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dans 43 pays.



Notice of Meeting

The Combined Shareholders' Meeting will be held
on May 6, 2015 at 10:00 a.m.

at Pavillon d'Armenonville,
Allée de Longchamp,
Bois de Boulogne, 75016, Paris





You are invited to attend the Combined Shareholders' Meeting of Cap Gemini

on May 6, 2015 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 34**

For more information, please contact



■ Shareholders' relations service

- Hotline: **0 800 203 040** (France only)
- or **(33) 1 47 54 50 82** (France and international)
- Email: **assemblee@capgemini.com**

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Message of the Chairman



“A year of strong growth
in revenue”

PAUL HERMELIN

Chairman and Chief Executive Officer

Dear Shareholders,

The Combined Shareholders' Meeting of Cap Gemini will be held on Wednesday, May 6, 2015 at 10 a.m. (first notice) at Pavillon d'Armenonville. The Board of Directors of Cap Gemini, its founder, Serge Kampf 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. The meeting agenda comprises some fourteenth resolutions.

I would like to draw your attention to a certain number of these resolutions in opening this new presentation of the Notice of Meeting.

Firstly, the Board of Directors, at my recommendation, wishes to increase the dividend from €1.10 to €1.20 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. You have benefited from the significant appreciation in the Cap Gemini share price in the last two years; in the opinion of the members of the Board of Directors it is important to keep adjusting the dividend to ensure the share performance remains attractive.

Secondly and for the second time, I present my compensation to you for advisory vote pursuant to the so-called “say on pay” procedure. In this respect, this brochure contains not only the information recommended by the AFEP-MEDEF code, but also a highly visual presentation, enabling you to understand at a glance the different components of this compensation. Mr. Pierre Pringuet, Chairman of the Compensation Committee, will present this resolution to you.

Thirdly, we present for your vote a resolution amending Article 8 of the Bylaws. The “Florange” law generalized in companies whose shares are admitted to trading on a regulated market, double voting rights for all fully paid-up shares held in registered form for at least two years by the same shareholder, in the absence of a clause to the contrary in the bylaws adopted subsequent to the enactment of this law (i.e. March 29, 2014). You are asked to exercise this derogation option by providing that Cap Gemini shares would retain entitlement to one vote, which seemed for your Board a rule of the Group that must be maintained.

The 2014 Registration Document provides a detailed presentation of the changes in the governance of your Company. The composition of the Board of Directors was significantly renewed following the 2014 Shareholders' Meeting, which elected or approved cooption of three new members, a wide range of cultural and professional profiles, increased female presence representing one-third of directors, well above the requirement set by the Copé-Zimmerman law and a majority of independent directors as defined by AFEP-MEDEF Code criteria. The Chairman of the Ethics and Governance Committee, Daniel Bernard, was appointed Lead Independent Director on May 7, 2014 and will present his activities during the Shareholders' Meeting. The Secretary of the International Works Council, Kevin Masters has a permanent invitation to attend meetings of the Board of Directors since July 2014 as well as meetings of the Compensation Committee.

We trust we have met our duty of transparency and information regarding these draft resolutions through the sections of the Board of Directors' report on the draft resolutions presented before each resolution.

I hope that the information made available to you through the vibrant presentation of this Notice of Meeting 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

Presentation of the Board of Directors

Presentation of the Board of Directors as at December 31, 2014



SERGE KAMPF

Date of birth:
October 13, 1934

Nationality:
French

First appointment:
2000

Expiry of term of office:
2018

**Number of shares held
at Dec. 31, 2014:**
4,340,240

OFFICES HELD IN 2014 AND CURRENT OFFICES

Principal office

Honorary Chairman
Vice Chairman of the Board of Directors of:
■ CAP GEMINI S.A.

Other offices

Chairman of:
■ CAPGEMINI SERVICE S.A.S.
■ CAPGEMINI SUISSE S.A.

Director of:
■ CAPGEMINI NORTH AMERICA, INC. (U.S.A.)

Sole manager of:
■ S.C.I. PARIS ETOILE

Other offices held during the last five years outside the Group

Member of the Académie des Sports



PAUL HERMELIN

Date of birth:
April 30, 1952

Nationality:
French

First appointment:
2000

Expiry of term of office:
2018

**Number of shares held
at Dec. 31, 2014:**
147,048

OFFICES HELD IN 2014 AND CURRENT OFFICES

Principal office

Chairman and Chief Executive Officer of:
■ CAP GEMINI S.A.

Other offices

Chairman of:
■ CAPGEMINI AMERICA, INC. (U.S.A.)
■ CAPGEMINI US LLC (U.S.A.)
■ CAPGEMINI NORTH AMERICA, INC. (U.S.A.)
■ CAPGEMINI LATIN AMERICA S.A.S.
■ SOGETI FRANCE 2005 S.A.S.
■ CAPGEMINI 2010 S.A.S.
■ CAPGEMINI 2015 S.A.S.

Chief Executive Officer of:
■ CAPGEMINI SERVICE S.A.S.
■ CAPGEMINI NORTH AMERICA, INC. (U.S.A.)

Director of:
■ CGS HOLDINGS LTD (UK)
■ CAPGEMINI AUSTRALIA PTY LTD (UNTIL 05/09/2014)
■ CAPGEMINI FINANCIAL SERVICES INTERNATIONAL, INC. (U.S.A.)

Chairman of the Supervisory Board of:
■ CAPGEMINI N.V. (THE NETHERLANDS)

Director of:
■ AXA



DANIEL BERNARD

Date of birth:
February 18, 1946

Nationality:
French

First appointment:
2005

Expiry of term of office:
2017

**Number of shares held
at Dec. 31, 2014:**
1,000

OFFICES HELD IN 2014 AND CURRENT OFFICES

Principal office

Chairman of:
■ PROVESTIS

Other offices

Chairman of the Board of Directors of:
■ KINGFISHER plc
■ MAF RETAIL GROUP

Honorary Chairman of:
■ LA FONDATION HEC

Senior Advisor of:
■ TOWERBROOK CAPITAL PARTNERS, L.P.

Other offices held during the last five years outside the Group

Director of:
■ ALCATEL LUCENT

Chairman of:
■ LA FONDATION HEC

**ANNE BOUVEROT**

Date of birth:
March 21, 1966

Nationality:
French

First appointment:
2013

Expiry of term of office:
2017

Number of shares held at Dec. 31, 2014:
1,000

OFFICES HELD IN 2014 AND CURRENT OFFICES**Principal office**

Chief Executive Officer and member of the Board of Directors of:

- GSM ASSOCIATION (SWITZERLAND)

Other offices

Director of:

- GSMA LTD (U.S.A.)
- EDENRED

Other offices held during the last five years outside the Group

Vice-President for Mobile Services of:

- FRANCE TELECOM ORANGE GROUP (2009-2011)

Member of the Scientific Committee of:

- FRANCE TELECOM ORANGE

Director of:

- GROUPAMA S.A.
- ORANGE S.A.

**YANN DELABRIÈRE**

Date of birth:
December 19, 1950

Nationality:
French

First appointment:
2004

Expiry of term of office:
2018

Number of shares held at Dec. 31, 2014:
2,550

OFFICES HELD IN 2014 AND CURRENT OFFICES**Principal office**

Chairman and Chief Executive Officer of:

- FAURECIA

Other offices

Director of:

- SOCIÉTÉ GÉNÉRALE

**LAURENCE DORS**

Date of birth:
March 16, 1956

Nationality:
French

First appointment:
2010

Expiry of term of office:
2018

Number of shares held at Dec. 31, 2014:
1,000

OFFICES HELD IN 2014 AND CURRENT OFFICES**Principal office**

Senior Partner of:

- ANTHENOR PARTNERS

Other offices

Director of:

- CRÉDIT AGRICOLE S.A.
- EGIS S.A.
- INHESJ (FRENCH NATIONAL INSTITUTE FOR ADVANCED STUDIES IN SECURITY AND JUSTICE)
- IFA (FRENCH INSTITUTE OF DIRECTORS)

Member of:

- IHEAL (INSTITUTE OF LATIN AMERICAN STUDIES) STRATEGIC POLICY COMMITTEE

Other offices held during the last five years outside the Group

Senior Executive Vice-President,

Member of the Executive Committee of:

- DASSAULT SYSTÈMES

Corporate Secretary

Member of the Executive Committee of:

- RENAULT GROUP

**PHIL LASKAWY**

Date of birth:
March 31, 1941

Nationality:
American

First appointment:
2002

Expiry of term of office:
2018

Number of shares held at Dec. 31, 2014:
1,000⁽¹⁾

OFFICES HELD IN 2014 AND CURRENT OFFICES**Principal office**

Chairman (non executive) of:

- FANNIE MAE (USA) (UNTIL MARCH 2014)

Other offices

Director of:

- HENRY SCHEIN, INC.
- LAZARD LTD
- LOEWS CORPORATION

Other offices held during the last five years outside the Group

Director of:

- GENERAL MOTORS CORPORATION (USA)

(1) During 2014, Phil Laskawy donated 6,600 shares to his children.



XAVIER MUSCA

Date of birth:

February 23, 1960

Nationality:

French

First appointment:

2014

Expiry of term of office:

2018

Number of shares held at Dec. 31, 2014:

1,000

OFFICES HELD IN 2014 AND CURRENT OFFICES

Principal office

Member of the Executive Committee
Deputy Chief Executive Officer in charge of International Retail Banking, Asset Management and Insurance of:
■ CRÉDIT AGRICOLE S.A.

