

CAPGEMINI

European company (*Société Européenne*) with a share capital of €1,338,349,840
Head office: Paris (17th District) 11, rue de Tilsitt
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NOTICE OF SHAREHOLDERS' MEETING

The shareholders of Capgemini are invited to attend the Combined Shareholders' Meeting on **Thursday, May 23, 2019 at 10 a.m. (first notice)**, at Pavillon Gabriel, 5 avenue Gabriel, Paris (8th District), to deliberate the following agenda and draft resolutions:

AGENDA

RESOLUTIONS PRESENTED AT THE ORDINARY SHAREHOLDERS' MEETING

- Approval of the 2018 Company financial statements.
- Approval of the 2018 consolidated financial statements.
- Appropriation of earnings and setting of the dividend.
- Regulated agreements and commitments – Special report of the statutory auditors.
- Approval of fixed, variable and exceptional components of total compensation and all types of benefit in kind paid or granted in respect of fiscal year 2018 to Mr. Paul Hermelin, Chairman and Chief Executive Officer.
- Approval of fixed, variable and exceptional components of total compensation and all types of benefit in kind paid or granted in respect of fiscal year 2018 to Mr. Thierry Delaporte, Chief Operating Officer.
- Approval of fixed, variable and exceptional components of total compensation and all types of benefit in kind paid or granted in respect of fiscal year 2018 to Mr. Aiman Ezzat, Chief Operating Officer.
- Approval of the principles and criteria for determining, allocating and awarding the fixed, variable and exceptional components of total compensation and all types of benefit in kind granted to the Chairman and Chief Executive Officer.
- Approval of the principles and criteria for determining, allocating and awarding the fixed, variable and exceptional components of total compensation and all types of benefit in kind granted to the Chief Operating Officers.
- Ratification of the co-optation of Ms. Laura Desmond as a director.
- Appointment of Ms. Xiaoqun Clever as a director.
- Authorization of a share buyback program.

RESOLUTIONS PRESENTED AT THE EXTRAORDINARY SHAREHOLDERS' MEETING

- Amendment of Article 12, paragraph 2, of the Bylaws.
- Authorization to the Board of Directors, for a period of eighteen months, to grant performance shares, existing or to be issued, to employees and corporate officers of the Company and its French and non-French subsidiaries, up to a maximum of 1% of the Company's share capital (with, in the case of shares to be issued, the waiver by shareholders of their pre-emptive subscription rights in favor of the beneficiaries of the grants).
- Delegation of powers to the Board of Directors, for a period of eighteen months, to issue, with cancellation of pre-emptive subscription rights, ordinary shares and/or securities granting

access to the Company's share capital to members of Capgemini Group employee savings plans up to a maximum par value amount of €24 million and at a price set in accordance with the provisions of the French Labor Code.

- Delegation of powers to the Board of Directors, for a period of eighteen months, to issue with cancellation of pre-emptive subscription rights, ordinary shares and/or securities granting access to the share capital in favor of employees of certain non-French subsidiaries at terms and conditions comparable to those offered pursuant to the preceding resolution.
- Powers to carry out formalities.

DRAFT RESOLUTIONS

I RESOLUTIONS PRESENTED AT THE ORDINARY SHAREHOLDERS' MEETING

FIRST RESOLUTION

Approval of the 2018 Company financial statements

The Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings and after having read the Board of Directors' and the Statutory Auditors' reports, approves the Company financial statements for the year ended December 31, 2018, showing net profit for the year of €503,817,574.88, as presented, and the transactions recorded therein and summarized in these reports.

SECOND RESOLUTION

Approval of the 2018 consolidated financial statements

The Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings and after having read the Board of Directors' and the Statutory Auditors' reports, approves the consolidated financial statements for the year ended December 31, 2018, showing net profit for the Group of €730 million, as presented, and the transactions recorded therein and summarized in these reports.

THIRD RESOLUTION

Appropriation of earnings and setting of the dividend

The Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings, approves the recommendations of the Board of Directors to appropriate the net profit for the year ended December 31, 2018 as follows:

• net profit for the year	€503,817,574.88
• no funding of the legal reserve as already fully funded	
i.e. a balance of:	<hr/> €503,817,574.88
• retained earnings of previous years:	€5,489,022,394.11
i.e. distributable earnings:	<hr/> €5,992,839,968.99
• allocated to:	
- payment of a dividend of €1.70 per share	€284,399,341.00 ⁽¹⁾
- retained earnings for the balance:	€5,708,440,627.99
giving a total of:	<hr/> €5,992,839,968.99

(1) The total amount of the distribution is calculated based on the number of shares ranking for dividends at December 31, 2018 and could therefore change if this number varies between January 1, 2019 and the ex-dividend date.

It should be noted that the dividend, set at €1.70 for each of the shares bearing dividend rights on January 1, 2019, will be fully eligible for the 40% tax rebate referred to in Article 158.3.2° of the French Tax Code (*Code général des impôts*) where an express, global and irrevocable election is made for taxation under the progressive scale of personal income tax.

The ex-dividend date will be June 5, 2019 and the dividend will be payable from June 7, 2019. If, at the time of payment of the dividend, the number of treasury shares held by the Company has changed compared to that held on December 31, 2018, the fraction of the dividend relating to this variation will either increase or reduce retained earnings.

Pursuant to Article 243 bis of the French Tax Code, it is recalled that the following amounts were paid in respect of the past three fiscal years:

	Dividend distribution ⁽¹⁾ <i>(in euros)</i>	Distributed income ⁽²⁾ <i>(in euros)</i>	Dividend per share <i>(in euros)</i>
Fiscal year 2017	286,422,361.40	284,362,859.00	1.70
Fiscal year 2016	261,229,107.40	261,683,477.50	1.55
Fiscal year 2015	231,221,780.55	228,749,429.70	1.35

(1) Theoretical values calculated based on the number of shares bearing dividend rights on December 31 each year.

(2) Amounts effectively paid after adjusting the number of shares bearing dividend rights for any change in the number of treasury shares, the issuance of new shares and/or the cancellation of existing shares between January 1 and the ex-dividend date. The amounts distributed for 2015 and 2016 fiscal years were fully eligible for the 40% tax rebate referred to in Article 158.3.2° of the French Tax Code (Code Général des Impôts). Regarding the results of the 2017 fiscal year, they were only eligible for the 40% tax rebate if the French tax beneficiary had opted for taxation under the progressive scale.

FOURTH RESOLUTION

Regulated agreements and commitments – Special report of the Statutory Auditors

The Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings and after having read the Statutory Auditors' special report on regulated agreements governed by Article L.225-38 *et seq.* of the French Commercial Code, approves the said special report and takes due note that no new related-party agreements or commitments, which had not previously been approved by the shareholders, were authorized during the year ended December 31, 2018.

