

Capgemini employee share ownership plan LOCAL SUPPLEMENT FOR PORTUGAL



You have been invited to invest in shares of Capgemini SE ("Shares") within the context of the Capgemini Group employee share ownership plan 2025 ("ESOP" or the "Offering"). You will find below a brief summary of the local offering information and principal tax consequences relating to the Offering.

This document is provided to you in addition to the Informative Brochure, the subscription form, the Key Information Document of the compartment "ESOP LEVERAGE P 2025" of the FCPE "ESOP CAPGEMINI". For more details, please refer to the Regulations of the aforementioned FCPE (an employee shareholding fund which is commonly used in France for the custody of shares held by employee-investors) as well as other information documents which are distributed to you together with this local supplement.

Please note that the decision whether or not to participate in the Offering is yours to make, having regard to your own particular circumstances and any independent advice which you may require.

Please also note that the Offering and its terms will not form part of your individual employment relationship with your respective employer. Please note that neither your employer nor Capgemini SE can give you investment advice nor any guarantee as to the future price of the Capgemini SE share. The Shares are listed on Euronext Paris.

General Description of the Offering

Securities law information

This document and the offer made herein are addressed to employees of Capgemini SE eligible to participate in the Offering. This offer is made in reliance on the exemption from publishing a prospectus provided for in Article 1(4)(i) of Regulation (EU) 2017/1129 of the European Parliament and the Council of June 14, 2017, as amended.

The total number of shares of Capgemini SE (whose shares are admitted to trading in the regulated market Euronext Paris) offered within the context of this offer of shares reserved for eligible employees of Capgemini SE corresponds to 2 million and seven hundred thousand shares.

If the total number of subscribed shares exceeds the number of shares offered as per the amount above mentioned, the allocation of shares to certain employees may be reduced so as to allow as many employees as possible to participate in the Offering.

The reason for this offer is to encourage the bond between the employees and Capgemini SE allowing them to become shareholders of the company in preferential terms.

Eligibility

All current employees of Capgemini SE and the employees of its worldwide subsidiaries (i.e., companies which are majority-owned, direct or indirectly, by Capgemini SE) are eligible to participate in the Offering, provided that they have an employment contract with Capgemini SE at least one day during the subscription/revocation period, subject to a minimum employment condition of three months, between January 1, 2024 and the last day of the subscription revocation period (i.e., November 14, 2025).

Reservation and Subscription/Revocation Periods

The reservation period starts on September 12, 2025 and lasts until October 1, 2025 (inclusive). During the reservation period, you will be able to submit your orders to subscribe Capgemini SE shares. During the reservation period you can place an order for maximum 2.5% of your estimated gross salary over 2025. The estimated gross salary will be calculated taking into account both your fixed salary and your variable salary. If the amount of your subscription exceeds this, your subscription may automatically be reduced to 2.5% of the estimated gross annual salary that you will receive in 2025.

The subscription/revocation period starts on November 12, 2025 and lasts until November 14, 2025 (inclusive). During the subscription/revocation period, you may revoke your order, in its entirety only, if you wish. On the other hand, during this period you can submit a subscription for maximum 0.25% of your estimated gross salary over 2025. Upon the expiration of the revocation period, outstanding orders become binding and irrevocable.

Subscription Price

The subscription price will be set by the CEO of Capgemini SE on November 6, 2025, as the arithmetic average of the daily volume-weighted average prices for one Share over the 20 consecutive preceding trading days ("**Reference Price**"), less a 12.5% discount ("**Subscription Price**"). It will be communicated to you on that day via postings in your workplace, and on the internet site dedicated to ESOP.

The minimum amount of investment under the Offering corresponds to € 100.

Protected Leveraged Formula

The 2025 employee share plan is comprised of a leveraged plan offering: (a) a guarantee of the euro amount of your personal contribution at the end of the Lock-up Period as well as in case of an early redemption and (b) a multiple of the average increase in the share price over the Reference Price for every share subscribed with the personal contribution.

You will pay 10% of the share subscription price to the applicable leveraged compartment of the FCPE. The compartment will at the same time enter into a swap agreement with a bank, Crédit Agricole Corporate and Investment Bank, that is providing the financing, pursuant to which the bank will initially pay to the compartment an amount equal to the remaining 90% of the subscription price. With your payment and the proceeds of the swap agreement, the compartment will subscribe the shares from Capgemini SE on your behalf. You will not be liable for the 90% of the share subscription price that is contributed to the compartment under the swap agreement.