Other offices

Vice-Chairman of:
■ UBAF
Vice-Chairman of the Supervisory Board of:
■ CRÉDIT DU MAROC
Director – Vice-Chairman of:
■ CRÉDIT AGRICOLE EGYPT S.A.E.
■ PREDICA
Director of:
■ AMUNDI GROUP
■ CA ASSURANCES
■ CACEIS
■ CACI
■ CARIPARMA (ITALY)
Director – Permanent representative of Crédit Agricole S.A. on the Board of:
■ PACIFICA
Director of:
■ BESPAS (UNTIL 05/15/2014)
■ BANCO ESPIRITO SANTO (UNTIL 12/31/2014)

Other offices held during the last five years outside the Group

Deputy Secretary General and then Secretary General of the French President's Office



PIERRE PRINGUET

Date of birth:

January 31, 1950

Nationality:

French

First appointment:

2009

Expiry of term of office:

2017

Number of shares held at Dec 31, 2014:

1,700

OFFICES HELD IN 2014 AND CURRENT OFFICES

Principal office

Vice-Chairman of the Board of Directors and Chief Executive Officer of:
■ PERNOD RICARD GROUP

Other offices

Director of:
■ ILIAD S.A.
■ AVRIL GESTION S.A.S. (AVRIL GROUP)

Other offices held during the last five years outside the Group

Joint Chief Executive Officer and then sole Managing Director of:
■ PERNOD RICARD GROUP



BRUNO ROGER

Date of birth:

August 6, 1933

Nationality:

French

First appointment:

2000

Expiry of term of office:

2018

Number of shares held at Dec. 31, 2014:

1,100

OFFICES HELD IN 2014 AND CURRENT OFFICES

Principal office

Chairman of:
■ LAZARD FRÈRES S.A.S.
■ LAZARD FRÈRES BANQUE
■ COMPAGNIE FINANCIÈRE LAZARD FRÈRES SAS

Other offices

Chairman of:
■ GLOBAL INVESTMENT BANKING OF LAZARD FRÈRES GROUP
Managing Partner of:
■ LAZARD FRÈRES
■ MAISON LAZARD ET CIE
Member of the Deputy Chairman Committee of:
■ LAZARD FRÈRES GROUP

Other offices held during the last five years outside the Group

Chairman and Chief Executive Officer of:
■ LAZARD FRÈRES BANQUE
Non-voting director:
■ EURAZEO

**LUCIA SINAPI-THOMAS**

Date of birth:
January 19, 1964

Nationality:
French

First appointment:
2012

Expiry of term of office:
2016

Number of shares held at Dec. 31, 2014:
4,114

OFFICES HELD IN 2014 AND CURRENT OFFICES**Principal office**

Deputy Chief Financial Officer of:

- CAP GEMINI S.A.

Other offices

Chairman of:

- CAPGEMINI EMPLOYEES WORLDWIDE S.A.S.

Director of:

- CAPGEMINI REINSURANCE INTERNATIONAL (LUXEMBOURG)
- SOGETI SVERIGE AB (SWEDEN)
- SOGETI SVERIGE MITT AB (SWEDEN)
- CAPGEMINI SOGETI DANMARK AS (DENMARK) (SINCE 05/22/2014)
- SOGETI DANMARK AS (DENMARK) (UNTIL 05/21/2014)
- SOGETI NORGE A/S (NORWAY)
- EURIWARE S.A. (SINCE 05/07/2014)

Director of:

- BUREAU VERITAS
- DASSAULT AVIATION

**CAROLINE WATTEUW-CARLISLE**

Date of birth:
February 24, 1952

Nationality:
American

First appointment:
2014

Expiry of term of office:
2018

Number of shares held at Dec. 31, 2014:
1,000

OFFICES HELD IN 2014 AND CURRENT OFFICES**Principal office**

Chief Technology Officer of:

- WARBURG-PINCUS (U.S.A.)

Other offices

Advisory Committee of:

- OCULUS360

Other offices held during the last five years outside the Group

Participation in various Advisory Committees as an expert in technology and the consumer goods sector

Advisory Committee of:

- HP PRINTING MANAGED SERVICES BOARD OF ADVISORY COUNCIL
- INTEL CAPITAL
- ACORIO

Global Chief Technology Officer and Senior Vice President of:

- BUSINESS INFORMATION SOLUTIONS, PEPSICO

NON-VOTING GUEST OF THE BOARD OF DIRECTORS - REPRESENTATIVE OF THE INTERNATIONAL WORKS COUNCIL**KEVIN MASTERS**

Date of birth:
May 27, 1956

Nationality:
British

OFFICES HELD IN 2014 AND CURRENT OFFICES

Mr. Kevin Masters has been employed at Capgemini since 1973. Experience gained within Capgemini mainly revolves around managing large groups of people in an Operations or Support environment.

Mr. 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 in 2008, then elected as a member of the IWC Bureau from 2010, and more recently elected as the Secretary of this body from February 2014.

In July 2014, Mr Kevin Masters was invited in such capacity to become a non voting member of the Cap Gemini S.A. Board of Directors. He is also a permanent guest of the Compensation Committee.

Resolutions presented at the **Ordinary** Shareholders' Meeting

- ▶ Review and approval of the 2014 Company financial statements.
- ▶ Review and approval of the 2014 consolidated financial statements.
- ▶ Regulated agreements.
- ▶ Net income appropriation and dividend.
- ▶ Advisory vote on the components of compensation due or awarded in respect of fiscal year 2014 to Mr. Paul Hermelin, Chairman and Chief Executive Officer.
- ▶ Board of Directors' attendance fees.
- ▶ Authorization to the Board of Directors, for a period of eighteen months, to enable the Company to buy back its own shares within the limit of a number of shares equal to a maximum of 10% of the share capital, a maximum amount of €1,960 million and a maximum purchase price of €120 per share.

Resolutions presented at the **Extraordinary** Shareholders' Meeting

- ▶ Authorization to the Board of Directors, for a period of twenty-four months, to cancel shares bought back by the Company under the share buyback programs.
- ▶ Authorization to the Board of Directors, for a period of eighteen months, to grant performance shares, existing or to be issued, to employees and corporate officers of the Company and its French and non-French subsidiaries, up to a maximum of 1% of the Company's share capital (with, in the case of shares to be issued, the waiver by shareholders of their pre-emptive subscription rights in favor of beneficiaries of the grants).
- ▶ Amendment of Article 8, paragraph 1, of the bylaws – Rights attached to shares – to provide that each share, even if held in registered form, retains entitlement to one vote.
- ▶ Amendment of Article 10, paragraph 3, of the bylaws – Disclosure thresholds – Technical amendment.
- ▶ Amendment of Article 15 of the bylaws – Basis of the Company's General Management – Setting the maximum number of Deputy Chief Executive Officers – Technical amendment.
- ▶ Amendment of Article 19, paragraph 3, of the bylaws – General Shareholders' Meeting – Technical amendment.
- ▶ Powers to carry out formalities.

Summary presentation of the Group's activity over the past year

General comments

Fiscal year 2014 saw a fresh acceleration in the Group's performance, with a marked return to revenue growth, a significant improvement in operating margins and strong free cash flow generation.

In an economic context that remained difficult in Europe, Capgemini progressed steadily, driven by excellent growth in North American operations and the priority given to innovation and competitiveness in order to better respond to client expectations. Overall, the Group generated revenues of €10,573 million in 2014, up 3.4% like-for-like compared with 2013 (i.e. at constant Group structure and exchange rates). Adjusted for the impact of relative fluctuations in Group currencies and the euro and the consolidation of the French company, Euriware, purchased this year, revenues rose 4.8% on 2013 published figures.

The 2014 operating margin rate is 9.2%, up 0.7 points on 2013 and therefore above the growth objective for this rate of between 0.3 and 0.5 points announced at the beginning of 2014. With restructuring costs held stable (€68 million), the Group is able to report an operating profit of €853 million, thereby bringing the operating profit margin rate to 8.1%, compared with 7.1% in 2013.

The net financial expense is €70 million (€102 million in 2013). The income tax expense is €210 million compared with €182 million in 2013.

On this basis, profit for the year attributable to owners of the Company is €580 million for 2014, up 31% year-on-year.

The Group generated organic free cash flow⁽¹⁾ of €668 million (€455 million in 2013 before the exceptional contribution to a United Kingdom pension fund).

OPERATIONS BY MAJOR REGION

- **North America** reported revenues of €2,230 million in 2014 (21.1% of the Group total), a rise of 8.5% like-for-like (7.5% at current Group structure and exchange rates). The North America operating margin was €281 million in 2014 (12.6% of revenues, up 0.3 points), compared with €255 million in 2013.
- **The United Kingdom** reported revenues of €2,197 million this year (20.8% of the Group total), up 4.1% like-for-like (and 9.7% including relative fluctuations in the pound sterling and the euro). On this basis, the operating margin is €249 million (11.3% of revenues, up 2.6 points), compared with €175 million in 2013.
- **France** reported revenues of €2,342 million in 2014 (22.1% of the Group total), up 0.5% over the year (and 6.9% including the consolidation of Euriware), demonstrating slight growth despite a difficult economic environment. The 2014 operating margin is €197 million (8.4% of revenues) compared with €204 million in 2013 (9.3% of revenues).

- **Benelux** reported revenues of €1,074 million (10.2% of the Group total), representing a slight fall of 0.6% and nearing a stabilization of activity after several downturns in recent years. The operating margin is €113 million (10.5% of revenues, up 0.7 points on 2013).
- The **"Rest of Europe"** increased 2.3% like-for-like (0.5% on published figures), with revenues of €1,849 million (17.5% of the Group total). The operating margin is €160 million (8.6% of revenues, up 0.9 points on 2013).
- Finally, the **Asia-Pacific and Latin America region** (€881 million, 8.3% of Group revenues) reported growth of 5.0% like-for-like (and contracted 2.5% based on published figures, with currency fluctuations and in particular fluctuations in the Brazilian real, Indian rupee and Australian dollar accounting for the majority of the difference between these two rates). The operating margin is €54 million (6.1% of revenues, up 1.2 points) compared with €44 million in 2013.

