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Capgemini launches the first stage of its new policy aiming at associating its employees to the Group's development and stock market performance through an issuance of *Bons de Souscription et/ou d'Acquisition d'Actions Remboursables* (or Callable Share Subscription and/or Acquisition Warrants) targeting approximately 1,200 Group managers

Paris, May 14, 2009 – Within the framework of its policy aiming at associating Group employees with the Group's development and stock market performance, Capgemini launches today the issuance of a maximum number of 2,999,000 *Bons de Souscription et/ou d'Acquisition d'Actions Remboursables* (or Callable Share Subscription and/or Acquisition Warrants, hereinafter referred to as the "Warrant(s)") targeting approximately 1,200 managers. The second stage of this policy will consist of the launch, in the coming months, of an international employee share ownership plan targeting the 90,000 Capgemini employees.

A Warrant will grant the right to subscribe one Cap Gemini share from July 22, 2013 to July 20, 2016 at a price of €34 per share, representing a premium of 27% over the closing price of the Cap Gemini share on May 12, 2009, and a premium of 29% over the reference share price (corresponding to the average share price over the last 20 trading days until May 12, 2009). The price of the Warrant has been set at €3.22 on the basis of an independent expert opinion described in a prospectus which was granted by the AMF the visa number 09-140 on May 14, 2009. The Warrants can neither be sold nor traded during the first four years, and will be listed during the following three years as from July 22, 2013.

This transaction, which will lead to the issuance of a maximum number of 2,999,000 Cap Gemini shares, will enable some 1,200 Group managers to take the risk, if they so desire, of making a personal investment allowing them to be more closely associated with the long-term stock market performance of the Cap Gemini share, and in so doing affirming their confidence in the Group's evolution.

Pursuant to the authorization granted to it by the shareholders at the ordinary and extraordinary Shareholders' Meeting dated April 17, 2008, the Board of Directors has set the list of the eligible managers belonging to 4 categories, each of which meeting specific criteria. It should be noted that the 14 members of Capgemini's Executive Committee, including the Chief Executive Officer Paul Hermelin, are entitled to subscribe altogether a

maximum guaranteed number of Warrants representing 7% of the 2,999,000 Warrants being offered for sale, corresponding to 15,000 Warrants each.

In addition, at its meeting dated April 30, 2009, the Board of Directors decided to implement, before the end of the year, an employee share ownership plan targeting its 90,000 employees, pursuant to the authorization granted to it by shareholders at the ordinary and extraordinary Shareholders' Meeting held on that same day. This plan will enable such employees to be more closely associated with the stock market performance of the Cap Gemini share over a five-year period while benefiting from a guarantee on their initial investment in Euros. The plan will involve a maximum number of 6 million Cap Gemini shares to be issued with a 15% discount.

Information on the terms and conditions of the issuance of Warrants is available to the public on the AMF's website and on the Capgemini Group's website.

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The distribution of this press release could, in certain countries, constitute a violation of the legislation in force. No copy of this press release has been, nor must be, distributed in or sent to these countries, in particular the United States of America, Canada, Japan, and Australia. This press release does not constitute an offer to sell securities in the United States of America or in any other country. The securities cannot be offered or sold in the United States of America without registering the offering or without obtaining an exemption to this registration requirement, pursuant to the U.S. Securities Act of 1933, as amended.

Europe Offering acts as a financial advisor for Cap Gemini.

About Capgemini

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 EUR 8.7 billion and employs over 90,000 people worldwide.

More information is available at www.capgemini.com

Notice

This document contains certain prospective statements or opinions on future prospects that can only be considered as of the day of its publication. These statements or opinions correspond to projections, anticipated events or trends, to plans and strategies, and to forecasts made by Capgemini based on future events, and could be in contradiction with or proven wrong by factual information. The results that are actually achieved could be very different from the hypothetical results released in these opinions and statements. Among the factors that may lead to an inconsistency between the real results and the forecasted results are changes in the global economic climate, in the environment of the economic sector in question, as well as changes in competitive factors and market regulation factors. If you would like more information on the risk factors that may have an impact on Capgemini, we encourage you to read the reports and documents filed with the AMF. Capgemini expressly states that it does not consider itself responsible for updating or correcting the opinions and statements contained in this document in order to take into account new information, new events, or any other factor.

