



# Notice of meeting

## COMBINED SHAREHOLDERS' MEETING

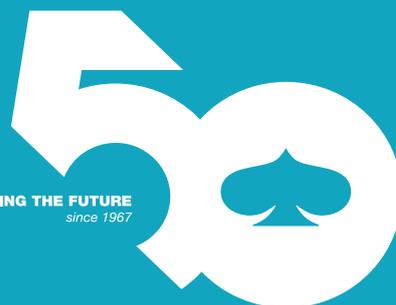


**WEDNESDAY  
MAY 10, 2017  
AT 10:00 A.M.**

**At Pavillon  
d'Armenonville,**

ALLÉE DE LONGCHAMP,  
BOIS DE BOULOGNE,  
PARIS (16<sup>ÈME</sup>)

**LIVING THE FUTURE**  
since 1967



# Welcome to the Combined Shareholders' Meeting of Cap Gemini

**WEDNESDAY  
MAY 10, 2017  
AT 10:00 A.M.**

**At Pavillon  
d'Armenonville,  
Allée de Longchamp,  
Bois de Boulogne,  
75016, Paris**  
The welcoming of participants  
will start at 9:30 a.m.

For information on how to access  
Pavillon d'Armenonville,  
please refer to: page 72

## SHAREHOLDERS' RELATIONS SERVICE

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## CONTENT

<b>Message of the Chairman</b>	<b>3</b>	<b>6. Draft bylaws updated as at May 10, 2017 (Appendix to the 14th resolution submitted to the Shareholders' Meeting)</b>	<b>44</b>
<b>1. Agenda</b>	<b>4</b>	<b>7. Statutory Auditors reports and report of the Conversion Auditor</b>	<b>50</b>
<b>2. Key figures and summary presentation of the Group's activity and results over the past year</b>	<b>5</b>	<b>8. Presentation of the Board of Directors</b>	<b>60</b>
<b>3. Presentation of the compensation of Mr. Paul Hermelin, Chairman and Chief Executive Officer</b>	<b>12</b>	<b>9. How to participate at the Shareholders' Meeting</b>	<b>68</b>
<b>4. Report of the Board of Directors on the draft resolutions</b>	<b>14</b>	<b>10. How to access the Shareholders' Meeting</b>	<b>72</b>
<b>5. Financial Authorizations</b>	<b>42</b>		

# Message of the Chairman



## DEAR SHAREHOLDERS,

The Shareholders' Meeting of Cap Gemini will be held on Wednesday, May 10, 2017 at 10 a.m. (first notice) at Pavillon d'Armenonville in Paris. The Board of Directors of Cap Gemini and I are counting on your presence at this unique moment for expressing the *affectio societatis* that unites the shareholders of a company and its Board of Directors and management.

2017 marks the 50<sup>th</sup> anniversary of the creation by Serge Kampf of the Grenoble start-up that is today the Capgemini Group, with nearly 200,000 people and a presence in over 40 countries. This anniversary will honor the memory of Serge Kampf, a bold and visionary entrepreneur and an exceptionally generous and modest individual. He built the Group based on principles that still apply today: a spirit of enterprise, a passion for clients, an obsession to help employees grow, ethical conduct at all times and performance at its best. He would have wanted this anniversary to focus on the future and it will. Throughout the year, Capgemini will celebrate entrepreneurship and innovation through the *InnovatorsRace50* challenge, bearing witness to the vibrant spirit of innovation and enterprise inherited from Serge Kampf that unites Group's employees around the world.

This year the meeting agenda comprises nineteen resolutions. I would like to draw your attention to a certain number of these resolutions in opening this notice of meeting.

Firstly, the Board of Directors, at my recommendation, wishes to increase the dividend from €1.35 to €1.55 per share. I was keen to reflect, once again this year, the improvement in the Group's operating performance and the efficient management of its liquid assets in the dividend paid to shareholders.



2017 marks the **50<sup>th</sup> anniversary** of the creation by Serge Kampf of the Grenoble start-up that is today the Capgemini Group.



Secondly, pursuant to the «say on pay» procedure, you are asked to vote for the first time this year on the compensation policy set for me, as Chairman and Chief Executive Officer. This is a vote on the principles and structure of my compensation for the coming year. You will also continue to vote on my compensation for the past fiscal year, as in previous years. Pierre Pringuet, Chairman of the Compensation Committee, will present both resolutions to you at the Shareholders' Meeting.

Thirdly, to better reflect the international and European outlook of the Group, the Board of Directors proposes that you change the legal form of the Company to that of a «European Company» (*Societas Europaea*, SE). This statute, increasingly adopted by European companies and companies listed on the Paris stock market, will lead to a change in the legal form while preserving the rights of shareholders. The Company will retain its registered office and corporate headquarters in Paris. The governance, business activities, organizational structure, tax regime and shareholding structure of the Group will remain unchanged. The Company's shares will continue to be listed on the Paris stock exchange without any change.

Finally, we present for your vote several resolutions concerning the composition of the Board of Directors.

I am delighted that Patrick Pouyanné, Chairman and Chief Executive Officer of TOTAL, has accepted to join the Cap Gemini Board of Directors, where he will contribute his overall experience gained from the responsibility of one of the world's leading oil companies.

If you renew, as I sincerely wish, the terms of office of the three directors presented for renewal - Pierre Pringuet, Daniel Bernard and Anne Bouverot - the Board of Directors will make a number of key changes in its organization. Laurence Dors will be appointed as the Chairman of the Compensation Committee to replace Pierre Pringuet. Pierre Pringuet will become the Chairman of the Ethics & Governance Committee and replace Daniel Bernard in the important role of Lead Independent Director, which the latter successfully embodied since 2014, role he must leave pursuant to the provisions of the AFEP-MEDEF Code. Daniel Bernard whom I warmly thank for having created this function which is now recognized, will become Vice-Chairman of the Board of Directors. The Vice-Chairman will work closely with me to prepare future developments in the Group's governance.

I hope that the information made available will enable you to express your confidence in and support of the Board of Directors and your executive corporate officer, both of which are essential to achieving the growth, profitability and independence goals that have characterized the Capgemini Group since its foundation by Serge Kampf.

**Paul Hermelin**

Chairman and Chief Executive Officer

# 1. Agenda

## Resolutions presented at the Ordinary Shareholders' Meeting

- ▶ Approval of the 2016 Company financial statements.
- ▶ Approval of the 2016 consolidated financial statements.
- ▶ Regulated agreements and commitments – Special report of the Statutory Auditors.
- ▶ Appropriation of earnings and setting of dividend.
- ▶ 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.
- ▶ Vote on the components of compensation due or awarded in respect of fiscal year 2016 to Mr. Paul Hermelin, Chairman and Chief Executive Officer.
- ▶ Appointment of Mr. Patrick Pouyanné as a director.
- ▶ Renewal of the term of office as director of Mr. Daniel Bernard.
- ▶ Renewal of the term of office as director of Ms. Anne Bouverot.
- ▶ Renewal of the term of office as director of Mr. Pierre Pringuet.
- ▶ Authorization of a share buyback program.

## Resolutions presented at the Extraordinary Shareholders' Meeting

- ▶ Change in the Company's corporate name.
- ▶ Approval of the conversion of the corporate form of the Company through adoption of the European company statute and the draft terms of conversion.
- ▶ Amendment of the bylaws of the Company – European company.
- ▶ Amendment of the bylaws of the Company – Disclosure thresholds.
- ▶ 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 preemptive 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, immediately or in the future, to members of Capgemini Group employee savings plans up to a maximum par value amount of €48 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 Company's share capital, immediately or in the future, 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.

# 2. Key figures and summary

## presentation of the Group's activity and results over the past year

 30%

Revenue contribution from the new *Digital & Cloud* offer



€1,071<sub>m</sub>

Organic Free cash flow



193,077 people who share the **7 values** of the Group

€12.5<sub>bn</sub> global revenues



HONESTY



BOLDNESS



TRUST



FREEDOM



TEAM SPIRIT



MODESTY



FUN

4 businesses



Consulting Services



Technology & Engineering Services



Application Services



Other Managed Services

6 sectors



Manufacturing, Automotive & Life Sciences



Consumer Products, Retail, Distribution & Transportation



Energy, Utilities & Chemicals



Financial Services



Telecommunications, Media & Entertainment



Public Sector

## General comments

In 2016, Capgemini made further tangible progress in its operational efficiency and significantly improved its financial performance. The Group's strategy, which has been in place for several years, is based on investment in innovation and industrialization of its operations, this year again allows for a substantial increase in operating margin and organic free cash flow which exceeds for the first time the billion euros.

On an operating level, the integration of IGATE has been successfully completed: direct and operational cost synergies are deployed ahead of initial targets, while strong growth recorded in IGATE's major historical customers validates customer value created through this acquisition. The year 2016 also saw the acceleration of investments in innovative offerings and automation initiatives, primarily in the areas of Business Process Outsourcing (BPO), infrastructure services and application test and maintenance.

The Group's portfolio continues to transition toward Digital and Cloud at a solid pace. Revenues driven by Digital and Cloud increased by 29% at constant exchange rates in 2016 to represent 30% of revenues. Geographically, continental Europe recorded solid growth while North America was affected by the contraction in demand in the Energy & Utilities sector.

The Group generated revenues of €12,539 million in 2016, up 5.2% compared with 2015. Excluding the impact of fluctuations in Group currencies against the euro growth is 7.9%, in line with the 2016 guidance. Organic growth, *i.e.* excluding the impact of currencies and changes in Group scope, is 2.6%. The impact from changes in Group scope mainly arises from the consolidation of 12-month IGATE revenues in 2016 compared with 6 months in 2015, as IGATE was acquired in July 2015.

Operating margin amounted to €1,440 million, or 11.5% of revenues, up 14% year-on-year. This 0.9 point improvement in profitability reflects the improvement in gross margin generated by the investments made in the innovation and industrialization of Group's operations. The 2016 operating margin is at the top end of the target range raised during the publication of the half-year results in July 2016.

Other operating income and expenses total €292 million. The increase compared to the €240 million recorded in 2015 is mainly due to expenses related to the acquisition of IGATE (notably the amortization of intangible assets recognized as part of this acquisition and the integration costs). Restructuring costs of €103 million are in line with the envelope set for the year.

The operating profit for 2016 increased to €1,148 million and 9.2% of revenues. Operating margin rate is up 0.6 point compared with that of 2015.

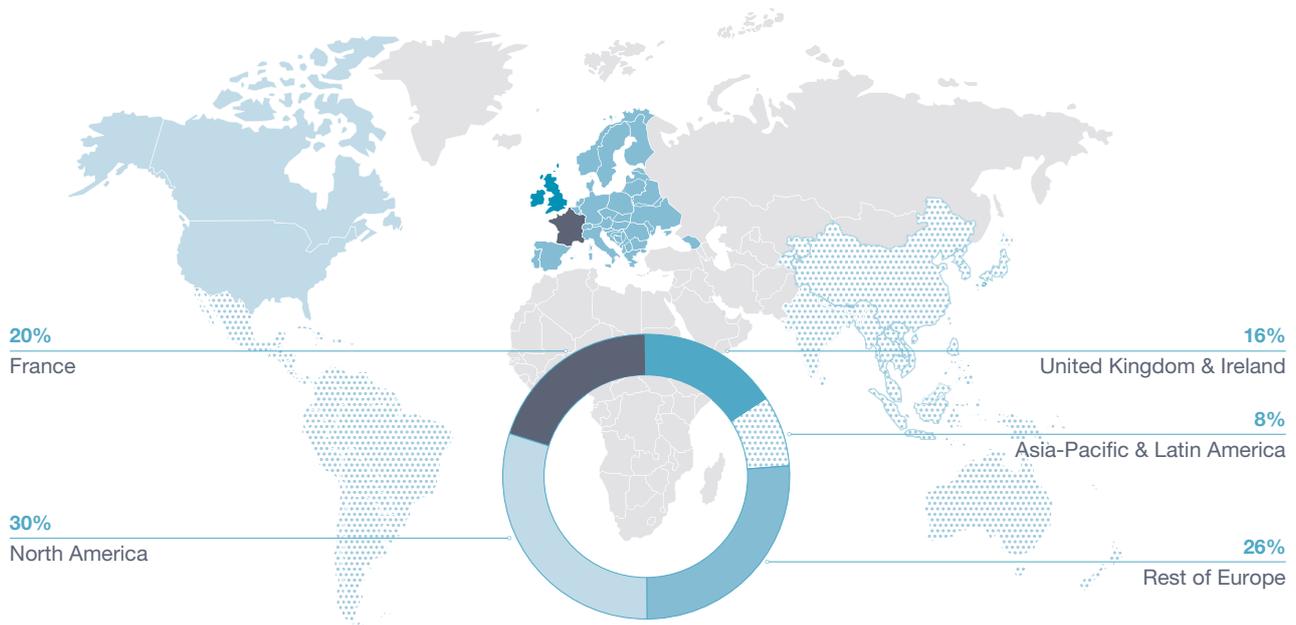
The financial expense is €146 million, up from €118 million recorded the previous year. This increase is mainly due to the recognition this year of 12 months of interest on the debt raised in July 2015 in connection with the financing of the acquisition of IGATE.

In respect of income tax for the year 2016, the Group recorded a tax expense of €94 million compared to a €203 million income in 2015. These amounts include a tax income of €476 million in 2015 following the reassessment of deferred tax assets on tax loss carry-forwards in the United States and a tax income (net) of €180 million in 2016 related to goodwill arising from legal reorganizations. Adjusted for these non-recurring non-cash items, the effective tax rate is 27.3% in 2016 and 30.1% in 2015.

On this basis, net profit attributable to owners of the Company is €921 million in 2016, compared with €1,124 million in 2015 and basic earnings per share for the year ended December 31, 2016 is €5.44. The Group defines Normalized net profit as the Group share in net profit for the year adjusted for the impact of items recognized in "Other operating income and expense", net of tax calculated using the effective tax rate. Prior to the recognition of the one-off tax profits, 2016 normalized net profit is up 14% year-on-year to €953 million and Normalized earnings per share is up 16% year-on-year to €5.62.

Organic free cash flow (cash flow from operations less acquisitions of property, plant, equipment and intangible assets, net of disposals, and adjusted for flows relating to the net interest cost) is €1,071 million up 31% compared to 2015. In 2016, Capgemini paid a dividend of €229 million and devoted €340 million to the share buyback program.

## Operations by major region



**North America** reported revenues of €3,800 million in 2016 (30% of Group revenues), a 14.5% year on year increase at constant exchange rates. This growth reflects the impact of the consolidation of 12 months of IGATE revenues in 2016. Excluding IGATE, the year 2016 was marked by the severe contraction in the Energy & Utilities sector, which fully offset the 3.3% organic growth recorded in other sectors, notably in Financial Services and Manufacturing. Operating margin for the region rose 0.5 point year-on-year to 15.4% of revenues. Thus, at €587 million, the operating margin has more than doubled in the past two years.

**United Kingdom and Ireland** reported 2016 revenues of €1,993 million (16% of Group revenues) rose 4.1% at constant exchange rates to €1,993 million. Local momentum was fueled by the private sector (now accounting for 57% of the region's revenues) which grew organically at around 10% while public sector revenues were down as anticipated. The Brexit vote did not materially affect the activity in the region, however, the depreciation of the pound sterling against the euro led to a 7.3% decline in consolidated revenues and has lowered by 2 points to 16% the region's weight in the Group. The operating margin is €290 million, representing an operating margin rate of 14.6%, up 1.2 points on 2015.

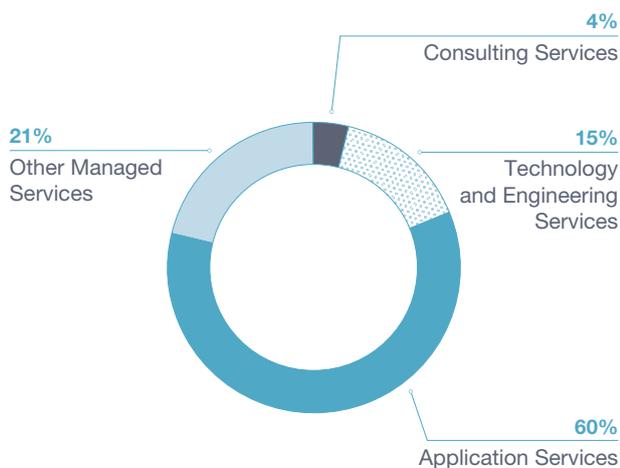
**France** reported revenues of €2,567 million (20% of Group revenues) up 5.0% year-on-year driven by strong growth in the Retail & Consumer goods, Financial Services and the

Manufacturing & Automotive sectors. By business, performance was particularly strong in Application Services. The operating margin for 2016 increased by 18% in value and by 1.0 point in rate to reach €234 million and 9.1% of revenues.

The **Rest of Europe** region (which includes Benelux since January 2016 and now represents 26% of Group revenues) with revenues of €3,214 million reported a 5.3% growth at constant exchange rates. Retail & Consumer goods, Manufacturing & Automotive as well as the Public sector were among the most dynamic sectors this year. Geographically, Germany and Scandinavia recorded the strongest growth in the region, while activity in the Benelux remained stable. Operating margin was €339 million and 10.5% of revenues, up 0.3 point year-on-year.

The **Asia-Pacific and Latin American** region (8% of Group revenues) recorded growth of 8.2% at constant exchange rates to €965 million in 2016, with this year again contrasting trends. Growth in the Asia-Pacific region, supported by the development of Financial Services, remains very strong. The situation in Brazil continued to weigh on the performance of Latin America, which recorded a further contraction in revenues. The operating margin was €64 million in 2016, compared with €39 million the previous year. The improvement in profitability in Asia Pacific has more than offset the deterioration in Latin America, resulting in an operating margin rate expansion of 2.4 points to 6.6%.

## Operations by business



**Consulting Services** (4% of Group revenues) grew 2.7% at constant exchange rates and is supplemented by the rapid development of Digital Consulting Services initiated and billed by the other businesses. Overall, the activity volume increased by more than 5.0%. This increase was driven notably by the United Kingdom and the Rest of Europe region. The utilization rate was overall stable compared to 2015 and reached 70% in the last quarter. The operating margin stood at 10.7% of revenues compared with 9.1% in 2015.

**Technology & Engineering Services** (15% of Group revenues, previously known as Local Professional Services) grew 6.9% at constant exchange rates. Growth in the Rest of Europe and North America regions more than offset the slight slowdown persisting in France, and adds to the IGATE impact. The operating margin improved 120 basis points to 12.8% in 2016.

**Application Services** (60% of Group revenues) growth was a strong 10.6% at constant exchange rates. In addition to the positive IGATE impact, growth was driven by strong momentum in Europe - notably France, the United Kingdom, Germany and Scandinavia - and Asia. Application Services are also the first beneficiary of the rapid development of Digital and Cloud services. The operating margin rate is 12.7%, up 80 basis points on 2015.

**Other Managed Services** (21% of Group revenues) reported a 2.2% increase in revenues at constant exchange rates in 2016. Excluding changes in Group scope, revenue is down year-on-year despite growth in Business Services (Business Process Outsourcing and platforms). The pressure from the transition to the Cloud on traditional infrastructure services was accentuated this year by the decline in the UK public sector, which was anticipated at the beginning of the year, but also lower equipment resale. The operating margin rate at 10.0% is up 40 basis points on 2015.

## Headcount

At December 31, 2016, the Group's total headcount is 193,077 employees compared with 180,639 employees one year earlier. This 12,438 net increase (+6.9%) reflects:

- 55,246 additions; and
- 42,808 departures (including 34,803 resignations), representing a weighted attrition rate of 18.3% of the headcount in 2016 (compared with 19.3% in 2015).

## Order book

Bookings during the year totaled €13,027 million. New orders of €11,538 million were recorded in 2015. Book-to-bill ratio stands at 1.04 for the year 2016.

## Significant events of 2016

Within the Group, 2016 will remain marked by the death, on March 15, of Serge Kampf, founder of the Capgemini Group and still Vice-Chairman of the Board and Honorary Chairman when he passed away. He built Capgemini based on principles that still apply today: a spirit of enterprise, a passion for clients, an obsession to help employees grow, ethical conduct at all times and performance at its best.

On another note:

- for the fourth year running, Capgemini was recognized as one of the world's most ethical companies by Ethisphere Institute, an independent think tank dedicated to promoting ethical and corporate governance best practices (March 2016);
- Capgemini signed a new agreement encouraging the employment of persons with disabilities (March 2016);
- Capgemini obtained from the CNIL, the French Data protection Authority, certification for its Binding Corporate Rules (BCR) for the protection of personal data (March 2016);
- Capgemini supported female entrepreneurs with the creation of the *Prometteuse du Digital* prize, awarded to a woman working in the Digital sector in the Pays de la Loire region of France (May 2016);
- Capgemini University was awarded the "Most International Corporate University" prize at the first U-Spring Corporate University event. This event rewards best continuing education practices in companies (June 2016);
- in June 2016, Capgemini organized a capital market day for financial analysts and investors at its Munich Applied Innovation Exchange, during which it presented its recent Digital, Cloud and Cybersecurity developments and an update on the automation of its client's project delivery. During this day, the Group confirmed its medium-term ambition to achieve operating margin of between 12.5% and 13.0% and organic growth of between 5% and 7%;
- Capgemini launched to its French employees a mobile phone recycling initiative in partnership with Nodixia (December 2016).

On a financial level:

- ▶ the Capgemini Board of Directors decided in February 2016 the launch of a €600 million multi-year share buyback program, before increasing it to €1,100 million in December 2016;
- ▶ on November 29, 2016, Capgemini redeemed on maturity its €500 million bond issue paying an annual coupon of 5.25%;
- ▶ on November 21, 2016, Capgemini completed the early redemption of the ORNANE bonds (zero-coupon net share settled bonds convertible into new shares and/or exchangeable for existing shares of Cap Gemini due January 1, 2019);
- ▶ in November 2016, Capgemini successfully placed a €500 million senior unsecured bond issue with a 0.5% coupon.

In Digital and Cloud:

Capgemini launched new service offerings and solutions and particularly:

- ▶ Digital Manufacturing, a service offering focusing on the Digital transformation of the manufacturing industry (May 2016);
- ▶ IoT platform for next generation building energy management solutions, launched with Siemens (May 2016);
- ▶ Automation Drive, a unified suite of automation technologies designed to accelerate the Digital transformation of companies (July 2016);
- ▶ new security monitoring services in partnership with IBM Security (August 2016);
- ▶ Mov'InBlue, a smart Digital mobility solution for corporate fleets and vehicle rental companies, launched with Valéo (October 2016).

The Group also continued to develop a Digital ecosystem with:

- ▶ the opening of three new innovation centers, including San Francisco (January 2016), which is the nerve center of the global network of 10 Applied Innovation Exchange;
- ▶ the acquisition of two companies in the Digital sector, Oinio, one of European's leading Salesforce partners and Fahrenheit 212, a US innovation strategy and design firm (January and February 2016);
- ▶ the strengthening of its relationship with Amazon Web Services, under its extended migration services program (February 2016);
- ▶ the broadening of its partnership with SAP to address the Digital transformation needs of the manufacturing industry (September 2016).

On the commercial front, the Group won in particular the following contracts and assignments driven by new Digital and Cloud needs:

- ▶ application migration and supervision consulting assignment for a global soft drinks company transitioning to the Cloud;
- ▶ development of an integrated banking solution for a leading Irish bank, drawing on Capgemini Consulting, infrastructure and Financial Services expertise, while increasing the Digital footprint of the bank through a dedicated solution;

- ▶ delivery of solutions improving the Digital capacity of a leading credit rating agency;
- ▶ development of APIs (customer interface for communication of software components) to power a new Digital platform for a major global bank;
- ▶ Capgemini is the preferred partner of a French mass catering company for innovation and transformation, was asked to mentor the Digital transformation of the Company and steer more than 10 Digital projects;
- ▶ major Digital transformation contract with a European telecoms operator;
- ▶ 7-year service agreement with a US insurance company delivered through Capgemini's IBAS platform (Integrated Business Administration Services);
- ▶ digital transformation consulting assignment for a European car manufacturer;
- ▶ cloud-based Big Data & Analytics assignment for global leader in submarine systems;
- ▶ cybersecurity assignments for a leading European insurance company, an environmental agency, a Dutch discount chain and a cruise ship operator;
- ▶ systems integration and infrastructure consulting assignment for a top-three European airport;
- ▶ implementation of Digital applications for a Digital camera supplier;
- ▶ launch of a strategic transformation plan for an agricultural biotechnology company;
- ▶ automation of testing and transformation for a US finance company;
- ▶ building a new membership program, data model, deployment phase on a Digital customer engagement for a brand devised for the food retail business in the United Kingdom;
- ▶ transformation program for a German automotive equipment manufacturer to adopt next generation Digital technologies for Product Lifecycle Management (PLM).

Finally, the following contracts illustrate other commercial activity in 2016:

- ▶ Capgemini secured its position as a strategic supplier to HMRC (the UK government department primarily tasked with tax collection) notably in application development and management services through to June 2020 in support of HMRC's ambition of being one of the world's most digitally advanced tax authorities. In support of HMRC's decision to take greater control of IT, Capgemini will transition a number of services between now and June 2017 (March 2016);
- ▶ Capgemini announced the renewal of its managed services contact with the UK Ministry of Defense (March 2016);
- ▶ Capgemini signed a contract with a global medical technology company based in the US to manage all IT applications and deliver end-to-end ADM services (September 2016).

## Consolidated income statement

**Consolidated revenues** total €12,539 million for the year ended December 31, 2016, compared with €11,915 million in 2015, up 5.2% (+7.9% at constant foreign exchange rates). Operating expenses total €11,099 million compared with €10,653 million in 2015.

An analysis of costs by nature highlights a €351 million increase in personnel costs (+4.8%) to €7,611 million for 2016. Personnel costs represent 60.7% of revenues compared with 60.9% in 2015. The average headcount rose 15.1% in 2016 to 185,593, compared with 161,268 in 2015. Offshore employees represent 56% of the total Group headcount, compared with 54% in 2015.

An analysis of costs by function reveals:

- ▶ the cost of services rendered is €9,183 million, or 73.3% of revenues, down 0.9 point on 2015. This enabled an improvement in the gross margin to 26.7% of revenues in 2016;
- ▶ selling costs total €1,032 million, or 8.2% of revenues, a slight percentage increase on last year;
- ▶ general and administrative expenses total €884 million (7.0% of revenues), a reduction of 0.2 point on 2015 as a result of a strict cost control policy.

The **operating margin** is therefore €1,440 million in 2016, or 11.5% of revenues compared with 10.6% in 2015.

**Other operating income and expense** (including the amortization of intangible assets recognized in business combinations) represents an overall net expense of €292 million in 2016, compared with €240 million in 2015. This increase of €52 million is mainly due to integration costs as well as the amortization of intangible assets recognized in the context of the IGATE acquisition over 12 months in 2016.

**Operating profit** is €1,148 million (9.2% of revenues) compared with €1,022 million (8.6% of revenues) in 2015, an increase of 12.3%.

The **net financial expense** is €146 million, up on 2015 (€118 million). This rise is mainly due to the recognition of the coupon on the 2015 bond issue for a full 12 months in 2016.

An **income tax expense** of €94 million is recognized in respect of 2016, compared with income tax income of €203 million in 2015. This is due to the remeasurement of deferred tax assets on US tax loss carry-forwards in 2015 in the amount of €476 million and tax income (net) of €180 million in respect of goodwill arising on legal restructurings in 2016. Adjusted for this non-recurring item, the effective tax rate is 27.3% in 2016 (compared with 30.1% in 2015).

**Profit for the year attributable to owners of the Company** is €921 million in 2016, compared with €1,124 million in 2015. Basic earnings per share are €5.44 based on an average of 169,450,721 ordinary shares outstanding in 2016, compared with €6.67 based on an average of 168,452,917 ordinary shares outstanding in 2015.