OPERATIONS BY BUSINESS⁽²⁾

- **Consulting services** (4.2% of Group revenues) suffered a 3.4% contraction in activities on a like-for-like basis, with nonetheless a far more moderate fall in the fourth quarter. This decrease was mainly due to the downturn in activity in North America, the United Kingdom and Benelux, while France and the Rest of Europe are now enjoying activity growth. The 70% utilization rate in the final quarter represents a marked improvement. On this basis, the 2014 operating margin rate is 8.2% compared with 7.8% in 2013.
- **Local professional services (SOGETI)** (14.9% of Group revenues) reported growth of 1.1% in revenues over 2014 as a whole, on a like-for-like basis. The operating margin rate is 9.9% compared with 10.6% in 2013. This slight decrease is due to the integration of part of Euriware activities and the weakness in demand from the aeronautical sector.
- **Application services** (55.4% of Group revenues) reported revenue growth of 3.8% like-for-like in 2014. Amongst other things, this growth was driven by the dynamism of innovation services and particularly those services regrouped within the SMAC (Social, Mobile, Analytics and Cloud) offering as well as of applicative maintenance services, thanks especially to our NextGenAM industrial offerings. The operating margin rate is 10.6%, up 0.9 points on 2013.
- **Other managed services** (25.5% of Group revenues) reported a like-for-like increase in revenues of 5.3% in 2014 thanks to the growth of BPO (Business Process Outsourcing) activities and infrastructure services.

(1) Organic free cash flow is equal to 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.

(2) Note on the business definitions: Growing demand from clients to group application development and maintenance services in a single contract led the Group to review the presentation of its segment reporting by business. The distinction between technology services (which include application development) and outsourcing services (which include the maintenance activity) has therefore become artificial. The Group Management Report included in the 2014 Registration Document tracks the historical data by business from 2012 to 2014.

HEADCOUNT

At December 31, 2014, the total Group headcount is 143,643 employees compared with 131,430 employees one year earlier, representing a net increase of 9.3%.

ORDER BOOK

New orders recorded during the year totaled €10,978 million, an increase of 13% on 2013 on a like-for-like basis.

SIGNIFICANT EVENTS OF 2014

- ▶ The recognition for the second year running of Capgemini as a "2014 World's Most Ethical Company" by Ethisphere Institute, a US-based international think tank specializing in corporate ethics. Each year the Ethisphere Institute draws up the world ranking of companies which are ahead of the pack in terms of ethical behavior in their business sector.
- ▶ The appointment and renewal of all directors proposed to the Combined Shareholders' Meeting and the integration of three new directors, Caroline Watteuw-Carlisle, Anne Bouverot and Xavier Musca. The terms of office of Paul Hermelin, Chairman and Chief Executive Officer, and Serge Kampf, founding Chairman, were renewed. Daniel Bernard, who has been an independent director and member of the Board for nine years, was appointed Chairman of the Ethics & Governance Committee and Lead Independent Director. The Board of Directors also wished that the Secretary of the International Works Council be invited to attend its meetings. In addition, the Chairman and Chief Executive Officer's compensation was approved by nearly 97% of shareholders, one of the highest scores for a CAC 40 company.
- ▶ The refinancing of a credit facility on July 30, 2014 with a group of banks through a new multi-currency credit facility for an increased amount of €750 million, maturing July 30, 2019. This facility was undrawn at December 31, 2014.
- ▶ The third season of "Super Techie Show" an international television show broadcast in India and sponsored by Capgemini, which allows young engineers to showcase their technology skills.
- ▶ The launch of the third employee share ownership plan (ESOP): This transaction was proposed to approximately 96% of Group employees and aims to associate employees with the Group's development and performance. Employee shareholdings following the ESOP 2009 and ESOP 2012 plans currently represent 6.4% of the Capgemini share capital.
- ▶ The rating agency, Standard & Poor's, upgraded Capgemini's rating from "BBB" to "BBB+", with a stable outlook.

OUTLOOK FOR 2015

In a context of improving demand, the Group forecasts for 2015 a revenue growth, at current rates and perimeter, of 3% to 5% and an operating margin rate between 9.5% and 9.8%. Organic free cash flow is expected to exceed €600 million.

CONSOLIDATED INCOME STATEMENT

Consolidated revenues total €10,573 million for the year ended December 31, 2014, up 3.4% like-for-like compared with 2013 (4.8% on published figures). Operating expenses total €9,603 million, compared with €9,235 million last year.

The operating margin on this basis is €970 million in 2014, or 9.2% of revenues, compared with an operating margin rate of 8.5% in 2013.

Other operating income and expense (now including the amortization of intangible assets recognized in business combinations) represents an overall net expense of €117 million in 2014, compared with €137 million in 2013.

Operating profit is €853 million, or 8.1% of revenues, compared with €720 million (7.1% of revenues) in 2013, representing an increase of 18.4% year-on-year.

The net financial expense is €70 million, compared with €102 million in 2013.

The income tax expense is €210 million, compared with €182 million last year. The effective tax rate decreased from 29.4% in 2013 to 26.8% in 2014.

Profit for the year attributable to owners of the Company is €580 million, up 31.2% on 2013. Earnings per share is €3.55 based on the 163,592,949 shares outstanding at December 31, 2014.

CAP GEMINI S.A. INCOME STATEMENT

The Company reported **operating income** for the year ended December 31, 2014 of €248 million (including €237 million in royalties received from subsidiaries) compared with €241 million last year (including €233 million in royalties).

Operating profit is €177 million, compared with €182 million in 2013.

Net financial income totaled €1,020 million (compared with €160 million in 2013). This €860 million increase in net financial income year-on-year was mainly due to net reversals of provisions for equity interests.

The **net non-recurring expense** is €2 million compared with €188 million in 2013.

After **income tax expense** of €34 million (compared with an income tax income of €11 million in 2013), reflecting the expense arising from the tax consolidation of its subsidiaries, the Company reported a **net profit** of €1,161 million.

Presentation of the compensation of Paul Hermelin, Chairman and Chief Executive Officer

The procedures for setting the compensation of the Chairman and Chief Executive Officer comply with the recommendations of the revised AFEF-MEDEF Code issued in June 2013. 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.

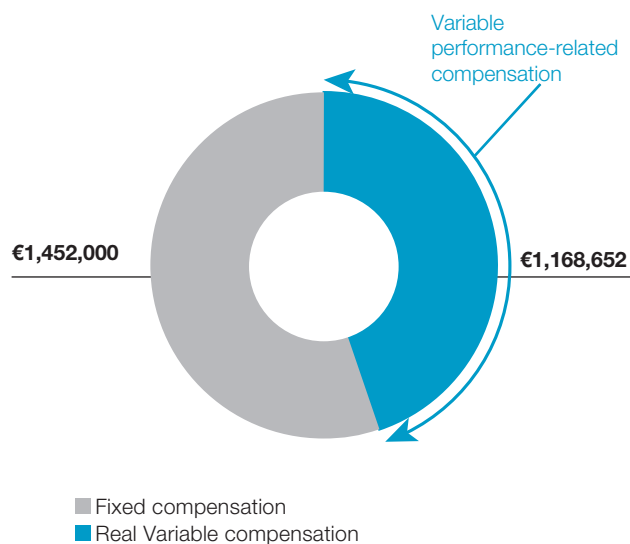
The Compensation Committee refers in particular to comparative studies to ensure the consistency and the competitiveness of both compensation structure and calculation methods with market practice.

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.

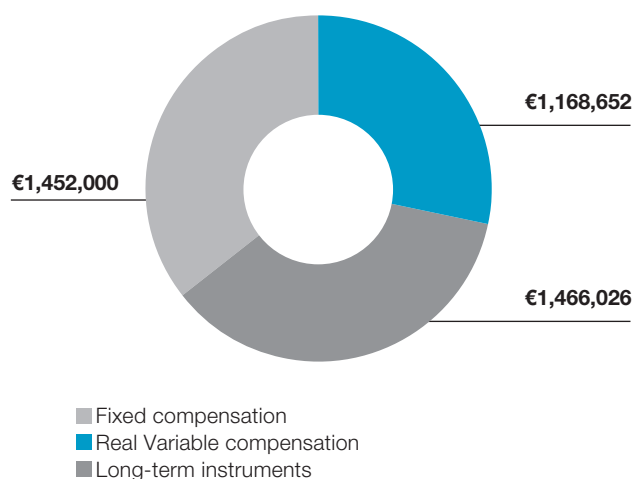
More detailed information on the components of Mr. Paul Hermelin's 2014 compensation presented for shareholders' vote can be found on page 16 of this Notice of Meeting and in the Corporate Governance section of the Cap Gemini 2014 Registration Document.

2014 compensation of the Chairman and Chief Executive Officer

FIXED AND VARIABLE COMPENSATION



TOTAL COMPENSATION INCLUDING LONG-TERM INSTRUMENTS



Voluntary Waiver

Attendance Fees

3 600 €

Benefits in kind

50 000

Performance shares

→ valued at €1,466,026 under IFRS
→ Internal and external performances conditions

0 €

Severance compensation

0 €

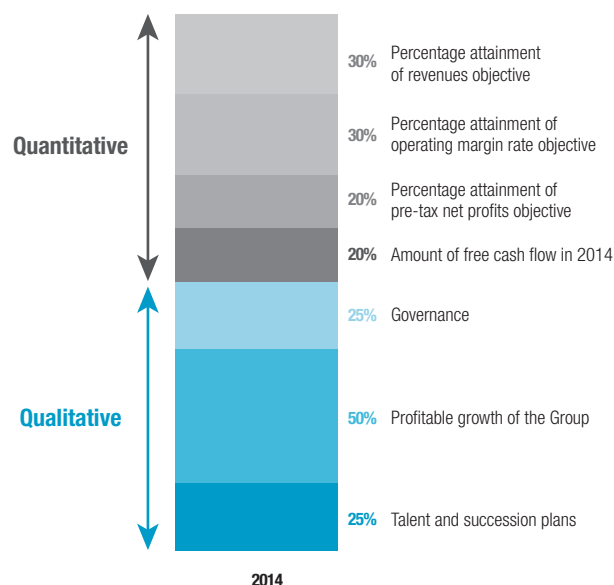
Non-compete clause

2014 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 was decided pursuant to the recommendation of the Compensation Committee by the Board of Directors' meeting held to approve the financial statements for fiscal year 2014. The Committee met on several occasions before the Board of Directors' meeting to appraise the percentage attainment by Paul Hermelin of his objectives.



VARIABLE COMPENSATION PAID IN RESPECT OF 2014

The quantitative criteria were assessed with respect to the objectives set by the Board of Directors' meeting of February 19, 2014 and attainment rates of between 100.1% and 121.5% led to compensation of €587,852.

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 €580,800.

