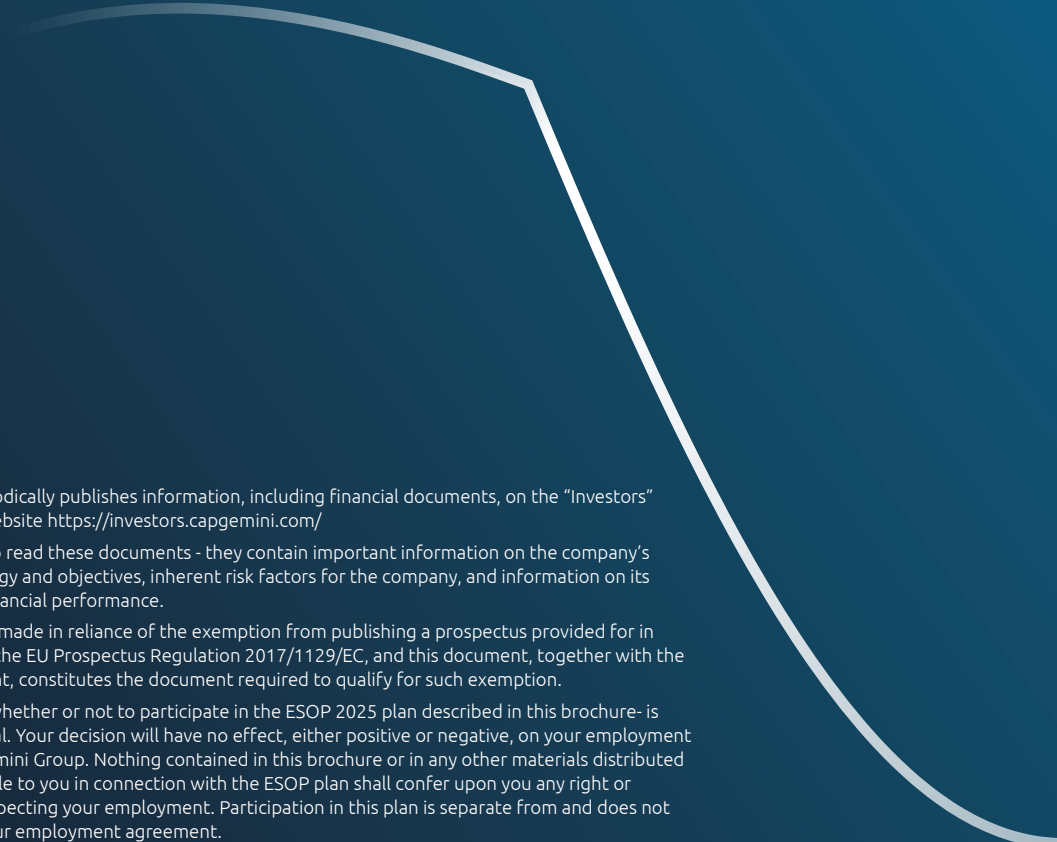
## BREAKDOWN OF 2024 REVENUE BY MAIN GEOGRAPHY



## BREAKDOWN OF 2024 REVENUE BY BUSINESS



December 31, 2024 data

A white line graphic starts at the top left, curves down to the right, then curves back up to the right, and finally curves down to the right, ending near the bottom right of the text area.

Capgemini periodically publishes information, including financial documents, on the “Investors” section of its website <https://investors.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 2025 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.

The contents of this document are provided to you for information purposes only, and neither Capgemini nor any subsidiary is providing you with, nor intends to provide you with, any financial or investment-related advice. If you have any questions on what this offer means for you, or on the decision you should take, we recommend you contact your usual legal and financial advisors.

Due to sanctions imposed by the European Union, citizens or residents of Russia or Belarus who do not have legal residence in or citizenship of a country within the European Union, a member State of the European Economic Area or Switzerland may not participate in this plan.

A photograph of a modern glass building facade, viewed from a low angle looking up. The building is composed of many rectangular glass panels framed in dark metal. The sky is a clear, bright blue. The building's lines create a strong sense of perspective and depth.