FIFTH RESOLUTION

Approval of fixed, variable and exceptional components of total compensation and all types of benefit in kind paid or granted in respect of fiscal year 2018 to Mr. Paul Hermelin, Chairman and Chief Executive Officer

The Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings, and after having read the Board of Directors' report, approves, as presented, the fixed, variable and exceptional components of total compensation and all types of benefit in kind paid or granted in respect of fiscal year 2018 to Mr. Paul Hermelin, Chairman and Chief Executive Officer.

SIXTH RESOLUTION

Approval of fixed, variable and exceptional components of total compensation and all types of benefit in kind paid or granted in respect of fiscal year 2018 to Mr. Thierry Delaporte, Chief Operating Officer

The Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings, and after having read the Board of Directors' report, approves, as presented, the fixed, variable and exceptional components of total compensation and all types of benefit in kind paid or granted in respect of fiscal year 2018 to Mr. Thierry Delaporte, Chief Operating Officer.

SEVENTH RESOLUTION

Approval of fixed, variable and exceptional components of total compensation and all types of benefit in kind paid or granted in respect of fiscal year 2018 to Mr. Aiman Ezzat, Chief Operating Officer

The Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings, and after having read the Board of Directors' report, approves, as presented, the fixed, variable and exceptional components of total compensation and all types of benefit in kind paid or granted in respect of fiscal year 2018 to Mr. Aiman Ezzat, Chief Operating Officer.

EIGHTH RESOLUTION

Approval of the principles and criteria for determining, allocating and awarding the fixed, variable and exceptional components of total compensation and all types of benefit in kind granted to the Chairman and Chief Executive Officer

The Combined Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings and after having read the Board of Directors' report, approves the principles and criteria for determining, allocating and granting the fixed, variable and exceptional components of total compensation and all types of benefit in kind that may be granted by virtue of his duties to the Chairman and Chief Executive Officer, as detailed in this report.

NINTH RESOLUTION

Approval of the principles and criteria for determining, allocating and awarding the fixed, variable and exceptional components of total compensation and all types of benefit in kind granted to the Chief Operating Officers

The Combined Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings and after having read the Board of Directors' report, approves the principles and criteria for determining, allocating and granting the fixed, variable and exceptional components of total compensation and all types of benefit in kind that may be granted by virtue of their duties to the Chief Operating Officers, as detailed in this report.

TENTH RESOLUTION

Ratification of the co-optation of Ms. Laura Desmond as a director

At the recommendation of the Board of Directors, the Combined Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings, ratifies the co-optation by the Board of Directors on December 5, 2018 of Ms. Laura Desmond as a director, effective January 1st, 2019, to replace Ms. Carole Ferrand, resigning, for the remainder of her predecessor's term of office. Her term of office will therefore expire at the close of the Ordinary Shareholders' Meeting held to approve the financial statements for the year ending December 31, 2019.

ELEVENTH RESOLUTION

Appointment of Ms. Xiaoqun Clever as a director

At the recommendation of the Board of Directors, the Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings, appoints Ms. Xiaoqun Clever as a director for a period of four years. This term of office will expire at the close of the Ordinary Shareholders' Meeting held to approve the financial statements for the year ending December 31, 2022.

TWELFTH RESOLUTION

Authorization of a share buyback program

The Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings, and after having read the Board of Directors' report, authorizes the Board of Directors, with the power of sub-delegation to the extent authorized by law and in accordance with Articles L. 225-209 *et seq.* of the French Commercial Code, to purchase or arrange the purchase of the Company's shares, particularly with a view to:

- the allocation or sale of shares to employees and/or corporate officers (on the terms and by the methods provided by law), in particular with a view to the allocation of free shares pursuant to the provisions of Articles L. 225-197-1 *et seq.* of the French Commercial Code, the allocation or sale of shares to employees under the French statutory profit-sharing scheme or the implementation of any company or group savings plan (or similar plan) on the terms provided by law, in particular Articles L. 3332-1 *et seq.* of the French Labor Code (*Code du travail*), and generally, honoring all obligations relating to share option programs or other share allocations to employees or corporate officers of the Company or a related company, or to permit the hedging of a structured employee

shareholding plan by a bank, or entity controlled by a bank within the meaning of Article L.233-3 of the French Commercial Code, acting at the Company's request; or

- the delivery of shares on the exercise of rights attached to securities granting access to the share capital by redemption, conversion, exchange, presentation of a warrant or any other means; or
- the cancellation of some or all of the shares purchased; or
- the delivery of shares (in exchange, as payment, or otherwise) in connection with acquisitions, mergers, demergers or asset-for-share exchanges; or
- the management of the secondary market or maintenance of the liquidity of the Capgemini SE share by an investment services provider under a liquidity contract that complies with the market practice accepted by the *Autorité des marchés financiers* (AMF - the French Financial Markets Authority).

This program is also intended to enable the implementation of any market practice that may be permitted by the AMF and more generally the carrying out of any transaction that complies with prevailing regulations. In such cases, the Company will inform its shareholders by means of a press release.

Purchases of the Company's own shares may be made such that, at the date of each purchase, the total number of shares acquired by the Company since the beginning of the buyback program (including the shares subject to the current purchase) does not exceed 10% of the shares comprising the Company's share capital at that date (including transactions impacting the share capital and performed after this Shareholders' Meeting), it being stipulated that (i) the number of shares purchased with a view to their retention or presentation in a merger, demerger or asset-for-share exchange transaction may not exceed 5% of the Company's share capital; and (ii) where the shares are repurchased to improve liquidity on the terms set out in the AMF general regulations, the number of shares taken into account in calculating the above 10% limit will be the number of shares purchased minus the number of shares resold during the authorization period.

Acquisitions, sales and transfers of shares may be performed at any time other than during the period of a public offer for the Company's shares, subject to the limits authorized by prevailing laws and regulations, on one or more occasions and by any means, and particularly on regulated markets, via a multilateral trading facility or systematic internalizer or over the counter, including by block purchases or sales, by public offer for cash or shares or using options or other forward financial instruments traded on regulated markets, via a multilateral trading facility or systematic internalizer or over the counter, either directly or through an investment services provider, or in any other manner (with no limit on the portion of the share buyback program carried out by each of these means).

The maximum purchase price of shares purchased pursuant to this resolution will be €150 per share (or the equivalent at the same date in any other currency). The Shareholders' Meeting delegates to the Board of Directors powers to adjust the aforementioned maximum purchase price in the event of a change in the par value of the share, a share capital increase by capitalizing reserves, a free share allocation, a stock split or reverse stock split, a distribution of reserves or any other assets, a share capital redemption, or any other transaction impacting share capital, to take account of the impact of such transactions on the value of the shares.

The total amount allocated to the share buyback program authorized above may not exceed €2,500 million.

The Shareholders' Meeting confers full powers on the Board of Directors, with the power of sub-delegation to the extent authorized by law, to decide and implement this authorization and if necessary to specify the conditions and determine the terms thereof, to implement the share buyback program, and in particular to place stock market orders, allocate or reallocate purchased shares to desired objectives subject to applicable legal and regulatory conditions, set any terms and conditions that may be necessary to preserve the rights of holders of securities or other rights granting access to the share capital in accordance with legal and regulatory provisions and, where applicable, any contractual terms stipulating other cases where adjustment is necessary, to make declarations to

the French Financial Markets Authority or any other competent authority, to accomplish all other formalities and generally do all that is necessary.