PRESS RELEASE

ISSUANCE RESERVED FOR CERTAIN EMPLOYEES OF THE CAPGEMINI GROUP OF A MAXIMUM NUMBER OF 2,999,000 *BONS DE SOUSCRIPTION ET / OU D'ACQUISITION D' ACTIONS REMBOURSABLES* (CALLABLE SHARE SUBSCRIPTION AND/OR ACQUISITION WARRANTS), OR "BSAAR(s)" WITHOUT PRE-EMPTIVE SUBSCRIPTION RIGHT FOR THE SHAREHOLDERS, IN VIEW OF THE ADMISSION TO THE STOCK MARKET OF EURONEXT PARIS OF ALL OF THE CALLABLE SHARE SUBSCRIPTION AND/OR PURCHASE WARRANTS ISSUED AS OF JULY 22, 2013.

ADMISSION TO TRADING ON THE STOCK MARKET OF EURONEXT PARIS OF THE NEW SHARES ISSUED PURSUANT TO THE EXERCISE OF THE BSAARS.

(Approval 09-140 granted by the AMF on May 13, 2009)

PRINCIPAL CHARACTERISTICS OF THE OFFERING	
Issuer	Cap Gemini S.A. (the "Company")
Business Sector	Classification of the Company by sector: <ul style="list-style-type: none"> • super-sector: 9500 "Technologies" • sub-sector: 9530 "Software and Information Technology Services"
Offering	Issuance reserved for certain employees of the Capgemini Group of a maximum number of 2,999,000 <i>bons de souscription et/ou d'acquisition d'actions</i> (callable share subscription and/or acquisition warrants), or "BSAAR(s)" without preferential subscription right for shareholders, in view of the admission on the market Euronext Paris of the BSAARs issued as of July 22, 2013
Purpose of the issuance of BSAARs	The issuance of BSAARs will enable certain employees of the Capgemini Group to be associated, through a leverage mechanism, to the long term stock market performance of the Cap Gemini share.
Maximum number of BSAARs to be issued	2,999,000 BSAARs (the " Maximum Number of BSAARs ").
Beneficiaries and subscribers of the BSAARs	The BSAARs will be offered to employees and corporate officers of the Company and its French or foreign subsidiaries, in accordance with the twenty-first resolution of the ordinary and extraordinary Shareholders' Meeting dated April 17, 2008, whose names appear on the list of BSAAR beneficiaries (the " BSAAR Beneficiaries "). They are organized according to four categories determined at the Board of Directors meeting dated April 29, 2009 and described in the prospectus which was granted by the AMF the visa number 09-140 on May 14, 2009.

