

*This announcement is not an offer of securities in the United States or any other jurisdiction. The Bonds (and underlying shares) may not be offered or sold in the United States absent registration or an exemption from registration under the U.S. Securities Act of 1933, as amended. Cap Gemini does not intend to register any portion of the planned offer in the United States or to conduct a public offering of securities in the United States.*



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**Press release**

**Paris, April 24, 2009**

**Information to the public in relation to the stabilization of the bonds convertible into and/or exchangeable for new or existing Cap Gemini shares due January 1, 2014 in connection with their issuance and admission to trading on Euronext Paris**

J.P. Morgan Securities Ltd., in its capacity as stabilizing manager in the context of the offering of the bonds convertible into and/or exchangeable for new or existing Cap Gemini shares due January 1, 2014 (the "OCEANES"), has informed Cap Gemini, in accordance with Regulation (EC) N°2273/2003 of the European Commission of December 22, 2003 and article 631-10 of the General Regulation of the *Autorité des marchés financiers*, that no stabilization has been carried out during the stabilization period which started on April 8, 2009, after the issue of the press release of Cap Gemini announcing the final terms of the OCEANES, and was brought to an end on April 23, 2009.

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This press release does not constitute an offering, and the offering of OCEANES is not a public offering in any jurisdiction other than France.

This offering is lead-managed by BNP Paribas, J.P. Morgan and Morgan Stanley acting as Joint Lead-Managers and Joint Bookrunners.

In addition, Lazard-Natixis is acting as Co-Lead Manager and Co-Bookrunner.

## About the Capgemini Group

Capgemini, one of the world's foremost providers of consulting, technology and outsourcing services, enables its clients to transform and perform through technologies. Capgemini provides its clients with insights and capabilities that boost their freedom to achieve superior results through a unique way of working, the Collaborative Business Experience™. The Group relies on its global delivery model called Rightshore®, which aims to get the right balance of the best talent from multiple locations, working as one team to create and deliver the optimum solution for clients. Present in more than 30 countries, Capgemini reported 2008 global revenues of € 8.7 blion and employs over 90,000 people worldwide.

More information is available at [www.capgemini.com](http://www.capgemini.com).

## Public Information

The French prospectus, consisting of Cap Gemini's *document de référence* filed with the AMF on March 12, 2009 under No. D.09-0117, a *note d'opération* and a summary (*résumé*) (included in the *note d'opération*), received visa n°09-084 from the AMF on April 8, 2009. 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 at pages 12 to 16 of the *document de référence*, as well as under Section 2.2 of the *note d'opération*.

## DISCLAIMER

No communication and no information in respect of the offering by Cap Gemini of bonds convertible into and/or exchangeable for new or existing shares (the “Bonds”) may be distributed to the public in any jurisdiction where a registration or approval is required. No steps have been or will be taken in any jurisdiction outside France where such steps would be required. The offering or subscription of the Bonds may be subject to specific legal or regulatory restrictions in certain jurisdictions. Cap Gemini takes no responsibility for any violation of any such restrictions by any person.

This announcement is an advertisement and not a prospectus within the meaning of Directive 2003/71/EC of the European Parliament and the Council of November 4<sup>th</sup>, 2003 (as implemented in each member State of the European Economic Area, the “Prospectus Directive”).

This announcement does not, and shall not, in any circumstances constitute a public offering nor an invitation to the public in connection with any offer.

The offer and sale of the Bonds in France will first be carried out in accordance with article L. 411-2 of the “Code monétaire et financier” and in accordance with Decree no. 98-880 of October 1st, 1998 relating to qualified investors as defined therein. The offer will be made to the public in France only after the granting of the “visa” by the AMF on the prospectus.