This authorization is granted for a period of eighteen months as from the date of this Shareholders' Meeting.

It supersedes from this date, in the amount of any unused portion, the authorization granted by the 14th resolution adopted by the Combined Shareholders' Meeting of May 23, 2018.

II RESOLUTIONS PRESENTED AT THE EXTRAORDINARY SHAREHOLDERS' MEETING

THIRTEENTH RESOLUTION

Amendment of Article 12, paragraph 2 of the Company's bylaws

The Combined Shareholders' Meeting, voting in accordance with quorum and majority rules for Extraordinary Shareholders' Meetings, and after having read the Board of Directors' report, resolves to amend Article 12, paragraph 2, of the Company's bylaws as follows:

<i>(Former wording)</i> Article 12, paragraph 2	<i>(New wording)</i> Article 12, paragraph 2
<p>The Charter of the Board of Directors may provide that directors who participate in Board of Directors' meetings via videoconference or telecommunications facilities making it possible, under the conditions provided for by the regulations, for them to be identified and guaranteeing their effective participation, shall be deemed to be present for purposes of calculating the quorum and majority. However, this provision shall not apply to meetings of the Board of Directors where the agenda relates to the appointment, the compensation or the removal from office of the <i>Président</i> ("Chairman") or the <i>Directeur Général</i> ("Chief Executive Officer"), the basis of the Company's General Management, the closing of the annual financial statements (Company and consolidated), or the drafting of the reports and the resolutions submitted to the Shareholders' Meetings.</p>	<p>The Charter of the Board of Directors may provide that directors who participate in Board of Directors' meetings via videoconference or telecommunications facilities making it possible, under the conditions provided for by the regulations, for them to be identified and guaranteeing their effective participation, shall be deemed to be present for purposes of calculating the quorum and majority. However, this provision shall not apply to meetings of the Board of Directors where the agenda relates to the appointment, the compensation or the removal from office of the <i>Président</i> ("Chairman") or the <i>Directeur Général</i> ("Chief Executive Officer"), the basis of the Company's General Management, or the closing of the annual financial statements (Company and consolidated) and the preparation of the Management Report and the Group Management Report.</p>

FOURTEENTH RESOLUTION

Authorization to the Board of Directors, for a period of eighteen months, to grant performance shares, existing or to be issued, to employees and corporate officers of the Company and its French and non-French subsidiaries, up to a maximum of 1% of the Company's share capital (with, in the case of shares to be issued, the waiver by shareholders of their pre-emptive subscription rights in favor of the beneficiaries of the grants)

In accordance with Articles L.225-197-1 *et seq.* of the French Commercial Code, the Shareholders' Meeting, voting in accordance with quorum and majority rules for Extraordinary Shareholders' Meetings, having read the Board of Directors' report and the Statutory Auditors' special report:

1. authorizes the Board of Directors, with the power of sub-delegation to the extent authorized by law – subject to the achievement of the performance targets defined in paragraphs 4 and 5 of this resolution and for a total number of shares not exceeding 1% of the share capital at the date of the decision (this maximum number of shares being referred to hereafter by the letter "N") – to allocate shares of the Company (existing or to be issued), to employees of the Company and employees and corporate officers of its French and non-French subsidiaries;
2. resolves that for up to a maximum of 10% of "N", these performance shares may also be allocated, in accordance with applicable laws, to the Chairman and Chief Executive Officer and the Chief Operating Officers of the Company, it being specified that in this case, the Board of

Directors will, in accordance with applicable laws, decide the portion of shares that must be held by each individual until the end of his term of office;

3. resolves that these performance shares will only vest at the end of a vesting period (the "Vesting Period") of at least three years, it being stipulated that the Board of Directors may introduce, where applicable, a lock-in period following the vesting of the shares the duration of which may vary depending on the country of tax residence of the beneficiary; in those countries where a lock-in period is applied it will be of a minimum period of one year;

However, the shares will vest before the expiry of the above periods and may be freely sold in the event of the death or incapacity of the beneficiary, corresponding to a Category 2 or 3 disability in France, as defined in Article L. 341-4 of the French Social Security Code (*Code de la Sécurité Sociale*);

4. resolves, subject to the powers conferred on the Board of Directors by law and this resolution, that the exact number of shares vesting to executive corporate officers (Chairman and Chief Executive Officer and Chief Operating Officers), members of the General Management Team (Executive Committee) and key executive managers of the Group at the end of the Vesting Period, compared with the total number of shares ("Initial Allocation") indicated in the allocation notice sent to beneficiaries will be equal to:
 - i. for 35%, the number of shares of the Initial Allocation, multiplied by the percentage achievement of the chosen external performance target, it being specified that:
 - the performance target to be met in order for the shares to vest will be the performance of the Capgemini SE share measured over a minimum three-year period compared to the average performance, measured over the same period, of a basket containing at least five shares of listed companies operating in the same sector as the Group in a minimum of five countries in which the Group is firmly established (France, the United States, etc.),
 - this relative performance will be measured by comparing the stock market performance of the Capgemini SE share with the average share price performance of the basket over the same period, such that:
 - no shares will vest in respect of shares subject to this external performance target, if, over the calculation reference period, the performance of the Capgemini SE share is less than 100% of the average performance of the basket measured over the same period;
 - the number of shares that will ultimately vest to executive corporate officers (Chairman and Chief Executive Officer and Chief Operating Officers) will be equal to:
 - 35% of the Initial Allocation of shares if this performance is at least equal to 110%,
 - 17.5% of the Initial Allocation of shares if this performance is equal to 100%;the number of shares that will ultimately vest among the different performance levels being calculated on a straight-line basis,
 - the number of shares that will ultimately vest for executive managers other than executive corporate officers will be equal to:
 - 38.5% of the Initial Allocation if this performance is at least equal to 120% of the average performance of the basket,
 - 35% of the Initial Allocation of shares if this performance is equal to 110%,
 - 17.5% of the Initial Allocation of shares if this performance is equal to 100%;the number of shares that will ultimately vest among the different performance levels being calculated on a straight-line basis, it being understood that the total percentage of shares that will ultimately vest, after determination of all performance conditions, may under no circumstances exceed 100% of the Initial Allocation.
 - ii. for 50%, the number of shares of the Initial Allocation, multiplied by the percentage achievement of the chosen internal financial performance target based on organic free cash flow, it being specified that:
 - the performance target to be met in order for the shares to vest will be the amount of audited and published organic free cash flow for the three-year cumulative period from January 1, 2019 to December 31, 2021, excluding Group payments to make up the shortfall on its defined benefit pension funds, it being understood that the organic free

cash flow is defined as the cash flow from operations less acquisitions (net of disposals) of intangible assets and property, plant and equipment, adjusted for flows relating to the net interest cost (as presented in the consolidated statement of cash flow),