## Outlook for 2017

For 2017, the Group forecasts revenue growth at constant exchange rates of 3.0%, an operating margin of 11.7% to 11.9% and organic free cash flow generation in excess of €950 million.

In addition:

- ▶ The Group expects the impact of currency movements on revenues to be minimal on a full year basis, with the impact of the pound sterling depreciation against the euro offsetting notably the appreciation of the US dollar and the Brazilian real.
- ▶ The Group looks into discontinuing its equipment resale activity in Brazil, which represented approximately €60 million in 2016. In order not to disrupt the analysis of quarterly trends, organic growth and growth at constant exchange rates will be presented after removing this activity from 2016 and 2017 revenues.
- ▶ The impact of acquisitions on revenue growth is estimated at this stage to be a few tens of basis points.

## Comments on the Cap Gemini S.A. Financial Statements

The Company reported **operating income** for the year ended December 31, 2016 of €304 million (including €264 million in royalties received from subsidiaries) compared with €312 million last year (including €258 million in royalties).

**Operating profit** is €162 million, compared with €175 million in 2015.

**Net finance income** totaled €867 million (compared with €1,037 million in 2015) and reflects the difference between:

- ▶ income of €1,197 million, mainly comprising reversals of provisions for equity interests (€646 million), particularly in the Netherlands, Asia-Pacific and Italy, foreign exchange gains on the pooling of currency risk at Group level (€243 million), the reversal of the provision on a derivative in own shares (€114 million), dividends received from subsidiaries (€69 million), income from loans granted to subsidiaries (€55 million) and income from derivatives in own shares unwound during the year (€50 million);

- ▶ expenses of €330 million, mainly comprising foreign exchange losses on the pooling of currency risk at Group level (€202 million), as well as interest on bond issues and a currency swap (€124 million).

This €170 million decrease in net finance income year-on-year was mainly due to the decrease in net reversals of provisions for equity interests.

The net non-recurring expense of €71 million compared with €25 million in 2015, is mainly attributable to the loss recognized on the transfer of shares on the exercise of BSAAR warrants (€14 million) and the exercise of ORNANE bonds (€56 million).

After an **income tax expense** of €8 million (compared with €30 million in 2015), mainly reflecting the income tax expense of the tax consolidation group, the Company reported a **net profit** of €950 million.

For a detailed presentation of the Group's activity and results over the past year, please refer to the 2016 Registration Document available on [www.capgemini.com](http://www.capgemini.com).

# 3. Presentation of the compensation of Mr. Paul Hermelin, Chairman and Chief Executive Officer

## THE COMPENSATION COMMITTEE

### PROCEDURES FOR SETTING THE COMPENSATION

The procedures for setting the compensation of the Chairman and Chief Executive Officer comply with the recommendations of the revised AFEP-MEDEF Code issued in June 2013 and amended in November 2016. These principles are regularly reviewed and discussed by the Compensation Committee which submits a report on its work and its resulting proposals to the Board of Directors for approval.

### RECOMMENDATIONS OF THE COMMITTEE

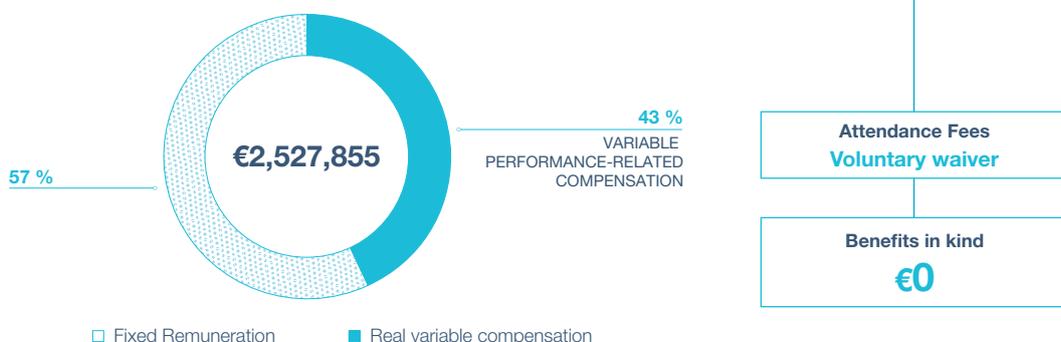
The Compensation Committee refers in particular to comparative studies to ensure the consistency and the competitiveness of both

compensation structure and calculation methods with market practice. The Committee's recommendations take account of executive management compensation levels and components in CAC 40 companies as well as observed practice in leading French and foreign Group competitors in the IT services and consulting sector.

*More detailed information on the components of Mr. Paul Hermelin's 2016 compensation presented for shareholders' vote can be found on pages 21, 22 and 23 of this Notice of Meeting and in the Corporate Governance section of the Cap Gemini 2016 Registration Document.*

## 2016 compensation of the Chairman and Chief Executive Officer

### Fixed and variable compensation



### Long-term compensation



## Variable compensation paid in respect of 2016

The quantitative criteria were assessed with respect to the objectives set by the Board of Directors' meeting of February 17, 2016 and attainment rates of between 94.98% and 120.22% led to compensation of €504,735.

The Board validated the Compensation Committee's assessment of the analysis and level of attainment of the qualitative criteria and set the amount of corresponding compensation at €571,120.

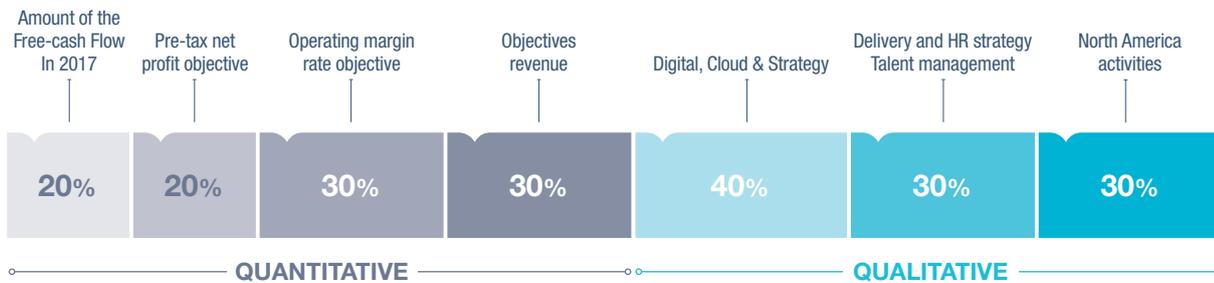
The variable compensation in respect of 2016 is therefore €1,075,855, i.e. 74.1% of the fixed compensation for the same year and 111.1% of the theoretical variable compensation (see schedule page 23).

## 2017 Variable compensation

### Variable compensation performance conditions

The theoretical variable compensation component is split into two parts: one part tied to Group performance indicators and consolidated results and a second part based on individual objectives set by the Board of Directors. Each part of the variable component can vary between 0% and a ceiling of 200% of the theoretical amount.

The level of attainment of objectives and the amount of the variable compensation component will be decided pursuant to the recommendation of the Compensation Committee by the Board of Directors' meeting held to approve the financial statements for fiscal year 2017.



# 4. Report of the Board of Directors on the draft resolutions

This report presents the proposed resolutions submitted to the Combined Shareholders' Meeting by the Board of Directors. It consists of this introduction, the overview statements preceding the resolutions and a summary table of financial authorizations currently in force or submitted for approval. The objective of this report is to draw your attention to the important points in the draft resolutions, in accordance with prevailing laws and regulations and with best corporate governance practice recommended for companies listed in Paris. It does not purport to be comprehensive and does not replace a careful reading of the draft resolutions prior to voting.

Shareholders are also invited to refer to the guidelines on the "Draft resolutions presented to shareholders of listed companies for vote", produced by the French business association, MEDEF, in conjunction with ANSA and AFEP and available in French on its website [www.medef.com](http://www.medef.com) for further information on the issues surrounding draft resolutions and the related legal framework application to French companies.

An overview of the financial position, activities and results of the Company and its Group during the last fiscal year and other information required by prevailing law and regulations are also presented in the management report on fiscal year 2016 included in the Registration Document (available on [www.capgemini.com](http://www.capgemini.com)), to which you are invited to refer.

## Resolutions presented at the Ordinary Shareholders' Meeting

### PRESENTATION OF THE 1<sup>ST</sup> AND 2<sup>ND</sup> RESOLUTIONS

#### APPROVAL OF THE FINANCIAL STATEMENTS

##### OVERVIEW

In these two resolutions, we ask you to approve the Company financial statements and the consolidated financial statements of Cap Gemini for the year ended December 31, 2016 as follows:

- ▶ the Company financial statements of Cap Gemini showing a net profit of €950,195,967.31;
- ▶ the consolidated financial statements of Cap Gemini showing net profit for the Group of €921 million.

#### FIRST RESOLUTION

##### Approval of the 2016 Company financial statements

The Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings and after having read:

- ▶ the management report of the Board of Directors;
- ▶ the Chairman's report established pursuant to Article L.225-37 of the French Commercial Code; and

- ▶ the Statutory Auditors' report on their audit of the Company, approves the Company financial statements for the year ended December 31, 2016, showing net profit for the year of €950,195,967.31, as presented, and the transactions recorded therein and summarized in these reports.

#### SECOND RESOLUTION

##### Approval of the 2016 consolidated financial statements

The Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings and after having read:

- ▶ the Group management report of the Board of Directors for 2016; and

- ▶ the Statutory Auditors' report on the consolidated financial statements, approves the consolidated financial statements for the year ended December 31, 2016, showing net profit for the Group of €921 million, as presented, and the transactions recorded therein and summarized in these reports.

## PRESENTATION OF THE 3<sup>RD</sup> RESOLUTION

### REGULATED AGREEMENTS AND COMMITMENTS

#### OVERVIEW

In this resolution, we ask you to take due note that no new related-party agreement or commitment, which had not previously been approved by the shareholders, has been authorized during the year ended December 31, 2016.

As indicated in the Statutory Auditors' special report, the registration of Mr. Hermelin as beneficiary of a supplementary pension scheme, which was previously approved by shareholders at the Combined Shareholders' Meeting of April 26, 2007, is the only agreement authorized in previous years with continuing effect during 2016.

As a reminder, the Board of Directors decided on July 29, 2015 to freeze the rights of Mr. Paul Hermelin pursuant to the supplementary pension plan, with effect as of October 31, 2015. This was a favorable development for the Company with regard to the commitment it made to Mr. Hermelin. This plan was closed to potential new beneficiaries with effect on the same date.

During 2016, Mr. Paul Hermelin did not receive any compensation pursuant to this agreement.

Pursuant to Article L.225-40-1 of the French Commercial Code, the Board of Directors performed an annual review of this agreement.

#### THIRD 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 agreement or commitment, which had not previously been approved by the shareholders, has been authorized during the year ended December 31, 2016.

PRESENTATION OF THE 4<sup>TH</sup> RESOLUTION

## APPROPRIATION OF EARNINGS AND DIVIDEND

## OVERVIEW

The fourth resolution relates to the appropriation of earnings for the year ending 2016 and the setting of dividend.

It is proposed that the dividend be set at €1.55 per share for a total of €261,229,107.40 based on the number of shares ranking for dividends at December 31, 2016.

In line with the Group's historic dividend distribution policy that ensures a balance between the investments required for its long-term development and the redistribution of profits to shareholders, the corresponding payout ratio is 35.9% of the net profit (Group share) adjusted for non-recurring non-cash tax income.

Residual distributable profits for the year, *i.e.* €3,066,390,921.28, shall be added to retained earnings.

For individual beneficiaries who are French tax residents, this dividend 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*).

Taking account of the recommendations of certain investors, and so as not to encourage security lending/borrowing transactions around the date of the Shareholders' Meeting, the Board of Directors proposes an ex-dividend date of May 22, 2017 and a dividend payment date starting from May 24, 2017.

## FOURTH RESOLUTION

## Appropriation of earnings and setting of 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, 2016 as follows:

■ net profit for the year	€950,195,967.31
■ no funding of the legal reserve as already fully funded	
<b><i>i.e. a balance of:</i></b>	<b>€950,195,967.31</b>
■ retained earnings of previous years:	€2,377,424,061.37
<b><i>i.e. distributable earnings:</i></b>	<b>€3,327,620,028.68</b>
■ allocated to:	
payment of a dividend of €1.55 per share:	<sup>(1)</sup> €261,229,107.40
retained earnings for the balance:	€3,066,390,921.28
<b>giving a total of:</b>	<b>€3,327,620,028.68</b>

(1) The total amount of the distribution is calculated based on the number of shares ranking for dividends at December 31, 2016, *i.e.* 168,534,908 shares, and could therefore change (and the same may be for the total amount of retained earnings) if this number varies between January 1, 2017 and the ex-dividend date.

It should be noted that the dividend, set at €1.55 for each of the shares bearing dividend rights on January 1, 2017, 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*).

The ex-dividend date will be May 22, 2017 and the dividend will be payable from May 24, 2017.

If, at the time of payment of the dividend, the number of treasury shares held by the Company has evolved compared to that held on December 31, 2016, 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 over the past three fiscal years:

	Total amount <sup>(1)</sup> (in euros)	Distributed income <sup>(2)</sup> (in euros)	Dividend per share (in euros)
Fiscal year 2015	231,221,780.55	228,749,429.70	1.35
Fiscal year 2014	195,149,725.20	198,381,067.20	1.20
Fiscal year 2013	176,273,919.80	174,095,386.30	1.10

(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 as a result of a 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. These amounts were fully eligible for the 40% tax rebate referred to in Article 158.3.2° of the French Tax Code (*Code Général des Impôts*) for each fiscal year.

## PRESENTATION OF THE 5<sup>TH</sup> RESOLUTION

### APPROVAL OF THE CHAIRMAN AND CHIEF EXECUTIVE OFFICER COMPENSATION POLICY

#### OVERVIEW

Shareholders are now asked to approve the compensation policy applicable to corporate executive officers pursuant to the new provisions of Article L.225-37-2 of the French Commercial Code, introduced by the so-called Sapin II law on transparency, the fight against corruption and the modernization of the economy.

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 and constituting the compensation policy applicable to such officer for 2017, were approved by the Board of Directors on February 15, 2017 upon recommendation from the Compensation Committee. They are detailed in the Board of Directors' report presented in Section 2.4.1 of the 2016 Registration Document.

For ease of reading, this report is set out in full below.

#### Chairman and Chief Executive Officer compensation policy

The description of the compensation policy set out below corresponds to the report of the Board of Directors to shareholders established pursuant to the provisions of Article L.225-37-2 of the *Code de Commerce* related to the principles and criteria of the Executive Officers compensation. It remains subject to shareholders' approval at the Combined Shareholders' Meeting of May 10, 2017.

#### General principles

The procedures for setting the compensation of the Chairman and Chief Executive Officer comply with the recommendations of the revised AFEP-MEDEF Code issued in November 2016. Compensation components and structure were determined in accordance with the recommendations of this Code, whether fixed or variable compensation, the grant of equity instruments or supplementary pension benefits.

In addition to complying with "market" rules and in line with past Group practice, the Chairman and Chief Executive Officer does not have an employment agreement, is not entitled to termination benefits, is not covered by a non-compete clause and receives no benefits in kind. In addition, he has waived his right to receive attendance fees since fiscal year 2009.

These principles are regularly reviewed and discussed by the Compensation Committee which submits a report on its work and its resulting proposals to the Board of Directors for approval.

The Compensation Committee refers in particular to comparative studies to ensure the **transparency, consistency and competitiveness** of both the compensation level and structure and calculation methods with market practice. The Committee's recommendations take account of executive management compensation levels and components in CAC 40 companies as

well as observed practice in leading French and foreign Group competitors in the IT services and consulting sector. Compensation publication practice varies significantly between the countries and legal structures of competitors, in particular in the case of partnerships. CAC 40 companies are therefore the most relevant benchmark and the most transparent, but additional analyses take account of the international and competitive aspects of the sector in which the Company operates.

The Compensation Committee took due note of the observations issued to Cap Gemini in July 2014 by the High Committee for Corporate Governance (*Haut Comité de Gouvernement d'Entreprise*, HCGE) and of its 2015 and 2016 activity reports, as well as of the AMF 2015 and 2016 reports on corporate governance and executive management compensation in listed companies. These observations were taken into account and integrated into the items detailed below. No observations were made in 2015 and 2016.

When performing comparisons with French companies of comparable size and ambition, the Compensation Committee ensures that Cap Gemini's practices are in line with the best practices of CAC 40 companies in terms of both the clarity and consistency of methods applied. As in previous years, the Group participated in 2016 in comparative studies of the main French companies carried out by specialist firms. These comparisons show that Mr. Paul Hermelin's global compensation is close to the median compensation for CAC 40 companies, and is of an adequate level compared with comparable sector compensation in France and abroad. The Group also ensures that the respective proportions of fixed and variable components and share grants valued in accordance with IFRS are **balanced**, in line with market practices and **linked to Company's performance and aligned to Group strategy**. The fixed component is determined in accordance with a major philosophy specific to the Group, which aligns the compensation structure of the Chief Executive Officer **with that of key operating managers**. One of the historical rules of the Group is that the remuneration of executive management comprises a fixed component equal to 60% of the target theoretical compensation and a variable component equal to 40% of this amount subject to the attainment of pre-defined collective and individual objectives.

The Compensation Committee also monitors the main practices of its international competitors. Compensation practices in North America and India are structurally and culturally different from those applied in European companies. Observing their practices nonetheless provides relevant information on the nature of the market and compensation levels. In American companies such as CSC, Accenture and IBM, total compensation includes a substantial proportion of long-term share-based compensation.

### Procedures for setting fixed and variable compensation

The procedures for setting Mr. Paul Hermelin's compensation in respect of fiscal year Y are adopted by the Board of Directors' Meeting in Y held to approve the financial statements of fiscal year Y-1. As indicated above, this compensation comprises – as does that of all key executive managers of the Group – fixed compensation paid in 12 monthly installments equal to 60% of the total theoretical amount if objectives are achieved and variable compensation equal to 40% of this total theoretical amount, closely correlated to the Company's performance.

The Board of Directors therefore approves at the beginning of the year for the year in progress:

- ▶ the theoretical fixed and variable compensation components. The theoretical variable component is in turn split into two parts: V1 tied to Group performance indicators and consolidated results and V2 based on the attainment of individual objectives, with 50% minimum based on quantified objectives, set by the Board of Directors. Each of these components can vary between 0% and a ceiling equal to 200% of the theoretical amount. Therefore, as a result of this system, fixed plus variable compensation may vary between 60% and 140% of annual theoretical/target compensation. **The variable component and the total compensation are therefore both capped and the variable component may not represent more than 133% of fixed compensation as indicated in the summary table below;**
- ▶ the fixed component is not reviewed annually, but after several years in accordance with the AFEP-MEDEF Code. Mr. Paul Hermelin's fixed compensation was increased in 2008 and was only reviewed in 2013 (+10%) following an extension of his responsibilities and to reflect the strong growth and international expansion of the Group and has remained unchanged since;
- ▶ the internal performance indicators included in the calculation of the V1 component and the weighting applied to each indicator. The level of attainment of these indicators is determined based on a comparison of actual audited and budgeted Group consolidated results. The indicators adopted in line with the key indicators presented regularly to the market and are tied to:
  - growth through Group Revenue for 30%,
  - operating profitability through Group Operating margin for 30%,

- cash generation through the Group Free Organic Cash Flow for 20%,

- shareholders return through net profit for another 20% as this is the driver to assess the dividend level;

- ▶ the individual performance objectives underlying V2 compensation. The strategic and operating objectives for 2016 fell into four main categories, "Successful IGATE integration", "New Strategic Development", "Strategic agenda around Industrialization and account centric culture" and "HR transformation". The Board of Directors ensured the objectives were based on directly measurable items so that overall **75% of the total variable compensation was based on quantitative data** and, that objectives are clearly tied to the roll out of the Group's strategy priorities approved by the Board of Directors as conditions to deliver the long term strategic plan.

The V1 component varies in line with a formula applied for many decades within the Group, that accelerates actual performance upwards and downwards such that:

- ▶ the V1 component is nil if the weighted performance of financial indicators is less than or equal to 75%;
- ▶ the V1 component can reach twice the theoretical amount if the weighted performance is greater than or equal to 125%; varying on a straight-line basis between these two limits.

The level of attainment of objectives and the amount of the variable compensation components are decided pursuant to the recommendation of the Compensation Committee, by the Board of Directors' Meeting in Y+1 held to approve the financial statements of fiscal year Y. The Committee meets on several occasions before the Board of Directors' Meeting to appraise the percentage attainment by Mr. Paul Hermelin of his objectives. An executive session of the Board was held in December 2016 and another one in February 2017 to assess such performance before the Board of Directors which decides the level of attainment by Mr. Hermelin of his objectives.

The variable compensation used to be paid end of March, after the Board of Directors' Meeting that approves the financial statements for fiscal year Y, underlying the calculation of the various variable compensation components and that decided the percentage attainment of individual objectives set. Going forward, the variable compensation of the Chairman and Chief Executive Officer will be paid following approval by the Shareholders Meeting of the compensation elements for fiscal year Y.

### Summary table of the theoretical structure of fixed and variable compensation

Theoretical compensation structure, base 100	Target	Min	Max
Gross fixed compensation	60	60	60
Annual variable compensation V1	20	0	40
Annual variable compensation V2	20	0	40
Multi-year variable compensation	0	0	0
<b>THEORETICAL TOTAL IF OBJECTIVES ARE ATTAINED</b>	<b>100</b>	<b>60</b>	<b>140</b>
% variable / fixed	67%	0%	133%

### Cap Gemini share-based incentive policy procedures

The Group stopped granting stock options in 2009 and now grants performance shares in accordance with the following principles:

- ▶ performance shares are granted subject to the same conditions of presence and performance as applicable to other Group beneficiaries and **all shares are subject to performance conditions**. Mr. Paul Hermelin received performance shares in 2009, 2012, 2013, 2014, 2015 and 2016 but was not granted any shares in 2010 or 2011;
- ▶ the performance conditions are ambitious, as demonstrated by the first two share grants in 2009 and 2010, where the vesting rates were only 50% and 68.5%, respectively, of the number of shares initially granted;
- ▶ the performance conditions are set in the resolution submitted for shareholders' approval and include, internal and external performance conditions in accordance with the AMF recommendation, and are calculated over a three year period;
- ▶ the number of shares granted to executive corporate officers pursuant to the resolutions presented to shareholder vote is limited (maximum of 10% of shares available for grant set in the last resolution voted on May 18, 2016 and maximum of 5% for an Executive Director alone). The performance shares granted to Mr. Paul Hermelin in 2014 and 2015 represented 3.14% and 2.32% respectively of the total amount authorized by the Combined Shareholders Meeting for the corresponding periods and 3.58% and 3.2% of the total amount granted to all beneficiaries within these resolutions. These percentages were 2.44% and 2.52% respectively for 2016. Since 2009 and over eight performance share grants, the average percentages are 2.19% and 2.99% respectively;
- ▶ the IFRS value of shares granted targets not to exceed around 100% of the theoretical yearly cash compensation for a given year, and over the last three years this value has ranged from 60% to 93% of the theoretical cash compensation;
- ▶ Mr. Paul Hermelin is required to hold all vested performance shares received under the 2009, 2012 and 2013 plans until the later of:
  - the end of the mandatory two-year holding period (2009 plan), extended to four years (2012 and 2013 plan), and
  - the expiry of his term as corporate officer.
- ▶ Since then and in accordance with the recommendation of the AFEP-MEDEF Code, the Board of Directors decided that vested performance shares representing at least 50% of shares must be retained, where the amount of shares held represents less than twice the theoretical annual salary (fixed and variable). Once this threshold is reached, the obligation to

retain performance shares only applies to one third of shares vested. As this threshold had been attained at the time of the July 2014 grant and similarly as of the July 2015 and 2016 grants, the obligation to hold shares that vest as a result of these grants was set at one-third of vested shares vested;

- ▶ given the significant number of shares held by Mr. Paul Hermelin, he has not been required to buy a set number of shares on the delivery of the vested shares;
- ▶ share hedging transactions are prohibited before the end of the mandatory holding period. This prohibition is included in the grant plan rules and applies to all beneficiaries. It applies since the first performance share grant plan in 2009;
- ▶ in accordance with the recommendations of the AFEP-MEDEF Code, performance share grants will be performed from now on at the same calendar periods and will be decided by either the Board of Directors' Meeting at the end of July or the following meeting. This was the case in 2015 and 2016 as the grant was made in July in both cases;
- ▶ however a special grant was made in February 2016 targeting former IGATE employees as at the time of the 2015 grant made in July 2015, IGATE had just been bought not leaving enough time to ensure a proper selection of the beneficiaries. Therefore and after having informed the HCGE of our intention, a special grant has been made in February 2016 for this specific and limited population. Neither the Chief Executive Officer nor the Group Executive Committee members were concerned by this grant.

### Other items

The Chairman and Chief Executive Officer:

- ▶ has waived his right to receive director's fees since 2009;
- ▶ is not entitled to termination benefits;
- ▶ is not covered by a non-compete clause;
- ▶ does not benefit from a multi-year variable or deferred compensation mechanism;
- ▶ does not benefit from one off awards;
- ▶ does not have fringe benefits.

The terms of the supplementary pension which rights were frozen in 2015 following the closing of the plan are described in section 2.4.2 thereafter, being specified that when implemented the plan was fully aligned with AFEP-MEDEF Code recommendations.

A one off award, if any would only be applicable in case of an external hiring of an Executive Officer with the need to buy out awards that would be lost following this hiring decision. In such case, the award would be proportionate to the lost amounts.

### Fixed and variable compensation of the Chairman and Chief Executive Officer for 2017

Following the principles just described, the Board decided, pursuant to the recommendation of the Compensation Committee, to leave Mr. Paul Hermelin's theoretical compensation unchanged for 2017 at €2,420,000 (since 2013). This implies that the fixed part of Mr. Hermelin, will remain at €1,452,000 for 2017. The Board also set the procedure for calculating the variable component of Mr. Hermelin's compensation for fiscal year 2017, defining the performance indicators underlying the V1 calculation, as well as the personal strategic objectives adopted for the V2 component.

Accordingly, the operating indicators adopted for 2017 V1 compensation will remain as follows:

- ▶ revenue growth: 30% weighting;
- ▶ operating margin rate: 30% weighting;
- ▶ pre-tax net profit: 20% weighting;
- ▶ free cash flow: 20% weighting.

The level of attainment of these indicators will be determined as in past years, based on a comparison of actual audited and budgeted Group consolidated results and will be subject to the accelerated formula (upward or downward).

The personal strategic objectives adopted for 2017 V2 variable compensation have been assigned an individual specific weight. They relate to the operational transformation of the Group in 2017 in line with its strategic plan and associated indicators, in particular around:

- i) the Digital and Cloud strategic road map, 40% weighting (out of which 15% quantifiable);
- ii) the HR and delivery strategy around diversity, talent management and mobility, 30% weighting (out of which 15% quantifiable); and
- iii) the growth of the North American market, 30% weighting (out of which 20% quantifiable).

The Compensation Committee has formalized these objectives in such a way as they can be clearly assessed on objective grounds at the end of 2017 with a weight of 50% based on quantified objectives and the Board shared the same imperative when finalizing the objectives. Therefore 75% of the variable part will be subject to a quantitative evaluation in 2017.

Payment of the variable compensation of the Chairman and Chief Executive Officer for fiscal year 2017 remains subject to approval by the shareholders at the Shareholders' Meeting to be held in 2018.

## FIFTH 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 report prepared in accordance with

Article L.225-37-2 of the French Commercial Code, 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 granted to the Chairman and Chief Executive Officer by virtue of his office as detailed in the said report.