The variable compensation in respect of 2014 is therefore €1,168,652, i.e. 80% of the fixed compensation for the same year and 120.7% of the theoretical variable compensation (see schedule page 17).

Report of the Board of Directors on the Draft resolutions

EACH DRAFT RESOLUTION IS PRECEDED BY THE CORRESPONDING SECTION OF THE REPORT OF THE BOARD OF DIRECTORS ON THE DRAFT RESOLUTIONS.

"Unofficial translation from French. The English translation is for information purpose only. In the event of discrepancies, the French language version of this document shall prevail."

Resolutions presented at the Ordinary Shareholders' Meeting

RESOLUTION 1

REVIEW AND APPROVAL OF THE 2014 COMPANY FINANCIAL STATEMENTS

In this resolution, we ask you to approve the Company financial statements of Cap Gemini for the year ended December 31, 2014, which show a net profit for the year of €1,161,201,146.56.

FIRST RESOLUTION

The Combined 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; and
- ▶ the Statutory Auditors' report on their audit of the Company financial statements;

approves the Company financial statements for the year ended December 31, 2014, showing net profit for the year of €1,161,201,146.56.

RESOLUTION 2

REVIEW AND APPROVAL OF THE 2014 CONSOLIDATED FINANCIAL STATEMENTS

In this resolution, we ask you to approve the consolidated financial statements of Cap Gemini for the year ended December 31, 2014, which show a net profit for the year attributable to owners of the Company of €580 million.

SECOND RESOLUTION

The Combined 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 2014, and

- ▶ the Statutory Auditors' report on the consolidated financial statements,

approves the consolidated financial statements for the year ended December 31, 2014, showing net profit for the Group of €580 million.

RESOLUTION 3

REGULATED AGREEMENTS

In this resolution, we ask that you duly note the absence of any new regulated agreements during the year. The only regulated agreement that continued in effect this year was the registration of Serge Kampf and Paul Hermelin as beneficiaries of the supplementary pension scheme for senior executives, authorized by the Combined Shareholders' Meeting of April 10, 2007. Pursuant to Order no. 2014-863 of July 31, 2014 relating to company law, issued in application of Article 3 of Law no. 2014-1 of January 2, 2014, the Board of Directors examined this agreement and decided that it was not necessary to amend the plan.

THIRD RESOLUTION

The Combined 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 of the French Commercial Code (Code de commerce), records that no such agreement has been entered into during the past year.

RESOLUTION 4

NET INCOME APPROPRIATION AND DIVIDEND

During its meeting of February 18, 2015, the Board of Directors decided to recommend to the next Ordinary Shareholders' Meeting that the dividend be set at €1.20 per share for a total of €196,311,538.80, based on the number of shares ranking for dividends at December 31, 2014.

The balance of the profit for the year, i.e. €1,451,333,318.64, shall be added to retained earnings.

This dividend of €1.20 for each of the 163,592,949 shares bearing dividend rights on January 1, 2014, 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 18, 2015 and a dividend payment date of May 20, 2015.

Pursuant to Article 243 bis of the French Tax Code, the Board of Directors reminds shareholders that dividends paid over the past three fiscal years were as follows: €176,349,599.80 for 2013 (€1.10 per share), €162,055,362 for 2012 (€1 per share) and €155,770,362 for 2011 (€1 per share). All of these dividends were fully eligible for the 40% tax rebate set out in Article 158.3.2° of the French Tax Code.

FOURTH RESOLUTION

The Combined Shareholders' Meeting, voting in accordance with quorum and majority rule for Ordinary Shareholders' Meetings, approves the recommendations of the Board of Directors to appropriate the profit for the year ended December 31, 2014 as follows:

■ net profit for the year	€1,161,201,146.56
■ no allocation to the legal reserve as it is fully funded	
i.e. a balance of:	€1,161,201,146.56
■ retained earnings of previous years:	€486,443,710.88
i.e. distributable earnings of:	€1,647,644,857.44
■ allocated to:	
payment of a dividend of €1.20 per share:	€196,311,538.80 ⁽¹⁾
retained earnings for the balance:	€1,451,333,318.64
giving a total of:	€1,647,644,857.44

(1) The total amount of the distribution is calculated based on the number of shares ranking for dividends at December 31, 2014, i.e. 163,592,949 shares, and could therefore change if this number varies between January 1, 2015 and the ex-dividend date.

It should be noted that the dividend, set at €1.20 per share for each of the 163,592,949 shares bearing dividend rights on January 1, 2014, 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 is May 18, 2015 and the dividend will be payable from May 20, 2015. If, at the time of payment of the dividend, the Company holds some of its own shares, the dividend for these shares will be added to retained earnings.

Pursuant to Article 243 bis of the French Tax Code, dividends paid over the past three fiscal years were as follows: €176,349,599.80 for 2013 (€1.10 per share), €162,055,362 for 2012 (€1 per share) and €155,770,362 for 2011 (€1 per share). All of these dividends were fully eligible for the 40% tax rebate set out in Article 158.3.2° of the French Tax Code.

RESOLUTION 5

ADVISORY VOTE ON THE COMPONENTS OF COMPENSATION DUE OR AWARDED IN RESPECT OF FISCAL YEAR 2014 TO MR. PAUL HERMELIN, CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Pursuant to the revised AFEP-MEDEF Code issued in June 2013 with which Cap Gemini complies, the compensation of each executive corporate officer due or awarded in respect of fiscal year 2014 must be presented to the Shareholders' Meeting for an advisory vote. The following table summarizes the 2014 compensation components to Mr. Paul Hermelin, subject to shareholder advisory vote pursuant to the "say on pay" policy.

COMPONENTS OF COMPENSATION DUE OR AWARDED IN RESPECT OF FISCAL YEAR 2014 TO MR. PAUL HERMELIN, CHAIRMAN AND CHIEF EXECUTIVE OFFICER, SUBJECT TO SHAREHOLDERS' ADVISORY VOTE

	Amount or accounting value subject to vote	Presentation
Fixed compensation	€1,452,000 (paid in 2014)	The gross fixed compensation of €1,452,000 for fiscal year 2014 was approved by the Board of Directors on February 19, 2014 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 since 2013 when it was increased by 10% to reflect the change in Mr. 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 changes in and the 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 1.6% per annum. This compensation falls within the average for CAC 40 executives.
Annual variable compensation	€1,168,652 (paid in 2015)	<p>During the Board of Directors' meeting of February 18, 2015, 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 2014, 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>V1 component: this component is calculated in accordance with quantifiable criteria and the following respective weightings, all relating to the financial results:</p> <ol style="list-style-type: none"> 1) % attainment of the revenue objective: 30% weighting; 2) % attainment of the operating margin rate: 30% weighting; 3) % attainment of pre-tax net profit: 20% weighting; 4) 2014 Free Cash Flow: 20% weighting. <p>These objectives were assessed with respect to the budgeted objectives set by the Board of Directors' meeting of February 19, 2014.</p> <p>Attainment rates for these four objectives were 100.1%, 101.7%, 108.1% and 121.5% respectively, which taking account of the relative weighting of each objective, gives a weighted attainment rate of 106.4%.</p> <p>The Group's historical calculation formula accelerates actual performance upwards and downwards such that:</p> <ul style="list-style-type: none"> ■ if the weighted performance of the above four financial indicators is less than or equal to 70%, the V1 component will be nil; ■ if the weighted performance of the above four financial indicators is greater than or equal to 130%, the V1 component will be equal to twice its theoretical amount. <p>Accordingly, with this formula, a one point change in the weighted attainment rate increases or decreases the variable component by 3.33%. Therefore, application of the formula to the weighted attainment rate of 106.4% in 2014 results in the multiplication of the theoretical variable component by 121.5%, giving an amount of $968,000/2 \times 1.215 = €587,852$.</p> <p>V2 component: The following appraisal was performed based on the Compensation Committee work, which reviewed the qualitative objectives grouped into three categories: "Governance" for 25%, "Profitable growth of the Group" for 50% and "Talent and succession plans" for 25%.</p> <p>For the first category (Governance), basing its appraisal on the assessment of the Board of Directors' performance at the end of 2014 by the Lead Independent Director and the recommendations of the AFEP-MEDEF Code, the Board highlighted the implementation of the recommendations resulting from the Board assessment performed in 2013 by an external consultant, such as the appointment of a Lead Independent Director, a new allocation of duties between the Committees, increased female representation on the Board and a decrease in the average age of its members, as well as the invitation accorded to the Secretary of the International Works Council to attend meetings of the Board and the Compensation Committee. Given these achievements, the Board considered that the objectives set for this category had been attained.</p>

Annual variable compensation (continued)

For the second category (Profitable growth), the Board based its appraisal as far as possible on objective and quantifiable items and primarily the Group 2015 strategic transformation dash board, a quantitative tool comprising key transformation indicators (changes in the offering portfolio, percentage of sales realized with strategic accounts, industrialization including the offshore and innovation lever). The dash board is approved by the Board of Directors in the context of the Group 3-year plan. In 2015, changes in management report indicators were in line with the objectives set. The second profitable growth criteria comprises the optimization of the balance sheet financial structure in line with the Group's strategy and the employee share ownership plan, which was a success. Finally, revenue, margin and cash trends all of which are in line with or exceed guidance presented to the market at the beginning of 2014, represent the third pillar of profitable growth. Given these achievements, the Board considered that the objectives set for this category had been exceeded.

For the third category (Talent), the Board took account of the record recruitment of 89 "Vice-Presidents" and, in particular, the recruitment of a Group Talent Officer, the promotion of 112 new Vice-Presidents, the Talent management strategy presented by the new Group HR Director favoring executive manager turnover and mobility reflected by numerous job transfers during the last year and the 5 point increase year-on-year in the percentage of women promoted Vice-President. Given these achievements, the Board took due note of the progress made and considered that the objective set had been attained. This objective will remain a priority in 2015.

The Board approved a weighted performance of 120%, therefore leading to a V2 component of €580,800.

Accordingly, variable compensation of €1,168,652 was approved by the Board for 2014, i.e. 80% of his fixed compensation for the same year and 120.7% of the theoretical variable compensation. Total fixed and variable compensation for 2014 is therefore €2,620,652, i.e. 108.3% of the theoretical compensation and may be summarized as follows.