- no shares will vest in respect of this half of the Initial Allocation subject to this internal performance target, if the cumulative organic free cash flow for the three fiscal years is less than €3,100 million,
- the number of shares that will ultimately vest to executive corporate officers (Chairman and Chief Executive Officer and Chief Operating Officers) will be equal to:
 - 50% of the Initial Allocation of shares if this cumulative amount is at least equal to €3,400 million,
 - 15% of the Initial Allocation of shares if this cumulative amount is equal to €3,100 million euros,

the number of shares that will ultimately vest among the different performance levels being calculated on a straight-line basis,

- the number of shares that will ultimately vest for executive managers other than executive corporate officers will be:
 - 55% of the Initial Allocation of shares if the cumulative amount of organic free cash flow over the three fiscal years is at least equal to €3,700 million,
 - 50% of the Initial Allocation of shares if this cumulative amount is equal to €3,400 million,
 - 25% of the Initial Allocation of shares if this cumulative amount is equal to €3,100 million euros,

the number of shares that will ultimately vest among the different performance levels being calculated on a straight-line basis, it being understood that the total percentage of shares that will ultimately vest, after determination of all performance conditions, may under no circumstances exceed 100% of the Initial Allocation.

iii. for 15%, the number of shares of the Initial Allocation, multiplied by the percentage achievement of the chosen Corporate Social and Environmental performance target based on Group objectives, it being specified that:

- the performance target to be met in order for the shares to vest will be measured (a) 7.5% based on the increase over a period of three years in the percentage of women in the Group's Vice-Presidents inflow population, whether by external recruitment or internal promotion, published and audited at December 31, 2021 and (b) 7.5% based on the percentage reduction in greenhouse gas emissions/person published and audited over the cumulative period from January 1, 2015 to December 31, 2021,
- no shares will vest in respect of the Initial Allocation subject to this CSR performance target, if the percentage of women in the Group's Vice-President inflow population, whether through external recruitment or internal promotion, over the period January 1, 2019 to December 31, 2021, is less than 22% and if the reduction in greenhouse gas emissions/person over the period January 1, 2015 to December 31, 2021 is less than 21%,
- the number of shares that will ultimately vest to executive corporate officers (Chairman and Chief Executive Officer and Chief Operating Officers) will be equal to:
 - 15% of the Initial Allocation of shares if the cumulated percentage of women in the Group's Vice-President inflow population, whether through external recruitment or internal promotion, over the period January 1, 2019 to December 31, 2021, is at least equal to 25% and if the reduction in greenhouse gas emissions/person over the period January 1, 2015 to December 31, 2021 is at least equal to 23%,
 - 4.5% of the Initial Allocation of shares if the cumulative percentage of women becoming Vice-President within the Group by external recruitment or internal promotion over the period from January 1, 2019 to December 31, 2021 is equal to 22% and if the reduction of Greenhouse Gas (GHG)/person emissions over the period from January 1, 2015 to December 31, 2021 is equal to 21%,

the number of shares that will ultimately vest among the different performance levels being calculated on a straight-line basis,

- the number of shares that will ultimately vest for executive managers other than executive corporate officers will be equal to:
 - 16.5% of the Initial Allocation of shares if the cumulated percentage of women in the Group's Vice-President inflow population, whether through external recruitment or

internal promotion, over the period January 1, 2019 to December 31, 2021, is at least equal to 27% and if the reduction in greenhouse gas emissions/person over the period January 1, 2015 to December 31, 2021 is at least equal to 24%,

- 15% of the Initial Allocation of shares if the cumulated percentage of women in the Group's Vice-President inflow population, whether through external recruitment or internal promotion, over the period January 1, 2019 to December 31, 2021, is equal to 25% and if the reduction in greenhouse gas emissions/person over the period January 1, 2015 to December 31, 2021 is at least equal to 23%,
- 4.5% of the Initial Allocation of shares if the cumulative percentage of women becoming Vice-President within the Group by external recruitment or internal promotion over the period from January 1, 2019 to December 31, 2021 is equal to 22% and if the reduction of Greenhouse Gas (GHG)/person emissions over the period from January 1, 2015 to December 31, 2021 is equal to 21%,

the number of shares that will ultimately vest among the different performance levels being calculated on a straight-line basis, it being understood that the total percentage of shares that will ultimately vest after determination of all performance conditions, may under no circumstances exceed 100% of the Initial Allocation.

5. resolves, subject to the powers conferred on the Board of Directors by law and this resolution, that the exact number of shares vesting to beneficiaries, other than referred to in paragraph 4 above, at the end of the Vesting Period, compared with the total number of shares indicated in the allocation notice sent to beneficiaries ("Initial Allocation") will be equal to:

i. for 15%, the number of shares of the Initial Allocation, multiplied by the percentage achievement of the chosen external performance target, it being specified that:

- the performance target to be met in order for the shares to vest will be the performance of the Capgemini SE share measured over a minimum three-year period compared to the average performance, measured over the same period, of a basket containing at least five shares of listed companies operating in the same sector as the Group in a minimum of five countries in which the Group is firmly established (France, the United States, etc.),
- no shares will vest in respect of shares subject to this external performance target, if, over the calculation reference period, the performance of the Capgemini SE share is less than 100% of the average performance of the basket of securities measured over the same period;
- this relative performance will be measured by comparing the stock market performance of the Capgemini SE share with the average share price performance of the basket over the same period, such that:

- the number of shares that will ultimately vest:

- will be equal to 16.5% of the Initial Allocation of shares if this performance of the Capgemini SE share is at least equal to 120% of the average performance of the basket,
- will be equal to 15% of the Initial Allocation of shares if this relative performance is equal to 110%,
- will be equal to 7.5% of the Initial Allocation of shares if this relative performance is equal to 100%;

the number of shares that will ultimately vest among the different performance levels being calculated on a straight-line basis, it being understood that the total percentage of shares that will ultimately vest after determination of all performance conditions, may under no circumstances exceed 100% of the Initial Allocation.

ii. for 70%, the number of shares of the Initial Allocation, multiplied by the percentage achievement of the chosen internal financial performance target, it being specified that:

- the performance target to be met in order for the shares to vest will be the amount of audited and published organic free cash flow for the three-year cumulative period from January 1, 2019 to December 31, 2021, excluding Group payments to make up the shortfall on its defined benefit pension funds, it being understood that the organic free cash flow is defined as the cash flow from operations less acquisitions (net of disposals) of intangible assets and property, plant and equipment, adjusted for flows relating to the net interest cost (as presented in the consolidated statement of cash flow),