## PRESENTATION OF THE 6<sup>TH</sup> RESOLUTION

### VOTE ON THE COMPONENTS OF COMPENSATION DUE OR AWARDED IN RESPECT OF FISCAL YEAR 2016 TO MR PAUL HERMELIN, CHAIRMAN AND CHIEF EXECUTIVE OFFICER

#### OVERVIEW

Pursuant to the revised AFEP-MEDEF Code issued in November 2016 with which Cap Gemini complies, the compensation of each executive corporate officer due or awarded in respect of fiscal year 2016 must be presented to the Shareholders' Meeting for a mandatory vote. The following table

summarizes the 2016 compensation components of Mr. Paul Hermelin, subject to shareholder mandatory vote pursuant to the "say on pay" policy.

This table is also set out in Section 2.4.2 of the 2016 Registration Document of Cap Gemini.

### Compensation components due or awarded in respect of 2016 to Mr. Paul Hermelin, Chairman and Chief Executive Officer and subject to shareholder mandatory vote

	Amount or accounting value subject to vote	Presentation
<b>Fixed compensation</b>	<b>€1,452,000</b> (paid in 2016)	The gross fixed compensation of €1,452,000 for fiscal year 2016 was approved by the Board of Directors on February 17, 2016 at the recommendation of the Compensation Committee. It represents 60% of the total theoretical compensation if objectives are attained and is reviewed at long intervals in accordance with the AFEP-MEDEF Code. This amount is unchanged on 2013 when it was increased by 10% to reflect the change in Mr. Paul Hermelin's role who became Chairman and Chief Executive Officer at the end of the Combined Shareholders' Meeting of May 24, 2012, the extension of his responsibilities and the evolution and internationalization of the Group since 2008, when his compensation was last modified. The annualized increase in his theoretical compensation since 2008 and therefore in his fixed compensation is 1.2% <i>per annum</i> . This theoretical compensation falls within the average for CAC 40 executives.
<b>Annual variable compensation</b>	<b>€1,075,855</b> (paid in 2017)	<p>During the Board of Directors' Meeting of February 15, 2017, the Board, based on the audited and approved accounts and at the recommendation of the Compensation Committee, assessed the amount of Mr. Paul Hermelin's variable compensation for fiscal year 2016, of a target amount if objectives are attained of €968,000, i.e. 40% of his total theoretical compensation and comprising two equal components, V1 and V2, that may vary between 0% and 200% of the theoretical amount.</p> <p><b>V1 component:</b> this component is calculated in accordance with quantifiable criteria and the following respective weightings, all relating to the financial results as compared to an ambition decided by the Board:</p> <ol style="list-style-type: none"> <li>1) % attainment of the <b>revenue: 30%</b> weighting;</li> <li>2) % attainment of the <b>operating margin rate: 30%</b> weighting;</li> <li>3) % attainment of <b>pre-tax net profit: 20%</b> weighting;</li> <li>4) 2016 <b>Free Cash Flow: 20%</b> weighting.</li> </ol> <p>These objectives were assessed with respect to the objectives set by the Board of Directors' Meeting of February 17, 2016.</p> <p><b>Attainment rates</b> for these four objectives were <b>98.39%, 94.98%, 95.07% and 120.22%</b> respectively, which taking account of the relative weighting of each objective, gives a <b>weighted attainment rate of 101.07%</b>.</p> <p>The Group's historical calculation formula accelerates actual performance upwards and downwards such that:</p> <ul style="list-style-type: none"> <li>■ if the weighted performance of the above four financial indicators is less than or equal to 75% (was 70% last year), the V1 component will be nil;</li> <li>■ if the weighted performance of the above four financial indicators is greater than or equal to 125% (was 130% last year), the V1 component will be capped and equal to twice its theoretical amount.</li> </ul> <p>Accordingly, with this formula, a one point variance in the weighted attainment rate increases or decreases the variable component by 4%. Therefore, application of the formula to the weighted attainment rate of 100.1% in 2016 results in the multiplication of the theoretical variable component by <b>104.28%, giving an amount of 968,000/2*104.28= €504,735</b>.</p> <p><b>V2 component:</b> The evaluation and the associated proposal have been prepared on the basis of the work done by the Compensation Committee which reviewed the various qualitative objectives grouped into four categories: "Success of IGATE integration" for 30%, "new strategic development" for 20%, "Strategic agenda around industrialization and account centricity culture" for 25% and "HR transformation" for 25%.</p> <p>For the first <b>category (Success of IGATE integration-30%)</b>, the Board set three indicators each with the same weight, including two quantitative measures around i) ensuring the retention of the IGATE VP talent base and ii) ensuring the retention of the IGATE top 20 client base, through a net revenue increase in 2016 vs. 2015. For these two quantitative measures the achievements were on i) exceeded and on ii) an increase superior to Group growth. For the third indicator, the Board made a qualitative evaluation of the integration impact on the strengthening of our Indian and US operations and of our client centric culture and highlighted in particular, a reinforced account centricity culture and Capgemini brand. In regard to the achieved quantified indicators and to the qualitative evaluation, <b>the Board considered that the objectives set for this category have been achieved at 140%</b>.</p> <p>For the second <b>category (Next strategic development-20%)</b>, the Board based its recommendations on two qualitative objectives i) the identification of appropriate acquisition targets and ii) the Cloud and Digital development strategy. <b>Given these achievements, the Board considered that the objectives set for this category have been realized at 90%</b>.</p>

Amount or  
accounting  
value  
subject to  
vote

**Presentation**

For the third **category (Industrialization and account centricity-25%)**, the Board took into consideration three quantitative indicators each with a 5% weight i) the revenue growth of Cloud and Digital offerings, ii) a corresponding ambitious contribution margin trend and iii) the growth of Group & countries strategic accounts to be higher than the Group revenue growth. For these three indicators the achievements have been considered respectively i) exceeded with a growth of Cloud and Digital offerings higher than 20%, ii) not reached and iii) exceeded. In addition, the Board considered from a qualitative standpoint accounting for 10% overall, that covers i) the successful European transformation plan, ii) the launch of a reinforced Digital organization driving high growth in this domain and iii) the drive toward a global mindset through the Power of One initiatives and set the qualitative part at 100%. **The Board considered that the objectives set for this category have been realized at 133% for the quantitative objectives and at 100% for the qualitative ones for an overall total of 120%.**

For the fourth **category (HR transformation-25%)**, the Board considered as well two set of quantitative measures counting for 15% around i) the hiring and development of Senior Executives with a refreshment of the VP population including external hires and ii) an acceleration of mobility within the Group in 2016. For these indicators the achievements have been respectively i) achieved for the refreshment ratio and exceeded with a number of recruited VPs from Cloud & Digital domains aligned to our growth in these sectors and ii) an increase of the mobility with 26% more moves than targeted within the VP population. In addition, the Board evaluated from a qualitative standpoint accounting for 10% overall, the HR strategy implemented to accelerate cross unit mobility and succession plans looking at i) the deployment across all units of the Strategic Talent Reviews aimed at covering successions plans, improving gender diversity and boosting mobility, ii) the study made with a top notch company to evaluate a set of Group top executives and iii) the deployment of a revamped leadership model. **The Board considered that the HR transformation objectives have been reached at 112%.**

The Board approved a rounded weighted performance of 118% as per the table below:

Objective type	Target		Proposal	
	Computed	Qualitative	Computed	Qualitative
IGATE integration	20%	10%	30.1%	12%
New strategic development		20%		18%
Strategic agenda	15%	10%	20%	10%
HR transformation	15%	10%	18.2%	10%
<b>Total</b>	<b>50%</b>	<b>50%</b>	<b>68.3%</b>	<b>50%</b>
	<b>Target</b>	<b>100%</b>	<b>Proposed</b>	<b>118%</b>

leading to a **V2 calculation of €571,120.**

Accordingly, a **variable compensation of €1,075,855** was approved by the Board for 2016, **i.e. 74.1% of his fixed compensation for the same year and 111.1% of the theoretical variable compensation.** Total fixed and variable compensation for 2016 is therefore **€2,527,855** i.e. 104.5% of the theoretical compensation and may be summarized as follows:

**2016 Variable compensation calculation for Mr. Paul Hermelin**

**V1: quantitative part based on budgeted financial targets**

Indicators	Weight	% of achievement	Weighted
Total Revenue	30%	98.4%	29.5%
Operational Margin %	30%	95.0%	28.5%
Net results before tax	20%	95.1%	19.0%
Organic Free cash Flow	20%	120.2%	24.0%
Total weighted R/B before flex			101.1%
Total weighted after 75/125 flex (4*weighted R/B-3)			104.3%
Variable V1 on target			484,000
<b>Computed V1</b>			<b>504,735</b>

Amount or accounting value subject to vote	Presentation	
	<b>V2: qualitative part based on 2016 objectives</b>	
	<b>Categories</b>	<b>Weight</b>
	Successful IGATE integration	30%
	Next strategic development	20%
	Account centricity and Industrialisation	25%
	HR strategy	25%
	Variable V2 on target	484,000
	<b>Computed V2</b>	<b>571,120</b>
	<b>TOTAL 2016 VARIABLE COMPENSATION</b>	<b>1,075,855</b>
	As a % of the total variable on target	111.1%
	As a % of fixed compensation	74.1%
	The variable compensation due in respect of a given year is calculated based on the audited accounts approved by the Board at the beginning of Y+1 and is paid after the submission of the compensation policy to the shareholders.	
<b>Deferred variable compensation</b>	N/A	There is no deferred variable compensation.
<b>Multi-year variable compensation</b>	N/A	There is no multi-year variable compensation mechanism.
<b>Exceptional compensation</b>	N/A	No exceptional compensation was paid.
<b>Stock options, performance shares or any other form of long-term compensation</b>	<b>Performance shares €2,212,650 (accounting value on grant date)</b>	<p>42,000 shares granted subject to performance and presence conditions.</p> <p>The vesting of performance shares is contingent on the realization of both an external performance condition and an internal performance condition. The internal performance condition accounts for 50% of the grant and is based on Organic Free Cash Flow over the three-year period from 2016 to 2018. The minimum amount necessary for shares to vest is €2.4 billion. Above this threshold, shares vest progressively on a straight-line basis, with the maximum grant requiring Organic Free Cash Flow of €2.7 billion or more. The external performance conditions accounts for 50% of the grant and is based on the comparative performance of the Cap Gemini share over three years against the average performance of a basket of 8 comparable companies in the same business sector and from at least 5 countries (Accenture/CSC/Atos/Tieto/Sopra Steria/CGI Group/Infosys and Cognizant) and the CAC 40 index (new since 2014). Accordingly, no shares vest if the relative performance of the Cap Gemini share is less than 100% of the performance of the basket of comparable companies, while 100% of shares vest only if this relative performance is at 110% or above. If performance is similar to that of the market only 50% of the initial grant vests. <b>The external condition has been strengthened</b> as the effective vesting of shares starts from a minimum achievement of 100% of the basket of comparable companies, while it historically started at 90%.</p> <p>The number of shares that may vest to the executive corporate officer may not exceed 0.001% of the share capital.</p> <p>Authorized by the Combined Shareholders' Meeting of May 18, 2016.</p> <p>Ninth resolution</p> <p>Grant authorized by the Board of Directors on July 26, 2016</p>
	<b>Stock options = N/A</b> <b>Other items = N/A</b>	No stock options or other items were granted.
<b>Attendance fees</b>	<b>Voluntary waiver</b>	The Board of Directors took due note of Mr. Paul Hermelin's decision to waive his right to collect attendance fees as a director of Cap Gemini S.A. in respect of 2016 (as both Mr. Serge Kampf and he have done for the last seven years).
<b>Valuation of benefits in kind</b>	€0	No benefits in kind.

**SIXTH RESOLUTION****Vote on the components of compensation due or awarded in respect of fiscal year 2016 to Mr. Paul Hermelin, Chairman and Chief Executive Officer**

The Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings, issues a favorable opinion on the components of compensation due or

awarded in respect of fiscal year 2016 to Mr. Paul Hermelin, Chairman and Chief Executive Officer, as presented in Section 2.4.2 of the 2016 Registration Document, in the paragraph entitled "Components of compensation due or awarded in respect of fiscal year 2016 to Mr. Paul Hermelin, Chairman and Chief Executive Officer, subject to shareholder mandatory vote".

PRESENTATION OF THE 7<sup>TH</sup>, 8<sup>TH</sup>, 9<sup>TH</sup> AND 10<sup>TH</sup> RESOLUTIONS

## APPOINTMENT OF A DIRECTOR – RENEWAL OF THE TERM OF OFFICE OF DIRECTORS

## OVERVIEW

The Board of Directors of Cap Gemini S.A., meeting on March 8, 2017, decided to strengthen its composition by proposing the appointment of Mr. Patrick Pouyanné as a member of the Board of Directors while proposing the renewal of the terms of office of all directors whose offices expire at end of the Combined Shareholders' Meeting of May 10, 2017 for a period of

four years, that is Ms. Anne Bouverot and Messrs. Daniel Bernard and Pierre Pringuet.

Assuming approval of these resolutions by the Combined Shareholders' Meeting, the Board of Directors would have 16 directors, with 62% of independent directors<sup>(1)</sup> and 43% of female directors<sup>(2)</sup>.

## Appointment of a new director – Mr. Patrick Pouyanné

In order to improve the staggered renewal of the terms of office of directors, particularly in anticipation of the numerous offices that will expire in 2018, the Board wished to strengthen its composition immediately by proposing to the Combined Shareholders' Meeting of May 10, 2017 the appointment of Mr. Patrick Pouyanné as a member of the Board of Directors for a period of four years.

Chairman and Chief Executive Officer of TOTAL, Mr. Pouyanné will bring to the Board his expertise in macroeconomic and geopolitical issues and his experience in managing a leading international energy group, a sector where new technologies play an essential role. The Board has indicated that Mr. Pouyanné may be considered independent pursuant to the criteria of the AFEP-MEDEF Code to which the Company refers.



## PATRICK POUYANNÉ



## BIOGRAPHY – PROFESSIONAL EXPERIENCE

A graduate of École Polytechnique and a Chief Engineer of France's Corps des Mines engineering school, Mr. Patrick Pouyanné held various administrative positions in the Ministry of Industry and other cabinet positions (technical advisor to the Prime Minister in the fields of the Environment and Industry – Édouard Balladur – from 1993 to 1995, Cabinet Director for the Minister for Information and Aerospace Technologies – François Fillon – from 1995 to 1996) between 1989 and 1996. In January 1997, he joined TOTAL's Exploration & Production division, first as Chief Administrative Officer in Angola, before becoming Group representative in Qatar and President of the Exploration and Production subsidiary in that country in 1999. In August 2002, he was appointed President, Finance, Economy and IT for Exploration & Production. In January 2006, he became President, Strategy, Growth and Research in Exploration & Production and was appointed a member of the Group's Management Committee in May 2006. In March 2011, Mr. Pouyanné was appointed Vice-President, Chemicals, and Vice-President, Petrochemicals. In January 2012, he became President, Refining & Chemicals and a member of the Group's Executive Committee.

On October 22, 2014, he was appointed Chief Executive Officer of TOTAL and President of the Group's Executive Committee. On May 29, 2015, he was appointed by the Annual Shareholders' Meeting as director of TOTAL S.A. for a 3-year term. At its meeting on December 16, 2015, the Board of Directors of TOTAL appointed him as Chairman of the Board of Directors as of December 19, 2015 for the remainder of his term of office as director. Mr. Patrick Pouyanné therefore is now Chairman and Chief Executive Officer of TOTAL.

Mr. Pouyanné will bring to the Board of Directors of Cap Gemini his expertise in macroeconomic and geopolitical issues and his experience in managing a leading international energy group, a sector where new technologies play an essential role.

## Principal office:

Mr. Patrick Pouyanné has been Chairman and Chief Executive Officer of TOTAL S.A. since December 2015. He has been a Director of TOTAL S.A. since May 2015, he is also Chairman of the Strategic Committee.

## OFFICES HELD IN 2016 OR CURRENT OFFICES AT DECEMBER 31, 2016

## Chairman and Chief Executive Officer of:

- ▶ TOTAL S.A.\* (since December 2015)

## OTHER OFFICES HELD DURING THE LAST FIVE YEARS (OFFICES EXPIRED)

## Offices held in TOTAL group:

## Chairman and Director of:

- ▶ Total Raffinage-Chimie (until 2014)
- ▶ Total Petrochemicals & Refining S.A./NV (until 2014)

## Date of birth:

June 24, 1963

## Nationality:

French

## Business address:

TOTAL S.A.  
2, Place Jean Millier  
92400 Courbevoie

## First appointment:

2017

## Expiry of term of office:

2021

(Ordinary Shareholders' Meeting held to approve the 2020 financial statements)

## Number of shares held at

March 6, 2017:

1,000

(\*) Listed company.

(1) Directors representing employees and employee shareholders are not taken into account in the calculation of this percentage in accordance with the provisions of the AFEP-MEDEF Code.

(2) The two directors representing employees are not taken into account in the calculation of this percentage in accordance with the provisions of Article L.225-27 of the French Code of Commerce.

## Renewal of the terms of office of directors

The Board of Directors proposes to shareholders the renewal of the terms of office of all directors whose offices expire at end of the Combined Shareholders' Meeting of May 10, 2017 for a period of four years, that is Ms. Anne Bouverot and Messrs. Daniel Bernard and Pierre Pringuet.

### Mr. Daniel Bernard

Mr. Daniel Bernard has been a director of Cap Gemini since 2005 and Lead Independent Director since 2014. He is also Chairman of the Ethics & Governance Committee and a member of the Strategy & Investment Committee. As the former Chairman and Chief Executive Officer of international groups and the current Chairman of the investment company, Provestis, he brings to the Board of Directors considerable experience in the management of leading international companies where he has

held top positions, together with reputed expertise in corporate governance, gained through major corporate governance responsibilities in leading listed companies in France and the United Kingdom.

Mr. Daniel Bernard also contributes to the Board's strategic discussions, thanks notably to his considerable experience in the retail sector and its digital transformation.



### DANIEL BERNARD

Lead Independent Director

Chairman of the Ethics & Governance Committee

Member of the Strategy & Investment Committee



#### BIOGRAPHY – PROFESSIONAL EXPERIENCE

Mr. Daniel Bernard is a graduate of HEC business school. He started his career in the retail sector, where he was Chief Executive Officer of Socam Miniprix (from 1971 to 1975) and then Director of the La Ruche Picarde Group Mammouth and Delta hypermarkets. He was Chief Executive Officer of Groupe Métro France (from 1981 to 1989), followed by member of the Management Board of Métro International AG (from 1989 to 1992). He became Chairman of the Executive Board of Carrefour in 1992 and was appointed Chairman and Chief Executive Officer in 1998. Mr. Daniel Bernard was also an Independent Director of Alcatel Lucent (from 1997 to 2014) and of Saint-Gobain (from 2000 to 2006). He was a member of the Saint-Gobain Appointments Committee and chaired the Alcatel-Lucent Corporate Governance and Appointments Committee.

In 2006, Mr. Daniel Bernard joined the Board of Directors of Kingfisher Plc as Vice-Chairman and has been Chairman of the Board of Directors since 2009. He also chairs the Appointments Committee. Mr. Daniel Bernard is also President of Provestis, his own investment company, and Senior Advisor of Towerbrook Capital Partners, L.P.

Mr. Daniel Bernard holds the ranks of Officer of the National Order of Merit and Knight of the Legion of Honor.

Mr. Daniel Bernard has been a director of Cap Gemini S.A. since May 12, 2005 and Lead Independent Director since March 7, 2014. He was also appointed Chairman of the Ethics & Governance Committee on the same date. He has been a member of the Strategy & Investment Committee since July 26, 2006.

He brings to the Board of Directors considerable experience in the management of leading international companies where he has held top positions, together with reputed expertise in corporate governance, gained through major corporate governance responsibilities in leading listed companies in France and the United Kingdom. Mr. Daniel Bernard also contributes to the Board's strategic discussion, thanks notably to his considerable experience in the retail sector and its digital transformation.

#### Date of birth:

February 18, 1946

#### Nationality:

French

#### Business address:

Provestis  
14, rue de Marignan  
75008 Paris

#### First appointment:

2005

#### Expiry of term of office:

2017

(Ordinary Shareholders' Meeting held to approve the 2016 financial statements)

#### Number of shares held at Dec. 31, 2016:

1,000

#### Principal office:

Mr. Daniel Bernard has been President of Provestis since 2006.

#### OFFICES HELD IN 2016 OR CURRENT OFFICES AT DECEMBER 31, 2016

##### Director of:

▶ CAP GEMINI S.A. \* (since May 2005)

##### Chairman of the Board of Directors of:

▶ KINGFISHER PLC\* (U.K.) (since June 2009)

##### President of:

▶ PROVESTIS SAS (since June 2006)

##### Senior Advisor of:

▶ TOWERBROOK CAPITAL PARTNERS, L.P. (U.K.) (since October 2010)

##### Honorary Chairman of:

▶ LA FONDATION HEC (since 2014)

#### OTHER OFFICES HELD DURING THE LAST FIVE YEARS (OFFICES EXPIRED)

##### Chairman of the Board of Directors of:

▶ MAF RETAIL GROUP (DUBAI) (until December 2015)

##### Director of:

▶ ALCATEL LUCENT \* (until May 2014)

##### Chairman of:

▶ LA FONDATION HEC (until March 2014)

(\* Listed company.

**Ms. Anne Bouverot**

Ms. Anne Bouverot has been a director of Cap Gemini since 2013. An Independent Director, she is also a member of the Strategy & Investment Committee. Anne Bouverot has been Chairman and Chief Executive Officer of Safran Identity & Security SAS (formerly Morpho SAS) since August 1, 2015. She has spent the majority of her professional career in the Telecoms sector, a key information technology sector, where she has held leading positions in

international organizations. The duties she has performed allow her to make a key contribution to Capgemini Group strategic discussions given the impact of mobile connections on technology uses.

She also brings specific Digital expertise to the Board of Directors in the areas of security and identity in digital and connected environments.

**ANNE BOUVEROT****Independent Director****Member of the Strategy & Investment Committee****BIOGRAPHY – PROFESSIONAL EXPERIENCE**

A graduate of École Normale Supérieure and of Télécom Paris, Ms. Anne Bouverot also holds a PhD in computer science (1991).

She started her career as IT project manager with Telmex in Mexico, before joining Global One in the USA in 1996. In 2002, she was appointed Vice-President at Equant's IT services unit. In 2004, she became Chief of Staff for the Chief Executive Officer of Orange in the United Kingdom, followed by Executive Vice-President, Mobile Services, for France Télécom Orange. In November 2006, Ms. Anne Bouverot became Executive Vice-President, International Business Development, at France Telecom. From 2011 to July 2015, she was Chief Executive Officer of GSMA, the international association of mobile network operators. In August 2015, she was appointed Chairman and Chief Executive Officer of Safran Identity & Security (formerly Morpho), a world leader in security and identity solutions (biometrics and digital identity).

Ms. Anne Bouverot joined the Board of Directors of Cap Gemini S.A. on October 8, 2013 and was appointed a member of the Strategy & Investment Committee on the same date.

Ms. Anne Bouverot has spent the majority of her professional career in the Telecoms sector, a key information technology sector, where she has held leading positions in international organizations. The duties she has performed allow her to make a key contribution to Capgemini group strategic discussions given the impact of mobile connections on technology uses. She also brings specific Digital expertise to the Board of Directors in the areas of security and identity in Digital and connected environments. Finally, as a director of Edenred and previously of Groupama, Ms. Anne Bouverot already has considerable experience as an Independent Director of Euronext listed companies.

**Principal office:**

Ms. Anne Bouverot has been Chairman and Chief Executive Officer of Safran Identity & Security SAS (formerly Morpho SAS) since August 1, 2015.

**Date of birth:**

March 21, 1966

**Nationality:**

French

**Business address:**

Safran Identity and Security  
11, boulevard  
Gallieni  
92445  
Issy-les-Moulineaux  
Cedex

**First appointment:**

2013

**Expiry of term of office:**

2017

(Ordinary Shareholders' Meeting held to approve the 2016 financial statements)

**Number of shares held at Dec. 31, 2016:**

1,000

**OFFICES HELD IN 2016 OR CURRENT OFFICES AT DECEMBER 31, 2016****Director of:**

- ▶ CAP GEMINI S.A.\* (since October 2013)
- ▶ EDENRED\* (since June 2010)

**Chairman and Chief Executive Officer of:**

- ▶ Safran Identity and Security SAS (formerly MORPHO S.A.S.) (since August 2015)

**Other offices held in Safran Identity and Security Group:****Chairman and Chief Executive Officer of:**

- ▶ MORPHO TRAK, LLC (USA) (since 2015)

**Chairman of:**

- ▶ MORPHO USA, INC. (U.S.A.) (since 2015)

**Chairman of the Board of Directors of:**

- ▶ MORPHO DETECTION INTERNATIONAL, LLC (U.S.A.) (since 2015)

**Member of the Supervisory Board of:**

- ▶ MORPHO CARDS GMBH (GERMANY) (since 2015)

**Director of:**

- ▶ MORPHO DETECTION, LLC (U.S.A.) (since 2015)

**OTHER OFFICES HELD DURING THE LAST FIVE YEARS (OFFICES EXPIRED)****Director of:**

- ▶ GROUPAMA S.A.\* (until 2013)

**Offices held in GSMA (International association of mobile network operators):****Member of the Board of Directors as Permanent Representative of France Telecom Orange S.A.:**

- ▶ GSMA (until July 2015)

**Chief Executive Officer of:**

- ▶ GSMA SV (SWITZERLAND) (until July 2015)

**Director of:**

- ▶ GSMA LTD (U.S.A.) (until July 2015)

(\*) Listed company.

**Mr. Pierre Pringuet**

Mr. Pierre Pringuet has been a director of Cap Gemini since 2009. An Independent Director, he is also Chairman of the Compensation Committee and a member of the Ethics & Governance Committee. Vice-Chairman of the Board of Directors of Pernod Ricard since August 29, 2012, Mr. Pierre Pringuet brings to the Board extensive experience in the consumer goods sector, as a senior executive of

an international group, as well as his strategy and development experience, particularly in international external growth transactions.

President of the *Association Française des Entreprises Privées* (AFEP) (French Association of Private Enterprises) since June 29, 2012 and a director of various listed companies, Mr. Pringuet also contributes to the Board his expertise in corporate governance and executive compensation.

**PIERRE PRINGUET**

**Independent Director**  
**Chairman of the Compensation Committee**  
**Member of the Ethics & Governance Committee**

**BIOGRAPHY – PROFESSIONAL EXPERIENCE**

Mr. Pierre Pringuet is a graduate of École Polytechnique and École des Mines. He started his career in the French civil service, where he was appointed as an advisor to government minister Michel Rocard (1981–1985), before being given responsibility for the Farming and Food Processing Industries at the Ministry of Agriculture. He joined Pernod Ricard in 1987 as Development Director, playing an active role in the Group's international development and holding the positions of Managing Director of Société pour l'Exportation de Grandes Marques (1987–1996) and then Chairman and Chief Executive Officer of Pernod Ricard Europe (1997–2000). In 2000, he joined Patrick Ricard at the headquarters as one of Pernod Ricard's two joint CEOs. He was appointed a director of Pernod Ricard in 2004 and led the successful acquisition of Allied Domecq in 2005 and its subsequent integration. In December of the same year, he became the Group's Deputy Chief Executive Officer & Chief Operating Officer. In 2008, Mr. Pierre Pringuet carried out the acquisition of Vin&Sprit (V&S) and its brand Absolut Vodka, which completed Pernod Ricard's international development. Following the withdrawal of Mr. Patrick Ricard from his operational duties, Mr. Pierre Pringuet was appointed Chief Executive Officer of Pernod Ricard on November 5, 2008. He performed his duties as CEO until February 11, 2015, the date of expiry of his term of office pursuant to the Company's bylaws. He is Vice-Chairman of the Board of Directors of Pernod Ricard since August 29, 2012 and plays an active role, together with the Appointments, Governance and CSR Committee, in the management of all corporate governance issues. He is also a member of the Pernod Ricard Strategy Committee and Compensation Committee.