With respect to the member States of the European Economic Area, other than France, which have implemented the Prospectus Directive (each, a “relevant member State”), no action has been undertaken or will be undertaken to make an offer to the public of the Bonds requiring a publication of a prospectus in any relevant member State. As a result, the Bonds may only be offered in relevant member States:

- (I) to legal entities which are authorised or regulated to operate in the financial markets or, if not so authorised or regulated, whose corporate purpose is solely to place securities;
- (II) to any legal entity which has two or more of the following criteria: (1) an average of at least 250 employees during the last financial year; (2) a total balance sheet of more than € 43 million; and (3) an annual net turnover of more than € 50 million, as per its last annual or consolidated accounts;
- (III) in any other circumstances, not requiring the issuer to publish a prospectus as provided under article 3(2) of the prospectus directive.

This press release is directed only at persons who (i) are located outside the United Kingdom, (ii) have professional experience in matters relating to investments and fall within Article 19(5) (“investment professionals”) of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005, (III) are persons falling within Article 49(2)(a) to (d) (“high net worth companies, unincorporated associations etc”) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 or (iv) are persons to whom this communication may otherwise lawfully be communicated (all such persons together being referred to as “Relevant Persons”). The securities are directed only at Relevant Persons and no invitation, offer or agreements to subscribe, purchase or otherwise acquire securities may be proposed or made other than with Relevant Persons. Any person other than a Relevant Person may not act or rely on this document or any provision thereof. Persons distributing this document must satisfy themselves that it is lawful to do so. Past performance of Cap Gemini securities should not be relied on as an indication of future performance.

This press release is not a prospectus which has been approved by the Financial Services Authority or any other United Kingdom regulatory authority for the purposes of Section 85 of the Financial Services and Markets Act 2000.

No prospectus concerning the Bonds has been filed with or cleared by the Commissione Nazionale per le Società e la Borsa (“CONSOB”) pursuant to Legislative Decree No. 58 of February 24, 1998 as amended (the “Financial Services Act”) and to CONSOB Regulation No. 11971 of May 14, 1999 as amended (the “Issuers Regulation”) and, accordingly, the Bonds have not been and will not be offered in a solicitation to the public at large (“sollecitazione all’investimento”).

Therefore, the Bonds may only be offered, transferred or delivered within the territory of the Italian Republic to the extent that copies of this announcement or any other document relating to the offering are distributed or made available exclusively (a) to professional investors (“operatori qualificati”) as defined in Article 31, second paragraph, of CONSOB Regulation No. 11522 of July 1st, 1998, as amended (the “Intermediaries Regulation”) pursuant to Article 100 of the Financial Services Act or (b) in circumstances where an exemption from the rules governing solicitations to the public at large applies, pursuant to, and in compliance with, the conditions set out by Article 100 of the Financial Services Act, and Article 33, first paragraph, of the Issuers Regulation. In addition, any offer of the Bonds or distribution of any other document relating to the offering must take place (a) via investment firms, banks or financial intermediaries authorized to carry out such activities in Italy in accordance with the Financial Services Act, the Issuers Regulation, the Intermediaries Regulation and Legislative Decree No. 385 of September 1st, 1993 (the “Banking Law”), and (b) in conformity with all applicable Italian laws and regulations and all other conditions or limitations that may be, from time to time, imposed by the relevant Italian authorities concerning securities, tax matters and exchange controls. The Bonds have not been and will not be offered, sold or distributed by a network of retail banks, on the primary or secondary market, to a resident in Italy. Any professional investor purchasing the Bonds in the offering is solely responsible for ensuring that any offer or resale of the Bonds it purchased in the offering occurs in

*compliance with applicable Italian laws and regulations. No person resident or located in Italy other than the original addressees of this document may rely on this document or its content.*

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*J.P. Morgan Securities Ltd., acting directly or through an agent as stabilising manager, may, but will be under no obligation to, effect transactions with a view to supporting the market price of the Bonds or the underlying securities at a level higher than that which might otherwise prevail in the open market. Such transactions may be undertaken as of the launch of the transaction and for up to 30 days after such date.*

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