

NOTICE OF MEETING

THE COMBINED SHAREHOLDERS' MEETING
WILL BE HELD ON MAY 18, 2016 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 18, 2016 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 62

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



Dear Shareholders,

The Combined Shareholders' Meeting of Cap Gemini will be held on Wednesday, May 18, 2016 at 10 a.m. (first notice) at Pavillon d'Armenonville in Paris. The Board of Directors of Cap Gemini and I are counting on your presence at this unique moment for expressing the "affectio societatis" that unites the shareholders of a company and its Board of Directors and management.

Serge Kampf, founder, Honorary Chairman and Vice-Chairman of the Capgemini Group died on March 15, 2016. Capgemini was shaped by Serge Kampf's extraordinary qualities: he was an exceptional entrepreneur and a captain of industry the likes of which are rarely seen. In 1967, he was among the first to understand the role of an IT services company. He had taken the Group to the top of its sector when he handed me the executive management of the Group in 2002. He then proposed that I succeed him as Chairman of the Board of Directors in 2012. He built the Group based on principles that still apply today: a spirit of enterprise, a passion for clients, an obsession to help employees grow, ethical conduct at all times and performance at its best.

I have lost a mentor and a friend. But let us treasure the memories of his teachings and prepare to take Capgemini even further. In this way, let us show that we are worthy successors.

This year the meeting agenda comprises twenty-five resolutions. I would like to draw your attention to a certain number of these resolutions in opening this Notice of Meeting.

Firstly, the Board of Directors, at my recommendation, wishes to increase the dividend from €1.20 to €1.35 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 three 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 third 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 several resolutions concerning the composition of the Board of Directors: renewal of the term of office of the director representing employee shareholders, presentation for your vote of the candidacy of two new female directors, amendment of the bylaws to enable the appointment of two directors representing employees. If you accept our proposals, your Company will be managed by a younger, more diversified and more female Board. With the appointment of these two new female directors, the percentage of independent directors on the Board would increase to 69% and the percentage of female directors to 46%, while the average age of directors would decrease from 65 to 62 years of age. The expertise contributed by the two Group employee directors, one French and the other an employee of a European company will further increase, after the amendment of the bylaws, this diversity of expertise and approach, guaranteeing balanced governance.

Finally, we present this year a series of resolutions through which your Shareholders' Meeting would delegate its authority or powers to enable the Board of Directors to increase the share capital or issue securities granting access to the share capital, while respecting shareholder rights and taking account of investor expectations. To facilitate the reading of the financial resolutions we have included this year a summary table presenting all the information you require.

The 2015 Registration Document provides a detailed presentation of the changes in the governance of your Company. We invite you to review this information and particularly the information concerning the composition of the Board of Directors.

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

Paul HERMELIN

Chairman and Chief Executive Officer

1 Presentation of the Board of Directors

Presentation of the Board of Directors as at December 31, 2015



† SERGE KAMPF⁽¹⁾

Date of birth:
October 13, 1934

Nationality:
French

First appointment:
2000

Expiry of term of office:
2018

Number of shares held at Dec. 31, 2015:
3,670,000

OFFICES HELD IN 2015

Principal office

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

Other offices in Capgemini Group

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 ÉTOILE

* Listed company.

(1) Passed away on March 15, 2016.



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, 2015:
247,048

OFFICES HELD IN 2015 OR CURRENT OFFICES

Principal office

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

Other offices

Director of:
■ AXA*

Other offices in Capgemini Group

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

Chairman of the Board of Directors of:
■ CAPGEMINI AMERICA, INC. (U.S.A.)
■ CAPGEMINI US LLC (U.S.A.)

Chairman of the Supervisory Board of:
■ CAP GEMINI N.V.
(THE NETHERLANDS)
■ CHAIRMAN OF:
■ CAPGEMINI LATIN AMERICA S.A.S.
■ SOGETI FRANCE 2005 S.A.S.
■ CAPGEMINI 2015 S.A.S.
■ CAPGEMINI 2010 (UNTIL 09/24/2015)

Chief Executive Officer of:
■ CAPGEMINI SERVICE S.A.S.

Director of:
■ CGS HOLDINGS LTD (UK)
■ CAPGEMINI FINANCIAL SERVICES INTERNATIONAL, INC. (U.S.A.)
■ IGATE CORPORATION (SINCE 10/16/2015)

* Listed company.

