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## **A new milestone has been reached for the proposed acquisition of Altran by Capgemini**

### ***The tender offer agreement was signed by Capgemini and Altran***

**Paris and Neuilly-sur-Seine, August 12, 2019** – Capgemini (Euronext Paris : CAP) and Altran Technologies (Euronext Paris : ALT) have reached a new milestone on the way to building a global digital transformation leader for industrial and tech companies by the signature, on August 11, 2019, of the tender offer agreement which sets the terms and conditions of the proposed acquisition of Altran by Capgemini through a friendly cash tender offer for a price of €14 per share.

This milestone follows the signature of the memorandum of understanding on June 24, 2019, and the completion of the required information and consultation process of the works councils at Capgemini and Altran. The International works council of Capgemini issued its opinion on the transaction on July 16, 2019, and the Central works council of the UES and the European works council of Altran also each issued their opinion on the transaction on August 2, 2019 and on August 8, 2019, respectively.

On August 9, 2019, the board of directors of Altran determined unanimously, by the members present or represented, that the tender offer is in the interests of the company, its shareholders, employees and other stakeholders, approved the terms of the tender offer and determined that, subject to its duties under applicable laws and the terms and conditions of the tender offer agreement, it intends to recommend that the company shareholders tender their shares in the tender offer in the context of its reasoned opinion (*avis motivé*) to be rendered upon the receipt of the independent expert report. The board of directors of Altran also designated Finexsi as independent expert.

The filing of the tender offer is subject to the satisfaction of certain customary conditions precedent, in particular in relation to regulatory approvals (notably CFIUS in the United States and merger control clearances). However, Capgemini reserves the right to waive such conditions and file the tender offer before the satisfaction of such conditions.

The tender offer will be subject to an acceptance threshold set at 50.10% of the share capital and voting rights of Altran, on a fully diluted basis.<sup>1</sup>

As previously announced, completion of the transaction is expected by the end of 2019.

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<sup>1</sup> Capgemini reserves the right to waive such condition in accordance with applicable laws, in which case the caducity threshold (seuil de caducité) as provided by applicable laws, i.e. 50% of the share capital or voting rights (on a non-diluted basis), will still apply.

## **Important information**

This press release is disseminated for information purposes only and does not constitute an offer to purchase, or a solicitation of an offer to sell, any securities of Altran Technologies.

The documentation relating to the tender offer which, if filed, will state the terms and conditions of the tender offer, will be submitted to the review of the *Autorité des marchés financiers*. Investors and shareholders are strongly advised to read the documentation relating to the tender offer when it becomes available, if the tender offer is filed, as well as any amendments and supplements as they will contain important information about Capgemini, Altran Technologies and the proposed transaction.

The transaction is in particular subject to certain customary conditions precedent. The tender offer will only be filed with the *Autorité des marchés financiers* after such conditions precedents have been fulfilled (or waived).

This press release must not be published, broadcasted or distributed, directly or indirectly, in any country in which the distribution of this information is subject to legal restrictions. The tender offer will not be open to the public in jurisdictions in which its launch is subject to legal restrictions. The publication, broadcasting or distribution of this press release in certain countries may be subject to legal or regulatory restrictions. Therefore, persons located in countries where this press release is published, broadcasted or distributed must inform themselves about and comply with such restrictions. Capgemini and Altran Technologies disclaim any responsibility for any violation of such restrictions.

## **About Capgemini**

Capgemini is a global leader in consulting, IT services and digital transformation. At the forefront of innovation, the Group helps its customers to seize all the opportunities presented by the cloud, digital and platforms. With 50 years of experience and extensive expertise in the various sectors of activity, he assists companies and organizations in achieving their ambitions, from the definition of their strategy to the implementation of their operations. For Capgemini, it is men and women who value technology. Resolutely multicultural, the Group has more than 200,000 employees in more than 40 countries. It had a turnover of €13.2 billion in 2018. For more information, visit [www.capgemini.com](http://www.capgemini.com). *People matter, results count.*

## **About Altran**

Altran is the undisputed world leader in engineering and R&D services. The Group offers its customers a unique value proposition to meet their transformation and innovation challenges. Altran supports its customers, from concept to industrialization, to develop the products and services of tomorrow. Altran has been working for more than 35 years with major players in many sectors: Automotive, Aeronautics, Space, Defence & Naval, Rail, Infrastructure & Transport, Industry & Consumer Products, Life Sciences, Communications, Semiconductor & Electronics, Software & Internet, Finance & Public Sector. The acquisition of Aricent expands the Group's portfolio of expertise in semiconductors, digital experience and design innovation. Altran generated €2.9 billion in revenue in 2018, with nearly 47,000 employees in more than 30 countries. [www.altran.com](http://www.altran.com)