- no shares will vest in respect of this 70% of the Initial Allocation subject to this internal performance target, if the cumulative organic free cash flow for the three fiscal years is less than €3,100 million,
- the number of shares that will ultimately vest:
 - will be equal to 77% of the Initial Allocation of shares if the cumulative amount of organic free cash flow over the three fiscal year period is at least equal to €3,700 million,
 - will be equal to 70% of the Initial Allocation of shares if this cumulative amount is equal to €3,400 million,
 - will be equal to 35% of the Initial Allocation of shares if this cumulative amount is equal to €3,100 million;the number of shares that will ultimately vest among the different levels of performance being calculated on a straight-line basis, it being understood that the total percentage of shares that will ultimately vest after determination of all performance conditions, may under no circumstances exceed 100% of the Initial Allocation.

iii. for 15%, the number of shares of the Initial Allocation, multiplied by the percentage achievement of the chosen Corporate Social and Environmental performance target based on Group objectives, it being specified that:

- the performance target to be met in order for the shares to vest will be measured (a) 7.5% based on the increase over a period of three years in the percentage of women in the Group's Vice-Presidents inflow population, whether by external recruitment or internal promotion, published and audited at December 31, 2021 and (b) 7.5% based on the percentage reduction in greenhouse gas emissions/person published and audited over the cumulative period from January 1, 2015 to December 31, 2021,
- no shares will vest in respect of the Initial Allocation subject to this CSR performance target, if the percentage of women in the Group's Vice-President inflow population, whether through external recruitment or internal promotion, over the period January 1, 2019 to December 31, 2021, is less than 22% and if the reduction in greenhouse gas emissions/person over the period January 1, 2015 to December 31, 2021 is less than 21%,
- the number of shares that will ultimately vest:
 - will be equal to 16.5% of the Initial Allocation, if the cumulated percentage of women in the Group's Vice-President inflow population, whether through external recruitment or internal promotion, over the period January 1, 2019 to December 31, 2021, is at least equal to 27% and if the reduction in greenhouse gas emissions/person over the period January 1, 2015 to December 31, 2021 is at least equal to 24%,
 - will be equal to 15% of the Initial Allocation, if the cumulated percentage of women in the Group's Vice-President inflow population, whether through external recruitment or internal promotion, over the period January 1, 2019 to December 31, 2021, is equal to 25% and if the reduction in greenhouse gas emissions/person over the period January 1, 2015 to December 31, 2021 is at least equal to 23%,
 - will be equal to 4.5% of the Initial Allocation, if the cumulated percentage of women in the Group's Vice-President inflow population, whether through external recruitment or internal promotion, over the period January 1, 2019 to December 31, 2021, is equal to 22% and if the reduction in greenhouse gas emissions/person over the period January 1, 2015 to December 31, 2021 is at least equal to 21%,the number of shares that will ultimately vest among the different levels of performance being calculated on a straight-line basis, it being understood that the total percentage of shares that will ultimately vest after determination of all performance conditions, may under no circumstances exceed 100% of the Initial Allocation.

6. resolves that by exception, and for an amount not exceeding 15% of "N", shares may be allocated to employees of the Company and its French (within the meaning, particularly, of Article L. 225-197-6, paragraph 1, of the French Commercial Code) and non-French subsidiaries, excluding members of the General Management Team (the Executive Committee) without performance conditions;

7. takes due note that this authorization involves the waiver by shareholders of their pre-emptive subscription rights in favor of beneficiaries of performance shares if the allocation concerns shares to be issued;
8. takes due note that the Board of Directors has, pursuant to the law, the power to amend the performance conditions set out in paragraphs 4 and 5 above by way of a duly reasoned decision made after this decision and before the share allocations;
9. gives powers to the Board of Directors to implement this authorization (with the power of sub-delegation to the extent authorized by law), and in particular to:
 - set the share allocation date,
 - draw up one or more list(s) of beneficiaries and the number of shares allocated to each beneficiary,
 - set the share allocation terms and conditions, including with respect to performance conditions,
 - determine whether the shares allocated for nil consideration are existing shares or shares to be issued and, where applicable, amend this choice before the vesting of shares,
 - decide, in the event that transactions are carried out before the shares vest that affect the Company's equity, whether to adjust the number of the shares allocated in order to protect the rights of the beneficiaries and, if so, define the terms and conditions of such adjustment,
 - perform, where the allocations concern shares to be issued, the necessary share capital increases by capitalization of reserves and/or additional paid-in capital of the Company when the shares ultimately vest, set the dates from which shares bear dividend rights, deduct from reserves and/or additional paid-in capital of the Company the amounts necessary to increase the legal reserve to 10% of the new share capital amount following these share capital increases and amend the bylaws accordingly,
 - carry out all formalities and, more generally, to do whatever is necessary;
10. resolves that this authorization is granted for a period of eighteen months as from the date of this Shareholders' Meeting and supersedes from this date, in the amount of any unused portion, the delegation granted by the 23rd resolution adopted by the Shareholders' Meeting of May 23, 2018.

FIFTEENTH RESOLUTION

Delegation of powers to the Board of Directors, for a period of eighteen months, to issue, with cancellation of pre-emptive subscription rights, ordinary shares and/or securities granting access to the Company's share capital to members of Capgemini Group employee savings plans up to a maximum par value amount of €24 million and at a price set in accordance with the provisions of the French Labor Code

The Shareholders' Meeting, voting in accordance with quorum and majority rules for Extraordinary Shareholders' Meetings, having read the Board of Directors' report and the statutory auditors' special report and in accordance with Articles L. 225-129-1, L. 225-129-6, L. 225-138-1 and L. 228-91 *et seq.* of the French Commercial Code and Articles L. 3332-18 to L. 3332-24 of the French Labor Code:

1. delegates to the Board of Directors, with the power of sub-delegation to the extent authorized by law, the powers necessary to increase the share capital with cancellation of pre-emptive subscription rights, on one or more occasions, in France or abroad, in the proportions and at the times it sees fit, in euros or in any other currency or currency unit established by reference to more than one currency, with or without a share premium, whether for valuable consideration or without consideration, by issuing (i) shares of the Company (excluding preference shares), and/or (ii) securities governed by Articles L.228-92 paragraph 1, L.228-93 paragraphs 1 and 3 or L.228-94 paragraph 2 of the French Commercial Code granting access, immediately or in the future, at any time or at fixed dates, by subscription, conversion, exchange, redemption, presentation of a warrant or any other means, to the share capital of the Company, reserved for members of one or more employee savings plans (or any other plan for whose members a share capital increase may be reserved on equivalent terms under Articles L.3332-1 *et seq.* of the

French Labor Code or any analogous law or regulation) implemented within a company or a group of French or non-French companies within the scope of the consolidated or combined financial statements of the Company pursuant to Article L.3344-1 of the French Labor Code, it being further stipulated that this resolution may be used to implement leveraged schemes;

