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Capgemini's tenth Employee Share Ownership Plan: share buyback to neutralize dilution

Paris, October 12, 2023 – As part of its tenth Employee Share Ownership Plan (ESOP), [Capgemini](#) is announcing the launch of a share buyback to neutralize the shareholder dilution associated with this plan.

Capgemini will allocate in advance the proceeds of this tenth ESOP plan - which takes the form of a capital increase reserved for employees - to the repurchase of existing shares. This share buyback operation is designed to neutralize the shareholder dilution resulting from the capital increase, and will take place before December 19, 2023, the date on which the capital increase will become effective. On this date, employee shareholding will be increased by a maximum of 3.2 million shares (representing 1.84% of existing share capital), with no material impact on the Group's cash position and no significant dilution of existing shareholders.

On October 12, 2023, Capgemini SE entered into a share buyback agreement with an investment services provider, which is also the institution structuring the employee share ownership plan. Capgemini has thus undertaken to buy back its own shares, up to a limit of 3.2 million shares and 640 million euros, for the purpose of cancellation. The main terms and conditions of the share buyback agreement are detailed in the appendix to this press release.

As a reminder, this share buyback transaction follows the announcement on September 14, 2023 of the launch of the ESOP plan and the decision by Capgemini SE's Board of Directors to authorize a dedicated share buyback program. The terms of these two transactions fall within the scope of authorizations granted by the Shareholders' Meeting of May 16, 2023.

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This press release may contain forward-looking statements. Such statements may include projections, estimates, assumptions, statements regarding plans, objectives, intentions and/or expectations with respect to future financial results, events, operations and services and product development, as well as statements regarding future performance or events. Forward-looking statements are generally identified by the words "expects", "anticipates", "believes", "intends", "estimates", "plans", "projects", "may", "would", "should" or the negatives of these terms and similar expressions. Although Capgemini's management currently believes that the expectations reflected in such forward-looking statements are reasonable, investors are cautioned that forward-looking statements are subject to various risks and uncertainties (including without limitation risks identified in Capgemini's Universal Registration Document available on Capgemini's website), because they relate to future events and depend on future circumstances that may or may not occur and may be different from those anticipated, many of which are difficult to predict and generally beyond the control of Capgemini. Actual results and developments may differ materially from those expressed in, implied by or



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Capgemini is a global leader in partnering with companies to transform and manage their business by harnessing the power of technology. The Group is guided every day by its purpose of unleashing human energy through technology for an inclusive and sustainable future. It is a responsible and diverse organization of nearly 350,000 team members in more than 50 countries. With its strong 55-year heritage and deep industry expertise, Capgemini is trusted by its clients to address the entire breadth of their business needs, from strategy and design to operations, fueled by the fast evolving and innovative world of cloud, data, AI, connectivity, software, digital engineering, and platforms. The Group reported in 2022 global revenues of €22 billion.

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APPENDIX

Main terms and conditions of the share buyback agreement

Capgemini SE undertakes to buy back its own shares up to a limit of 3,200,000 shares and 640 000 000 euros, with a view to cancelling them.

The price per share to be paid will be calculated based on the volume-weighted average daily share prices over a maximum period of 20 trading days starting on October 13, 2023, and corresponding to the period for setting the reference price of the shares to be issued under the new ESOP plan.

Share buyback transactions by the investment services provider under this agreement will cease no later than November 9, 2023.