Mr. Pierre Pringuet is President of the Association Française des Entreprises Privées (AFEP) (French Association of Private Enterprises) since June 29, 2012. In addition, he is Vice-Chairman of the Vallourec Supervisory Board and Lead Independent Director since February 23, 2015. He is also Chairman of the Vallourec Appointments, Compensation and Governance Committee. Mr. Pierre Pringuet was appointed to the Board of Directors of ILIAD SA on July 25, 2007 and is a member of the Appointments and Compensation Committee.

Mr. Pierre Pringuet holds the ranks of Knight of the Legion of Honor, Knight of the National Order of Merit and Officer of the Order of Agricultural Merit.

Mr. Pierre Pringuet joined the Board of Directors of Cap Gemini S.A. on April 30, 2009. He is Chairman of the Compensation Committee since May 7, 2014 and was appointed a member of the Ethics & Governance Committee on the same date. Mr. Pierre Pringuet brings to the Board extensive experience in the consumer goods sector, as a senior executive of an international group. He shares with the Board his expertise in corporate governance issues and executive compensation, as well as his strategy and development experience, particularly in international external growth transactions.

**Principal office:**

Mr. Pierre Pringuet has been Vice-Chairman of Pernod Ricard since August 2012.

**OFFICES HELD IN 2016 OR CURRENT OFFICES AT DECEMBER 31, 2016****Director of:**

- ▶ CAP GEMINI S.A.\* (since April 2009)
- ▶ ILIAD S.A.\* (since July 2007)
- ▶ AVRIL GESTION S.A.S. (GROUPE AVRIL) (since December 2014)

**Vice-Chairman of the Board of Directors of:**

- ▶ PERNOD RICARD\* (since August 2012)

**Vice-Chairman and Lead Independent Director of:**

- ▶ VALLOUREC\* (since February 2015)

**Chairman of:**

- ▶ AFEP (French Association of Private Enterprises) (since June 2012)
- ▶ Amicale du Corps des Mines (ACM) (since 2015)
- ▶ Fondation ParisTech (since January 2016)
- ▶ Scotch Whisky Association (since December 2014)

**OTHER OFFICES HELD DURING THE LAST FIVE YEARS (OFFICES EXPIRED)****Chief Executive Officer of:**

- ▶ PERNOD RICARD \*(until February 2015)

**Chairman of:**

- ▶ AgroParisTech (until December 2016)

(\*) Listed company.

### Changes to the organization of the Board

The Board of Directors decided to appoint, with effect from the end of the Combined Shareholders' Meeting of May 10, 2017, Mr. Daniel Bernard as Vice-Chairman, Mr. Pierre Pringuet as Lead Independent Director and Ms. Laurence Dors as Chairman of the Compensation Committee, subject to the confirmation of the corresponding renewals by the Combined Shareholders' Meeting. These decisions further reinforce the good corporate governance of the Group while taking into account the latest revision of the AFEP-MEDEF Code issued in November 2016.

#### Mr. Pierre Pringuet, Lead Independent Director and Chairman of the Ethics & Governance Committee

Mr. Daniel Bernard, Lead Independent Director since 2014 and, as such, Chairman of the Ethics & Governance Committee pursuant to the Board of Directors' Charter, decided to resign his position as Lead Independent Director and accordingly Chairman of the Ethics & Governance Committee in anticipation of the upcoming Combined Shareholders' Meeting of May 10, 2017.

Currently an Independent Director, Mr. Bernard will exceed the threshold of 12 years as a director of the Company at the end of the Combined Shareholders' Meeting and as such will no longer be considered independent from this date pursuant to the criteria of the AFEP-MEDEF Code to which the Company refers.

As the Company's Charter and the revised AFEP-MEDEF Code issued in November 2016 state that the Lead Independent Director must be an independent director, it was Mr. Bernard's wish that the Company could comply with these provisions from the end of the Combined Shareholders' Meeting of May 10, 2017.

The Board warmly thanks Mr. Daniel Bernard for his work since 2014, and will appoint Mr. Pierre Pringuet as Lead Independent Director and Chairman of the Ethics & Governance Committee

following the Combined Shareholders' Meeting of May 10, 2017. An Independent Director, Mr. Pringuet has been a director of the Company since 2009. He is also a member of the Ethics & Governance Committee and Chairman of the Compensation Committee. He will vacate the Chair of the Compensation Committee but will remain a member.

#### Ms. Laurence Dors, Chairman of the Compensation Committee

Ms. Laurence Dors will be appointed as the Chairman of the Compensation Committee. An Independent Director, Ms. Dors has been a director of the Company since 2010. She is currently a member of the Audit & Risk Committee and the Ethics & Governance Committee.

#### Mr. Daniel Bernard, Vice-Chairman of the Board of Directors

The Board of Directors considers that given Mr. Daniel Bernard's significant contribution to the smooth functioning of the Board since his appointment as director and then Lead Independent Director and Chairman of the Ethics & Governance Committee in 2014, his personality, his commitment to the development of the Group and ensuring compliance with its values, as well as his expertise, that it would be in the Company's interests to appoint him Vice-Chairman of the Board, should the Combined Shareholders' Meeting renew his term of office as director. The Chairman and Chief Executive Officer will work closely with the Vice-Chairman to prepare future developments in the Group's governance.

These appointments would be effective from the end of the Combined Shareholders' Meeting of May 10, 2017, subject to the appointment and renewal decisions voted.

## SEVENTH RESOLUTION

### Appointment of Mr. Patrick Pouyanné 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

Mr. Patrick Pouyanné 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, 2020.

## EIGHTH RESOLUTION

### Renewal of the term of office as director of Mr. Daniel Bernard

At the recommendation of the Board of Directors, the Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings, renews for a

four-year period the term of office as director of Mr. Daniel Bernard, which expires at the close of this meeting. This new 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, 2020.

## NINTH RESOLUTION

### Renewal of the term of office as director of Ms. Anne Bouverot

At the recommendation of the Board of Directors, the Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings, renews for a four-year period the term of office as director of Ms. Anne

Bouverot, which expires at the close of this meeting. This new 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, 2020.

## TENTH RESOLUTION

### Renewal of the term of office as director of Mr. Pierre Pringuet

At the recommendation of the Board of Directors, the Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings, renews for a four-year period the term of office as director of Mr. Pierre

Pringuet, which expires at the close of this meeting. This new 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, 2020.

## PRESENTATION OF THE 11<sup>TH</sup> RESOLUTION

### SHARE BUYBACK PROGRAM

#### OVERVIEW

We ask you to authorize the Board of Directors to buy back shares of the Company for the objectives and in accordance with the conditions presented in the draft resolution.

Shareholders are reminded that last year, the Ordinary Shareholders' Meeting of May 18, 2016 renewed the authorization granted to the Company to buy back its shares. This authorization was used in 2016 in connection with the liquidity contract (entered into with Oddo Corporate Finance until September 30, 2016, and with Kepler Cheuvreux from October 3, 2016 onwards) and more generally as part of the continued purchase by the Company of its own shares.

The liquidity contract seeks to improve the liquidity of the Cap Gemini S.A. share and to allow regular quotations. In 2016, a total of 2,686,396 shares were purchased on behalf of Cap Gemini S.A., at an average price of €81.12 per share, representing 1.57% of the share capital at December 31, 2016. During the same period, 2,621,396 Cap Gemini S.A. shares were sold at an average price of €81.33 per share, representing 1.53% of the share capital at December 31, 2016. At the year-end, the liquidity account balance comprised 150,000 treasury shares (0.09% of the share capital) and approximately €9 million.

In addition, the Company continued to purchase its own shares in 2016. Excluding the liquidity contract, the Company held 2,879,357 of its own shares at December 31, 2016, following the various transactions described below:

- ▶ purchase of 4,128,337 shares representing 2.41% of the share capital at December 31, 2016, at an average price of €81.18 per share;
- ▶ transfer of 468,276 shares to employees under the free share grant plan;
- ▶ transfer of 344,392 shares to holders of redeemable share subscription or purchase warrants (BSAAR) who exercised their Cap Gemini S.A. share allotment rights in 2016;
- ▶ transfer of 640,184 shares to holders of ORNANE who exercised their conversion rights;

- ▶ cancellation of 617,235 shares.

Trading fees (excluding VAT) and the financial transaction tax totalled €902,862 in 2016.

At December 31, 2016, excluding the liquidity contract, the 2,879,357 treasury shares representing 1.68% of the Company's share capital were allocated as follows:

- ▶ 1,461,712 shares for grant or sale to employees and/or corporate officers; and
- ▶ 1,417,645 shares to the objective of cancellation.

Finally, it is noted that during the year-ended 2016, 533,699 treasury shares previously allocated for grant to holders of securities granting access to the Company's share capital on the exercise of the rights attached to these securities were reallocated to the objective of cancellation.

Shareholders are reminded that as part of the active management of the share capital, the Board of Directors had decided on December 7, 2016 to increase by €500 million the Company's multi-year share buyback program, previously approved in February 2016 and initially for €600 million. The terms of this buy-back program fall within the scope of the authorization granted by the Shareholders' Meeting of May 18, 2016 or of any subsequent authorization, such as the one submitted for approval in the 11<sup>th</sup> resolution.

The new authorization submitted to your approval in the **11<sup>th</sup> resolution** provides for the buy back by the Company of its own shares up to the statutory limit of 10% of the number of shares comprising the share capital at the date of such purchases, and that the maximum number of treasury shares held after such purchases may not exceed 10% of the amount of the Company's share capital at any time. The maximum purchase price will be set at €130 per share. The acquisition, disposal and transfer transactions described above may be carried out by any means in accordance with prevailing laws and regulations – including through the use of derivative instruments or by means of a block purchase or transfer of shares – and be carried out at any time, except during public offers for the Company's shares. This authorization is granted for a limited period of 18 months.

## ELEVENTH 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
- ▶ 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 Cap Gemini share by an investment services provider under a liquidity contract that complies with the ethical code recognized by the French Financial Markets Authority (*Autorité des marchés financiers*, AMF).

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 €130 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 €2,190 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 10<sup>th</sup> resolution adopted by the Combined Shareholders' Meeting of May 18, 2016.

## Resolutions presented at the Extraordinary Shareholders' Meeting

### PRESENTATION OF THE 12<sup>TH</sup>, 13<sup>TH</sup> AND 14<sup>TH</sup> RESOLUTIONS

#### CONVERSION OF THE CORPORATE FORM OF THE COMPANY THROUGH THE EUROPEAN COMPANY STATUTE (SE) – CORPORATE NAME

##### OVERVIEW

Your Board of Directors proposes to convert the legal form of the Company to a European company (*Societas Europaea*, SE).

##### Objective of the conversion

The aim of this change is to better reflect the international and European outlook of the Capgemini Group (hereinafter the "Group") in its legal form.

This new legal form would better reflect the reality of the Group, which is both firmly international, with a presence in over 40 countries, and deeply rooted in Europe. Founded in 1967 in Grenoble, France, the Company expanded internationally from the outset, with the Group present in 21 European countries by 1975. The Capgemini Group is a global leader in consulting and IT services; it is a leading multi-cultural group, with over 120 nationalities represented worldwide.

With this SE conversion plan, the Company would adopt a legal form common to all European Union countries, where the Group generates over 60% of its revenues (including the United Kingdom and Ireland) and has around one-third of its headcount at December 31, 2016. This legal form, which is being increasingly adopted by European companies and companies listed on the Paris stock market, is consistent with the economic reality of the Group and its market.

##### Legal framework for the conversion

The conversion is governed by (i) the provisions of Council Regulation (EC) no. 2157/2001 of October 8, 2001 on the Statute for a European company (hereinafter the "SE Regulation") (and particularly Articles 2§4 and 37 on the formation of an SE by conversion of an existing company); (ii) Articles L.225-245-1 and R.229-20 to R.229-22 of the French Commercial Code (*Code de Commerce*) and (iii) the provisions of Council Directive no. 2001/86/EC of October 8, 2001 supplementing the Statute for a European company with regard to the involvement of employees (hereinafter the "SE Directive") and prevailing French legislative and regulatory provisions applicable to SEs as well as those applicable to limited liability companies (*sociétés anonymes*) compatible with the SE Regulation and with specific provisions applicable to SEs.

Pursuant to the provisions of the SE Regulation, a limited liability company incorporated under the laws of a Member State and with its registered office and head office located in the European Union, can convert to an SE:

- ▶ if it has subscribed capital of at least €120,000; and
- ▶ if for at least two years it has had a subsidiary governed by the laws of another Member State.

These conditions are satisfied as Cap Gemini, a limited liability company incorporated under French law and with its registered office and head office located in France, (i) has a share capital of €1,353,196,640 and (ii) has had for more than two years several subsidiaries located in European Union countries, such as Capgemini UK plc in the United Kingdom, Capgemini Nederland B.V. in the Netherlands, Capgemini Deutschland GmbH in Germany, Capgemini España S.L. in Spain and Capgemini Italia S.p.A. in Italy.

##### Lack of repercussions of the conversion

Furthermore, it is noted that:

- ▶ the Company would remain governed primarily by French legal provisions applicable to limited liability companies with a Board of Directors (*sociétés anonymes à Conseil d'administration*), where such provisions are compatible with those applicable to SEs;
- ▶ Cap Gemini's registered office and head office would remain in Paris;
- ▶ the governance, business activities, organization, tax regime and shareholder structure of the Group would remain unchanged;
- ▶ the Cap Gemini shares would remain listed on the Paris stock market without any change;
- ▶ the conversion of the Company would lead to a change in legal form without reducing the current financial or policy rights of shareholders; the conversion will not require any action by them, subject to the approval of the conversion to an European company by the Shareholders' General Meeting;
- ▶ the individual and collective rights of Group employees would not be modified; in particular, employment contracts and collective employee agreements would not be changed;
- ▶ the conversion would not result in the winding-up of the Company or the creation of a new legal person; it would not result in any change to the corporate purpose, the registered office or the share capital of the Company, whose corporate name would be followed by the words *société européenne* (European company) or the initials "SE";
- ▶ directors and the principle and substitute Statutory Auditors in office at the time of the conversion of the Company to an SE would continue in office until the end of their respective terms;
- ▶ all authorizations and delegations of authority and power conferred on the Board of Directors of Cap Gemini as a limited liability company by Shareholders' Meetings would be transferred *ipso facto* to the Board of Directors of Cap Gemini in its new legal form as an SE.

##### Amendment of the bylaws

The current bylaws of the Company would be adapted to include and comply with the provisions of the SE Regulation. Amendments primarily concern the functioning, roles and responsibilities of the Board of Directors (Articles 12 and 13) and the convening of Shareholders' Meetings and the counting of votes on resolutions (Article 19). The draft bylaws of the Company in its new legal form as an SE are appended to this report and to the draft terms of conversion of Cap Gemini to a European company of December 7, 2016.

### Preconditions to conversion

The draft terms of conversion prepared by your Board of Directors were filed with the Office of the Clerk of the Paris Commercial Court, within whose jurisdiction the Company is registered, and a notice was published in a legal gazette of mandatory announcements and the *Bulletin des Annonces Légales Obligatoires* (BALO) on December 14, 2016.

The conversion of Cap Gemini SA to an SE is subject to the approval of the Shareholders' General Meeting.

It has been subject to consultation of the holders of outstanding bonds.

In addition, conversion requires the completion of the procedure concerning employee involvement, as set out in Articles L.2351-1 *et seq.* of the French Labor Code (*Code du travail*). Accordingly, and in accordance with the provisions of the SE Directive, a Special Negotiating Body (SNB) was formed, comprising representatives of employees of the Company and its European subsidiaries and entities, and charged with negotiating the involvement of employees of the Company and its European subsidiaries and entities in the future SE. Negotiations will take place during a maximum period of six months, renewable once, and could lead to:

- ▶ the signature of a special purpose agreement on the involvement of employees in the SE;
- ▶ failure to reach an agreement, in which case the subsidiary provisions set out in the SE Directive and Articles L.2353-1 *et seq.* of the French Labor Code will apply to organize the

involvement of Company employees in the SE and those set out in Article L.2353-28 of the same code will apply in relation to employee participation on the Board of Directors.

The registration of the Company as an SE, which will officially record its conversion, can only take place following completion of the employee involvement procedure.

For more detailed information, please refer to the draft terms of conversion of Cap Gemini to a European company of December 7, 2016, available on the Company's website ([www.capgemini.com](http://www.capgemini.com)). In addition, you will hear the report of the conversion auditor, Mr. Dedouit, appointed by the Presiding Judge of the Paris Commercial Court.

Your Board confirms that it considers the conversion of the Company to an SE to be in the interests of the Company and the Group for the reasons provided and invites you to adopt the following resolutions presented for your approval.

The **12<sup>th</sup> resolution** aims at modifying the Company's corporate name. The conversion is the opportunity to propose to align the corporate name of the Company with the name of the Group. The name of the Company would therefore become "Capgemini" instead of "Cap Gemini".

The **13<sup>th</sup> resolution** aims at approval of the conversion of the corporate form of the Company through adoption of the European company statute and the draft terms of conversion, while the **14<sup>th</sup> resolution** proposes to adopt amended bylaws suitable with the new European company statute.

## TWELFTH RESOLUTION

### Change in the Company's corporate name

The Shareholders' Meeting, voting in accordance with quorum and majority rules for Extraordinary Shareholders' Meetings, having read the Board of Directors' report, decides to change, with immediate effect, the corporate name of the Company to "Capgemini" and thereby amend Article 2 of the bylaws accordingly:

#### Former wording of Article 2 of the bylaws:

"The Company's name is "CAP GEMINI".

#### New wording of Article 2 of the bylaws:

"The Company's name is "Capgemini".

## THIRTEENTH RESOLUTION

### Approval of the conversion of the corporate form of the Company through adoption of the European company statute and the draft terms of conversion

The Shareholders' Meeting, voting in accordance with quorum and majority rules for Extraordinary Shareholders' Meetings, having examined:

- ▶ the report of the Board of Directors;
- ▶ the draft terms of the Company's conversion into a European company prepared by the Board of Directors, dated December 7, 2016 and filed with the clerk of the Paris Commercial Court (*greffe du Tribunal de commerce de Paris*) on December 9, 2016, which explain and substantiate the legal and business aspects of the Company's conversion into a European company and which indicate its consequences for the shareholders, the employees and the creditors of the Company (the "**Draft Terms of Conversion**");
- ▶ the report of Mr. Jean-Jacques Dedouit, the auditor appointed by order of the President of the Paris Commercial Court

(*Président du Tribunal de commerce de Paris*) on December 14, 2016 in the context of the conversion;

After having duly noted that:

- ▶ the Company meets the conditions required by the provisions of Council Regulation EC no. 2157/2001 of October 8, 2001 on the statute for a European company, and in particular those specified in Articles 2§4 and 37 of the said Regulation, as well as of Article L.225-245-1 of the French Commercial Code relating to the conversion of French *société anonyme* into an European company;
- ▶ the conversion into a European company shall not result in either the winding-up of the Company or in the creation of a new legal entity;
- ▶ following the conversion, the Company's corporate name shall be followed by the words *société européenne* or the initials "SE";
- ▶ the Company's term, its corporate purpose and registered office shall not undergo any change;

- ▶ the Company's share capital shall remain of the same amount and of the same number of shares with a par value of eight euros each; these shall remain listed on the regulated market of Euronext in Paris;
- ▶ the length of the current fiscal year will not undergo any change as a result of the adoption of the European company form and the financial statements of this fiscal year will be prepared, presented and audited according to the conditions defined by the Company's bylaws under its new legal form and the provisions of the French Commercial Code relating to the European company;
- ▶ all authorizations and delegations of authority and of powers that have been granted to the Board of Directors of the Company under its current form as a *société anonyme* by any Shareholders General Meeting of the Company and in force on the date of the Company's registration as a European company, shall *ipso facto* apply to the Board of Directors of the Company under its new legal form as a European company;
- ▶ each of the Company's Directors and Statutory Auditors shall continue to serve the Company for the remaining duration of their terms of office under the same conditions as those applying before the Company's registration in the form of a European company;
- ▶ in application of Articles L.228-65 and L.225-244 of the French Commercial Code, the conversion of the Company's legal form into a European company and Draft Terms of the Conversion

have been approved by the General Meetings of the holders of Cap Gemini's bonds convened upon second notice on February 22, 2017 in respect of the following bonds:

ISIN FR0012821924,	floating rate,	due	July 2018;
ISIN FR0012821932	1,750%	due	July 2020;
ISIN FR0013218138	0,5%	due	November 2021;
ISIN FR0012821940	2,5%	due	July 2023;

Having duly noted, in accordance with Article 12§2 of the aforementioned Regulation, that the Company shall not be registered as a European company unless the procedure relating to employee involvement, as provided for in Articles L.2351-1 *et seq.* of the French Labor Code, has been completed;

Decides the conversion of the Company's legal form into a European company (*Societas Europaea*) with a Board of Directors and approves the Draft Terms of the Conversion;

Takes note that this conversion of the Company into a European company shall take effect upon the Company's registration as a European company with the Paris Commercial and Companies Registry (*Registre du commerce et des sociétés de Paris*), which shall take place once negotiations relating to employee involvement have been completed;

Grants full powers to the Board of Directors to take all decisions and to carry out all formalities required for the registration of the Company as a European company and generally do whatever is necessary in order to acknowledge the definitive completion of the conversion of the Company as a European company.

#### FOURTEENTH RESOLUTION

##### Amendment of the bylaws – European company

The Shareholders' Meeting, voting in accordance with quorum and majority rules for Extraordinary Shareholders' Meetings, having examined the report of the Board of Directors as well as the draft bylaws of the Company under its corporate form of European company, adopts, subject to the approval of the thirteenth resolution, article by article and as a whole, the text of the bylaws which will govern the Company as from the definitive completion of its conversion into a European company, it being specified that the

bylaws include the amendments proposed in the twelfth resolution and shall therefore be adapted on this specific item in the event of rejection of the above-mentioned resolution.

These bylaws shall become effective as from the definitive completion of the conversion of the Company into a European company resulting from its registration.

A copy of the bylaws of Capgemini SE is appended to the minutes of this General Meeting.

## PRESENTATION OF THE 15<sup>TH</sup> RESOLUTION

### AMENDMENT OF THE BYLAWS – DISCLOSURE THRESHOLDS

#### OVERVIEW

Article 10 of the Company's bylaws currently requires shareholders to inform the Company when they cross, through an increase or a decrease, a disclosure threshold of 1% (or a multiple thereof) of the Company's capital or voting rights, up to one third of the Company's capital.

Your Board is aware that the current bylaw provisions require close monitoring by shareholders of their investments and that the implementation of these provisions can prove challenging, particularly with respect to the acquisition of stakes of less than 5% of the capital, while being accompanied by the potential stripping of voting rights in the event of compliance failure.

Nevertheless, as the Company's share ownership is highly fragmented, with no reference shareholder and an extremely limited number of shareholders holding 5% or more of the share capital or voting rights, your Board of Directors considers it important for the Company to have detailed information on changes in share ownership.

The existence of thresholds per the bylaws in addition to those imposed by law provides this visibility for fractions of share capital held between each legal threshold.

However, the reporting period currently set in the Company's bylaws (15 calendar days) would appear too long to allow the bylaw provisions to play their intended role from the Company's point of view. A period of four trading days, equivalent to the period applicable to the crossing of legal thresholds, would appear more appropriate, in addition to being the most common market practice.

Accordingly, the fifteenth resolution proposes to amend Article 10 of the bylaws as follows:

- ▶ **Withdrawal of the obligation to inform the Company of the crossing of thresholds below 5%;** all acquisitions of stakes of between 1% and 5% (exclusive) will therefore be free of any disclosure requirements;
- ▶ **Starting from 5% of the share capital or voting rights,** shareholders shall inform the Company when they cross, through an increase or a decrease, a threshold representing **1% of the Company's capital or voting rights** (or a multiple thereof), within **a period of four trading days**, up to the threshold triggering a public offer (currently 30% of the share capital or voting rights).

4

#### FIFTEENTH RESOLUTION

##### Amendment of the Company's bylaws – Disclosure thresholds

The 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 modify the provisions applicable to disclosure thresholds and thereby amend Article 10 of the bylaws accordingly:

##### Former wording of Article 10 of the bylaws:

###### "Article 10 - Disclosure thresholds"

Where an individual or corporate shareholder crosses the disclosure threshold of 1% of the Company's capital or voting rights, the said shareholder must inform the Company of their total number of shares or voting rights held upon the crossing of each threshold of 1%, up to one third of the Company's capital or voting rights. Said disclosure must be made within fifteen days of the date when the shares causing the threshold to be crossed are recorded in the shareholder's account, by registered letter with return receipt requested.

This duty of disclosure applies in the same way when a threshold is crossed by virtue of a reduction in the shareholder's interest in the Company's capital or voting rights.

Disclosure thresholds are assessed taking into account shares and voting rights deemed equivalent by law to shares and voting rights held by shareholders subject to disclosure obligations.

In the case of failure to comply with these disclosure rules, at the request of one or several shareholders with combined holdings representing at least 1% of the Company's capital or voting rights, the undisclosed shares will be stripped of voting rights. Said sanction shall apply for all General Shareholders' Meetings for a

period of two years from the date on which the failure to disclose is rectified. Said request and the decision of the General Shareholders' Meeting must be recorded in the minutes of the Meeting."

##### New wording of Article 10 of the bylaws:

###### "Article 10 - Disclosure thresholds"

Where an individual or corporate shareholder crosses the disclosure threshold of 5% of the Company's capital or voting rights, the said shareholder must inform the Company of their total number of shares or voting rights held upon the crossing, through an increase or a decrease, of each threshold of 1% fraction of capital or voting rights from this lower threshold of 5% to the threshold triggering a public offer in accordance with prevailing regulations.

Disclosure thresholds are assessed taking into account shares and voting rights deemed equivalent by Law to shares and voting rights held by shareholders subject to disclosure obligations.

Said disclosure must be made by registered letter with return receipt requested, within four trading days of the crossing, through an increase or a decrease, of each threshold as defined and assessed above.

In the event of failure to comply with these disclosure rules, at the request of one or several shareholders with combined holdings representing at least 5% of the Company's capital or voting rights, the undisclosed shares will be stripped of voting rights. Said sanction shall apply for all Shareholders' Meetings for a period of two years from the date on which the failure to disclose is rectified. This request and the decision of the Shareholders' Meeting must be recorded in the minutes of the Meeting."

## PRESENTATION OF THE 16<sup>TH</sup> RESOLUTION

### ALLOCATION OF SHARES TO EMPLOYEES

#### OVERVIEW

Desirous to continue its motivation policy and involving employees and managers in the development of the Group, the Board of Directors is seeking a new authorization to grant additional performance shares, existing or to be issued, subject to internal and external performance conditions, during the next 18 months, (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) up to a maximum of 1% of the share capital.

The detailed performance conditions are presented in the draft sixteenth resolution presented to you for vote.

#### In summary:

The external performance condition is assessed based on the comparative performance of the Cap Gemini share compared with a basket containing at least eight comparable companies in our business sector from at least five different countries (Accenture/CSC/Atos/Tieto/Sopra Steria/CGI Group/Infosys and Cognizant) and the CAC 40 index (new since 2014).

No shares vest in respect of the external performance condition if the relative performance of the Cap Gemini share is less than 100% of the average performance of the basket over a three-year period, while 25% of shares vest if this performance is equal to that of the basket and the maximum 50% of shares vest if this performance is 110% or more of that of the basket.