2. resolves to set the following limits on authorized share capital increases in the event of use by the Board of Directors of this delegation:
 - the maximum par value amount of share capital increases that may be carried out under this delegation is set at €24 million or the equivalent in any other currency or currency unit established by reference to more than one currency,
 - added to this ceiling will be the par value amount of any shares to be issued to preserve, in accordance with legal and regulatory provisions and, where applicable, any contractual terms stipulating other cases where adjustment is necessary, the rights of holders of securities or other rights granting access to the share capital,
 - in the case of a share capital increase by capitalizing additional paid-in capital, reserves, profits or any other amounts and allocating free shares during the period of validity of this delegation, the above ceiling will be adjusted based on the ratio between the number of shares issued and outstanding before and after the transaction;
3. resolves that the issue price of the new shares or securities granting access to the share capital will be determined in accordance with the terms set out in Articles L. 3332-18 *et seq.* of the French Labor Code and will be at least equal to 80% of the Reference Price (as defined below) or 70% of the Reference Price where the lock-up period stipulated by the plan in application of Articles L. 3332-25 and L. 3332-26 of the French Labor Code is ten years or more, or when otherwise permitted by law; for the purposes of this paragraph the Reference Price refers to an average listed price of the Company's share on the Euronext Paris regulated market over the 20 trading days preceding the decision setting the subscription opening date for members of a company or group employee savings plan (or similar plan);
4. authorizes the Board of Directors to allocate, without consideration, to the beneficiaries indicated above, in addition to shares or securities granting access to the share capital, shares or securities granting access to the share capital to be issued or already issued in full or partial substitution of the discount in the Reference Price and/or as an employer's contribution, it being stipulated that the benefit resulting from this allocation may not exceed the applicable legal or regulatory limits;
5. resolves to waive in favor of the aforementioned beneficiaries the pre-emptive subscription rights of shareholders to the shares and securities issued pursuant to this delegation, said shareholders also waiving, in the event of the free allocation to such beneficiaries of shares or securities granting access to the share capital, any rights to such shares or securities granting access to the share capital, including the portion of reserves, profits, or additional paid-in capital capitalized as a result of the free allocation of securities on the basis of this resolution;
6. authorizes the Board of Directors, under the terms specified in this delegation, to sell shares as permitted under Article L. 3332-24 of the French Labor Code to members of a company or group employee savings plan (or similar plan), it being stipulated that the aggregate par value amount of shares sold at a discount to members of one or more of the employee savings plans covered by this resolution will count towards the ceilings mentioned in paragraph 2 of this resolution;
7. resolves that the Board of Directors, with the power of sub-delegation to the extent authorized by law, shall have full powers to implement this delegation, and in particular:
 - decide the issue of shares and/or securities granting access, immediately or in the future, to the share capital of the Company or other companies,
 - draw up in accordance with the law a list of companies from which the beneficiaries indicated above may subscribe for shares or securities granting access to the share capital thus issued

and who, where applicable, may receive free allocations of shares or securities granting access to the share capital,

- decide that subscriptions may be made directly by beneficiaries belonging to a Company or Group savings plan (or similar plan), or via dedicated employee savings mutual funds (FCPE) or other vehicles or entities permitted under applicable laws and regulations,
- for issues of debt instruments, set all the terms and conditions of these securities (particularly their term, which may or may not be fixed, whether they are subordinated and their remuneration) and amend, during the life of these securities, the above terms and conditions, in compliance with applicable formalities,
- set the terms, where applicable, for the exercise of rights (rights to conversion, exchange or redemption, including the delivery of Company's assets such as treasury shares or securities already issued by the Company, as the case may be) attached to shares or securities granting access to share capital, and in particular set the date, which may be retroactive, from which the new shares will rank for dividend, and all other terms and conditions for the completion of the share capital increase,
- provide for the possibility of suspending the exercise of the rights attached to shares or securities giving access to the capital in accordance with the legal and regulatory provisions,
- set the amounts of issues to be made under this authorization and in particular determine the issue prices, dates, time limits, terms and conditions of subscription, payment, delivery and date of ranking for dividend of the securities (which may be retroactive), rules for pro-rating in the event of over-subscription and any other terms and conditions of the issues, subject to prevailing legal and regulatory limits,
- determine and make all adjustments to take account of the impact of transactions in the share capital or equity of the Company, in particular in the event of a change in the par value of the share, a share capital increase by capitalizing reserves, profits or additional paid-in capital, a free share allocation, a stock split or reverse stock split, a distribution of dividends, reserves, additional paid-in capital or any other assets, a share capital redemption, or any other transaction impacting share capital or equity (including in the case of a public offer for the Company's shares and/or a change in control) and set all other terms enabling the preservation, where applicable, of the rights of holders of securities or other rights granting access to the share capital (including by means of cash adjustments),
- in the event of the free allocation of shares or securities granting access to the share capital, determine the nature and number of shares or securities granting access to the share capital, as well as their terms and conditions and the number to be granted to each beneficiary, and determine the dates, time limits, and terms and conditions of allocation of such shares or securities granting access to the share capital subject to prevailing legal and regulatory limits, and in particular choose to either wholly or partially substitute the allocation of such shares or securities granting access to the share capital for the discount in the Reference Price specified above or offset the equivalent value of such shares or securities against the total amount of the employer's contribution or a combination of both options,
- duly record the completion of share capital increases and make the corresponding amendments to the bylaws,
- at its sole discretion, offset share issue costs against the related premiums and deduct from such premiums the sums necessary to increase the legal reserve,
- generally, enter into all agreements, in particular to ensure completion of the proposed issues, take all measures and decisions and accomplish all formalities for the issue, listing and financial administration of securities issued by virtue of this delegation and for the exercise of the rights attached thereto or required as a result of the share capital increases,
- decide to postpone performance of the share capital increase;

8. grants this delegation for a period of eighteen months as from the date of this Shareholders' Meeting;

9. resolves that this delegation supersedes from this date, in the amount of any unused portion, the delegation granted by the 24th resolution adopted by the Shareholders' Meeting of May 23, 2018.

SIXTEENTH RESOLUTION

Delegation of powers to the Board of Directors, for a period of eighteen months, to issue with cancellation of pre-emptive subscription rights, ordinary shares and/or securities granting access to the share capital in favor of employees of certain non-French subsidiaries at terms and conditions comparable to those offered pursuant to the preceding resolution

The Shareholders' Meeting, voting in accordance with quorum and majority rules for Extraordinary Shareholders' Meetings, having read the Board of Directors' report and the Statutory Auditors' special report and in accordance with Articles L.225-129-1, L.225-138 and L.228-91 *et seq.* of the French Commercial Code:

1. takes due note that in certain countries, the legal and/or tax context can make it inadvisable or difficult to implement employee shareholding schemes directly or through a mutual fund (employees and corporate officers referred to in Articles L. 3332-1 and L. 3332-2 of the French Labor Code of Capgemini Group companies whose registered offices are located in one of these countries are referred to below as "non-French Employees"; the "Capgemini Group" comprises the Company and the French and non-French companies related to the Company within the meaning of Article L. 225-180 of the French Commercial Code and Article L. 3344-1 *et seq.* of the French Labor Code) and that the implementation in favor of certain non-French Employees of alternative schemes to those performed pursuant to the 15th resolution submitted to this Shareholders' Meeting may be desirable;
2. delegates to the Board of Directors, with the power of sub-delegation to the extent authorized by law, its powers to increase the share capital with cancellation of pre-emptive subscription rights, on one or more occasions, in France or abroad, in the proportions and at the times it sees fit, in euros or in any other currency or currency unit established by reference to more than one currency, with or without a share premium, whether for valuable consideration or without consideration, by issuing (i) shares of the Company (excluding preference shares), and/or (ii) securities governed by Articles L.228-92 paragraph 1, L.228-93 paragraphs 1 and 3 or L.228-94 paragraph 2 of the French Commercial Code granting access, immediately or in the future, at any time or at fixed dates, by subscription, conversion, exchange, redemption, presentation of a warrant or any other means, to the share capital of the Company, reserved for one of the following categories of beneficiary: (i) non-French Employees, (ii) employee share ownership UCITS or other vehicles, with or without a legal personality, invested in shares of the Company, where the holders of units or shares are non-French Employees, and/or (iii) any bank or entity controlled by a bank within the meaning of Article L.233-3 of the French Commercial Code that has set-up at the Company's request a structured offer for non-French employees presenting an economic profile comparable to that of an employee share ownership scheme set-up pursuant to a share capital increase performed under the preceding resolution presented to this Shareholders' Meeting;
3. resolves to set the following limits on authorized share capital increases in the event of use by the Board of Directors of this delegation:
 - the maximum par value amount of share capital increases that may be carried out under this delegation is set at €12 million or the equivalent in any other currency or currency unit established by reference to more than one currency, it being stipulated that this amount will count towards the ceiling set in paragraph 2 of the 15th resolution of this Shareholders' Meeting (subject to its approval) or, as the case may be, towards any ceiling stipulated by a similar resolution that may supersede said resolution during the period of validity of this authorization,
 - added to those ceilings will be the par value amount of any shares to be issued to preserve, in accordance with legal and regulatory provisions and, where applicable, any contractual terms stipulating other cases where adjustment is necessary, the rights of holders of securities or other rights granting access to the share capital,

- in the case of a share capital increase by capitalizing additional paid-in capital, reserves, profits or any other amounts and allocating free shares during the period of validity of this delegation, the above ceilings will be adjusted based on the ratio between the number of shares issued and outstanding before and after the transaction;
4. resolves to cancel pre-emptive subscription rights to the shares and equities that may be issued pursuant to this delegation, in favor of the aforementioned beneficiary categories;
 5. resolves that this delegation of powers may only be used in the event of the use of the delegation granted pursuant to the 15th resolution and solely in order to achieve the objective set out in this resolution;
 6. resolves that the issue price of new shares or securities granting access to the share capital to be issued pursuant to this delegation will be set by the Board of Directors based on the listed price of the Company's share on the Euronext Paris regulated market; this price will be at least equal to the average listed price of the Company's share over the 20 trading days preceding the decision setting the subscription opening date for a share capital increase performed pursuant to the 15th resolution, less the same discount (maximum of 20% , which may increase to 30% if the law applicable to the 15th resolution so permits);
 7. resolves that the Board of Directors shall have the same powers, with the power of sub-delegation to the extent authorized by law, as those conferred on the Board of Directors by paragraph 7 of the 15th resolution (including the power to postpone performance of the share capital increase) and the power to draw up the list of beneficiaries of the cancellation of pre-emptive subscription rights within the above defined category, and the number of shares and securities granting access to the share capital to be subscribed by each beneficiary;
 8. grants this delegation for a period of eighteen months as from the date of this Shareholders' Meeting;
 9. resolves that this delegation supersedes from this date, in the amount of any unused portion, the delegation granted by the 25th resolution adopted by the Shareholders' Meeting of May 23, 2018.

SEVENTEETH RESOLUTION
Powers to carry out formalities

The Combined Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings, authorizes the bearer of a copy or extract of the minutes of this meeting to execute all filing, publication and other formalities required under French law.

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A. – How to participate at the Shareholders' meeting

The Shareholders' Meeting is open to all shareholders, regardless of the number of shares they hold.

Shareholders may choose between one of three means of participating:

- a) request an admission card to participate in person; or
- b) vote by correspondence; or
- c) grant a proxy to the Chairman of the Shareholders' Meeting or any other individual or legal entity of their choice.

All shareholders may be represented at the Shareholders' Meeting by another shareholder or their spouse or civil union partner. They may also be represented by any other individual or legal entity of their choice.

1. Justification of the right to participate at the Shareholders' Meeting

In order to attend this Shareholders' Meeting in person, by proxy or by casting a correspondence vote, shareholders must present evidence of the registration of their shares in their name (or that of the intermediary acting on their behalf if they are domiciled outside France) in the register kept by CACEIS Corporate Trust, or in the register of bearer shares kept by their authorized intermediary, at 12.00 a.m., Paris time, on the second working day preceding the Shareholders' Meeting, that is 12.00 a.m., Paris time on May 21, 2019.

Only those shareholders satisfying the requisite conditions at this date will be authorized to participate at the Shareholders' Meeting.

For **registered shareholders**, the registration of their shares in a named securities accounts at 12.00 a.m., Paris time on May 21, 2019 is sufficient to enable them to participate at the Shareholders' Meeting.

For **bearer shares**, the authorized intermediary must deliver an attendance certificate. This certificate must be forwarded to the Company or CACEIS Corporate Trust together with the remote voting form, the proxy form or the request for an admission card issued in the name of the shareholder or on his/her behalf if he/she is not resident in France, to enable the registration in the register of the shares to be duly noted. A certificate will also be delivered to any shareholders wishing to attend the Shareholders' Meeting in person, who have not received an admission card by 12.00 a.m., Paris time, on the second working day preceding the Shareholders' Meeting, that is by 12.00 a.m., Paris time on May 21, 2019.

The shareholder may, nonetheless, subsequently sell some or all of his/her shares. In such a case:

- if the registration in the share register evidencing the sale is performed before 12.00 a.m., Paris time, on the second working day preceding the Shareholders' Meeting, that is 12.00 a.m., Paris time on May 21, 2019, the Company will invalidate or modify the remote vote cast, the proxy granted or the admission card or attendance certificate and the authorized account keeper intermediary must, to this end, notify the sale to the Company or its agent and communicate the necessary information;
- if the registration in the share register evidencing the sale is performed after 12.00 a.m., Paris time, on the second working day preceding the Shareholders' Meeting, that is 12.00 a.m., Paris time on May 21, 2019, it need not be notified by the authorized intermediary or taken into account by the Company, notwithstanding any agreement to the contrary.

2. Attending the Shareholders' Meeting

Shareholders wishing to attend this Shareholders' Meeting should submit a written request to their account-holding institution. An admission card will be addressed directly following this request. They may also request an admission card using the VOTACCESS platform (see below).

3. Voting by proxy or by post

Voting by proxy or by post using the single paper format proxy/post voting form

Registered shareholders: A single postal/proxy voting form and appendices will be addressed to all registered shareholders who have not subscribed to the e-notice service (see below).