Paul Hermelin 2014 variable compensation calculation**V1 : quantitative component based on budgeted financial targets**

Indicators	Weight	% attainment	Weighted
Total Revenues	30%	100.1%	30.0%
Operational Margin (%)	30%	101.7%	30.5%
Pre-tax net profit	20%	108.1%	21.6%
Organic Free Cash Flow	20%	121.5%	24.3%
Total weighted R/B before flex			106.4%
Total weighted R/B after 70/130 flex (10/3* weighted R/B-7/3)			121.5%
Variable V1 on target			484,000
Computed V1			587,852

V2 : qualitative component based on 2014 personal objectives

Categories	Weight	Weighted total
Governance	25%	
Profitable growth	50%	120.0%
Talent & succession plans	25%	
Variable V2 on target		484,000
Computed V2		580,800
TOTAL 2014 VARIABLE COMPENSATION		1,168,652
As a % of total variable compensation on target		120.7%
As a % of fixed compensation		80.5%

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 at the end of the first quarter of Y+1, or in the present case in March 2015.

Report of the Board of Directors on the Draft resolutions

Resolutions presented at the Ordinary Shareholders' Meeting

Deferred variable compensation	NA	There is no deferred variable compensation.
Multi-year variable compensation	NA	There is no multi-year variable compensation mechanism.
Exceptional compensation	NA	No exceptional compensation was paid.
Stock options, performance shares or any other form of long-term compensation	Performance shares €1,466,026 (accounting value)	<p>50,000 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 external performance condition accounts for 50% of the grant and is based on the comparative performance of the Cap Gemini share over a two-year period against the average performance of a basket comprising 8 comparable companies in the same business sector and from at least 5 countries (Accenture/CSC/Atos/Tieto/Steria/CGI Group/Infosys and Cognizant) and the CAC 40 index (new in 2014). Accordingly, no shares vest if the relative performance of the Cap Gemini share is less than 90% of the performance of the basket, 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 30% of the initial grant vests.</p> <p>The internal performance condition accounts for 50% of the grant and is based on Organic Free Cash Flow over the three-year period from 2013 to 2015. The minimum amount necessary for shares to vest is €850 million. Above this threshold, shares vest progressively on a straight-line basis, with the maximum grant requiring Organic Free Cash Flow of €1.1 billion or more. The IFRS value of this grant potentially represents one year's fixed compensation.</p> <p>The number of shares that may vest to the executive corporate officer is 0.03% of the share capital.</p> <p>Authorized by the Combined Shareholders' Meeting of May 23, 2013. (Tenth resolution)</p> <p>Grant authorized by the Board of Directors on July 30, 2014.</p>
	Stock options = N/A Other items = N/A	No stock options or other items were granted.
Attendance fees	Voluntary waiver	The Board of Directors took due note of Paul Hermelin's decision to waive his right to collect attendance fees as a director of Cap Gemini S.A. in respect of 2014 (as both Serge Kampf and he have done for the last five years and Serge Kampf did once again in 2014).
Valuation of benefits in kind	€3,600 Contributions paid	Unemployment insurance contributions paid on behalf of Paul Hermelin.

For more information on the compensation policy regarding Mr. Paul Hermelin, including any compensation components not presented to this Meeting for vote pursuant to the "say on pay" policy, please refer to the Cap Gemini 2014 Registration Document available on the Company website at the following address: <http://www.capgemini.com/investor/combined-general-meeting>

FIFTH RESOLUTION**Advisory vote on the components of compensation due or awarded in respect of fiscal year 2014 to Mr. Paul Hermelin, Chairman and Chief Executive Officer**

The Combined 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 2014 to Mr. Paul Hermelin, Chairman and Chief Executive Officer, as presented in the Management Report section entitled "Components of compensation due or awarded in respect of fiscal year 2014 to Mr. Paul Hermelin, Chairman and Chief Executive Officer, subject to shareholder advisory vote".

RESOLUTION 6**BOARD OF DIRECTORS ATTENDANCE FEES**

Your Board wishes its composition to reflect the international expansion of the Company's activities and the human diversity of its employees. The attendance fees proposed to directors must be consistent with international standards. We therefore ask you to increase the total envelop of attendance fees.

In this resolution, we ask that you set the maximum amount of annual attendance fees allocated to the Board of Directors at one million euros, applicable until a new Shareholders' Meeting decision. This authorization would supersede that granted by the Combined Shareholders' Meeting of May 26, 2011 and not revalued since, which capped total annual attendance fees at €800,000.

SIXTH RESOLUTION

At the recommendation of the Board of Directors, the Combined Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings, sets the total annual amount of attendance fees allocated to the Board of Directors per fiscal year at one million euros.

RESOLUTION 7

AUTHORIZATION TO BUY BACK THE COMPANY'S SHARES

Shareholders are reminded that last year, the Ordinary Shareholders' Meeting renewed the authorization granted to the Company to buy back its shares. This authorization was used in 2014 in connection with the liquidity agreement entered into on February 15, 2010. The purpose of this agreement is to improve the liquidity of the Cap Gemini share and stabilize the share price. In 2014, a total of 3,863,461 shares were purchased on behalf of Cap Gemini S.A., at an average price of €53.41 per share, representing 2.36% of the share capital at December 31, 2014. During the same period, 3,799,199 Cap Gemini shares were sold at an average price of €53.09 per share, representing 2.32% of the share capital at December 31, 2014. At the year-end, the liquidity account balance comprised 133,062 treasury shares (0.08% of the share capital at December 31, 2014).

In addition, the Company continued to purchase its own shares in 2014 and, excluding the liquidity contract, held 835,116 of its own shares at December 31, 2014, following the various transactions described below:

- ▶ purchase of 3,311,408 shares representing 2.02% of the share capital at December 31, 2014, at an average price of €54.23 per share;
- ▶ cancellation on May 6, 2014 of 1,253,903 shares representing 0.77% of the share capital at December 31, 2014;
- ▶ cancellation on October 8, 2014 of 1,001,505 shares representing 0.61% of the share capital at December 31, 2014;
- ▶ transfer of 157,286 shares to employees under the free share grant plan;
- ▶ transfer of 63,598 shares to holders of redeemable share subscription or purchase warrants (BSAAR) who exercised their Cap Gemini share allotment rights in 2014.

As the authorization granted by the Ordinary Shareholders' Meeting of May 7, 2014 is only valid for 18 months, we are asking shareholders to replace it with a similar authorization to allow the Company to:

- ▶ manage the secondary market and encourage the liquidity of the Cap Gemini share within the scope of the liquidity agreement;

- ▶ grant or sell the shares thus acquired to employees and/or corporate officers, in connection with the grant of performance shares, a company savings plan or an international employee share ownership plan;
- ▶ remit the shares thus purchased to holders of securities granting access to the Company's share capital upon exercise of the rights attached thereto;
- ▶ purchase shares to be retained with a view to remitting them in the future in exchange or payment for potential external growth transactions;
- ▶ cancel any of the shares purchased, subject to the adoption of the eighth resolution presented to this Combined Shareholders' Meeting.

The Board of Directors is therefore seeking an authorization for the Company, with the power of delegation subject to applicable regulations, to buy back or arrange the purchase of its own shares representing up to 10% of its share capital, during a period of 18 months. The total amount of such purchases may not exceed €1,960 million and the maximum authorized unit purchase price is €120 per share, these purchases taking place within the scope of Articles L. 225-209 et seq. of the French Commercial Code and European Regulation 2273/2003 of December 22, 2003 pursuant to Directive 2003/6/EC of January 28, 2003, known as the "Market Abuse" directive in relation to buy-back programs and the stabilization of financial instruments.

The acquisition, disposal and transfer transactions described above may be carried out by any method in accordance with applicable 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 Company shares.

This new authorization shall supersede, for its unused portion, the previous authorization.

It forms part of the ongoing active management of dilution.

Pursuant to the law, a description of the share buyback program will be published prior to the Shareholders' Meeting.

SEVENTH RESOLUTION

Authorization to the Board of Directors, for a period of 18 months, to enable the Company to buy back its own shares within the limit of a number of shares equal to a maximum of 10% of the share capital, a maximum amount of €1,960 million and a maximum purchase price of €120 per share

In accordance with Articles L. 225-209 et seq. of the French Commercial Code and with European Commission Regulation No. 2273/2003 of December 22, 2003, the Combined Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings and after having read the Board of Directors' report, authorizes the Company – for the reasons and subject to the terms and conditions detailed below – to purchase or arrange the purchase of its own shares.

This authorization is given to allow the Company, if required, to:

- ▶ manage the secondary market and share liquidity through an investment services provider within the scope of a liquidity agreement in accordance with the AMAFI ethics charter recognized by the AMF (French Financial Markets Authority);
- ▶ grant or sell shares thus purchased to employees and/or corporate officers (on the terms and by the methods provided by law), in particular in connection with a plan involving the grant of shares without consideration, a company savings plan or an international employee share ownership plan;
- ▶ remit the shares thus purchased to holders of securities granting access to the Company's share capital upon exercise of the rights attached thereto, in accordance with applicable regulations;
- ▶ purchase shares to be retained with a view to remitting them in the future in exchange or payment for potential external growth transactions,
- ▶ cancel the shares thus purchased, subject to the adoption of the eighth resolution presented to this Combined Shareholders' Meeting.

The acquisition, disposal and transfer transactions described above may be carried out by any method in accordance with applicable 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 Company shares.

The Combined Shareholders' Meeting:

- ▶ resolves that the total amount of purchases may not exceed €1,960 million and that the maximum unit purchase price may not exceed €120 per share with a par value of €8. In the event of a share capital increase paid up by capitalizing additional

paid-in capital, reserves, profit or other amounts, in the form of allocating shares to shareholders without consideration during the period of validity of this authorization (as well as in the event of a stock-split or reverse stock-split), the maximum unit price will be adjusted based on the ratio of the number of shares issued and outstanding before the transaction to that number after the transaction and the maximum number of shares indicated above will be adjusted based on the ratio of the number of shares issued and outstanding after the transaction to that number before the transaction;

- ▶ resolves that the maximum number of shares that may be acquired under this resolution may not exceed 10% of the Company's share capital at any time. It is specified, however, that:
 - within the context of this authorization, the number of treasury shares should be taken into account to ensure that the Company does not own, at any time, over 10% of the number of shares issued and outstanding at that date,
 - the number of treasury shares to be tendered in payment or exchange in the context of a merger, de-merger or contribution may not represent more than 5% of the share capital, and
 - when shares are bought back to encourage liquidity under the conditions defined in the General Regulations of the AMF, the number of shares taken into account in the calculation of the 10% limit is the number of shares purchased, less the number of shares sold during the authorization period.