The internal performance condition is measured by the amount of audited and published organic free cash flow for the three-year cumulative period from January 1, 2017 to

December 31, 2019, excluding Group payments to make up the shortfall on its defined benefit pension funds.

As in 2016, the minimum vesting period for shares would be set at three years, thereby responding favorably to the request by investors. In addition, if a retention period for shares definitively allocated was fixed by your Board, it should not be less than one year.

The resolution limits to 10% the maximum number of shares that may be granted to the Chairman and Chief Executive Officer and the Deputy Chief Executive Officers, if any, 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/her term of office.

The resolution also authorizes the Board of Directors to grant up to 15% of the maximum number of shares to Group employees, other than members of the general management team (the Executive Committee), without performance conditions.

In accordance with the recommendations of the AFEP-MEDEF Code, performance share grants are now undertaken at the same calendar periods and will be decided by either the Board of Directors' Meeting held at the end of July or the following meeting.

#### Recap of the use of authorizations previously granted by Shareholders' Meetings:

The use by the Board of Directors of previous resolutions for the grant of performance shares is presented in the Group Management report ("Performance share grants" paragraph, Section 5.1.4, of the 2016 Registration Document).

### SIXTEENTH 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 preemptive 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 conditions defined in paragraph 4 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; in the case of a share capital increase by capitalizing additional paid-in capital, reserves, profits or 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;

2. resolves that 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 Deputy Chief Executive 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/her 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 beneficiaries 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 half, 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 Cap Gemini 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 Cap Gemini S.A. 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 50% of the Initial Allocation of shares if the relative performance of the Cap Gemini share is at least equal to 110% of the basket,
        - ▮ will vary between 25% and 50% of the Initial Allocation if the relative performance of the Cap Gemini share is between 100% and 110% of the average performance of the basket, with an additional 2.5% of shares vesting for each percentage point between these limits,
        - ▮ will be equal to 25% of the Initial Allocation of shares if the relative performance of the Cap Gemini share is equal to 100% of the basket;
      - ▮ no shares will vest in respect of shares subject to this external performance condition, if, over the calculation reference period, the performance of the Cap Gemini share is less than 100% of the average performance of the basket of securities measured over the same period;
    - ii. for half, the number of shares of the Initial Allocation, multiplied by the percentage achievement of the chosen internal 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, 2017 to December 31, 2019, excluding Group payments to make up the shortfall on its defined benefit pension funds,
      - ▮ no shares will vest in respect of this half of the Initial Allocation subject to this internal performance condition, if the cumulative organic free cash flow for the three fiscal years is less than €2,900 million,
      - ▮ the number of shares that will ultimately vest will be equal to the full amount of this half of the Initial Allocation if the cumulative organic free cash flow for the three fiscal years is at least €3,200 million and will vary on a straight-line basis between 15% and half of the Initial Allocation for a cumulative organic free cash flow between these two limits; it being understood that organic free cash flow is defined as 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 flows);
  5. 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;
  6. 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;
  7. takes due note that the Board of Directors has, pursuant to the law, the power to amend the performance conditions set out in paragraph 4 above by way of a duly reasoned decision made after this decision and before the share allocations;
  8. 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 or additional paid-in capital of the Company when the shares ultimately vest, set the dates from which shares bear dividend rights, deduct from available reserves 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;
  9. 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 21<sup>st</sup> resolution adopted by the Shareholders' Meeting of May 18, 2016.

## PRESENTATION OF 17<sup>TH</sup> AND 18<sup>TH</sup> RESOLUTIONS

### EMPLOYEE SAVINGS PLANS

#### OVERVIEW

As part of the employee incentive policy and in order to align employee interests with those of shareholders and also stabilize the Company's share capital, the Board of Directors wishes to continue making the Company's share capital accessible to a large number of employees, in particular through employee stock ownership plans ("ESOP").

The next employee stock ownership plan should be implemented after the expiry in September 2017 of the ESOP 2012 and most likely by December 31, 2017.

The validity period of the delegations currently in force, and in particular of the delegation granted by the 20<sup>th</sup> resolution adopted by the Shareholders' Meeting of May 18, 2016, does not offer sufficient flexibility to envisage implementation of a new employee savings plan in line with this calendar.

For this reason, it is proposed to present this year to the Shareholders' Meeting the renewal of the two resolutions delegating to the Board of Directors its authority to issue shares or securities granting access to the share capital reserved for employees of the Company in order to implement a new ESOP tranche.

A common overall ceiling of €48 million (corresponding to 6 million shares representing approximately 3.5% of the share capital as at December 31, 2016) is proposed for these two delegations.

The **17<sup>th</sup> resolution** is intended to allow the Board to carry out capital increases of a maximum nominal amount of €48 million reserved for members of employee savings plans of the Company or of the Group. This resolution requires the cancellation of preferential subscription rights. The term provided for in this delegation is eighteen months. The maximum discount authorized compared to the Reference Price (as defined in the resolution) would be 20% (or 30% in the case of a lock-up period in excess of 10 years).

The **18<sup>th</sup> resolution** is intended to allow development of employee share ownership outside France, due to legal or tax difficulties that could make it difficult to implement such plans directly or through a mutual fund in some countries. This delegation may only be used in the event of the use of the delegation granted pursuant to the 17<sup>th</sup> resolution, with a sub-ceiling of €24 million counting towards the overall €48 million ceiling set forth in the 17<sup>th</sup> resolution. As for the 17<sup>th</sup> resolution, this resolution also provides for the cancellation of the preferential subscription right and the term provided for in this authorization is eighteen months. The maximum authorized discount would be 20%.

Shareholders are reminded that the Board of Directors did not make use of the delegations granted by the 19<sup>th</sup> and 20<sup>th</sup> resolutions adopted by the Shareholders' Meeting of May 18, 2016. These delegations had been sought solely in anticipation of the launch of the next employee stock ownership plan, in particular in order to obtain the necessary prior approval of the *Autorité des marchés financiers* based on a valid delegation from the Shareholders' Meeting.

#### SEVENTEENTH 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, immediately or in the future, to members of Caggemini Group employee savings plans up to a maximum par value amount of €48 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, on one or more occasions, in France or abroad, in the proportions and at the times it sees fit, with cancellation of pre-emptive subscription rights, 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), or (ii) securities governed by
  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 immediate and/or future share capital increases that may be carried out under this delegation is set at €48 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 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; 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 subscribed for cash, 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 granting access to the share capital 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 shall have full powers to implement this delegation, with the power of sub-delegation to the extent authorized by law, within the aforementioned limits and terms, and in particular:
    - decide the issue of shares and/or securities granting access to the share capital, immediately or in the future,
    - 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 as the case may be) attached to shares or securities granting access to shares to be issued, 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,
    - 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 to be issued, 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 in the amount of shares actually subscribed,

- where applicable, offset share issue costs against the related premiums and deduct from these issue premiums the amounts necessary to bring the legal reserve to one-tenth of the new share capital after the share capital increases,
  - enter into all agreements and accomplish directly or indirectly via an agent all transactions and formalities, including formalities required following the share capital increases and the corresponding amendments to the bylaws,
  - 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;
  9. resolves that this delegation supersedes from this date, in the amount of any unused portion, the delegation granted by the 19<sup>th</sup> resolution adopted by the Shareholders' Meeting of May 18, 2016.

## EIGHTEENTH 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, immediately or in the future, 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 legal and/or tax context can make it inadvisable or difficult to implement employee shareholding schemes directly or through a mutual fund (the active, early retired and retired 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 17<sup>th</sup> resolution submitted to this Shareholders' Meeting;
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, on one or more occasions, in France or abroad, in the proportions and at the times it sees fit, with cancellation of pre-emptive subscription rights, 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), 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 shareholding 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 shareholder 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 immediate and/or future 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, it being stipulated that this amount will count towards the ceiling set in paragraph 2 of the 17<sup>th</sup> resolution of this Shareholders' Meeting (subject to its approval) or, as the case may be, towards any ceiling, stipulated by a resolution of the same kind that may supersede said resolution during the period of validity of this delegation,
  - 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 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 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 17<sup>th</sup> 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 an 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 17<sup>th</sup> resolution, less a 20% discount;
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 17<sup>th</sup> 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 20<sup>th</sup> resolution adopted by the Shareholders' Meeting of May 18, 2016.

## PRESENTATION OF THE 19<sup>TH</sup> RESOLUTION

### POWERS TO CARRY OUT FORMALITIES

4

#### OVERVIEW

We also recommend that you confer powers to carry out the formalities required under law.

#### NINETEENTH RESOLUTION

##### Powers to carry out formalities

The 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.

# 5. Financial Authorizations

## Delegations to be presented at the Shareholders' Meeting of May 10, 2017

Purpose of the authorization	Maximum amount	Authorization date and resolution number	Duration Expiry Date
Purchase by the Company of its own shares under a share buyback program	10% of share capital	05/10/2017/11 <sup>th</sup>	18 months (up to 11/10/2018)
Grant of performance shares	1% of share capital	05/10/2017/16 <sup>th</sup>	18 months (up to 11/10/2018)
Share capital increase by issuing shares and/or securities granting access to the share capital with cancellation of PSR, reserved for members of Group savings plans	€48 million (par value) <sup>(1)</sup>	05/10/2017/17 <sup>th</sup>	18 months (up to 11/10/2018)
Share capital increase by issuing shares and/or securities granting access to the share capital with cancellation of PSR, reserved for employees of certain non-French subsidiaries	€24 million (par value) <sup>(1)</sup>	05/10/2017/18 <sup>th</sup>	18 months (up to 11/10/2018)

(1) The total share capital increases decided pursuant the 18<sup>th</sup> resolution are included in the general limit of the 17<sup>th</sup> resolution.

## Authorizations granted by the Combined Shareholders' Meeting to the Board of Directors to increase share capital

The following table summarizes (pursuant, to Article L.225-100 of the French Commercial Code) authorizations still in effect and those that have expired since the last Combined Shareholders' Meeting.

Purpose of the authorization	Maximum amount <sup>(1) (2)</sup> (in euros)	Authorization date and resolution number	Expiry date	Used during 2016
a) Purchase by the Company of its own shares under a share buyback program	10% of share capital	05/18/2016/10 <sup>th</sup>	11/18/2017	4,128,337 shares were purchased under the share buyback program (excluding the Liquidity contract) at an average price of €81.18 As part of the Liquidity contract: a) 2,686,396 shares purchased at an average market price of €81.12 b) 2,621,396 shares sold at an average market price of €81.33 c) The balance on 12/31/2016 is 150,000 shares and about €9 million.
b) Cancellation of treasury shares	10% of share capital per 12-month period	05/18/2016/11 <sup>th</sup>	07/18/2018	617,235 shares with a value of €50,129,800.47 were cancelled by decision of the Board of Directors on 07/26/2016.
c) Share capital increase by capitalizing additional paid-in capital, reserves, profit or other eligible amounts	€1.5 billion (par value)	05/18/2016/12 <sup>th</sup>	07/18/2018	This authorization was not used in 2016
d) Share capital increase by issuing shares and/or securities granting access to the share capital, or granting a right to allocation of debt instruments, <b>with retention of PSR</b>	€550 million (par value) €7.5 billion (issue amount)	05/18/2016/13 <sup>th</sup>	07/18/2018	This authorization was not used in 2016

(1) Recap of overall limits:

- a maximum par value amount of €550 million and a maximum issue amount of €7.5 billion for all issues with and without pre-emptive subscription rights; including a maximum par value amount of €137 million and a maximum issue amount of €2.5 billion for all issues without pre-emptive subscription rights;
- issues performed pursuant to j), k) and l) above are not included in these general limits.

(2) Total share capital increases decided pursuant to j) and k) are capped at a maximum par value amount of €48 million.

Abbreviations: PSR = Pre-emptive Subscription Rights

Purpose of the authorization	Maximum amount <sup>(1) (2)</sup> (in euros)	Authorization date and resolution number	Expiry date	Used during 2016
e) Share capital increase by issuing shares and/or securities granting access to the share capital, or granting a right to allocation of debt instruments, <b>with cancellation of PSR, by public offering</b>	€137 million (par value) €2.5 billion (issue amount)	05/18/2016/14 <sup>th</sup>	07/18/2018	This authorization was not used in 2016
f) Share capital increase by issuing shares and/or securities granting access to the share capital, or granting a right to allocation of debt instruments, <b>with cancellation of PSR, by private placement</b>	€137 million (par value) €2.5 billion (issue amount)	05/18/2016/15 <sup>th</sup>	07/18/2018	This authorization was not used in 2016
g) Setting the issue price of shares in the context of a share capital increase <b>with cancellation of PSR</b>	€137 million (par value) €2.5 billion (issue amount) 10% of share capital	05/18/2016/16 <sup>th</sup>	07/18/2018	This authorization was not used in 2016
<i>"Greenshoe" option (d) to (g)</i>		05/18/2016/17 <sup>th</sup>	07/18/2018	This authorization was not used in 2016
h) Share capital increase by issuing shares and/or securities granting access to the share capital in consideration for contributions in kind	€137 million (par value) €2.5 billion (issue amount) 10% of share capital	05/18/2016/18 <sup>th</sup>	07/18/2018	This authorization was not used in 2016
i) Share capital increase by issuing ordinary shares and/or securities granting access to the share capital, or granting a right to allocation of debt instruments, in consideration for shares tendered to a public exchange offer made by the Company	€125 million (par value) €1.25 billion 10% of share capital	05/07/2014/29 <sup>th</sup>	07/07/2016	This authorization was not used in 2016
j) Share capital increase by issuing shares and/or securities granting access to the share capital with cancellation of PSR, reserved for members of Group savings plans	€48 million (par value) <sup>(2)</sup>	05/18/2016/19 <sup>th</sup>	07/18/2018	This authorization was not used in 2016
k) Share capital increase by issuing shares and/or securities granting access to the share capital with cancellation of PSR, reserved for employees of certain non-French subsidiaries	€48 million (par value) <sup>(2)</sup>	05/18/2016/20 <sup>th</sup>	11/18/2017	This authorization was not used in 2016
l) Grant of performance shares	1% of share capital	05/18/2016/21 <sup>st</sup>	11/18/2017	1,663,500 performance shares (€13.3 million par value) were granted to 1,175 beneficiaries by decision of the Board of Directors on 07/26/2016

(1) Recap of overall limits:

- a maximum par value amount of €550 million and a maximum issue amount of €7.5 billion for all issues with and without pre-emptive subscription rights; including a maximum par value amount of €137 million and a maximum issue amount of €2.5 billion for all issues without pre-emptive subscription rights;
- issues performed pursuant to j), k) and l) above are not included in these general limits.

(2) Total share capital increases decided pursuant to j) and k) are capped at a maximum par value amount of €48 million.

Abbreviations: PSR = Pre-emptive Subscription Rights

# 6. Draft bylaws updated as at May 10, 2017 (Appendix to the 14<sup>th</sup> resolution submitted to the Shareholders' Meeting)

## Bylaws

### ARTICLE 1 - LEGAL FORM

The Company, initially incorporated as a French limited liability company (*société anonyme*), was converted to a European Company (*Société Européenne, Societas Europaea*) pursuant to a decision of the Extraordinary Shareholders' Meeting of May 10, 2017. It is governed by applicable European Union law and French law provisions (hereinafter referred to collectively as the "Law"), and these bylaws.

### ARTICLE 2 - CORPORATE NAME

The Company's corporate name is "Capgemini".

In all deeds and documents issued by the Company, the corporate name shall always be preceded or followed by the words "*société européenne*" or the initials "SE", the amount of the share capital and the place and registration number with the Trade and Companies Register.

### ARTICLE 3 - CORPORATE PURPOSE

The Company's corporate purpose is to assist companies in France and abroad to manage and develop their businesses by providing them with the benefit of its knowledge of their industry, its know-how in the area of business process engineering and re-engineering, and its expertise in the area of information technologies.

To fulfill this corporate purpose, the Company carries out on behalf of customers, either directly or through its subsidiaries or affiliates, one or other of the following activities, on an individual or integrated basis:

#### 1. Management consulting

Working closely with customers, the Company assists in transforming companies by helping them to redefine or redirect their strategy, change their product and service lines, re-engineer their structures and business processes, restore staff motivation and achieve other changes. To this end, the Company uses all the possibilities offered by the latest information technologies wherever appropriate.

#### 2. Information systems development

The Company designs and installs information systems. Its services include the development of customized software, the installation of market or internally-developed software applications, the integration of systems incorporating hardware, communication systems, customized software, software packages and other components. The Company also supports customers' IT projects by providing consulting, project management, training and assistance services.

#### 3. Outsourcing

The Company manages all or part of its customers' IT resources on their behalf. Where requested by customers, the Company may perform all or part of this service using its own hardware, telecommunications systems and other equipment.

The Company may also manage the IT-based services offered to its customers' own clientele. In addition, it may work in partnership with customers within a structure conducting all or some of these activities.

In order to fulfill its corporate purpose, the Company may decide to:

- ▶ create specialist subsidiaries or acquire interests in the capital of other companies and manage their business in exchange for a fee. Management services include the provision of technical, marketing, legal and financial assistance, promotion of a common image, organization of financial structures, assistance in negotiations to help these companies to win new contracts, training, research and development support, etc.;
- ▶ invest and manage the Company's available funds, make cash advances, and give any and all guarantees or collateral on behalf of subsidiaries and affiliates;
- ▶ obtain or acquire and use any and all patents and manufacturing processes and sell, contribute or license any such patents and processes.

In broader terms, the Company's corporate purpose is to carry out any and all commercial, industrial, securities, real estate or financial transactions related directly or indirectly to any of the above purposes or any similar or associated purpose or which are likely to facilitate the fulfillment or furtherance of said purposes.

### ARTICLE 4 - REGISTERED OFFICE

The Company's registered office is at 11 rue de Tilsitt, 75017 Paris, France.

The registered office may be transferred to another location in Paris or a neighboring county (*département*)<sup>(1)</sup> pursuant to an ordinary decision of the Board of Directors, subject to ratification of this decision by the next Ordinary Shareholders' Meeting and to any other location in France or in another Member State of the European Union pursuant to a decision of an Extraordinary Shareholders' Meeting, subject to the provisions of the Law.

### ARTICLE 5 - TERM

The Company was set up for a period of ninety-nine years from the date of its registration. It may be wound up in advance or its term extended by decision of the Extraordinary Shareholders' Meeting.

### ARTICLE 6 - SHARE CAPITAL

The share capital is set at one billion three hundred fifty-three million one hundred ninety-six thousand six hundred forty (1,353,196,640) euros, divided into one hundred sixty-nine million one hundred forty-nine thousand five hundred eighty (169,149,580) fully paid-up shares with a par value of eight (8) euros each.

(1) France is divided into a number of territorial areas for administrative purposes known as départements.

## ARTICLE 7 - FORM OF SHARES – SHAREHOLDER IDENTIFICATION

Fully-paid up shares are issued as registered shares but may be held in either registered or bearer form, at shareholders' discretion, subject to compliance with the Law.

Shares are recorded in shareholders' accounts in accordance with the terms and conditions provided by the Law.

Shares are freely transferable.

The Company is authorized to obtain details of identifiable holders of bearer shares.

Therefore as provided by prevailing legal and regulatory provisions, the Company may request from the organization appointed by Law, the name, address, nationality and year of birth for an individual or the name, address and date of registration for a company, of any holders of shares and securities convertible, exchangeable, redeemable or otherwise exercisable for shares carrying voting rights at Shareholders' Meetings. The Company may also obtain details of the number of shares held by each shareholder and any applicable restrictions on said shares.

## ARTICLE 8 - RIGHTS ATTACHED TO SHARES

Each share carries the right to a fraction of earnings, and any liquidation surplus, based on the number and par value of outstanding shares. Each share carries entitlement to one vote, including fully paid-up shares held in registered form for at least two years by the same shareholder and registered shares granted for nil consideration to a shareholder in respect of shares held in registered form for more than two years pursuant to a share capital increase by capitalization of reserves, profits and/or additional paid-in capital.

In order to ensure that the same net amount is paid on each share, without distinction, and to allow the shares to be quoted on the same line, the Company shall pay any proportional taxes levied on certain shares but not on others, in connection with the dissolution of the Company or a reduction in capital, except in cases where this is prohibited by law. Proportional taxes will not be paid by the Company, however, if they are levied equally on all shares in the same class, in the event that several classes of shares carrying different rights are issued and outstanding.

In all cases where it is necessary to hold several shares in order to exercise a right, shareholders who do not own the required number of shares shall be personally responsible for either acquiring the necessary additional shares or transferring their shares to another holder.

## ARTICLE 9 - PAYING UP OF SHARES

The Board of Directors shall set the applicable conditions for the cash payment of shares issued by way of a capital increase.

Subscribers and shareholders shall be informed of calls for capital at least fifteen days before the applicable payment date, by way of a notice published in a legal gazette in the place where the Company has its registered office.

Annual interest shall be payable on any late payment of amounts due on shares which have not been paid-up. This interest shall be applied automatically without any requirement for additional formalities, at the legal rate plus five points, and shall accrue on a daily basis from the applicable due date of payment. The application of such interest shall not affect any personal action which the Company may take against the defaulting shareholder or the enforcement measures provided by Law.

## ARTICLE 10 - DISCLOSURE THRESHOLDS

Where an individual or corporate shareholder crosses the disclosure threshold of 1% of the Company's capital or voting rights, the said shareholder must inform the Company of their total number of shares or voting rights held upon the crossing of each

threshold of 1%, up to one third of the Company's capital or voting rights. Said disclosure must be made within fifteen days of the date when the shares causing the threshold to be crossed are recorded in the shareholder's account, by registered letter with return receipt requested.

This duty of disclosure applies in the same way when a threshold is crossed by virtue of a reduction in the shareholder's interest in the Company's capital or voting rights.

Disclosure thresholds are assessed taking into account shares and voting rights deemed equivalent by Law to shares and voting rights held by shareholders subject to disclosure obligations.

In the case of failure to comply with these disclosure rules, at the request of one or several shareholders with combined holdings representing at least 1% of the Company's capital or voting rights, the undisclosed shares will be stripped of voting rights. Said sanction shall apply for all Shareholders' Meetings for a period of two years from the date on which the failure to disclose is rectified. Said request and the decision of the Shareholders' Meeting must be recorded in the minutes of the Meeting.

## ARTICLE 11 - BOARD OF DIRECTORS

- 1) The Company shall have a Board of Directors comprised of a minimum of three and a maximum of eighteen members and, where appropriate, one or more members representing employees and/or employee shareholders appointed in accordance with the Law or these bylaws. Members of the Board of Directors must be individuals.
- 2) Each director must hold at least one thousand (1,000) Company shares throughout their term of office. This obligation does not apply to directors representing employees or employee shareholders appointed in accordance with the Law or these bylaws.
- 3) The length of the terms of office of the directors shall be four years. Directors, other than directors representing employees or employee shareholders appointed in accordance with the Law or these bylaws, shall be appointed or reappointed on a rolling basis to ensure the staggered renewal of terms of office in as equal fractions as possible. Exceptionally, and solely for the purposes of this rolling renewal, the Shareholders' Meeting may appoint one or more directors for a term of one, two or three years.

The terms of office of directors shall expire at the close of the Shareholders' Meeting held to approve the accounts for the year preceding the expiry of their term, subject to specific provisions provided for by Law or these Bylaws applicable to directors representing employees or employee shareholders.

Any director appointed as a replacement for another director shall only exercise his/her functions for the remaining period of his/her predecessor's term of office.

- 4) All outgoing members of the Board may be re-elected. However, at the close of each Ordinary Shareholders' Meeting held to approve the Company accounts, no more than one third (rounded up to the nearest whole number as necessary) of directors in office may be aged over seventy-five.
- 5) Director representing employee shareholders

**5.1** At fiscal year-end, whenever the percentage of share capital held – within the context of the provisions of Article L.225-102 of the French Commercial Code – by the employees of the Company and companies related to it within the meaning of Article L.225-180 of this code, represents more than 3% of the share capital of the Company, a director representing the employee shareholders is elected by the Ordinary Shareholders' Meeting from among the two candidates proposed by employee shareholders as discussed in the aforementioned Article L.225-102, in accordance with the terms and conditions of both the regulations in force and these bylaws.

**5.2** The two candidates nominated for election as an employee shareholder director are appointed under the following conditions:

- a)** When the shares held by the employees referred to in Article L.225-102 of the French Commercial Code are held in a *fonds commun de placement d'entreprise* (French collective employee shareholding vehicle, or "FCPE"), all of the Supervisory Boards of these FCPEs are convened for the specific purpose of jointly nominating a candidate for election.

At the meeting of these aforementioned Supervisory Boards, each member of these Supervisory Boards can cast one vote in favor of the nomination of a given candidate for election to the position of director representing employee shareholders. This candidate is nominated based on the majority of the votes cast either by the members of the Supervisory Boards present or represented at the meeting, or by correspondence.

- b)** When the shares are held directly by the employees referred to in Article L.225-102 of the French Commercial Code, these employees nominate a candidate. The nomination of the candidate will be made by the employee shareholders *via* an electronic voting procedure.

Under this electronic voting procedure, each employee shareholder will be entitled to a number of votes equal to the number of shares he or she directly holds. The candidate is nominated based on the majority of the votes cast by the electorate of employee shareholders.

- c)** In the event that the full amount of the shares held by the employees referred to in Article L.225-102 of the French Commercial Code are held under the conditions discussed in this section 5.2, paragraph a), the two candidates referred to in Article 5.1 would be nominated by the Supervisory Boards of the FCPEs in accordance with the terms and conditions described in this section 5.2, paragraph a).

Reciprocally, the provisions of this section 5.2, paragraph b), will be applicable to the nomination of the two candidates referred to in Article 5.1 in the event that the full amount of the shares held by the employees referred to in Article L.225-102 of the French Commercial Code is held under the conditions described in this section 5.2, paragraph b).

**5.3** Prior to the nomination of the two candidates for the position of employee shareholder director, the Chairman of the Board of Directors, who can elect to sub-delegate this task, sets the Rules for the Nomination of Candidates (hereinafter referred to as the "Rules"), which indicate the schedule and the organization of the nomination procedures provided for under section 5.2, paragraphs a) and b).

The Rules will be sent to the members of the Supervisory Boards of the FCPEs, within the context of the nomination procedure provided for above under section 5.2, paragraph a), and sent to the employee shareholders, within the context of the nomination procedure provided for above under section 5.2, paragraph b), by any means that the Chairman of the Board of Directors deems adequate and appropriate, including, as an example and not a requirement, by postings and/or by individual postal mail and/or electronically.

The Rules must be sent at least two months (i) prior to the effective date of the meeting of the Supervisory Boards of the FCPEs within the context of the procedure provided for in section 5.2, paragraph a), and (ii) prior to the beginning of the voting period provided for in section 5.2, paragraph b).

**5.4** The director representing the employee shareholders is elected by the Ordinary Shareholders' Meeting from among the two candidates nominated in accordance with the provisions of Article 11, section 5.2, paragraphs a) and b) of the bylaws, respectively, under the conditions applicable to the nomination of any director. The Board of Directors presents the two candidates at the Shareholders' Meeting by way of two separate resolutions and indicates its support, as the case may be, for the resolution pertaining to the candidate it prefers. Of the candidates described above, the one who receives the highest number of the votes of shareholders present or represented at the Ordinary Shareholders' Meeting will be elected as director representing employee shareholders.

**5.5** This director is not taken into account in determining the maximum number of directors provided for under Article L.225-17 of the French Commercial Code.

**5.6** Pursuant to the provisions of Article 11, paragraph 3) of the bylaws, the term of office of the director representing employee shareholders is set at four years and expires in accordance with the terms of these provisions. However, his or her term of office will end *ipso jure* and the director representing the employee shareholders is considered as having resigned automatically in the event that he or she no longer holds the status of employee of the Company (or of a company or economic interest group related to it within the meaning of Article L.225-180 of the French Commercial Code). The renewal of the term of office of the director representing employee shareholders is carried out under the conditions provided for in this paragraph 5) of Article 11 of the bylaws.