	<p>Paul Hermelin, as the other members of the Executive Committee, will be entitled to subscribe up to a maximum guaranteed number of 15,000 BSAARs and a maximum non guaranteed number of 75,000 BSAARs.</p> <p>The BSAAR Beneficiaries who subscribe the BSAARs (the “BSAAR Subscribers”) must pay the subscription price of the BSAARs at the latest on July 16, 2009.</p>
Form of the BSAARs	<ul style="list-style-type: none"> • Registered form (the ownership transfer of which is either handled directly by the issuer or administered) until the date of their admission to trading on the Euronext Paris stock market • Registered form (the ownership transfer of which is either handled directly by the issuer or administered) or bearer form, at the holder’s discretion, as from the date of their admission
Offering Period of the BSAARs	From May 14, 2009 to June 17, 2009.
Issuance Date of the BSAARs	July 20, 2009
Issuance Price of a BSAAR	<p>3.22 Euros (the “Issuance Price”).</p> <p>Accuracy, acting in the capacity of an expert commissioned by the Company, issued an independent opinion on the unitary Issuance Price of the BSAARs offered to Beneficiaries, and concluded that the unitary Issuance Price of the BSAARs was reasonable, considering that it falls within the range of estimations of the market value of the BSAARs that resulted from the expert’s own evaluations.</p> <p>Accuracy did not act in the capacity of independent expert in the meaning of the AMF’s General Regulations (Book II, Title VI – Issuers and financial information) and of the AMF Directive # 2006-08 of July 25, 2006.</p>
Exercise Parity of the BSAARs	A BSAAR grants the right to receive, at the Company’s discretion, one new or existing share (the “ Exercise Parity ”).
Maximum number of shares that could possibly be issued through the exercise of the BSAARs	Post-exercise of the BSAARs, 2,999,000 shares, representing 2% of the share capital and voting rights of the Company, on the basis of the number of shares comprising the share capital as of April 30, 2009 and assuming that the Maximum Number of BSAARs is in fact subscribed and that all of the shares delivered pursuant to the exercise of the BSAARs are newly created shares.
Exercise Price of the BSAARs	34 Euros (the “ Exercise Price ”), corresponding to a premium of 27.20% over the last closing price of the Company’s share on May 12, 2009, ie 26.73 Euros, and a premium of 29.33% over the reference price, which corresponds to the average of the closing prices of the Company’s share, stripped of its dividend

	coupon, during the 20 trading days preceding May 13, 2009, ie 26.29 Euros.
Exercise Period	As from the date of admission of the BSAARs to trading on the stock market of Euronext Paris until the seventh anniversary of their issuance date.
Maximum gross proceeds	9,656,780 Euros.
Maximum net proceeds	Approximately 8,956,780 Euros.
Listing of the BSAARs	On July 22, 2013 on the stock market of Euronext Paris, or any other prior date on which the Company, in cases of occurrence of events such as public offers or a delisting, should decide to request the admission of the BSAARs to trading on this market.
ISIN Code	FR0010672493
Restriction on free trading	As from July 20, 2009 and up until the date of admission of the BSAARs to trading on the stock market of Euronext Paris, the Subscribers of BSAARs cannot sell their BSAARs, and such Subscribers of BSAARs must undertake not to do so. This restriction does not apply to transfers resulting from the death of a BSAAR holder. Furthermore, this selling restriction would no longer apply following a successful public offer for the Company. It is expected that the admission of the BSAARs to trading on the stock market of Euronext Paris will not be requested before July 22, 2013. The Company reserves the right to request, at any moment prior to July 22, 2013, the admission of the BSAARs to trading on the stock market of Euronext Paris in the event of a substantial decrease in its liquidity associated with the occurrence of an external event and, in any case, in the event of a public offer (tender offer, exchange offer, combined offer...), of a declaration of intent to file a public offer in accordance with the AMF's General Regulations, or of a delisting of the share. The period during which the BSAARs cannot be sold would then end at the admission date.
Redemption of the BSAARs at a price of 0.01 Euros	At the Company's discretion, as from the date of admission of the BSAARs to trading on the stock market of Euronext Paris, if the product of the share price times the Exercise Parity is higher than 100 Euros, unless the holders of BSAARs decide to exercise them.
Repurchase at the Company's discretion either on or off-market or through public offerings	This can occur at any moment, as from the date of admission of the BSAARs to trading on the stock market of Euronext Paris, with no limit as to price or quantity.