The Combined Shareholders' Meeting gives full powers to the Board of Directors (including the power of delegation subject to applicable law) to:

- ▶ decide and implement this authorization;
- ▶ place any and all, buy and sell orders and enter into any and all agreements, in accordance with applicable regulations;
- ▶ carry out any and all filings and other formalities, in particular the keeping of registers of share purchases and sales, and generally do whatever is necessary.

The Board of Directors will detail in its Annual Report to the Combined Shareholders' Meeting all transactions carried out under this authorization, which is given for a period of eighteen months as from the date of this Shareholders' Meeting and supersedes the authorization given in the nineteenth resolution adopted by the Combined Shareholders' Meeting of May 7, 2014.

Resolutions presented at the Extraordinary Shareholders' Meeting

RESOLUTION 8

AUTHORIZATION TO CANCEL SHARES PURCHASED UNDER THE BUYBACK PROGRAMS

The Shareholders' Meeting of May 7, 2014 authorized the Board of Directors to cancel, up to a maximum of 10% of the share capital, on one or several occasions, at its sole discretion, all or some of the treasury shares held by the Company pursuant to Article L 225-209 of the French Commercial Code and to reduce the share capital accordingly.

This authorization was used twice in 2014 for a total of 2,255,408 shares:

- ▶ firstly by the Board of Directors on May 6, 2014: cancellation of 1,253,903 treasury shares bringing the share capital to €1,272,511,320 divided into 159,063,915 shares;
- ▶ then by the Board of Directors on October 8, 2014: cancellation of 1,001,505 treasury shares bringing the share capital to €1,268,743,592 divided into 158,592,949 shares.

Shareholders are asked today to renew for a period of 24 months the authorization granted to the Board of Directors to cancel shares bought back up to a maximum of 10% of the share capital by 24-month period, this share capital amount being adjusted for any transactions performed after the date of the Shareholders Meeting.

EIGHTH RESOLUTION

Authorization to the Board of Directors, for a period of twenty-four months, to cancel shares bought back by the Company under the share buyback programs

In accordance with Article L.225-209 of the French Commercial Code, the Combined Shareholders' Meeting, voting in accordance with quorum and majority rules for Extraordinary Shareholders' Meetings, and after having read the Board of Directors' report and the Statutory Auditors' special report, authorizes the Board of Directors to cancel, on one or several occasions at its sole discretion, all or some of the Company's shares held by it (the Company) pursuant to Article 225-209, provided that the aggregate number of shares cancelled in any given period of 24 months does not exceed 10% of the Company's share capital adjusted for any transactions performed after the date of this Combined Shareholders' Meeting and to reduce the share capital accordingly.

The Combined Shareholders' Meeting gives full powers to the Board of Directors to use the authorization given in this resolution, deduct from additional paid-in capital or any distributable reserves the difference between the purchase price of the cancelled shares and their par value, allocate the portion of the legal reserve that becomes available as a result of the capital reduction, amend the bylaws and carry out all necessary formalities.

This authorization is granted for a period of twenty-four months as from the date of this Shareholders' Meeting and supersedes the authorization given in the twentieth resolution adopted by the Combined Shareholders' Meeting of May 7, 2014.

RESOLUTION 9

AUTHORIZATION TO GRANT PERFORMANCE SHARES

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 further performance shares, existing or to be issued, subject to internal and external performance conditions, during the coming 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 ninth 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 five comparable companies in our business sector from at least five different countries. No shares vest in respect of the external performance condition if the relative performance of the Cap Gemini share is less than 90% of the average performance of the basket over a three-year period, while 30% 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.

Compared with the previous authorization granted by the Combined Shareholders' Meeting of May 23, 2013, implementation of which is reported on below, the Board of Directors proposes to extend by one year the assessment period for the external performance condition, increasing it from two to three years and thereby responding favorably to the request by investors to include internal and external performance conditions covering a minimum period of three years.

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, 2015 to December 31, 2017, excluding Group payments to make up the shortfall on its defined benefit pension funds.

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 will be undertaken at the same calendar periods from now on 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") and summarized below.

Performance share grants in 2014

The Extraordinary Shareholders' Meeting of May 24, 2013 authorized the Board of Directors to grant performance shares to employees and corporate officers of the Company and its French and non-French subsidiaries, during a period of 18 months commencing May 24, 2013 and expiring November 24, 2014. The number of shares granted (existing and to be issued) could not exceed 1% of the share capital at the date of the Board of Directors' decision to grant such shares (this maximum number of shares being referred to hereafter by the letter "N"). Up to a maximum of 10% of "N", these performance shares could be granted to the executive corporate officer of the Company, it being specified that the portion of shares that must be held until the end of his term of office is set by the Board of Directors.

By exception, and for an amount not exceeding 15% of "N", shares could be granted to employees of the Company and its French and non-French subsidiaries – excluding members of the General Management Team – "The Executive Committee" without performance conditions.

On July 30, 2014, pursuant to this authorization, the Board of Directors decided to grant a total of 1,290,500 performance shares to 517 managers and employees of the Group, 15 members of the Executive Committee (excluding Paul Hermelin) and Paul Hermelin. Paul Hermelin is required to hold one third of the vested shares until the end of his term of office. The Board of Directors set at four years the minimum holding period for vested shares following the vesting period for beneficiaries tax-resident in France, unchanged on the previous plan.

As for the 2012 and 2013 grant plans, the internal performance condition was based on Organic Free Cash Flow over a three-year period, reflecting the Board of Directors' desire to prioritize long-term goals in the context of these grants. The external performance condition was assessed over a minimum period of two years. The vesting of the shares in France at the end of a two-year period is followed by a four-year lock-in period, thereby ensuring the substantial and long-term alignment of the interests of beneficiaries of these shares with those of shareholders.

Free share grants to employees without performance conditions in 2014

On October 8, 2014, pursuant to the same authorization, the Board of Directors decided to grant a total of 104,379 shares subject only to a condition of presence, to French employees of the Economic and Social Union (*Union Économique et Sociale, UES*) with more than three months seniority at the grant date. This volume represents 6.5% of the amount authorized by the Combined Shareholders' Meeting of May 24, 2013 available for grant without performance conditions, i.e. well below the maximum volume of 15% authorized for grant without performance conditions.

Vesting of performance shares in 2014

On October 1, 2010, pursuant to the authorization granted by the Extraordinary Shareholders' Meeting of April 30, 2009, the Board of Directors granted 1,555,000 shares subject to performance and presence conditions. These performance shares were granted subject to a two-year vesting period for beneficiaries tax-resident in France and a four-year vesting period for beneficiaries not tax resident in France, which therefore expired on October 1, 2014.

The external performance condition was assessed based on the comparative performance of the Cap Gemini share compared with a basket of comparable companies in our business sector from at least five different countries. These companies are as follows: Accenture, Atos, CSC, CGI, Cognizant, Infosys, Sopra, Steria and Tieto. No shares vest in respect of the external performance condition if the relative performance of the Cap Gemini share is less than 90% of the average performance of the basket over a two-year period, while 30% of shares vest if this performance is equal to that of the basket and a maximum 50% of shares vest if this performance is 110% or more of that of the basket.

The internal performance condition for the 2010 grant focused on the increase in the operating margin between 2010 and 2011, at constant group structure and exchange rates.

While the internal performance condition for this plan was satisfied in full, the external performance condition was only partially attained and only enabled the vesting in October 2014 of 530,539 shares to beneficiaries not tax resident in France.

Ultimately, a total of 881,048 shares vested to all beneficiaries under the 2010 grant plan out of an initial grant of 1,555,000 shares, i.e. 56.7% of the initial volume granted and 0.57% of the share capital at the grant date.

NINTH RESOLUTION

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

In accordance with Articles L. 225-197-1 et seq. of the French Commercial Code, the Combined Shareholders' Meeting, voting in accordance with quorum and majority rules for Extraordinary Shareholders' Meetings, and after having read the Board of Directors' report 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 the present resolution and for a number of shares with a par value of €8 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 and corporate officers of the Company and its French and non-French subsidiaries;
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”):

- a) of at least two years, in which case the beneficiary will be required to hold the shares for an additional minimum period of two years from the date on which they vest, or,
- b) of at least four years, in which case there will be no minimum holding requirement.

The Board of Directors may decide between the above two options and apply them alternately or concurrently, depending on regulatory provisions in force in the country of residence of the beneficiaries. However, the shares will vest before the expiry of the above periods and with no minimum holding period 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 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:
 - ▶ unless the Board of Directors subsequently makes a duly reasoned decision to the contrary, 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 change in the stock market performance of the Cap Gemini share with the change in the average performance of the companies comprising 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 30% 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% of shares vesting for each additional percentage point between these limits,
 - will be equal to 30% of the Initial Allocation of shares if the relative performance of the Cap Gemini share is equal to 100% of the basket,
 - will vary between 20% and 30% of the Initial Allocation if the relative performance of the Cap Gemini share is between 90% and 100% of the average performance of the basket, with an additional 1% of shares vesting for each additional percentage point between these limits,
 - 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 90% 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:
- unless the Board of Directors subsequently makes a duly reasoned decision to the contrary, 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, 2015 to December 31, 2017, 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 €1,500 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 €1,940 million and will vary on a straight-line basis between nil 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 foreign subsidiaries, excluding members of the general management team (the Executive Committee) without performance conditions;
6. notes 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. gives powers to the Board of Directors to implement this authorization (including the power of delegation where 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,
 - determine whether the shares granted 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 equity transactions are carried out before the shares vest, whether to adjust the number of shares allocated in order to protect the rights of the beneficiaries and, if so, define the terms and conditions of such adjustment,
 - perform, where the allocations concern shares to be issued, the necessary share capital increases by capitalization of reserves and/or additional paid-in capital of the Company when the shares ultimately vest, set the dates from which shares bear dividend rights, deduct from reserves and/or additional paid-in capital of the Company the amounts necessary to bring the legal reserve to 10% of the new share capital after each increase and amend the bylaws accordingly,
 - carry out all formalities and, more generally, to do whatever is necessary.
- This authorization is granted for a period of eighteen months as from the date of this Shareholders' Meeting.