In exchange for guarantee and financing, you will effectively trade any dividends, the discount and a portion of the capital gain on your investment.

Your Investment is Capped

Within the context of this Offering, during the reservation period, your personal contribution shall not be higher than 2.5% of your estimated gross annual compensation to be paid by your employer in 2025. During the subscription/revocation period, your personal contribution shall not be higher than 0.25% of estimated gross annual compensation to be paid by your employer in 2025.

Custody of your shares

Your shares will be subscribed and held on your behalf by a collective shareholding vehicle, known as a *Fonds Commun de Placement d'Entreprise* ("**FCPE**"), which is commonly used in France for the conservation of shares held by employee-investors. You will be issued units in the FCPE corresponding to the shares you will have subscribed. Your Shares will be held in the compartment "ESOP LEVERAGE P 2025" of the FCPE "ESOP CAPGEMINI".

Voting rights

As long as your Shares are held by the FCPE, the voting rights pertaining to such shares will be exercised by the elected members of the supervisory board of the FCPE representing the unitholders, on behalf of the employees.

Dividends

Employees will not benefit of any dividends (see section “Protected Leveraged Formula” above).

Redemption

Your investment becomes available on the expiry of the 5-year lock-up period (expiring on December 18, 2030) or earlier in the case of an early exit event.

Local Offering Information

Method of Payment

SEPA debit to be made on December 18, 2025 (tentative date). In this case, the whole subscription amount will be debited from your bank account all at once.

You must download the SEPA Direct Debit Mandate from the subscription website, complete it and upload it together with your IBAN on the subscription website or remit it to your local HR correspondent. Without these documents, your reservation/subscription cannot be processed.

Labor Law Disclaimer

Please note that this Offering is provided to you by the French company Capgemini SE, not by your local employer. The decision to include a beneficiary in this or any future offering is taken by Capgemini SE in its sole discretion. The Offering does not form part of your employment agreement and does not amend or supplement such agreement. Participation in the Offering does not entitle you to future benefits or payments of a similar nature or value and does not entitle you to any compensation in the event that you lose your rights under the Offering as a result of the termination of your employment. Benefits or payments that you may receive or be eligible for under the Offering will not be taken into consideration in determining the amount of any future benefits, payments or other entitlements that may be due to you (including in cases of termination of employment).

Lock-Up Period and Early Exit Events - In which cases may I ask for an early redemption?

In consideration of the benefits granted under this offering, your investment must be held for a period of 5 years ending on December 18, 2030. Nevertheless, you may be able to request early release and exit from the plan before the end of the lock-up period in the case of early exit events as described below:

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

In these circumstances you (or your personal representatives) would need to request an early redemption as this would not be automatic.

Attention is drawn to the fact that a change of employer, where the new employer is an entity participating to ESOP in a country with the same Offering's structure than the one applicable in Portugal, shall not constitute an early exit case. On the other hand, a change of employer, where the new employer is an entity participating to ESOP in a country with an Offering's structure different than the one applicable in Portugal or is located in a non-participating country in the ESOP, may constitute, upon Capgemini's decision, an early exit case.

Early redemption may also be possible upon Capgemini SE's decision if the legal entity that employs you ceases to be a Capgemini SE subsidiary.

These early exit events are defined by French law and must be interpreted and applied in a manner consistent with French law. You should not conclude that an early exit event is available unless you have described your specific case to your employer and your employer has confirmed that it applies to your situation, upon your providing the requisite supporting documentation.

Redemption at full term

Once your investment becomes available for redemption you will be informed of this availability and you may request a redemption of your investment in cash or you may continue to hold the value of your investment (but without any further leveraged effect) in a new fund which invests in Capgemini SE shares.

Tax and Social Security Information for Employees resident in Portugal

This summary sets forth general principles that are applicable to employees who (i) are resident in Portugal for the purposes of the tax laws of Portugal and the Convention between Portugal and the French Republic for the avoidance of double taxation (the «Treaty») and (ii) are entitled to the benefits of the Treaty. For definitive advice, employees should consult their own tax and legal advisors regarding the tax and Social Security consequences of subscribing to Capgemini SE shares through the compartment “ESOP LEVERAGE P 2025” of the Fonds Commun de Placement d’Entreprise (“FCPE”) “ESOP CAPGEMINI” in this offering.

This summary is given for informational purposes only and should not be relied upon as being either complete or conclusive. The tax consequences listed below are described in accordance with Portuguese laws and certain French tax law and tax practices, as well as the Treaty, all of which are applicable in June 2025. These laws, practices and the Treaty may change over time.