The provisions of Article 11, paragraph 2) of the bylaws, pertaining to the number of shares that each director must hold for the duration of his or her term of office, do not apply to this employee shareholder director. However, the director representing employee shareholders must hold, either individually, or *via* a *Fonds Commun de Placement d'Entreprise* governed by Article L.214-40 of the French Monetary and Financial Code, at least one share of the Company, or a number of shares of the FCPE equivalent to at least one share of the Company. Failing this, such director is considered as having resigned automatically as of the date upon which he or she no longer holds a share of the Company or a number of shares of the FCPE representing at least one share of the Company.

**5.7** In the event that the position of director representing employee shareholders becomes vacant for any reason whatsoever, the nomination of the candidates to replace the previous director will be carried out under the conditions provided for in this Article 11, paragraph 5) of the bylaws, at the latest prior to the next Ordinary Shareholders' Meeting held or, in the event such meeting is held less than four months after the position became vacant, prior to the following Ordinary Shareholders' Meeting. This director will be elected by the Ordinary Shareholders' Meeting for a new four-year period.

Until the date upon which a replacement for the position of director representing employee shareholders is elected, the Board of Directors can convene and deliberate validly.

**5.8** The provisions of this Article 11, paragraph 5) will no longer apply if, at fiscal year-end, the percentage of the share capital held by the employees of the Company and companies related to it within the meaning of the aforementioned Article L.225-180, within the context set forth by the provisions of aforementioned Article L.225-102, represents less than 3% of the share capital, it being specified that the term of office of any director appointed pursuant to this Article 11, paragraph 5), will end when the term of office reaches its intended expiration date.

## 6) Directors representing employees

- 6.1** The Board of Directors comprises a director representing employees appointed by the union body which obtained the most votes at the first round of the elections referred to in Articles L.2122-1 and L.2122-4 of the French Labor Code, organized by the Company and direct or indirect subsidiaries whose registered office is located in France.
- 6.2** The Board of Directors comprises a second director representing employees appointed by the European Group Council (known as the International Works Council in Capgemini Group).
- 6.3** Pursuant to Article 11.3), the term of office of any director appointed pursuant to Article 11, paragraphs 6.1 or 6.2 is four years, expiring at the close of the Ordinary Shareholders' Meeting held to approve the accounts for the year preceding the expiry of his or her term. It is renewable.
- 6.4** The term of office of directors representing employees may be terminated at the close of the Shareholders' Meeting held to approve the accounts for a year during which the application conditions of Article L.225-27-1- I of the French Commercial Code cease to be met, or should this article be repealed.
- 6.5** Should the office of a director representing employees become vacant for whatever reason, the replacement appointed by the union body which obtained the most votes at the first round of the elections or the European Group Council will take office for the remaining period of the term of office of his/her predecessor. The Board of Directors may validly meet and deliberate until the date of this replacement.

## ARTICLE 12 BOARD OF DIRECTORS' MEETINGS

- 1) Meetings of the Board of Directors are convened by its Chairman, as often as required in the Company's interests and at least every three months. Directors may be called to Board Meetings by any method including orally. Said meetings may be held either at the registered office or at any other location stated in the notice of meeting.
- 2) 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 *Président* ("Chairman") or the *Directeur Général* ("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.
- 3) The quorum and majority conditions set out in the Law shall apply to Board Meetings, except for the decision concerning the two possible methods for the Company's General Management, in which case special conditions shall apply (see Article 15). Where voting is tied, the Chairman of the Company shall have the casting vote.

## ARTICLE 13 - ROLES AND RESPONSIBILITIES OF THE BOARD OF DIRECTORS

- 1) The Board of Directors shall determine overall strategies for the Company's business and oversee their implementation. Subject to the powers expressly granted to the Shareholders' Meeting and in accordance with the corporate purpose, the Board of Directors shall deal with any questions relating to the proper operation of the Company and deliberate on issues relating thereto in Board meetings.

- 2) In general, the Board of Directors shall make any and all decisions and exercise any and all powers that fall within its remit pursuant to the Law, Shareholders' Meeting delegations and these bylaws.

In particular, and without limit, the prior approval of the Board of Directors is required for:

- guarantees and collateral given by the Company under the conditions set out in Article L.225-35, paragraph 4, of the French Commercial Code,
  - regulated agreements under the conditions set out in Article 20 of these bylaws,
  - any decisions of a strategic nature or which could have a material impact on the financial position of the Company or its subsidiaries, in accordance with the provisions of the Charter of the Board of Directors referred to in Article 16 below.
- 3) The Board of Directors shall perform or obtain performance of any checks and controls which it may think fit.
  - 4) Each director receives all necessary information for the performance of their duties and may request the communication of any document they consider useful. Directors have a duty, even after they have ceased to hold office, not to disclose any information which they hold concerning the Company, the disclosure of which might be prejudicial to the Company's interests, except where such disclosure is required or permitted by Law or is in the public interest.
  - 5) The Board of Directors may grant permanent or temporary missions to any one or more of its members or any other person or entity it may think fit. The Board may for example decide to create committees to research issues proposed by the Board or its Chairman. The Board of Directors shall decide upon the composition and roles and responsibilities of any committees operating under its supervision.

## ARTICLE 14 - CHAIRMAN OF THE BOARD OF DIRECTORS

- 1) The Board of Directors shall choose one of its members, necessarily an individual, to be Chairman, who shall be appointed for a term of office not exceeding his/her term of office as a director but may be re-appointed. For holding the position of Chairman, the age limit is set at:
  - seventy (70) years of age when he/she also holds the position of Chief Executive Officer (*P.D.G.*),
  - seventy-nine (79) years of age when he/she does not hold the position of Chief Executive Officer.

In both cases, his/her term of office shall expire at the end of the first Ordinary Shareholders' Meeting following his/her birthday.
- 2) The Chairman of the Board of Directors chairs the meetings of the Board of Directors and sets the agenda. He/she shall organize and manage the work carried out by the Board and report to Shareholders' Meetings thereon. He/she shall also oversee the Company's management bodies and ensure that the directors are in a position to carry out their functions.
- 3) When the Chairman of the Board of Directors is also responsible for the Company's General Management, he/she shall be subject to all laws and regulations applicable to the Chief Executive Officer.

- 4) Where considered useful, the Board of Directors may also appoint a Vice-Chairman from among its natural person members and determine the duration of his/her duties, within the limit of the duration of the term of office as director.

The sole role of the Vice-Chairman shall be to chair meetings of the Board of Directors and Shareholders' Meetings in the absence of the Chairman of the Board of Directors.

## ARTICLE 15 - GENERAL MANAGEMENT

- 1) The Chief Executive Officer is responsible for the General Management of the Company. This position may either be held by the Chairman in which case he/she shall hold the title of Chairman and Chief Executive Officer, or by another person appointed by the Board of Directors.
- 2) The Board of Directors shall choose one of the two possible methods for the Company's General Management. A majority of two-thirds of the directors is required for this decision and the issue must be included in the agenda of the applicable Board meeting.
- 3) If the positions of Chairman and Chief Executive Officer are dissociated, the latter - who is not mandatorily a director - shall be appointed for a term set freely by the Board of Directors. However, if the Chief Executive Officer is also a director, his/her term of office shall not exceed that of his/her term of office as director.

In both cases, the Chief Executive Officer's term of office shall expire at the first Ordinary Shareholders' Meeting following his 70<sup>th</sup> birthday.

- 4) The Chairman and Chief Executive Officer, or the Chief Executive Officer, as applicable, shall have the broadest powers to act in the name of the Company in all circumstances. These powers shall be exercised subject to the limits of the corporate purpose and subject to the powers expressly granted by Law to the Shareholders' Meeting or the Board of Directors. He/she shall represent the Company in its dealings with third parties.
- 5) At the recommendation of the Chairman and Chief Executive Officer or the Chief Executive Officer, as appropriate, the Board of Directors may appoint, from among its members or elsewhere, one or more private individuals tasked with assisting the Chairman and Chief Executive Officer or the Chief Executive Officer, with the title of Deputy Chief Executive Officer.

The number of Deputy Chief Executive Officers may not exceed five.

The scope and term of powers entrusted to the Deputy Chief Executive Officers shall be determined by the Board of Directors, in agreement with the Chairman and Chief Executive Officer or the Chief Executive Officer.

In dealings with third parties, the Deputy Chief Executive Officer shall have the same powers as the Chairman and Chief Executive Officer or the Chief Executive Officer.

## ARTICLE 16 - BOARD OF DIRECTORS – CHARTER

The Board of Directors shall draft a Charter setting out the terms and conditions according to which the Board of Directors, the Chairman and the Chief Executive Officer perform their roles and responsibilities, in accordance with the law, applicable regulations and these bylaws. This Charter shall also set down operating regulations for the Committees created by the Board of Directors and explain how the different roles and responsibilities are allocated between all of these persons and bodies.

## ARTICLE 17 - NON-VOTING DIRECTORS (CENSEURS)

Where recommended by the Board of Directors, the Ordinary Shareholders' Meeting may elect a maximum of six non-voting directors. It is not compulsory for non-voting directors to be shareholders.

The length of the terms of office of the non-voting directors shall be two years, expiring at the close of the Ordinary Shareholders' Meeting held to approve the accounts for the year preceding the expiry of their term.

If any vacancies arise due to the death of a non-voting director or where a non-voting director stands down from his/her position, the Board of Directors may make temporary appointments. Any such appointments by the Board of Directors are subject to ratification by the next Ordinary Shareholders' Meeting.

The non-voting directors shall attend Board of Directors' meetings and may be consulted by the Board as it thinks fit. They shall not however be directly involved in the management of the Company. They shall take part in deliberations in a consultancy capacity but their absence shall have no effect on the validity thereof.

The Board of Directors may remunerate non-voting directors out of the attendance fees granted by the General Shareholders' Meeting.

## ARTICLE 18 - STATUTORY AUDITORS

The Ordinary Shareholders' Meeting shall appoint one or more Statutory Auditors and, as necessary, one or more substitute auditors, in accordance with the conditions set down by law in relation to their terms of office and engagement.

## ARTICLE 19 - SHAREHOLDERS' MEETINGS

Shareholders' Meetings are convened under the conditions provided by Law. Meetings are held at the Company's headquarters or any other location in the same *département*, or neighboring *département*, detailed in the notice of meeting.

Shares carry voting rights based on the proportion of capital represented. All shares have the same par value and they therefore all carry one vote per share.

The right to participate in Shareholders' Meetings is evidenced by an entry in the name of the shareholder (or of the intermediary acting on his/her behalf if domiciled outside France) in the Company's share register or in the register of bearer shares held by the applicable authorized intermediary. Such entries must be recorded within the time period set by Law and any related notices must be filed at one of the addresses indicated in the notice of meeting.

In the case of bearer shares, the authorized intermediary shall provide a participation certificate.

Shareholders may participate in Shareholders' Meetings in person, by proxy or by casting a remote vote in accordance with the terms and conditions set by applicable regulations.

Shareholders who have informed the Company that they wish to participate in a Meeting in person, remotely or by proxy may not alter their method of participation. However, attendance at a Meeting by a shareholder in person shall cancel any votes cast by proxy or remotely.

To be taken into account, remote votes or proxy forms must be received by the Company at least three days prior to the date of the Meeting. If the Board of Directors so decides when convening the Meeting, shareholders voting by proxy or remotely may participate in voting using any telecommunication or tele-transmission means, including the internet, in accordance with the conditions set out in applicable regulations at the time of use. Where an electronic form is submitted, the shareholder's signature may take the form of a secure signature or a reliable identification procedure guaranteeing the link with the related action and potentially consisting of a user identification and password. Where applicable, this decision of the Board of Directors shall be communicated in the notice of meeting published in BALO (French Journal of Mandatory Legal Announcements).

Where a shareholder has given proxy to a third party and has also voted remotely, if there is any difference in the two votes, the remote vote will be taken into account and the proxy ignored.

If the Board of Directors so decides when convening the Meeting, shareholders may participate and vote at the Meeting using any telecommunication or tele-transmission means enabling their identification, including the internet, in accordance with the conditions set out in applicable regulations at the time of use. Where applicable, this decision of the Board of Directors shall be communicated in the notice of meeting published in BALO (French Journal of Mandatory Legal Announcements).

The Shareholders' Meetings are chaired by the Chairman of the Board of Directors or, in his/her absence, by the Vice-Chairman. In the absence of the Chairman and the Vice-Chairman, the Shareholders' Meeting shall elect a Chairman.

Shareholders' Meetings deliberate under the conditions provided by Law, it being noted that in calculating the majority, votes cast shall not include votes attaching to shares in respect of which the shareholder has not taken part in the vote or has abstained or has returned a blank or spoilt ballot paper.

Minutes of the Shareholders' Meeting are prepared and copies are certified and delivered in accordance with the Law.

#### **ARTICLE 20 - REGULATED AGREEMENTS**

Pursuant to Article L.229-7, paragraph 6, of the French Commercial Code, the provisions of Articles L.225-38 to L. 225-42 of the French Commercial Code are applicable to agreements entered into by the Company.

#### **ARTICLE 21 - COMPANY ACCOUNTS**

The Company's fiscal year commences on January 1 and ends on December 31.

The Shareholders' Meeting has sole discretionary powers to decide the appropriation of distributable income, as defined by the Law. Consequently, the Shareholders' Meeting may decide to appropriate all or part of distributable earnings to revenue reserves, special reserves or retained earnings, or to distribute all or part of the amount to shareholders.

The Shareholders' Meeting shall also decide the terms and conditions of payment of dividends. In particular, shareholders may

be offered a stock dividend alternative, in which case the related dividends will be paid in the form of new shares credited as fully paid, issued in compliance with the provisions of the applicable laws and regulations. The above provisions also apply to the distribution of interim dividends, subject to compliance with the Law.

In addition, the Shareholders' Meeting may decide to distribute a dividend out of distributable reserves, subject to compliance with the Law.

#### **ARTICLE 22 - DISSOLUTION AND LIQUIDATION**

If the Company is wound up, one or more liquidators shall be appointed by an Ordinary Shareholders' Meeting.

The liquidator shall represent the Company. He shall have the broadest powers to realize the Company's assets, including by way of amicable agreement or settlement. The liquidator shall be authorized to pay creditors and to allocate any outstanding amounts.

The Shareholders' Meeting may authorize the liquidator to continue the Company's current business or to enter into new business for the purposes of the liquidation.

The net assets remaining after repayment of the par value of the shares shall be allocated among the shareholders *pro rata* to their respective interests in the capital.

#### **ARTICLE 23 - DISPUTE RESOLUTION**

Any disputes concerning the Company's affairs that may arise during the life of the Company or upon liquidation, either between the Company and its shareholders or between the shareholders themselves, shall be referred to the competent court at the location of the Company's registered office.

# 7. Statutory Auditors reports and report of the Conversion Auditor

## Statutory Auditors' report on the consolidated financial statements

For the year ended December 31, 2016

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*This is a free translation into English of the Statutory Auditors' report issued in French and is provided solely for the convenience of English speaking users. The Statutory Auditors' report includes information specifically required by French law in such reports, whether modified or not. This information is presented below the opinion on the consolidated financial statements and includes an explanatory paragraph discussing the auditors' assessments of certain significant accounting and auditing matters. These assessments were considered for the purpose of issuing an audit opinion on the consolidated financial statements taken as a whole and not to provide separate assurance on individual account captions or on information taken outside of the consolidated financial statements. This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.*

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To the Shareholders,

In compliance with the assignment entrusted to us by your Annual General Meeting we hereby report to you, for the year ended December 31, 2016, on:

- ▶ the audit of the accompanying consolidated financial statements of Cap Gemini S.A.;
- ▶ the justification of our assessments;
- ▶ the specific verification required by law.

These consolidated financial statements have been approved by the Board of Directors. Our role is to express an opinion on these consolidated financial statements based on our audit.

### I. Opinion on the consolidated financial statements

We conducted our audit in accordance with professional standards applicable in France; those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. An audit involves performing procedures, using sampling techniques or other methods of selection, to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made, as well as the overall presentation of the consolidated financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

In our opinion, the consolidated financial statements give a true and fair view of the assets and liabilities and of the financial position of the Group as at December 31, 2016 and of the results of its operations for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union.

### II. Justification of our assessments

In accordance with the requirements of article L.823-9 of the French Commercial Code (*Code de commerce*) relating to the justification of our assessments, we bring to your attention the following matters:

- ▶ Note 6 to the consolidated financial statements sets out the methods used to account for revenues and costs related to long-term contracts. As part of our assessments, we ensured that the above-mentioned accounting rules and principles adopted by your Group were properly applied and verified that the information provided in the note above was appropriate. We also obtained assurance that the estimates used were reasonable;
- ▶ goodwill of €7,176 million is recorded in the consolidated balance sheet. The approach adopted by the Group as well as the accounting principles and methods applied to determine the value in use of these assets are described in Note 15 to the consolidated financial statements. As part of our assessments, we verified whether the approach applied was correct and that the assumptions used and resulting valuations were consistent overall;

▶ deferred tax assets amounting to €1,473 million are recorded in the consolidated balance sheet. Note 16 to the consolidated financial statements describes the methods used to calculate the value of these assets. As part of our assessments, we verified the overall consistency of the information and assumptions used to perform these calculations.

These assessments were made in the context of our audit of the consolidated financial statements taken as a whole, and therefore contributed to the opinion we formed which is expressed in the first part of this report.

### III. Specific verification

As required by law, we have also verified in accordance with professional standards applicable in France the information presented in the Group's management report.

We have no matters to report as to its fair presentation and its consistency with the consolidated financial statements.

#### The Statutory Auditors

Neuilly-sur-Seine, February 24, 2017

Paris La Défense, February 24, 2017

#### PricewaterhouseCoopers Audit

Françoise Garnier  
*Partner*

Richard Béjot  
*Partner*

#### KPMG Audit Division of KPMG S.A.

Frédéric Quélin  
*Partner*

# Statutory Auditor's report on the financial statements

**For the year ended 31 December 2016**

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*This is a free translation into English of the statutory auditors' report on the financial statements issued in French and it is provided solely for the convenience of English speaking users. The statutory auditors' report includes information specifically required by French law in such reports, whether modified or not. This information is presented below the audit opinion on the financial statements and includes an explanatory paragraph discussing the auditors' assessments of certain significant accounting and auditing matters. These assessments were considered for the purpose of issuing an audit opinion on the financial statements taken as a whole and not to provide separate assurance on individual account balances, transactions, or disclosures. This report also includes information relating to the specific verification of information given in the management report and in the documents addressed to shareholders. This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.*

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## Statutory auditor's report on the financial statements

- ▶ In compliance with the assignment entrusted to us by your Annual General, we hereby report to you, for the year ended 31 December 2016, on:
- ▶ the audit of the accompanying financial statements of Cap Gemini S.A
- ▶ the justification of our assessments;
- ▶ the specific verifications and information required by law.

These financial statements have been approved by the Board of Directors. Our role is to express an opinion on these financial statements based on our audit.

## I - Opinion on the financial statements

We conducted our audit in accordance with professional standards applicable in France; those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit involves performing procedures, using sample techniques or other methods of selection, to obtain audit evidence about the amounts and disclosures in the financial statements. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made, as well as the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

In our opinion, the financial statements give a true and fair view of the assets and liabilities and of the financial position of the Company as at 31 December 2016 and of the results of its operations for the year then ended in accordance with French accounting principles.

## II - Justification of our assessments

In accordance with the requirements of article L.823-9 of the French Commercial Code (code de commerce) relating to the justification of our assessments, we bring to your attention the following matter:

The net value of equity interests as reported in the balance sheet amounts to € 14,474 million at 31 December 2016. The accounting rules and methods used to determine the value in use of these investments are described in Note I to the financial statements. As part of our assessments, we verified whether the approach applied was correct and that the assumptions used and resulting valuations were consistent overall.

These assessments were made as part of our audit of the financial statements, taken as a whole, and therefore contributed to the opinion we formed which is expressed in the first part of this report.

### III - Specific verifications and information

We have also performed, in accordance with professional standards applicable in France, the specific verifications required by French law.

We have no matters to report as to the fair presentation and the consistency with the financial statements of the information given in the management report of the Board of Directors, and in the documents addressed to the shareholders with respect to the financial position and the financial statements.

Concerning the information given in accordance with the requirements of article L.225-102-1 of the French Commercial Code (code de commerce) relating to remunerations and benefits received by the directors and any other commitments made in their favour, we have verified its consistency with the financial statements, or with the underlying information used to prepare these financial statements and, where applicable, with the information obtained by your company from companies controlling your company or controlled by it. Based on this work, we attest the accuracy and fair presentation of this information. Concerning the information given in accordance with the requirements of article L.225-102-1 of the French Commercial Code (code de commerce) relating to remunerations and benefits received by the directors and any other commitments made in their favour, we have verified its consistency with the financial statements, or with the underlying information used to prepare these financial statements and, where applicable, with the information obtained by your company from companies controlling your company or controlled by it. Based on this work, we attest the accuracy and fair presentation of this information.

In accordance with French law, we have verified that the required information concerning the identity of shareholders and holders of the voting rights has been properly disclosed in the management report.

#### The Statutory Auditors

Neuilly-sur-Seine, February 24, 2017

Paris La Défense, February 24, 2017

#### **PricewaterhouseCoopers Audit**

Françoise Garnier  
*Partner*

Richard Béjot  
*Partner*

#### **KPMG Audit Division of KPMG S.A.**

Frédéric Quélin  
*Partner*

# Statutory Auditors' special report on related party agreements and commitments

## Shareholders' Meeting held to approve the financial statements for the year ended December 31, 2016

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*This is a free translation into English of the Statutory Auditors' special report on related party agreements and commitments issued in French and is provided solely for the convenience of English speaking readers. This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.*

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To the Shareholders,

In our capacity as Statutory Auditors of Cap Gemini S.A., we hereby report to you on related party agreements and commitments.

It is our responsibility to report to shareholders, based on the information provided to us, on the main terms and conditions of agreements and commitments that have been disclosed to us or that we may have identified as part of our engagement, without commenting on their relevance or substance or identifying any undisclosed agreements or commitments. Under the provisions of Article R.225-31 of the French Commercial Code (Code de commerce), it is the responsibility of the shareholders to determine whether the agreements and commitments are appropriate and should be approved.

Where applicable it is also our responsibility to provide shareholders with the information required by Article R.225-31 of the French Commercial Code in relation to the implementation during the year of agreements and commitments already approved by the Shareholders' Meeting.

We performed the procedures that we deemed necessary in accordance with professional standards applicable in France to such engagements. These procedures consisted in verifying that the information given to us is consistent with the underlying documents.

### **Agreements and commitments to be submitted for the approval of the Shareholders' Meeting**

#### **Agreements and commitments authorized during the year**

We hereby inform you that we have not been advised of any agreement or commitment authorized during the year to be submitted for the approval of the Shareholders' Meeting pursuant to Article L.225-38 of the French Commercial Code.

### **Agreements and commitments already approved by the Shareholders' Meeting**

#### **Agreements and commitments approved in prior years but not implemented during the year**

Pursuant to Article R.225-30 of the French Commercial Code, we have been informed that the following agreements and commitments, previously approved by Shareholders' Meetings in prior years, have remained in force during the year.

#### **► Supplementary collective pension scheme for Paul Hermelin (CEO)**

##### Type:

A supplementary collective defined benefit pension scheme set up by the Company in favor of certain senior executives regarded as having made a significant and lasting contribution to the development of the Capgemini Group. Paul Hermelin has been registered as a beneficiary of this plan since the April 10, 2007 Shareholders' Meeting.

Purpose and terms and conditions:

On December 13, 2006, the Board of Directors authorized the creation of a collective defined benefit pension scheme in favor of certain senior executives of the Group, enabling them to obtain, upon their retirement, a supplementary pension that may not exceed 40% of their reference earnings. The beneficiary's total cumulative pension benefits may not exceed 50% of the reference earnings which are capped at 60 times the annual ceiling for social security contributions.

The July 29, 2015 Board of Directors' Meeting decided to freeze Paul Hermelin's rights under this supplementary scheme, effective from October 31, 2015, without consideration, hence a change in the Company's favor.

On December 7, 2016, the Board of Directors took due note that this agreement had been submitted to it to be reexamined.

Paul Hermelin did not receive any remuneration under this agreement in 2016.

**The Statutory Auditors**

Neuilly-sur-Seine, February 24, 2017

Paris La Défense, February 24, 2017

**PricewaterhouseCoopers Audit**

Françoise Garnier  
*Partner*

Richard Béjot  
*Partner*

**KPMG Audit**  
***Division of KPMG S.A.***

Frédéric Quélin  
*Partner*

# Statutory Auditors' report on the authorization to grant free shares (existing or to be issued) to employees and corporate officers

## Combined General Meeting of May 10, 2017 – Sixteenth resolution

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*This is a free translation into English of the Statutory Auditors' report issued in French and is provided solely for the convenience of English speaking readers. This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.*

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To the Shareholders,

In our capacity as Statutory Auditors of Cap Gemini S.A. and in accordance with Article L.225-197-1 of the French Commercial Code (*Code de commerce*), we hereby report to you on the proposed authorization to grant free shares (existing or to be issued) to employees and corporate officers of the Company and its French and non-French subsidiaries, which is submitted to you for your approval.

On the basis of its report, the Board of Directors proposes that you grant it the authority, for an 18-month period, to grant free existing shares or shares to be issued.

It is the Board of Directors' responsibility to prepare a report on the proposed transaction. It is our responsibility to provide you with our observations, if any, in respect of the information provided to you on the proposed transaction.

The Board of Directors' report states that the grant of existing shares or shares to be issued to employees and corporate officers of Cap Gemini S.A. and its French and foreign subsidiaries, will be subject to the achievement of performance targets and limited to a maximum number of shares not exceeding 1% of the share capital. It also states that the grant of shares to corporate officers of Cap Gemini S.A. will be limited to 10% of the aforementioned amount.

We performed the procedures that we deemed necessary in accordance with professional standards applicable in France to such engagements. These procedures consisted in verifying in particular that the proposed terms and conditions described in the Board of Directors' report comply with the applicable legal provisions.

We have no matters to report on the information provided in the Board of Directors' report, with respect to the proposed authorization to grant free shares.

Neuilly-sur-Seine, March 16, 2017

Paris La Défense, March 16, 2017

**PricewaterhouseCoopers Audit**

**KPMG Audit**  
**Division of KPMG S.A.**

Françoise Garnier  
Partner

Richard Béjot  
Partner

Frédéric Quélin  
Partner

# Statutory Auditors' report on the issue of ordinary shares and/or securities giving access to the company's share capital reserved for members of Capgemini group employee savings plan

## Combined General Meeting of May 10, 2017 – Seventeenth resolution

*This is a free translation into English of the Statutory Auditors' report issued in French and is provided solely for the convenience of English speaking readers. This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.*

To the Shareholders,

In our capacity as Statutory Auditors of Cap Gemini S.A. and in accordance with Articles L.228-92 and L.225-135 *et seq.* of the French Commercial Code (*Code de commerce*), we hereby report to you on the proposal to issue ordinary shares and/or securities giving access to the Company's capital, with cancelation of pre-emptive subscription rights, reserved for members of a Capgemini group employee savings plan, subject to a maximum nominal amount of €48 million, which is submitted to you for your approval.

This share capital increase is submitted to you for approval pursuant to the provisions of Article L.225-129-6 of the French Commercial Code and Articles L.3332-18 *et seq.* of the French Labor Code (*Code de travail*).

On the basis of its report, the Board of Directors proposes that you grant it the authority, for an 18-month period, to set the terms and conditions of this transaction and that you waive your pre-emptive subscription rights to the ordinary shares and securities to be issued.