RESOLUTION 10

AMENDMENT OF THE BYLAWS TO PROVIDE THAT EACH SHARE, EVEN IF HELD IN REGISTERED FORM, RETAINS ENTITLEMENT TO ONE VOTE

Article 8, paragraph 1, of the Company's bylaws provides that each share, in addition to the voting right attached to it, carries the right to a fraction of earnings, and any liquidation surplus, based on the number and par value of outstanding shares.

Law No. 2014-384 of March 29, 2014 to liberate the real economy (known as the "Florange" law), partially codified in Article L.225-123 of the French Commercial Code with respect to double voting rights, generalized, in companies whose shares are admitted to trading on a regulated market, double voting rights for all 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 the absence of a clause to the contrary in the bylaws adopted subsequent to the enactment of this law (i.e. March 29, 2014).

The Florange law therefore reverses the principle pursuant to which companies whose shares are admitted to trading on a regulated market could, on a voluntary basis and without being so required by law, grant by way of the bylaws a double voting right to all shares held in registered form by the same shareholder for more than two years and/or 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.

Nonetheless, this generalization of double voting rights is limited by the Florange law in the sense that companies whose shares are admitted to trading on a regulated market may derogate from this rule by adopting in their bylaws, subsequent to the enactment of this law, a clause providing that their shares shall retain entitlement to one vote.

After having carefully deliberated, in light of market practice in France and of foreign companies in its sector, the Board of Directors considered, taking account of shareholder concerns, that it was appropriate to exercise this derogation option by providing that Cap Gemini shares would retain entitlement to one vote.

Accordingly, we ask you in this resolution to amend Article 8, paragraph 1, of the Company's bylaws to introduce a provision whereby (i) fully paid-up shares held in registered form for at least two years by the same shareholder and (ii) 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 will retain entitlement to one vote.

As this resolution concerns an amendment to the bylaws, it is subject to quorum and majority rules for Extraordinary Shareholders' Meetings.

TENTH RESOLUTION

Amendment of Article 8, paragraph 1, of the bylaws – Rights attached to shares – to provide that each share, even if held in registered form, retains entitlement to one vote

As authorized by Article L.225-123, paragraph 3 of the French Commercial Code, the Combined Shareholders' Meeting, voting in accordance with quorum and majority rules for Extraordinary Shareholders' Meetings, and after having read the Board of Directors' report, resolves that (i) fully paid-up shares held in registered form for at least two years by the same shareholder and (ii) 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, will retain entitlement to one vote.

Article 8, paragraph 1, of the bylaws is amended as follows:

Former wording of Article 8, paragraph 1:

"In addition to the voting right attached to each share in accordance with the law, each share carries the right to a fraction of earnings, and any liquidation surplus, based on the number and par value of outstanding shares".

New wording of Article 8, paragraph 1:

"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".

The rest of the article remains unchanged.

RESOLUTION 11

TECHNICAL AMENDMENT OF THE BYLAWS – DISCLOSURE THRESHOLDS

Where an individual or corporate shareholder, acting alone or in concert, comes to hold a number of shares crossing certain disclosure thresholds expressed as a percentage of the share capital or voting rights of the Company, this shareholder is subject to a legislative obligation to inform the Company of the increase or decrease in its interest in the share capital of the Company. This legal obligation may be combined with obligations per the bylaws, where the bylaws of the company contain such obligations, as is the case in Article 10 of Cap Gemini's bylaws.

In determining whether the legal investment threshold triggering a disclosure obligation has been crossed, the shareholder subject to a reporting obligation must take into account not only shares and voting rights held directly in the Company, but also those deemed held by "equivalence", i.e. shares and voting rights held by other persons on behalf of the shareholder, by companies controlled by the shareholder within the meaning of Article L.233-3 of the French Commercial Code, by a third party with which the shareholder acts in concert, shares potentially resulting from the settlement of derivative instruments, etc. Such instances of equivalence are listed in Article L.233-9 of the French Commercial Code for legal thresholds and are subject to frequent legislative amendment.

Article 10, paragraph 3 of the Company's bylaws provides a non-comprehensive list for statutory disclosure threshold purposes, of instances of equivalence to shares or voting rights held by a shareholder subject to disclosure threshold obligations.

Accordingly, the Board of Directors asks this year, in the interests of consistency and simplification, that you amend Article 10, paragraph 3, of the Company's bylaws in order to bring these instances of equivalence into line with those provided by law, by introducing a reference to applicable legal provisions.

The calculation method for legal thresholds and thresholds per the bylaws will therefore apply without any ambiguity.

As this resolution concerns an amendment to the bylaws, it is subject to quorum and majority rules for Extraordinary Shareholders' Meetings.

ELEVENTH RESOLUTION

Amendment of Article 10, paragraph 3, of the bylaws – Disclosure thresholds – Technical amendment

The Combined Shareholders' Meeting, voting in accordance with quorum and majority rules for Extraordinary Shareholders' Meetings, and after having read the Board of Directors' report, notes that the purpose of the proposed amendment is solely to bring the wording of the bylaws into line with prevailing legal provisions and resolves to amend Article 10, paragraph 3, of the bylaws "Disclosure thresholds" in order to align the shares and voting rights deemed equivalent to shares and voting rights held by shareholders subject to disclosure obligations with legal provisions:

Former wording of Article 10, paragraph 3:

"Disclosure thresholds are assessed taking into account shares held by (i) companies which own over 50% of the disclosing company, either directly or indirectly, (ii) companies which are over 50%-owned by the disclosing company, either directly or indirectly, and (iii) companies which are over 50%-owned either directly or indirectly by a company which itself directly or indirectly owns over 50% of the disclosing company".

New wording of Article 10, paragraph 3:

"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".

The rest of the article remains unchanged.

RESOLUTION 12

TECHNICAL AMENDMENT OF THE BYLAWS – SETTING THE MAXIMUM NUMBER OF DEPUTY CHIEF EXECUTIVE OFFICERS

When drafting its Charter, the Board of Directors became aware that in the absence of precision in the Company's bylaws, the number of Deputy Chief Executive Officers that may be appointed could be restricted to one, thereby limiting the possibility for the Chairman and Chief Executive Officer (or Chief Executive Officer) to be assisted, if necessary, by several Deputy Chief Executive Officers.

Pursuant to Article L.225-53, paragraph 2, of the French Commercial Code, the bylaws may set the maximum number of Deputy Chief Executive Officers, up to a maximum of five.

You are therefore asked today to add a new paragraph 5) to Article 15 of the Company's bylaws, setting the maximum number of Deputy Chief Executive Officers at five, in order to retain maximum flexibility in the bylaws and the Board Charter of your Company, even in the absence at the current time of any plan to appoint one or more Deputy Chief Executive Officers.

As this resolution concerns an amendment to the bylaws, it is subject to quorum and majority rules for Extraordinary Shareholders' Meetings.

TWELFTH RESOLUTION

Amendment of Article 15 of the bylaws – Basis of the Company's General Management – Setting the maximum number of Deputy Chief Executive Officers – Technical amendment

In accordance with Article L.225-53, paragraph 2, of the French Commercial Code, the Combined Shareholders' Meeting, voting in accordance with quorum and majority rules for Extraordinary Shareholders' Meetings and after having read the Board of Directors' report in particular as regards the fact that in the absence of indication in the bylaws, no more than one Deputy Chief Executive Officer may be appointed and in order to retain maximum flexibility in the Company's bylaws, resolves to set the maximum number of Deputy Chief Executive Officers at five and, accordingly, adds a new paragraph 5) to Article 15 of the bylaws "Basis of the Company's General Management", as follows:

"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."

The rest of the article remains unchanged.

RESOLUTION 13

TECHNICAL AMENDMENT OF THE BYLAWS – CONDITIONS TO PARTICIPATE AT GENERAL SHAREHOLDERS' MEETING

The thirteenth resolution presented seeks to amend Article 19, paragraph 3, of the Company's bylaws to bring it into compliance with Decree no. 2014-1466 of December 8, 2014 with regards to the date of registration of persons authorized to attend Shareholders' Meetings, changing it from an accounting entry for the shares at 12:00 a.m. (Paris time) on the third working day preceding the shareholders' meeting, to the registration of the shares in the share register at 12:00 a.m. (Paris time) on the second working day preceding the Shareholders' Meeting.

The Board of Directors considered it more appropriate to amend the bylaws to include a reference to the "time period set by applicable laws and regulations" rather than retain a wording detailing the current prevailing text. Accordingly, the new wording would be appropriate in the event of subsequent amendments to the rule.

As this resolution concerns an amendment to the bylaws, it is subject to quorum and majority rules for Extraordinary Shareholders' Meetings.

THIRTEENTH RESOLUTION**Amendment of Article 19, paragraph 3, of the bylaws – General Shareholders' Meeting – Technical amendment**

In accordance with Article R. 225-71 et seq. of the French Commercial Code, the Combined Shareholders' Meeting, voting in accordance with quorum and majority rules for Extraordinary Shareholders' Meetings and after having read the Board of Directors' report, resolves to amend Article 19, paragraph 3, of the bylaws, "General Shareholders' Meeting", as follows:

Former wording of Article 19, paragraph 3:

"The right to participate in Shareholders' Meetings is evidenced by an accounting entry for the shares 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 by 12:00 a.m. (Paris time) on the third working day preceding the Meeting 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."

New wording of Article 19, paragraph 3:

"The right to participate in Shareholders' Meetings is evidenced by the registration of the shares 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 registration must be recorded within the time period set by applicable laws and regulations 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."

The rest of the article remains unchanged.