TENTATIVE TIMETABLE

April 17, 2008	Ordinary and extraordinary Shareholders' Meeting deciding to reserve the subscription of BSAARs to a category of beneficiaries composed of employees and corporate officers of
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	the Company and of its French or foreign subsidiaries.
April 29, 2009	Board of Directors' decision on the principle of an issuance of BSAARs, of its principal characteristics, and on the maximum number of BSAARs to be issued, the finalization of the list of BSAAR Beneficiaries as well as the maximum number of BSAARs that can be subscribed by each of them.
May 13, 2009	Chief Executive Officer's decision on the launching of the transaction, the Exercise Price, and all of the characteristics and terms and conditions applicable to the issuance of the BSAARs and the Issuance Price of a BSAAR.
May 14, 2009	AMF approval of the Prospectus.
May 14, 2009	Publication of a press release exposing the terms and conditions under which the Prospectus is made available.
June 17, 2009	Final date for BSAAR Beneficiaries to send subscription requests to CIC Banque Transatlantique.
July 20, 2009	Chief Executive Officer's decision setting the final number of BSAARs to be issued.
July 20, 2009	Publication of the press release and financial notice on the number of BSAARs to be issued.
July 20, 2009	Settlement-delivery of the BSAARs.
July 2013	Publication the Euronext notice pertaining to the admission of the BSAARs to trading on the stock market of Euronext Paris.
July 22, 2013	End of the period during which the BSAARs cannot be sold and admission of the BSAARs to trading on the stock market of Euronext Paris.

OTHER INFORMATION	<p>The distribution of the prospectus, the registration document and its update, and the subscription of BSAARs can be, in some countries, subject to specific regulatory provisions. Individuals who hold a copy of the prospectus, the registration document and its update must gain knowledge of possible local restrictions and comply with them. Authorized intermediaries cannot accept BSAAR subscriptions from clients whose addresses belong to a country in which such restrictions apply, and the said notifications will be considered null and void.</p> <p>Any individual who, for any reason, sends or facilitates the transmission of these documents to such countries must draw the recipient's attention to the stipulations of this paragraph.</p>
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	<p>The prospectus, the registration document and its update, or any other document associated with the issuance of the BSAARs can only be distributed outside of France in compliance with applicable laws and regulations, and cannot constitute an offer to subscribe in those countries in which such an offer would violate applicable legislation. The prospectus, the registration document and its update have not been and will not be subject to filings or approvals outside of France.</p> <p>The BSAARs have not been and will not be registered under the 1933 U.S. Securities Act, as amended (the “Securities Act”) and can neither be offered nor sold in the United States of America, except within the framework of transactions benefiting from an exemption to this registration requirement set forth in the Securities Act, and in compliance with regulatory provisions applicable at the time. The prospectus, the registration document and its update must not be distributed in the United States of America.</p>
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<p>RELEASE OF THE PROSPECTUS</p>	<p>The prospectus was granted the visa number 09-140 by the <i>Autorité des Marchés Financiers</i> on May 14, 2009 and is comprised of:</p> <ul style="list-style-type: none"> - the Cap Gemini registration document (document de référence) filed with the AMF on March 12, 2009 under number D.09-0117 and its update filed on May 13, 2009 under number D.09-0117-A01; - the prospectus, approved by the AMF on April 8, 2009 under number 09-084, released to the public for the purpose of the issuance and admission to the Euronext market of bonds totaling a par value amount of 575,000,010 Euros, corresponding to 16,911,765 <i>Obligations à option de Conversion et/ou d’Echange en Actions Nouvelles ou Existantes</i> (or Bonds Convertible into and/or Exchangeable for New or Existing Shares, or “OCEANEs”) of unitary value 34 Euros each; - the prospectus; and - the summary of the prospectus (included in the prospectus). <p>It is suggested to the public to read the section entitled “Risk Factors” of the Prospectus.</p>
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Copies of the documents composing the Prospectus are available free of charge from Cap Gemini at 11, rue de Tilsitt – 75017 Paris, France.

These documents can also be viewed on the websites of the *Autorité des Marchés Financiers* (www.amf-france.org) and of the Capgemini Group (www.capgemini.com).

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