It is the Board of Directors' responsibility to prepare a report in accordance with Articles R.225-113 *et seq.* of the French Commercial Code. It is our responsibility to express an opinion on the fairness of the information taken from the financial statements, on the proposed cancelation of pre-emptive subscription rights and on certain other information relating to this issue, presented in this report.

We performed the procedures that we deemed necessary in accordance with professional standards applicable in France to such engagements. These procedures consisted in verifying the information disclosed in the Board of Directors' report pertaining to the transaction and the methods used to set the issue price of the securities to be issued.

Subject to a subsequent examination of the terms and conditions of the proposed issue, we have no matters to report as regards the methods used to set the issue price of the securities to be issued given in the Board of Directors' report.

Since the final terms and conditions of the issue have not been set, we do not express an opinion in this respect or, consequently, on the proposed cancelation of shareholders' pre-emptive subscription rights.

In accordance with Article R.225-116 of the French Commercial Code, we will prepare an additional report when the Board of Directors uses this delegation.

Neuilly-sur-Seine, March 16, 2017

Paris La Défense, March 16, 2017

**PricewaterhouseCoopers Audit**

**KPMG Audit**  
**Division of KPMG S.A.**

Françoise Garnier  
Partner

Richard Béjot  
Partner

Frédéric Quélin  
Partner

# Statutory Auditors' report on the issue of ordinary shares and/or securities giving access to the company's share capital, with cancelation of pre-emptive subscription rights, reserved for employees of certain non-french subsidiaries

## Combined General Meeting of May 10, 2017 – Eighteenth resolution

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*This is a free translation into English of the Statutory Auditors' report issued in French and is provided solely for the convenience of English speaking readers. This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.*

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To the Shareholders,

In our capacity as Statutory Auditors of Cap Gemini S.A., and in accordance with Articles L.228-92 and L.225-135 *et seq.* of the French Commercial Code (*Code de commerce*), we hereby report to you on the proposal to issue ordinary shares and/or securities giving access to the Company's share capital, with cancelation of pre-emptive subscription rights, reserved for employees of certain non-French Capgemini Group subsidiaries, which is submitted to you for approval. The maximum nominal amount of the capital increase that may result from this issue is €24 million, it being specified that this amount will be deducted from the limit of €48 million provided for in the seventeenth resolution.

On the basis of its report, the Board of Directors proposes that you grant it the authority, for an 18-month period, to set the terms and conditions of this transaction and that you waive your pre-emptive subscription rights to subscribe to the securities to be issued.

It is the Board of Directors' responsibility to prepare a report in accordance with Articles R.225-113 *et seq.* of the French Commercial Code. It is our responsibility to express an opinion on the fairness of the information taken from the financial statements, on the proposed cancelation of pre-emptive subscription rights and on certain other information relating to this issue, presented in this report.

We performed the procedures that we deemed necessary in accordance with professional standards applicable in France to such engagements. These procedures consisted in verifying the information disclosed in the Board of Directors' report pertaining to the transaction and the methods used to set the issue price of the securities to be issued, it being specified that this authority may only be used in the context of the authorization granted in the seventeenth resolution.

Subject to a subsequent examination of the terms and conditions of the proposed issue, we have no matters to report as regards the methods used to set the issue price of the securities to be issued given in the Board of Directors' report.

Since the final terms and conditions of the issue have not been set, we do not express an opinion in this respect or, consequently, on the proposed cancelation of shareholders' pre-emptive subscription rights.

In accordance with Article R.225-116 of the French Commercial Code, we will prepare an additional report when the Board of Directors uses this delegation.

Neuilly-sur-Seine, March 16, 2017

Paris La Défense, March 16, 2017

**PricewaterhouseCoopers Audit**

**KPMG Audit**  
**Division of KPMG S.A.**

Françoise Garnier  
*Partner*

Richard Béjot  
*Partner*

Frédéric Quélin  
*Partner*

## Report of the Conversion Auditor on the conversion of Cap Gemini into a European company (*Societas Europaea, SE*)

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*This is a free translation into English of the Conversion Auditor's report issued in French and is provided solely for the convenience of English speaking readers. This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.*

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To the Shareholders,

In accordance with my appointment as conversion auditor by Order of the Presiding Judge of the Paris Commercial Court dated December 14, 2016 with respect to the conversion of Cap Gemini (the Company) into a European company (*Societas Europaea, SE*), I have prepared the report required by Article 37 of Council Regulation (EC) no. 2157/2001 of October 8, 2001 on the statute for a European company and Article L.225-245-1 of the French Commercial Code (*Code de commerce*). This conversion was approved by your Board of Directors on December 7, 2016.

I have prepared this report in order to certify the amount of the Company's net assets with respect to its capital plus those reserves which must not be distributed under the law or the bylaws.

I performed the procedures that I deemed necessary in accordance with professional standards applicable in France to such engagements. These procedures consisted in verifying that the net assets of the Company are at least equivalent to its capital plus those reserves which must not be distributed under the law or the bylaws. This verification notably consisted in assessing the potential impact on the accounting value of items included in determining the net asset amount, of events between the date of the last annual accounts and the date of my report.

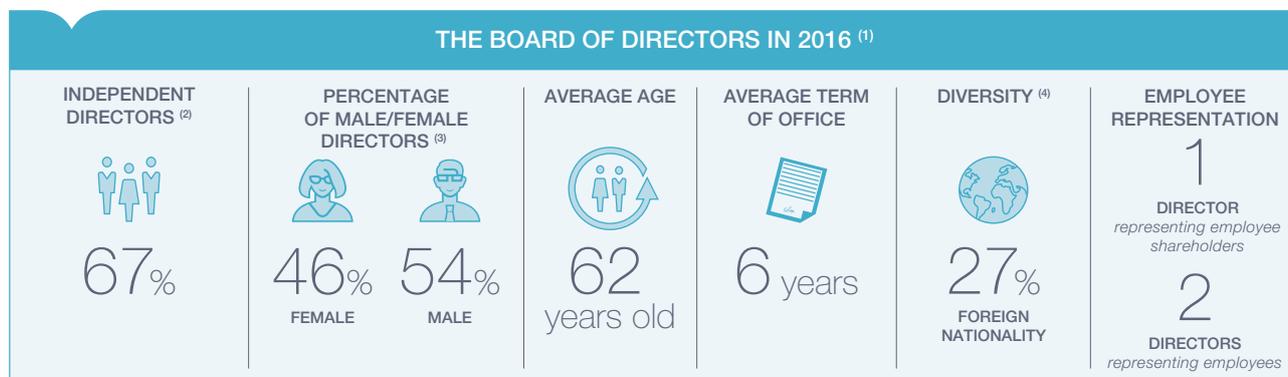
Based on this work, as at the date of my report, I certify that the Company has net assets at least equivalent to its capital plus those reserves which must not be distributed under the law or the bylaws.

Paris, January 20, 2017

**The Conversion Auditor**

Jean-Jacques DEDOUIT

# 8. Presentation of the Board of Directors



(1) As at December 31, 2016.

(2) The directors representing employees and employee shareholders are not taken into account in calculating this percentage, in accordance with the provisions of the AFEP-MEDEF Code.

(3) The two directors representing employees are not taken into account in calculating this percentage, in accordance with Article L.225-27 of the French Commercial Code.

(4) Foreign or dual nationality directors conducting their main activity outside France.

Since September 1, 2016, the Cap Gemini Board of Directors has 15 members. The wide range of their experience and expertise contributes to the quality of discussions and the smooth operation of the Board, ensuring the best possible balance taking account of the Group's situation and the different challenges facing Capgemini. The detailed individual presentations of the members of the Board of Directors with mention of their current offices at December 31, 2016 and their other offices held during the last five years are included in the 2016 Registration Document (Section 2.1.3).



## PAUL HERMELIN

Chairman and Chief Executive Officer  
Member of the Strategy & Investment Committee



### BIOGRAPHY – PROFESSIONAL EXPERIENCE

Mr. Paul Hermelin is a graduate of École Polytechnique and École Nationale d'Administration (ENA). He spent the first fifteen years of his professional life in the French government, primarily in the Ministry of Finance. He held a number of positions in the Budget Office and on various ministry staffs, including that of Finance Minister Jacques Delors. He was chief of staff to the Minister of Industry and Foreign Trade, from 1991 to 1993.

Mr. Paul Hermelin joined the Capgemini Group in May 1993, where he was first in charge of coordinating central functions. In May 1996, he was appointed member of the Management Board and Chief Executive Officer of Cap Gemini France. In May 2000, following the merger between Cap Gemini and Ernst & Young Consulting, he became Deputy Chief Executive Officer of the Group and director. On January 1, 2002, he became Chief Executive Officer of the Capgemini Group, followed by Chairman and Chief Executive Officer on May 24, 2012. He has been a member of the Strategy & Investment Committee since July 24, 2002.

He has also been a director of AXA, a global insurance and asset management company headquartered in Paris, since April 30, 2013.

### Principal office:

Mr. Paul Hermelin has been Chairman and Chief Executive Officer of Cap Gemini S.A. since May 2012.

### Date of birth:

April 30, 1952

### Nationality:

French

### Business address:

Cap Gemini S.A.  
11, rue de Tilsitt  
75017 Paris

### First appointment:

2000

### Expiry of term of office:

2018

(Ordinary Shareholders' Meeting held to approve the 2017 financial statements)

### Number of shares held at

Dec. 31, 2016:

297,048



## DANIEL BERNARD

Lead Independent Director  
Chairman of the Ethics & Governance Committee  
Member of the Strategy & Investment Committee



### BIOGRAPHY – PROFESSIONAL EXPERIENCE

Mr. Daniel Bernard is a graduate of HEC business school. He started his career in the retail sector, where he was Chief Executive Officer of Socam Miniprix (from 1971 to 1975) and then Director of the La Ruche Picarde Group Mammouth and Delta hypermarkets. He was Chief Executive Officer of Groupe Métro France (from 1981 to 1989), followed by member of the Management Board of Métro International AG (from 1989 to 1992). He became Chairman of the Executive Board of Carrefour in 1992 and was appointed Chairman and Chief Executive Officer in 1998. Mr. Daniel Bernard was also an Independent Director of Alcatel Lucent (from 1997 to 2014) and of Saint-Gobain (from 2000 to 2006). He was a member of the Saint-Gobain Appointments Committee and chaired the Alcatel-Lucent Corporate Governance and Appointments Committee.

In 2006, Mr. Daniel Bernard joined the Board of Directors of Kingfisher Plc as Vice-Chairman and has been Chairman of the Board of Directors since 2009. He also chairs the Appointments Committee. Mr. Daniel Bernard is also President of Provestis, his own investment company, and Senior Advisor of Towerbrook Capital Partners, L.P.

Mr. Daniel Bernard holds the ranks of Officer of the National Order of Merit and Knight of the Legion of Honor.

Mr. Daniel Bernard has been a director of Cap Gemini S.A. since May 12, 2005 and Lead Independent Director since March 7, 2014. He was also appointed Chairman of the Ethics & Governance Committee on the same date. He has been a member of the Strategy & Investment Committee since July 26, 2006.

He brings to the Board of Directors considerable experience in the management of leading international companies where he has held top positions, together with reputed expertise in corporate governance, gained through major corporate governance responsibilities in leading listed companies in France and the United Kingdom. Mr. Daniel Bernard also contributes to the Board's strategic discussion, thanks notably to his considerable experience in the retail sector and its digital transformation.

#### Principal office:

Mr. Daniel Bernard has been President of Provestis since 2006.

#### Date of birth:

February 18, 1946

#### Nationality:

French

#### Business address:

Provestis  
14, rue de Marignac  
75008 Paris

#### First appointment:

2005

#### Expiry of term of office:

2017

(Ordinary Shareholders' Meeting held to approve the 2016 financial statements)

#### Number of shares held at

Dec. 31, 2016:

1,000



## ANNE BOUVEROT

Independent Director  
Member of the Strategy & Investment Committee



### BIOGRAPHY – PROFESSIONAL EXPERIENCE

A graduate of École Normale Supérieure and of Télécom Paris, Ms. Anne Bouverot also holds a PhD in computer science (1991).

She started her career as IT project manager with Telmex in Mexico, before joining Global One in the USA in 1996. In 2002, she was appointed Vice-President at Equant's IT services unit. In 2004, she became Chief of Staff for the Chief Executive Officer of Orange in the United Kingdom, followed by Executive Vice-President, Mobile Services, for France Télécom Orange. In November 2006, Ms. Anne Bouverot became Executive Vice-President, International Business Development, at France Telecom. From 2011 to July 2015, she was Chief Executive Officer of GSMA, the international association of mobile network operators. In August 2015, she was appointed Chairman and Chief Executive Officer of Safran Identity & Security (formerly Morpho), a world leader in security and identity solutions (biometrics and digital identity).

Ms. Anne Bouverot joined the Board of Directors of Cap Gemini S.A. on October 8, 2013 and was appointed a member of the Strategy & Investment Committee on the same date.

Ms. Anne Bouverot has spent the majority of her professional career in the Telecoms sector, a key information technology sector, where she has held leading positions in international organizations. The duties she has performed allow her to make a key contribution to Capgemini group strategic discussions given the impact of mobile connections on technology uses. She also brings specific Digital expertise to the Board of Directors in the areas of security and identity in Digital and connected environments. Finally, as a director of Edenred and previously of Groupama, Ms. Anne Bouverot already has considerable experience as an Independent Director of Euronext listed companies.

#### Principal office:

Ms. Anne Bouverot has been Chairman and Chief Executive Officer of Safran Identity & Security SAS (formerly Morpho SAS) since August 1, 2015.

#### Date of birth:

March 21, 1966

#### Nationality:

French

#### Business address:

Safran Identity and Security  
11, boulevard Gallieni  
92445 Issy-les-Moulineaux  
Cedex

#### First appointment:

2013

#### Expiry of term of office:

2017

(Ordinary Shareholders' Meeting held to approve the 2016 financial statements)

#### Number of shares held at

Dec. 31, 2016:

1,000



## YANN DELABRIÈRE

Director

Chairman of the Audit Committee until December 7, 2016

Member of the Audit & Risk Committee since December 7, 2016



### BIOGRAPHY – PROFESSIONAL EXPERIENCE

Mr. Yann Delabrière is a graduate of École Normale Supérieure and École Nationale d'Administration and has a postgraduate degree in mathematics.

He began his career at the Committee of Public Accounts (*Cour des Comptes*) before working as Chief Financial Officer for the French export credit agency, COFACE (1982 to 1987) and the Printemps Group (1987 to 1990), before becoming Chief Financial Officer and member of the Executive Committee of PSA Peugeot Citroën Group (1998 to 2007). He was also Chairman and Chief Executive Officer of Banque PSA Finance.

Mr. Yann Delabrière has been a director of Faurecia since November 1996 and a member of its Strategy Committee. He was Chairman and Chief Executive Officer of Faurecia from February 2007 to June 2016 and has been Chairman of the Board of Directors since July 1, 2016.

He was also a director of Société Générale from 2012 to 2016.

Mr. Yann Delabrière has been a director of Cap Gemini S.A. since February 25, 2004. He is now a member of the Audit & Risk Committee, having chaired the Audit Committee for 10 years (2006-2016).

Mr. Yann Delabrière provides the Board of Directors with both financial expertise and his experience as an executive and director of highly international French companies. In addition to these skills, he brings considerable experience in the manufacturing sector, and particularly the automobile sector and its digital transformation.

#### Principal office:

Mr. Yann Delabrière has been Chairman of the Board of Directors of Faurecia since July 1, 2016.

#### Date of birth:

December 19, 1950

#### Nationality:

French

#### Business address:

Faurecia  
2, rue Hennape  
92735 Nanterre  
Cedex

#### First appointment:

2004

#### Expiry of term of office:

2018

(Ordinary Shareholders' Meeting held to approve the 2017 financial statements)

#### Number of shares held at Dec. 31, 2016:

2,550



## LAURENCE DORS

Independent Director

Member of the Audit & Risk Committee

Member of the Ethics & Governance Committee



### BIOGRAPHY – PROFESSIONAL EXPERIENCE

Ms. Laurence Dors is a graduate of École Normale Supérieure and École Nationale d'Administration. A former senior civil servant in the French Finance Ministry and former member of the Prime Minister's staff (1995-1997) and the Ministry of the Economy's staff (1994-1995), Ms. Laurence Dors has spent much of her professional career in international and executive management positions in major international groups (Lagardère, EADS, Dassault Systems, Renault). She is the cofounder and a Senior Partner of the consulting firm Theano Advisors (formerly Anthenor Partners). A specialist in governance issues and an Independent Director, she sits on the Board of Directors of IFA (French Institute of Directors).

Ms. Laurence Dors has been a member of the Board of Directors of Crédit Agricole S.A. since May 19, 2009. She chairs the Compensation Committee and is a member of the Audit Committee and the Appointments and Governance Committee. She also sits on the Board of Directors of Egis, a non-listed engineering company specializing in consulting and the development of projects offering added value through innovation. She also chairs the Compensation Committee and is a member of the Engagements Committee.

Ms. Laurence Dors holds the ranks of knight of the Legion of Honor and Officer of the National Order of Merit.

Ms. Laurence Dors has been a member of the Board of Directors of Cap Gemini S.A. since May 27, 2010. She has been a member of the Audit & Risk Committee (formerly the Audit Committee) and the Ethics & Governance Committee since May 7, 2014.

Ms. Laurence Dors brings to the Board of Directors her considerable governance experience, her financial and business consulting expertise and her experience in the management of leading international groups in the technology sector.

#### Principal office:

Ms. Laurence Dors has been a Senior Partner of Theano Advisors (formerly Anthenor Partners) since July 2012.

#### Date of birth:

March 16, 1956

#### Nationality:

French

#### Business address:

Theano Advisors  
57, rue Pierre  
Charron  
75008 Paris

#### First appointment:

2010

#### Expiry of term of office:

2018

(Ordinary Shareholders' Meeting held to approve the 2017 financial statements)

#### Number of shares held at Dec. 31, 2016:

1,000



## CAROLE FERRAND

Independent Director  
Member of the Audit & Risk Committee



### BIOGRAPHY – PROFESSIONAL EXPERIENCE

Ms. Carole Ferrand is a graduate of HEC business school (class of 1992). She started her career at PriceWaterhouseCoopers, where she was an auditor and later a financial advisor in the Transaction Services Division. In 2000, she joined Sony France, the French subsidiary of the consumer and professional electronics branch of the Sony Corporation Group, as Financial Director before becoming General Secretary in 2002. In 2011, she held the position of Chief Financial Officer of the Europacorp Group. Since January 2013, she has been Financing Director at Artémis Group and is in charge of strategic and financial support for certain investments.

Ms. Carole Ferrand was appointed to the Board of Directors of FNAC Group in 2013, where she is also a member of the Audit Committee.

Ms. Carole Ferrand joined the Board of Directors of Cap Gemini S.A. on May 18, 2016 and has been a member of the Audit & Risk Committee (formerly the Audit Committee) since this date. She brings to the Board her expertise in audit, finance and financial issues.

Ms. Carole Ferrand also contributes her expertise in investment strategy and external growth and her experience and knowledge of the challenges associated with rapid change in a competitive environment as well as disruption and particularly digital disruption in a wide range of environments.

#### Principal office:

Ms. Carole Ferrand has been Financing Director at Artémis Group since January 2013.

#### Date of birth:

April 2, 1970

#### Nationality:

French

#### Business address:

Artémis

12, rue François 1<sup>er</sup>  
75008 Paris

#### First appointment:

2016

#### Expiry of term of office:

2020

(Ordinary Shareholders' Meeting held to approve the 2019 financial statements)

#### Number of shares held at Dec. 31, 2016:

1,000



## ROBERT FRETTEL

Director representing employees  
Member of the Strategy & Investment Committee



### BIOGRAPHY – PROFESSIONAL EXPERIENCE

Mr. Robert Fretel has an engineering degree from Institut du Génie Chimique (Toulouse).

He began his career in 1981 as a mathematics teacher in France and then Tunisia under a cooperation program.

In 1984 he joined the water treatment company, NALCO, as a technical sales engineer, where he developed software for the sales team. In 1986, he moved to Compagnie Générale d'Informatique, where during 7 years he performed assignments for clients such as CITROEN and then EDF, focusing on the design and development of the development and operating technical architecture of an invoicing application (100 operating sites, BULL and IBM). He also performed training assignments both internally and for clients such as Credit Agricole and Caisse d'Epargne.

Mr. Robert Fretel joined Capgemini Toulouse in November 1993 and now has 23 years experience with the Group.

In addition to his operational duties, Mr. Robert Fretel has been an employee representative for 20 years within Capgemini and has developed over this period employee dialogue and mediation with many employees and Management. He has also been a member of the International Works Council (IWC) for 10 years.

Mr. Robert Fretel has therefore gained considerable knowledge of employee representative bodies and their activities, as well as of employee consultation processes.

He joined the Board of Directors of Cap Gemini S.A. on September 1, 2016 as a director representing employees. He is also a member of the Strategy & Investment Committee.

Mr. Robert Fretel brings to the Board the perspective of an employee with considerable knowledge and experience of technological environments and their digital transformation. As a result of his duties, Mr. Robert Fretel also has an in-depth understanding of the Capgemini Group and its businesses.

#### Principal office:

Mr. Robert Fretel is a software architect/MVS expert and software engineer with Capgemini Technology Services.

#### Date of birth:

October 17, 1957

#### Nationality:

French

#### Business address:

Capgemini Technology Services  
109, avenue Eisenhower  
31036 Toulouse

#### First appointment:

2016

#### Expiry of term of office:

2020

(Ordinary Shareholders' Meeting held to approve the 2019 financial statements)

#### Number of shares held at Dec. 31, 2016:

10



## SIÂN HERBERT-JONES

Independent Director  
Member of the Audit & Risk Committee



### BIOGRAPHY – PROFESSIONAL EXPERIENCE

A British Chartered Accountant, Ms. Siân Herbert-Jones initially worked for 15 years with PricewaterhouseCoopers in its London and then Paris offices, where she was in charge of mergers and acquisitions (from 1983 to 1993). She then joined the Sodexo Group, where she spent 21 years, including 15 years as Chief Financial Officer and member of the Executive Committee (until February 28, 2016). She is currently a director of l'Air Liquide S.A. (since 2011) where she chairs the Audit and Accounts Committee. She has also been a director of Bureau Veritas since May 17, 2016 and is a member of the Appointments and Compensation Committee.

Ms. Siân Herbert-Jones joined the Board of Directors of Cap Gemini S.A. on May 18, 2016 and has been a member of the Audit & Risk Committee (formerly the Audit Committee) since this date.

Of British nationality, she brings strong financial and audit expertise to the Board, as well as her experience with international transactions, particularly in the service sector (BtoB). She also contributes to the Board her multi-cultural management experience and expertise and her experience as an Independent Director on the Boards of leading international companies.

#### Principal office:

Independent Director

#### Date of birth:

September 13, 1960

#### Nationality:

British

#### Business address:

Cap Gemini S.A.  
11, rue de Tilsitt  
75017 Paris

#### First appointment:

2016

#### Expiry of term of office:

2020

(Ordinary Shareholders' Meeting held to approve the 2019 financial statements)

#### Number of shares held at Dec. 31, 2016:

1,000



## PHIL LASKAWY

Director  
Member of the Audit & Risk Committee



### BIOGRAPHY – PROFESSIONAL EXPERIENCE

Mr. Phil Laskawy graduated from the Wharton School of the University of Pennsylvania with a Bachelor's degree in Economics.

Mr. Laskawy served as Chairman and Chief Executive Officer of Ernst & Young (now known as EY LLP) from 1994 until his retirement in 2001, after 40 years of service with the professional services firm. Under his leadership, the firm expanded into a global leader in assurance, tax, transaction and advisory services.

In 2006 and 2007, he has served as Chairman of the International Accounting Standards Committee Foundation, which oversees the setting of accounting standards in over 100 countries. He was a member of the Independence Standards Board, created by the Securities and Exchange Commission, and the American Institute of Certified Public Accountants to review and update rules regarding auditor independence, and the 1999 Blue Ribbon Committee on Improving the Effectiveness of Corporate Audit Committees.

Mr. Phil Laskawy was appointed Chairman of Federal National Mortgage Association (Fannie Mae) in September 2008 at the commencement of Fannie Mae's conservatorship and retired from Fannie Mae's Board of Directors in March 2014.

Mr. Laskawy had previously served on the Board of Directors of General Motors Corp. until June 2013, of which he also was the Audit Committee chair.

Mr. Phil Laskawy is a member of the Board of Directors of Loews Corp (and is a member of its Audit Committee). He has been a director of Henry Schein, Inc. since 2002 and has served as its Lead Director since 2012. He also is Chairman of the Nominating and Governance Committee and a member of the Audit Committee and of the Strategic Advisory Committee of Henry Schein, Inc. Mr. Phil Laskawy has served as a director of Lazard Ltd and Lazard Group LLC since July 2008 and also is Chairman of the Audit Committee and a member of the Compensation Committee of the Board of Directors of Lazard Ltd.

Mr. Phil Laskawy joined the Board of Directors of Cap Gemini in 2002 further to the acquisition by Capgemini Group of the systems integration business of Ernst and Young, of which he was Chief Executive Officer. He also is a member of the Audit & Risk Committee.

Mr. Phil Laskawy brings to the Board of Directors of Cap Gemini the outlook and experience of a highly respected individual in the economic and financial sector in the United States. He also contributes the accounting and financial expertise amassed throughout his career with Ernst and Young, his experience in the governance of listed companies in the United States, as well as in strategy and external growth operations in technological environments.

#### Principal office:

Non-Executive Director

#### Date of birth:

March 31, 1941

#### Nationality:

American

#### Address:

9 Creamer Hill  
Greenwich, CT  
06831  
United States

#### First Appointment:

2002

#### Expiry of term of office:

2018

(General Meeting approving the 2017 financial statements)

#### Number of shares held at Dec. 31, 2016:

1,000



## KEVIN MASTERS

Director representing employees  
Member of the Compensation Committee



### BIOGRAPHY – PROFESSIONAL EXPERIENCE

Mr. Kevin Masters joined the Capgemini Group in 1973. Experience gained within Capgemini mainly revolves around managing large groups of people in an operations or support environment.

Mr. Kevin Masters has been engaged in the employee consultation process as the Chairman of both the Outsourcing Forum and National Works Council Groups since 2001. He was elected as the UK representative for the International Works Council (IWC), then as a member of the IWC Office, of which he was the Secretary until his appointment as director representing employees in September 2016.

Between July 2014 and September 2016, Mr. Kevin Masters was invited as Secretary of the IWC to become a non-voting member of the Cap Gemini S.A. Board of Directors. He was then also a permanent guest of the Compensation Committee.

Mr. Kevin Masters was designated as director representing employees on the Cap Gemini S.A.'s Board of Directors with effect on September 1, 2016, he is also a member of the Compensation Committee.

Mr. Kevin Masters brings to the Board of Directors his great knowledge of the Capgemini Group and of its businesses, his experience of technological environments, as well as the vision of an employee of Anglo-Saxon culture, thus contributing to the diversity of profiles represented on the Board.

#### Principal Office:

Project Management, Cloud Infrastructure Services with Capgemini UK.