RESOLUTION 14

POWERS TO CARRY OUT FORMALITIES

Finally, the Board of Directors proposes that you confer on it the powers necessary to carry out the formalities following this Shareholders' Meeting.

FOURTEENTH RESOLUTION

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

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 4, 2015.

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 4, 2015 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 4, 2015.

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 4, 2015, 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 4, 2015, 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 April 29, 2015.

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 3, 2015.

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 6, 2015. 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 6, meeting, a login ID enabling them to connect to OLIS-Actionnaire (<https://www.nomi.olisnet.com>); shareholders must then select "first-time login" on the home page and follow the instructions on screen to obtain their 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 17, 2015 to 3 p.m., Paris time, on May 5, 2015, 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, specifying their surname, first name, address and Caceis Corporate Trust identification number for custody only registered shareholders (information presented on the top left-hand corner of the share account statement) or their financial intermediary identification number for administered registered shareholders, together with the surname and first name of the agent appointed or removed;
- ▶ for bearer shareholders: by sending an e-mail to assemblee@capgemini.com, specifying their surname, first name, address and full bank details, as well as the surname,

first name and address of the agent appointed or removed; shareholders must also ask the financial intermediary holding their share account to send written confirmation (by mail) to Caceis Corporate Trust, Service Assemblée Générale, 14 rue Rouget de Lisle, 92862 Issy-les-Moulineaux Cedex 09, 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 3, 2015. 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.



WRITTEN QUESTIONS

Written questions that shareholders may have, should be addressed to the Chairman of the Board at the Company's head office by registered letter, with acknowledgment of receipt, or by email to assemblee@capgemini.com, no later than the fourth working day preceding the Shareholders' Meeting, that is by April 29, 2015. 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.

All 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 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 09**.

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 15, 2015 at the latest (that is 21 days before the Shareholders' Meeting).

How to communicate reverse transactions and similar share transactions

CAP GEMINI DRAWS YOUR ATTENTION TO THE PROVISIONS OF ARTICLE L.225-126 I OF THE FRENCH COMMERCIAL CODE.

Pursuant to this article, any person holding⁽¹⁾, alone or in concert, a number of shares that represents more than 0.5% of voting rights following one or more reverse transactions in the Company's shares, or similar transactions within the meaning of the article, must inform the Company and the French Financial Markets Authority (the AMF) thereof no later than the date of the registration in the register of shares preceding the Shareholders' Meeting, set by Decree, currently at 12 a.m. Paris time on the second working day preceding the Shareholders' Meeting, that is 12:00 a.m., Paris time on May 4, 2015, when the agreement that organized this transaction remains effective on that date.

AMF REPORTING PROCEDURE

The persons concerned by Article L.225-126 I of the French Commercial Code shall send an email containing the information set out in the aforementioned article to the AMF at the following address: declarationpretsempirunts@amf-france.org

AMF REPORTING FORMAT

Reverse transactions in the shares of Cap Gemini reported pursuant to Article L.225-126 I of the French Commercial Code:

- ▶ Identity of the reporting party: Name or company name
- ▶ Contact (name, position, telephone number, email address)
- ▶ Identity of the transferor: Name or company name
- ▶ Transaction type

- ▶ Number of shares purchased under the transaction
- ▶ ISIN code of the share listed on the NYSE Euronext Paris market: FR0000125338
- ▶ Transaction expiry date
- ▶ Voting arrangement (if any)

COMPANY REPORTING PROCEDURE

The reporting shareholder shall send an email to the following address containing the above information:

declarationdeparticipation.fr@capgemini.com

Note that should you fail to inform your Company or the AMF of such transactions in accordance with the conditions set out in the French Commercial Code, the shares purchased under one of the aforementioned transactions shall be stripped of voting rights at the Shareholders' Meeting concerned and at all subsequent Shareholders' Meetings until the sale or return of the shares concerned.

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.

(1) Excluding investment service providers as covered by Article L.233-7-IV 3° of the French Commercial Code.

How to fill-in the voting form?

STEP 1

Request an admission card to attend the Meeting

OU

Vote by correspondence on the resolutions

OU

Grant a proxy to the Chairman of the Meeting

OU

Grant a proxy to a person of your choice, indicating his/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. / 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 1 308 743 592 €
Siège social : 11, rue de Tilsitt
75017 PARIS
330 703 844 R.C.S. PARIS

ASSEMBLÉE GÉNÉRALE MIXTE
DU 6 MAI 2015
COMBINED GENERAL MEETING
ON MAY 6th, 2015

CADRE RÉSERVÉ À LA SOCIÉTÉ - FOR COMPANY'S USE ONLY

Identifiant - Account
Nominatif / Registered
Porteur / Bearer
Vote simple / Single vote
Vote double / Double vote
Nombre d'actions / Number of shares
Nombre de voix - Number of voting rights

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.

Sur les projets de résolutions non agréés par le Conseil d'Administration ou le Directoire ou la Gérance, je vote en noircissant comme ceci ☒ la case correspondant à mon choix.
On the draft resolutions not approved by the Board of Directors, I cast my vote by shading the box of my choice - like this ☒.

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

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 (si ces informations figurent déjà sur le formulaire, vous pouvez les rectifier éventuellement). Cf au verso (1)
Surname, first name, address of the shareholder (if this information is already supplied, please verify and correct if necessary). See reverse (1)

D

STEP 2 DATE and SIGN here, whichever option you have chosen

STEP 3 VERIFY YOUR DETAILS and amend them if necessary

C Date & Signature

Si des amendements ou des résolutions nouvelles étaient présentés en assemblée / In case amendments:
- Je donne pouvoir au Président de l'assemblée générale de voter en mon nom. / I appoint the Chairman to vote on my behalf.
- Je m'abstiens (l'abstention équivaut à un vote contre). / I abstain from voting (is equivalent to vote NO).
- Je donne procuration (cf. au verso renvoi (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:

à la banque / to the bank sur 1^{re} convocation / on 1st notification 3 mai 2015 / May 3rd, 2015
à la société / to the company sur 2^{ème} convocation / on 2nd notification

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 3, 2015** will not be taken into account in the Meeting vote.

Il 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 communicated at the Shareholders' Meeting will 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 20, 2015 (no.34).

How to access the Shareholders' Meeting?

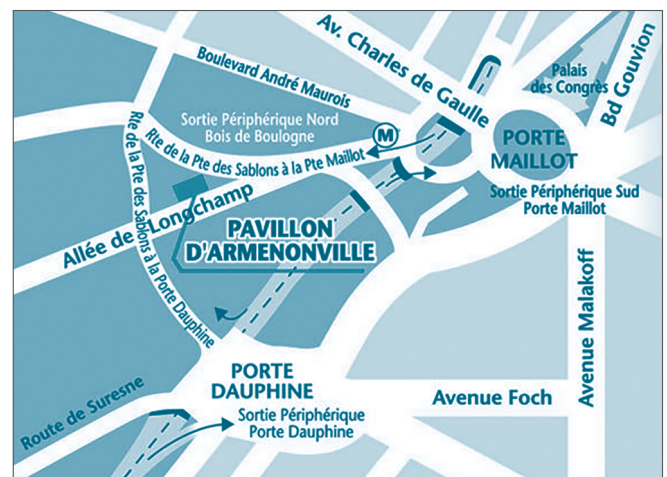
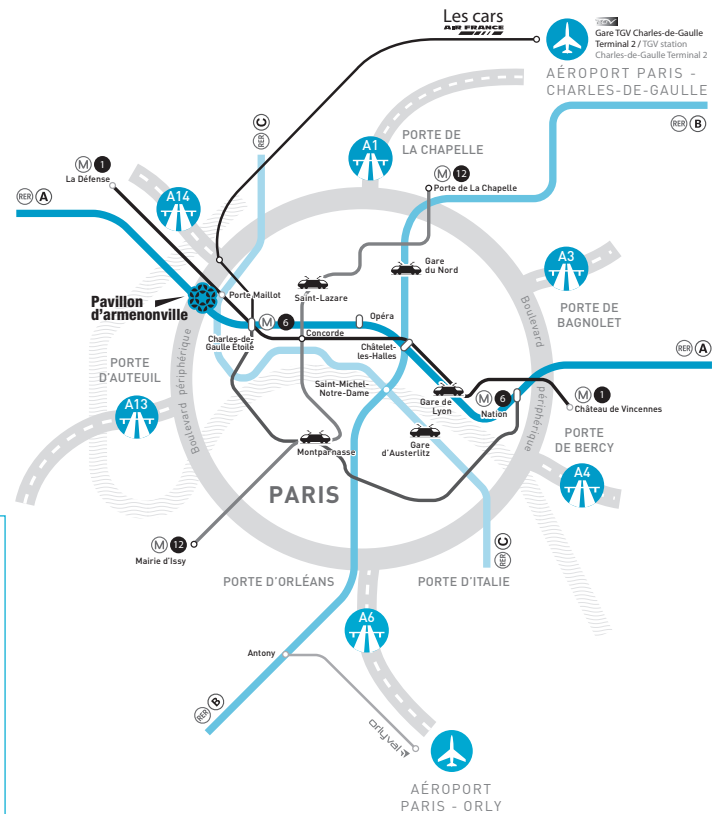
**PAVILLON D'ARMENONVILLE,
ALLÉE DE LONGCHAMP,
BOIS DE BOULOGNE, 75016, PARIS**

► 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)
- Direction Bois de Boulogne – Pont de Suresnes
(approximately 5 to 7 minutes walk)



Request for documents



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 6, 2015** 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⁽¹⁾, the documents and information referred to in article R. 225-83 of the French Commercial Code⁽²⁾:

☐ Documents to be sent in hard copy

☐ Documents to be sent in electronic format

Done at: _____, on: _____ 2015

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 2014 Reference Document which you may consult on the website www.capgemini.com.

Request for registration by internet



WARNING, this document can only be used by the registered shareholders (whether 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: _____
Commune and department of birth: _____
Country of birth: _____

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

_____ @ _____

Done at: _____, on: _____ 2015

Signature

CAP GEMINI S.A.
Société Anonyme with share capital of € 1,308,743,592
Registered office 11, rue de Tilsitt, 75017, Paris
330 703 844 RCS PARIS

www.capgemini.com

People matter, results count.