Upon subscription

I. Will I be required to pay any tax or Social Security contributions at the moment of subscription?

Generally speaking, income resulting from share subscription plans, constituted for the benefit of the employees and earned due to their employment or in connection with it, granted by the employer or any entity controlling, or controlled by the employer, irrespective of its geographic location, qualify as income in kind arising from employment and shall be subject to taxation according to Portuguese individual income tax code (“Código do IRS” or “IRS Code” – Category A).

The difference between the market value of the shares on the last day of the subscription period (considering that Portuguese tax law does not establish any specific criteria, we recommend the use of the average shares’ listed price) and the subscription price (i.e., the reference price minus the discount) qualifies as employment income deemed as earned at the date of the subscription.

Since only a leveraged plan is foreseen to be offered, in which the share price discount is ceded to the bank, there shall be no taxation at the time of subscription.

During the life of the Plan

II. Will I be required to pay any tax or Social Security contributions on dividends?

Under the ESOP offering, pursuant to the swap agreement, for all dividends received by the FCPE an equal amount is paid to the bank. Therefore, you do not benefit from dividends paid, if any, to the FCPE ESOP CAPGEMINI.

(i) Taxation in France

In the absence of a distribution to employees by the FCPE “ESOP CAPGEMINI” of the dividends received from Capgemini, no withholding tax will be levied in France.

(ii) Taxation in Portugal

Under the leveraged plan offered no dividends will be distributed by the FCPE or reinvested in it. Therefore, dividends received by the FCPE should not be subject to taxation.

Upon redemption

III. Will I be required to pay any tax or Social Security contributions when, at the end of the lock-up period (or in the event of an authorized early exit event), I ask the FCPE to redeem my units for cash?

(i) Taxation in France

You will not be subject to income taxes in France on the gain, if any, realized on the redemption of your units.

(ii) Taxation in Portugal

At the end of the lock-up period:

At the end of the lock-up period, the amount equivalent to the participation percentage in the average monthly increase of the share (if any) above the reference price is subject to taxation at progressive rates between 13.25% and 48%. A solidarity tax of 2.5% (over taxable income between €80,000 and EUR 250,000) or 5% (over taxable income above EUR 250,000) is applicable in addition to the general tax rates in 2025.

No withholding tax shall apply to income derived by the attribution of the shares. This specific type of income is reported in your annual tax return in similar terms to your salary.

No social security contributions apply.

Upon the redemption of units/disposal of shares:

Capital gains arising from the redemption of units for cash or disposal of shares are taxable and are equal to the positive difference between the market value of the shares or value of the units at subscription and the sale/redemption proceeds and are considered to have been obtained on the date of disposal/redemption.

Taxable capital gains shall correspond to the positive annual balance between capital gains and losses of the year derived from the sale of shares/units, bonds and other securities by the employee and shall be taxed autonomously at a flat rate of 28%, although the employee may elect to include this income in his overall revenue, in this case, he/she shall be taxed at the general progressive tax rates ranging between 13.25% and 48% are applicable, which is increased by a solidarity tax of 2.5% (over taxable income between EUR 80,000 and EUR 250,000) or 5% (over taxable income above EUR 250,000) is applicable in addition to the general tax rates in 2025.

If the employee elects to include such income in the overall income such election is necessarily made regarding all income from the same category.

Moreover, if the employee holds their shares for a shorter period than 365 days and derives annual income above € 83,696 the inclusion of said capital gain in the overall income is mandatory, determining that those gains will be subject to the progressive taxation above mentioned.

No employee or employer social security charges apply.

No withholding obligations apply.

IV. What are my reporting obligations with respect to the subscription, holding and redemption of the FCPE units as well as the payment of dividends, as applicable?

You must declare the income resulting from the payment made at the end of the lock up period as well as from the redemption of units/sale of shares in your annual tax return (official form n.er 3 and the applicable annexes).

The annual tax return should be filed between April 1st and June 30st of the following year.

If there is no intervention by a notary or financial institution in the sale of participation units/shares, the employee must declare the sale to the Portuguese tax authorities themselves (official form n.er 4) within a period of 30 days from the date of sale.

V. Tax or Social Security contributions that may be applicable if my assets are transferred from the “ESOP LEVERAGE P 2025” compartment to another compartment, if I do not choose immediately to redeem my investment upon the expiration of the lock-up period.

No taxation or social security contributions are due upon the transfer of the investment.

Upon redemption, capital gains shall be taxed according to the regime described in section III above.