#### Date of birth:

May 27, 1956

#### Nationality:

British

#### Business address:

Capgemini UK  
No. 1 Forge End  
Woking – Surrey  
GU21 6DB  
United Kingdom

#### First appointment:

2016

#### Expiry of term of office:

2020

(General Meeting approving the 2019 financial statements)

#### Number of shares held at

Dec. 31, 2016:

0



## XAVIER MUSCA

Independent Director  
Chairman of the Audit & Risk Committee since December 7, 2016



### BIOGRAPHY – PROFESSIONAL EXPERIENCE

A graduate of Institut d'Études Politiques in Paris and École Nationale d'Administration, Mr. Xavier Musca began his career at the General Finance Inspectorate in 1985. In 1989, he joined the Treasury Directorate, where he became head of the European Affairs Bureau in 1990. In 1993, he was called to the Prime Minister's staff, then returned to the Treasury Directorate in 1995. Between 2002 and 2004, he was Principal Private Secretary to Francis Mer, Minister for the Economy, Finance and Industry, then appointed Treasury Director in 2004. He was subsequently appointed Director General of Treasury and Economic Policy in June 2005. In these positions, he played a key role in preparing major European and global summits at the start of the financial crisis. He was the French negotiator at IMF and World Bank meetings and coordinated the bailout of the European Union banking sector with his European counterparts. In 2009, he became Deputy Secretary General to the French President in charge of economic affairs and was responsible for negotiations at the April 2, 2009 G20 meeting in London, which was dedicated to the repair and supervision of the global financial system and the fight against tax havens. He was appointed Secretary General to the French President in 2011.

On June 13, 2012, Mr. Xavier Musca was appointed Deputy Chief Executive Officer of Crédit Agricole S.A., responsible for International retail banking, Asset management and Insurance. He has been Deputy Chief Executive Officer of Crédit Agricole S.A., as effective second Executive Director of Crédit Agricole S.A. since May 2015.

Mr. Xavier Musca is a Knight of the Legion of Honor, the National Order of Merit and the Order of Agricultural Merit.

Mr. Xavier Musca joined the Board of Directors of Cap Gemini S.A. on May 7, 2014. He has been a member of the Audit & Risk Committee (formerly the Audit Committee) since this date and was appointed Chairman on December 7, 2016. Mr. Xavier Musca brings to the Board of Directors his management experience with a major international group and his financial expertise. He has in-depth knowledge of the financial sector, including both retail and BtoB services, which accounts for some 25% of Group revenues. He also provides the Board with his knowledge of economic globalization issues.

#### Principal office:

Mr. Xavier Musca has been Deputy Chief Executive Officer of CRÉDIT AGRICOLE S.A. since July 2012.

#### Date of birth:

February 23, 1960

#### Nationality:

French

#### Business address:

Crédit Agricole S.A.  
50, avenue Jean  
Jaurès  
92120 Montrouge

#### First appointment:

2014

#### Expiry of term of office:

2018

(Ordinary Shareholders' Meeting held to approve the 2017 financial statements)

#### Number of shares held at

Dec. 31, 2016:

1,000



## PIERRE PRINGUET

**Independent Director**  
**Chairman of the Compensation Committee**  
**Member of the Ethics & Governance Committee**



### BIOGRAPHY – PROFESSIONAL EXPERIENCE

Mr. Pierre Pringuet is a graduate of École Polytechnique and École des Mines. He started his career in the French civil service, where he was appointed as an advisor to government minister Michel Rocard (1981–1985), before being given responsibility for the Farming and Food Processing Industries at the Ministry of Agriculture. He joined Pernod Ricard in 1987 as Development Director, playing an active role in the Group's international development and holding the positions of Managing Director of Société pour l'Exportation de Grandes Marques (1987–1996) and then Chairman and Chief Executive Officer of Pernod Ricard Europe (1997–2000). In 2000, he joined Patrick Ricard at the headquarters as one of Pernod Ricard's two joint CEOs. He was appointed a director of Pernod Ricard in 2004 and led the successful acquisition of Allied Domecq in 2005 and its subsequent integration. In December of the same year, he became the Group's Deputy Chief Executive Officer & Chief Operating Officer. In 2008, Mr. Pierre Pringuet carried out the acquisition of Vin&Sprit (V&S) and its brand Absolut Vodka, which completed Pernod Ricard's international development. Following the withdrawal of Mr. Patrick Ricard from his operational duties, Mr. Pierre Pringuet was appointed Chief Executive Officer of Pernod Ricard on November 5, 2008. He performed his duties as CEO until February 11, 2015, the date of expiry of his term of office pursuant to the Company's bylaws. He is Vice-Chairman of the Board of Directors of Pernod Ricard since August 29, 2012 and plays an active role, together with the Appointments, Governance and CSR Committee, in the management of all corporate governance issues. He is also a member of the Pernod Ricard Strategy Committee and Compensation Committee.

Mr. Pierre Pringuet is President of the Association Française des Entreprises Privées (AFEP) (French Association of Private Enterprises) since June 29, 2012. In addition, he is Vice-Chairman of the Vallourec Supervisory Board and Lead Independent Director since February 23, 2015. He is also Chairman of the Vallourec Appointments, Compensation and Governance Committee. Mr. Pierre Pringuet was appointed to the Board of Directors of ILIAD SA on July 25, 2007 and is a member of the Appointments and Compensation Committee.

Mr. Pierre Pringuet holds the ranks of Knight of the Legion of Honor, Knight of the National Order of Merit and Officer of the Order of Agricultural Merit.

Mr. Pierre Pringuet joined the Board of Directors of Cap Gemini S.A. on April 30, 2009. He is Chairman of the Compensation Committee since May 7, 2014 and was appointed a member of the Ethics & Governance Committee on the same date.

Mr. Pierre Pringuet brings to the Board extensive experience in the consumer goods sector, as a senior executive of an international group. He shares with the Board his expertise in corporate governance issues and executive compensation, as well as his strategy and development experience, particularly in international external growth transactions.

#### Principal office:

Mr. Pierre Pringuet has been Vice-Chairman of Pernod Ricard since August 2012.

#### Date of birth:

January 31, 1950

#### Nationality:

French

#### Business address:

Pernod Ricard  
 12, place des  
 États-Unis  
 75783 Paris  
 Cedex 16

#### First appointment:

2009

#### Expiry of term of office:

2017

(Ordinary Shareholders' Meeting held to approve the 2016 financial statements)

#### Number of shares held at

Dec. 31, 2016:

1,700



## BRUNO ROGER

**Director**  
**Chairman of the Strategy & Investment Committee**  
**Member of the Ethics & Governance Committee**



### BIOGRAPHY – PROFESSIONAL EXPERIENCE

Mr. Bruno Roger is a graduate of Institut d'Études Politiques (IEP) in Paris. He began his career with Lazard Frères in 1954. In 1973 he was appointed Manager of Lazard, followed by Managing Partner and then Chairman in 2002. He has been Managing Partner of Maison Lazard et Cie since 1976.

Mr. Bruno Roger was appointed Chairman of Lazard Frères SAS and Compagnie Financière Lazard Frères SAS in 2002. He was also Managing Partner of Lazard Partners Ltd (1984-1999) and Managing Director of Lazard Frères and Co, New York (1995-2001). He has been Chairman of the Board of Directors of Lazard Frères Banque since 2009 and Chairman of Global Investment Banking of Lazard Group since 2005. Mr. Bruno Roger is Managing Director and a member of the Executive Committee of Lazard Group.

After serving as Vice-Chairman and Chief Executive Officer of EuraFrance (1974-2001) and Chairman and Chief Executive Officer of Financière et Industrielle Gaz et Eaux, and subsequently Azeo (1990-2002), Mr. Bruno Roger was appointed Chairman of the Eurazeo Supervisory Board (following the merger of Azeo and EuraFrance) in 2002. He has been Honorary Chairman of the Supervisory Board of Eurazeo and a permanent guest of the Finance Committee since May 5, 2004.

Mr. Bruno Roger was also a member of the Supervisory Board of UAP (now Axa) (1994-2005) and Pinault-Printemps (1994-2005), and served on the Board of Directors of Saint-Gobain (1987-2005), Thomson CSF (now Thales) (1992-2002), Sofina (1989-2004), Marine Wendel (1988-2002), SFGI (1987-2001) and Sidel (1993-2001).

A philanthropist, Mr. Bruno Roger is also Chairman of the Aix-en-Provence International Music Festival, Vice-Chairman of the Amis du Quai Branly and a member of the Board of Directors of the Decorative Arts festival.

Mr. Bruno Roger holds the ranks of Grand Cross of the Legion of Honor and Commander of the Order of Arts and Letters.

He has sat on the Board of Directors of Cap Gemini S.A. since May 23, 2000. He has been Chairman of the Strategy & Investment Committee since May 7, 2014 and a member of the Ethics & Governance Committee since July 26, 2006. He brings considerable expertise in international development strategy and external growth to the Board of Directors. As a Director of Cap Gemini, the only directorship of a listed company he has wished to continue, Mr. Bruno Roger brings to the Board his proven corporate governance experience on numerous prestigious French boards of directors.

#### Principal office:

Mr. Bruno Roger is Chairman of Lazard Frères SAS, Compagnie Financière Lazard Frères SAS and Lazard Frères Banque.

#### Date of birth:

August 6, 1933

#### Nationality:

French

#### Business address:

Lazard Frères  
 121, boulevard  
 Haussmann  
 75008 Paris

#### First appointment:

2000

#### Expiry of term of office:

2018

(Ordinary Shareholders' Meeting held to approve the 2017 financial statements)

#### Number of shares held at

Dec. 31, 2016:

1,100



## LUCIA SINAPI-THOMAS

Director representing employee shareholders  
Member of the Compensation Committee



### BIOGRAPHY – PROFESSIONAL EXPERIENCE

Ms. Lucia Sinapi graduated from ESSEC business school (1986) and Paris Law University - Panthéon Assas (1988), was admitted to the Paris bar (1989), and has a financial analyst degree (SFAF 1997). She started her career as a tax and business lawyer in 1986, before joining Capgemini in 1992. She has more than 20 years' experience within Capgemini Group, successively as Group Tax Advisor (1992), Head of Corporate Finance, Treasury and Investors Relations (1999), then Head of Risk Management and Insurance (2005), and member of the Group Review Board. She was Deputy Chief Financial Officer from 2013 until December 31, 2015. Ms. Lucia Sinapi-Thomas is Executive Director Business Platforms at Capgemini.

Ms. Lucia Sinapi-Thomas was appointed to the Dassault Aviation Board of Directors on May 15, 2014, where she is also a member of the Audit Committee. She has also been a director of Bureau Veritas since May 22, 2013 and was appointed to the Audit and Risk Committee on the same date.

Ms. Lucia Sinapi-Thomas joined the Board of Directors of Cap Gemini S.A. as a director representing employee shareholders on May 24, 2012. She has been a member of the Compensation Committee since June 20, 2012.

Ms. Lucia Sinapi-Thomas brings to the Board her finance expertise and her extensive knowledge of the Capgemini Group, its businesses, offerings and clients, enriched by her ongoing operating responsibilities. In addition, her experience as a director of Euronext listed companies provides her with a perspective offering insight relevant to Capgemini's various activities.

#### Principal office:

Ms. Lucia Sinapi Thomas has been Executive Director Business Platforms of Capgemini Group since January 2016.

#### Date of birth:

January 19, 1964

#### Nationality:

French

#### Business address:

Capgemini Service  
76, avenue Kléber  
75016 Paris

#### First appointment:

2012

#### Expiry of term of office:

2020

(Ordinary Shareholders' Meeting held to approve the 2019 financial statements)

#### Number of shares held at

Dec. 31, 2016:

24,110



## CAROLINE WATTEEUW-CARLISLE

Independent Director  
Member of the Compensation Committee  
Member of the Strategy & Investment Committee



### BIOGRAPHY – PROFESSIONAL EXPERIENCE

Ms. Caroline Watteeuw-Carlisle graduated from the University of Gent, Belgium, in Chemical Engineering, Modeling and holds a Master of Science (MS) in Biochemical Engineering from the University of Pennsylvania (U.S.A).

Ms. Caroline Watteeuw-Carlisle started her career in 1977 working for Hoffman as a research scientist. In 1979, she joined Office of the Future & Netcube Inc. where she rose from consultant to President, a position she left in 1994 to become Managing Director, Risk Management & Financial Services Technology at the Bankers Trust Company. In 1997 she became Managing Director Information Technology at Credit Suisse, and in 2000 was Executive Vice-President and CTO at TradingEdge, the first electronic bond trading exchange. Between 2001 and 2004 she was Managing Director and Global CTO of iFormation Group, a venture capital fund representing a collaboration between The Boston Consulting Group, Goldman Sachs, and General Atlantic Partners.

She joined PepsiCo in June 2004 as CIO for North America, supporting both the Beverage and the Food Businesses. In 2007 she was promoted to Global Chief Technology Officer and SVP of Business Information Solutions of PepsiCo, where she managed all infrastructure and enterprise application support systems, and technology innovations like advanced digital media and mobile platforms integrated with real-time data analytics. From October 2014 to summer 2016 she was a Technology Officer for Warburg Pincus, one of the leading global Private Equity firms, responsible for IT diligence for prospective investments, as well as providing Technology Advisory Services to Warburg's existing portfolio companies.

Ms. Caroline Watteeuw-Carlisle joined the Board of Directors of Cap Gemini S.A. on May 7, 2014. She has also been appointed as member of the Compensation Committee and of the Strategy and Investment Committee at the same date.

Born in Belgium, Ms. Caroline Watteeuw-Carlisle has spent her entire professional career in the United States as a technology officer in the financial sector and then the consumer goods sector. She has intimate knowledge of technology developments and of their digital transformation and an understanding of their impact on user companies, both on their organizations and on their relationships with clients and partners. Furthermore, Ms. Watteeuw-Carlisle's dual European and US background gives her a perfect understanding of the two regions where the Group generates 92% of its revenues.

Ms. Watteeuw-Carlisle contributes to the Group's strategic discussions through both her professional experience and personal history.

#### Principal Office:

Since June 2016, Ms. Caroline Watteeuw-Carlisle is EVP and Chief Technology Officer of Caliber Home Loans, located at 3701 Regents Blvd, Irving TX, USA.

# 9. 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) attend personally the Shareholders' Meeting by requesting an admission card;
- 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.

## 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 - CT, 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 8, 2017.

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 8, 2017 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 8, 2017.

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 8, 2017, 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 8, 2017, it need not be notified by the authorized intermediary or taken into account by the Company, notwithstanding any agreement to the contrary.

## 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).

## Voting by proxy or correspondence

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

**Registered shareholders:** A single remote/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, *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 4, 2017.

Correspondence and 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, *Assemblées Générales Centralisées*, 14, rue Rouget de Lisle, 92862 Issy-les-Moulineaux Cedex 09, that is by May 7, 2017.

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

### Participation at the Shareholders' Meeting via Internet

#### Use of the VOTACCESS platform

Cap Gemini shareholders may use the internet VOTACCESS voting platform for the purposes of the Combined Shareholders' Meeting of May 10, 2017. This platform enables shareholders, **prior to the Shareholders' Meeting, to 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 correspondence 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 10 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 correspondence 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 14, 2017 to 3 P.M., Paris time, on May 9, 2017, 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.

## 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](mailto: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](mailto: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 Assemblée Générale*, 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 7, 2017. 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.

### 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](mailto:assemblee@capgemini.com), no later than the fourth working day preceding the Shareholders' Meeting, that is by May 4, 2017. The questions should be accompanied by a certificate attesting to the registration of shares either in a registered share account held by Caceis CT, or in bearer share accounts held by an authorized intermediary.

### 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](mailto: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 attesting to 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: <http://www.capgemini.com/investor/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, <http://www.capgemini.com/investor/combined-general-meeting>, by April 19, 2017 at the latest (that is 21 days before the Shareholders' Meeting).

# How to fill in the voting form ?

**STEP 1**

Request an admission card to attend the Meeting

OR

Vote by correspondence on the resolutions

OR

Grant a proxy to the Chairman of the Meeting

OR

Grant a proxy to a person of your choice, indicating him/her name and address

**A** **IMPORTANT** : Avant d'exercer votre choix, veuillez prendre connaissance des instructions situées au verso - **Important** : Before selecting please refer to instructions on reverse side  
 Quelle que soit l'option choisie, noircir comme ceci  la ou les cases correspondantes, dater et signer au bas du formulaire - **Whichever option is used, shade box(es) like this , date and sign at the bottom of the form**  
**B** A. J'aimerais assister à cette assemblée et demande une carte d'admission : dater et signer au bas du formulaire. // I wish to attend the shareholder's meeting and request an admission card : date and sign at the bottom of the form.  
 B. J'utilise le formulaire de vote par correspondance ou par procuration ci-dessous, selon l'une des 3 possibilités offertes // I prefer to use the postal voting form or the proxy form as specified below.

**Capgemini**  
 CONSULTING. TECHNOLOGY. OUTSOURCING  
**CAP GEMINI**  
 Société Anonyme au capital de 1 353 196 640 €  
 Siège social : 11, rue de Tilsitt  
 75017 PARIS  
 330 703 844 R.C.S. PARIS

**ASSEMBLÉE GÉNÉRALE MIXTE  
 DU 10 MAI 2017  
 COMBINED GENERAL MEETING  
 ON MAY 10, 2017**

**CADRE RÉSERVÉ À LA SOCIÉTÉ - FOR COMPANY'S USE ONLY**  
 Identifiant - Account  
 Nombre d'actions / Number of shares  
 Nombre de voix - Number of voting rights  
 Nominatif Registered  
 Porteur Bearer  
 Vote simple Single vote  
 Vote double Double vote

**B1**  **JE VOTE PAR CORRESPONDANCE / I VOTE BY POST**  
 Cf. au verso (2) - See reverse (2)  
 Je vote OUI à tous les projets de résolutions présentés ou agréés par le Conseil d'Administration ou le Directoire ou la Gérance, à l'EXCEPTION de ceux que je signale en noircissant comme ceci  la case correspondante et pour lesquels je vote NON ou je m'abstiens.  
 I vote YES all the draft resolutions approved by the Board of Directors, EXCEPT those indicated by a shaded box - like this , for which I vote NO or I abstain.

**B2**  **JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE**  
 Cf. au verso (3)  
**I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE GENERAL MEETING**  
 See reverse (3)

**B3**  **JE DONNE POUVOIR À :** Cf. au verso (4)  
**I HEREBY APPOINT:** See reverse (4)  
 M. Mme ou Mlle, Raison Sociale / Mr, Mrs or Miss, Corporate Name  
 Adresse / Address

									Oui / Non/No Yes Abst/Abs										Oui / Non/No Yes Abst/Abs
1	2	3	4	5	6	7	8	9	A	<input type="checkbox"/>	<input type="checkbox"/>	F	<input type="checkbox"/>	<input type="checkbox"/>					
10	11	12	13	14	15	16	17	18	B	<input type="checkbox"/>	<input type="checkbox"/>	G	<input type="checkbox"/>	<input type="checkbox"/>					
19	20	21	22	23	24	25	26	27	C	<input type="checkbox"/>	<input type="checkbox"/>	H	<input type="checkbox"/>	<input type="checkbox"/>					
28	29	30	31	32	33	34	35	36	J	<input type="checkbox"/>	<input type="checkbox"/>	K	<input type="checkbox"/>	<input type="checkbox"/>					
37	38	39	40	41	42	43	44	45											

**D** **ATTENTION** : s'il s'agit de titres au porteur, les présentes instructions ne seront valables que si elles sont directement retournées à votre banque.  
**CAUTION** : if it is about bearer securities, the present instructions will be valid only if they are directly returned to your bank.  
 Nom, prénom, adresse de l'actionnaire (les modifications de ces informations doivent être adressées à l'établissement concerné et ne peuvent être effectuées à l'aide de ce formulaire). Cf. au verso (1)  
 Surname, first name, address of the shareholder (change regarding this information have to be notified to relevant institution, no change can be made using this proxy form). See reverse (1)

**STEP 2**

DATE AND SIGN here, whichever option you have chosen

**STEP 3**

VERIFY YOUR DETAILS and amend them if necessary

Si des amendements ou des résolutions nouvelles étaient présentés en assemblée / In case amendments or new resolutions were proposed during the meeting  
 - Je donne pouvoir au Président de l'assemblée générale de voter en mon nom. // I appoint the Chairman of the general meeting to vote on my behalf. ....  
 - Je m'abstiens (l'abstention équivaut à un vote contre). // I abstain from voting (it is equivalent to vote NO).  
 - Je donne procuration (cf. au verso verso (4)) à M. Mme ou Mlle, Raison Sociale pour voter en mon nom .....  
 // I appoint (see reverse (4)) Mr, Mrs or Miss, Corporate Name to vote on my behalf .....

Pour être prise en considération, toute formule doit parvenir au plus tard :  
 In order to be considered, this completed form must be returned at the latest:  
 sur 1<sup>ère</sup> convocation / on 1<sup>st</sup> notification      sur 2<sup>ème</sup> convocation / on 2<sup>nd</sup> notification  
 à la banque / to the bank      7 mai 2017 / May 7<sup>th</sup>, 2017  
 à la société / to the company

Date & Signature **C**

**STEP 4**

RETURN THE FORM using the enclosed pre-paid envelope

- If you are a registered shareholder** (custody-only or administered), return the form directly to : CACEIS Corporate Trust – Assemblées Générales Centralisées 14, rue Rouget-de-Lisle – 92862 Issy-les-Moulineaux Cedex 09
  - If you are a bearer shareholder**, return the form to your account-holding institution which will forward it to Cap Gemini.
- Forms received after midnight on May 7, 2017** will not be taken into account in the Meeting vote.

Mandatory shareholder information may be found at the following dedicated website:

<http://www.capgemini.com/investor/combined-general-meeting>

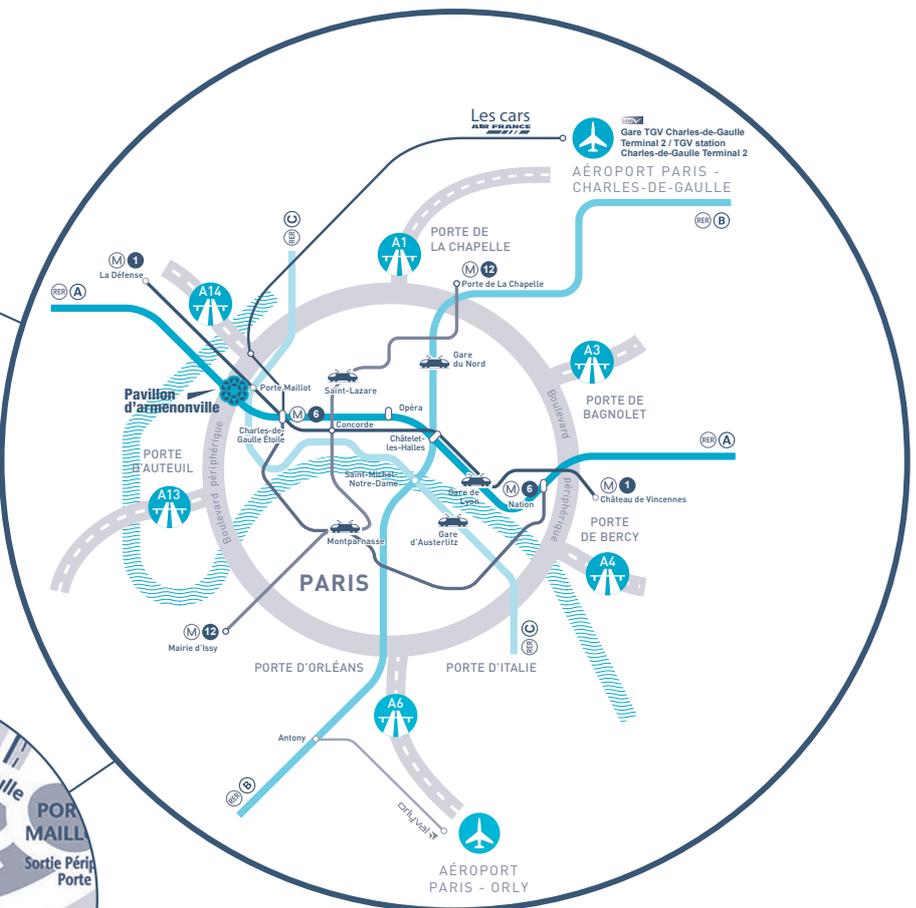
In accordance with the law, all documents that must be made available to shareholders at the Company's head office, within the legal time periods. The preliminary Notice of Meeting was published in the BALO official journal on March 17th, 2017 (n°33).

# 10. How to access the Shareholders' Meeting

## How to access the Shareholders' Meeting?

**Pavillon d'Armenonville, Allée de Longchamp, Bois de Boulogne à Paris (16<sup>ème</sup>)**

The welcoming of participants will start at 9:30 a.m.



### ACCESS BY CAR

- ▶ Ring Road Exit: Porte Maillot  
Drive towards the Bois de Boulogne  
Pont de Suresnes  
(approximately 2 to 3 minutes)

### ACCESS BY SUBWAY

- ▶ Subway Station: Porte Maillot (line 1)
- ▶ Exit no. 6 – avenue Charles de Gaulle  
(at the head of the platform towards La Défense)
- ▶ Drive towards the Bois de Boulogne –  
Pont de Suresnes (approximately 5 to 7 minutes walk)



I, undersigned (all fields are mandatory)

Mr.  Mrs (please tick the box)

Name: \_\_\_\_\_  
 Surnames: \_\_\_\_\_  
 No: \_\_\_\_\_ Street: \_\_\_\_\_  
 Zip code: \_\_\_\_\_ Town: \_\_\_\_\_  
 Country: \_\_\_\_\_

Please find below my email address (to be completed in capital letters)

\_\_\_\_\_ @ \_\_\_\_\_

**THIS FORM SHOULD BE RETURNED TO:**

**CACEIS Corporate Trust – Service Assemblées Générales centralisées  
 14, rue Rouget de Lisle – 92862 Issy les Moulineaux Cedex 09**

Acknowledge having received the documents relating to the **Combined General Meeting of May 10, 2017** and referred to in Article R.225-81 of the French Commercial Code, i.e. the agenda, the proposed resolutions, the general comments on the Group's activity over the past year.

Would ask Cap Gemini to send me, before the Combined General Meeting<sup>(1)</sup>, the documents and information referred to in Article R.225-83 of the French Commercial Code<sup>(2)</sup>:

Documents to be sent in hard copy

Documents to be sent in electronic format

Done at: \_\_\_\_\_, on: \_\_\_\_\_ 2017

Signature

(1) The registered shareholders may, if they have not already done so, obtain from the Company, copies of the documents and information referred to in Articles R.225-81 and R.225-83 for each subsequent General Meeting, by making a single request.

(2) Information relating to Cap Gemini and to the holding of this General Meeting are included in the 2016 Registration Document which you may consult on the website [www.capgemini.com](http://www.capgemini.com).



**WARNING, this document can only be used by the registered shareholders (wether direct or administered)**

**We propose to send you the next Notice of Meeting file electronically for upcoming years.** If you would be interested in participating in this approach, we invite you to send back the document below duly completed and signed to:

**CACEIS Corporate Trust – Service Assemblées Générales centralisées  
 14, rue Rouget de Lisle – 92862 Issy les Moulineaux Cedex 09**

In future, I wish to receive the "Cap Gemini" Notice of Meeting via the internet at my email address shown below.

To this end, please find below my contact details (all fields are mandatory)

Mr.  Mrs (please tick the box)

Name: \_\_\_\_\_  
 Surnames: \_\_\_\_\_  
 Date of birth: [ J ] [ J ] [ M ] [ M ] [ A ] [ A ] [ A ] [ A ]  
 Commune and department of birth: \_\_\_\_\_  
 Country of birth: \_\_\_\_\_

Please find below my email address (to be completed in capital letters)

\_\_\_\_\_ @ \_\_\_\_\_

Done at: \_\_\_\_\_, on: \_\_\_\_\_ 2017

Signature









CAP GEMINI S.A.  
Société Anonyme with a share capital of €1,353,196,640 euros  
Registered office : 11, Rue de Tilsitt, 75017 Paris  
330 703 844 RCS PARIS

[www.capgemini.com](http://www.capgemini.com)

People matter, results count.



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