Bearer shareholders: Holders of bearer shares wishing to cast a remote vote or vote by proxy can obtain the aforementioned form and its appendices at the Company's head office or from CACEIS Corporate Trust, Service Assemblées Générales Centralisées, 14 rue Rouget de Lisle, 92862 Issy-les-Moulineaux Cedex 09; requests should be submitted in writing and received at least six days prior to the date of the Shareholders' Meeting, that is by May 17, 2019.

Correspondence or proxy votes will only be taken into account if received at least three days prior to the date of the Shareholders' Meeting at the Company's head office or at CACEIS Corporate Trust, Service Assemblées Générales Centralisées, 14 rue Rouget de Lisle, 92862 Issy-les-Moulineaux Cedex 09, that is by May 20, 2019.

Holders of bearer shares should enclose the attendance certification with the form.

Participation at the Shareholders' Meeting via Internet – Use of the VOTACCESS platform

Capgemini shareholders may use the internet VOTACCESS voting platform for the purposes of the Combined Shareholders' Meeting of May 23, 2019. This platform enables shareholders, **prior to the Shareholders' Meeting, to electronically communicate voting instructions, request an admission card or appoint or remove an agent**, as follows:

Custody-only registered shareholders: custody-only registered shareholders who wish to communicate their method of participation at the Shareholders' Meeting or voting instructions by internet prior to the Shareholders' Meeting can access VOTACCESS via the OLIS Actionnaire website; they can connect using the login ID and password communicated to them and already used to consult their registered securities account on the OLIS Actionnaire website <https://www.nomi.olisnet.com>; they may then vote, request an admission card or appoint or remove an agent via the VOTACCESS site. The login ID will be indicated on the postal voting form or the electronic notice of meeting.

Administered registered shareholders: administered registered shareholders who wish to communicate their voting instructions by internet prior to the Shareholders' Meeting can also access VOTACCESS via the OLIS Actionnaire website; they will receive from CACEIS Corporate Trust by mail, together with the notice of the May 23, 2019 Shareholders' Meeting, a login ID enabling them to connect to OLIS Actionnaire <https://www.nomi.olisnet.com>; shareholders must then follow the instructions on screen to obtain their password; after receiving the password, they may then vote, request an admission card or appoint or remove an agent via the VOTACCESS site. The login ID will be indicated on the postal voting form or the electronic notice of meeting.

Bearer shareholders: this option is only available to holders of bearer shares whose account-holding institution is a member of the VOTACCESS system and that proposes this service for this Shareholders' Meeting.

If the account-holding institution is connected to the VOTACCESS site, the shareholder must identify him/herself on the internet portal of their accounting-holding institution with their usual access codes. They must then follow the instructions on screen to access the VOTACCESS site and vote, request an admission card or appoint or remove an agent.

Accordingly, bearer shareholders interested in this service are invited to contact their account-holding institution to obtain the terms and conditions of use.

The VOTACCESS site shall be open from April 26, 2019 to 3 p.m., Paris time, on May 22, 2019, the eve of the Shareholders' Meeting.

Shareholders possessing their login ID and access code are recommended not to wait until the last few days to communicate their method of participation, in order to avoid congestion.

4. Notification of the appointment or removal of an agent electronically, pursuant to Article R. 225-79 of the French Commercial Code (Code de commerce)

The appointment or removal of an agent may also be notified electronically in accordance with the following procedures:

- for registered shareholders: by sending an email to assemblee@capgemini.com, specifying their surname, first name, address and CACEIS Corporate Trust identification number for custody-only registered shareholders (information presented on the top left-hand corner of the share account statement) or their financial intermediary identification number for administered registered shareholders, together with the surname and first name of the agent appointed or removed;
- for bearer shareholders: by sending an e-mail to assemblee@capgemini.com, specifying their surname, first name, address and full bank details, as well as the surname, first name and address of the agent appointed or removed; shareholders must also ask the financial intermediary holding their share account to send written confirmation (by mail) to CACEIS Corporate Trust, Service Assemblées Générales Centralisées, 14 rue Rouget de Lisle, 92862 Issy-les-Moulineaux Cedex 9, France (or by fax to 01.49.08.05.82).

Account may only be taken of notifications of the appointment or removal of agents duly signed, completed and received at least three days prior to the date of the Shareholders' Meeting, that is by May 20, 2019. Furthermore, only notifications of the appointment or removal of agents may be forwarded to the above email address, all other requests and notifications concerning other matters may not be taken into account and/or processed.

Shareholders who have chosen their method of participation at the Shareholders' Meeting (attendance in person, by remote vote or by granting a proxy to an individual or legal entity of their choice) and informed the Company thereof, may not subsequently change their method of participation. However, attendance at the Shareholders' Meeting by the shareholder in person cancels any proxy or remote vote cast.

B. – Written questions

Written questions that shareholders may have, should be addressed to the Chairman of the Board at the Company's head office by registered letter, with acknowledgment of receipt, or by email to assemblee@capgemini.com, no later than the fourth working day preceding the Shareholders' Meeting, that is by May 17, 2019. The questions should be accompanied by a certificate attesting to the registration of shares either in a registered share account held by CACEIS Corporate Trust, or in bearer share accounts held by an authorized intermediary.

C. – Requests to include points or draft resolutions on the agenda

Requests to include points or draft resolutions on the agenda of this Shareholders' Meeting, presented by shareholders satisfying the applicable legal conditions, must be sent by registered letter, with acknowledgement of receipt, to the head office of the Company, or by email to assemblee@capgemini.com, arriving no later than the 25th day preceding the Shareholders' Meeting. Furthermore, requests may not be addressed more than 20 days following the date of publication of this notice.

Requests to include draft resolutions must be accompanied by the text of these draft resolutions, a brief presentation stating the grounds for the request and a certificate attesting to the registration in a share account of the required minimum shareholding.

Requests to include points on the agenda must duly state the grounds for the request and be accompanied by a certificate attesting to the registration in a share account of the required minimum shareholding.

The review of the points or the resolutions by the Shareholders' Meeting is contingent on the authors of the request communicating a new certificate justifying the registration of the shares in a share account at 12.00 a.m., Paris time, on the second working day preceding the Shareholders' Meeting.

All mandatory shareholder information may be found at the following dedicated website: <https://investors.capgemini.com/combined-general-meeting>. The Board of Directors' Report on the draft resolutions is also available online on this site.

In accordance with the law, all documents that must be communicated at the Shareholders' Meeting will be made available to shareholders at the Company's head office, within the legal time periods, or on request to CACEIS Corporate Trust, Service Assemblées Générales Centralisées – 14, rue Rouget de Lisle – 92862 Issy-les-Moulineaux Cedex 9.

Furthermore, the documents to be presented to the Shareholders' Meeting and all other information and documents set out in Article R.225-73-1 of the French Commercial Code will be available on the **Company's website**, <https://investors.capgemini.com/combined-general-meeting>, by May 2, 2019 at the latest (that is 21 days before the Shareholders' Meeting).

The Board of Directors