1.Presentation of the Board of Directors

Presentation of the Board of Directors as at December 31, 2015



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, 2015:**
1,000

OFFICES HELD IN 2015 OR CURRENT OFFICES

Principal office

Chairman of:
■ PROVESTIS

Other offices

Chairman of the Board of Directors of:
■ KINGFISHER PLC*
■ MAF RETAIL GROUP (UNTIL DECEMBER 2015)
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* (UNTIL 2014)
Chairman of:
■ LA FONDATION HEC (UNTIL 2014)

* Listed company.



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, 2015:**
1,000

OFFICES HELD IN 2015 OR CURRENT OFFICES

Principal office

Chairman of:
■ MORPHO S.A.S.

Other offices

Director of:
■ EDENRED*
Other offices in Morpho Group
Chairman and Managing Director of:
■ MORPHO TRAK, LLC (UNITED STATES)
President of:
■ MORPHO USA, INC. (UNITED STATES)
Chairman of the Board of Directors of:
■ MORPHO DETECTION INTERNATIONAL, LLC (UNITED STATES)
Member of the Supervisory Board of:
■ MORPHO CARDS GMBH (GERMANY)
Director of:
■ MORPHO DETECTION, LLC (UNITED STATES)

Other offices held during the last five years outside the Group

Chief Executive Officer of:
■ GSMA SV (SWITZERLAND)
Chairman of:
■ FRANCE TELECOM NORTH AMERICA
Member of the Scientific Committee of:
■ FRANCE TELECOM ORANGE S.A.*
Director of:
■ GROUPAMA S.A.*
■ ORANGE S.A.*
■ GSMA LTD (U.S.A.)
Member of the Board as Permanent Representative of France Telecom Orange S.A.:
■ GSMA (INTERNATIONAL ASSOCIATION OF MOBILE OPERATORS)

* Listed company.

1. Presentation of the Board of Directors

Presentation of the Board of Directors as at December 31, 2015



YANN DELABRIERE

Date of birth:
December 19, 1950

Nationality:
French

First appointment:
2004

Expiry of term of office:
2018

**Number of shares held at
Dec. 31, 2015:**
2,550

OFFICES HELD IN 2015 OR CURRENT OFFICES

Principal office

Chairman and Chief Executive Officer of:
■ FAURECIA*

Other offices

Director of:
■ SOCIÉTÉ GÉNÉRALE*

* Listed company.



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, 2015:**
1,000

OFFICES HELD IN 2015 OR CURRENT OFFICES

Principal office

Senior Partner of:
■ THEANO ADVISORS

Other offices

Director of:
■ CRÉDIT AGRICOLE S.A.*
■ EGIS SA
■ 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

Corporate Secretary
Member of the Executive Committee of:
■ RENAULT* (UNTIL 2011)

* Listed company.



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, 2015:**
1,000

OFFICES HELD IN 2015 OR CURRENT OFFICES

Principal office

Director of:
■ HENRY SCHEIN, INC.*
■ LAZARD LTD*
■ LOEWS CORPORATION*

Other offices

N/A

Other offices held during the last five years outside the Group

Chairman (non-executive) of:
■ FANNIE MAE (USA) (UNTIL 2014)*
Director of:
■ GENERAL MOTORS CORPORATION (USA)* (UNTIL 2011)

* Listed company.

1. Presentation of the Board of Directors

Presentation of the Board of Directors as at December 31, 2015



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, 2015:**
1,000

OFFICES HELD IN 2015 OR CURRENT OFFICES

Principal office

Deputy Chief Executive Officer of:
■ CREDIT AGRICOLE S.A.*

Other offices in Groupe Crédit Agricole:

Member of the Management Committee – Member of the Executive Committee of:
■ CREDIT AGRICOLE S.A.*
Chairman of:
■ CA CONSUMER FINANCE
Director – Vice-Chairman of:
■ PREDICA
Director of:
■ AMUNDI S.A.*
■ CA ASSURANCES
■ CACI
Director – Member of the Compensation Committee of:
■ CARIPARMA (ITALY)
Permanent representative of Crédit Agricole S.A. on the Board of:
■ PACIFICA

Other offices held during the last five years outside the Group

Deputy Secretary General and then Secretary General of the French President's Office
Vice-Chairman of the Supervisory Board of:
■ CREDIT DU MAROC* (UNTIL 2015)
Vice-Chairman of:
■ UBAF (UNTIL 2015)
Member of the Executive Committee of:
■ CARIPARMA (ITALY)
Director – Vice-Chairman of:
■ CREDIT AGRICOLE EGYPT S.A.E.* (UNTIL 2015)
Director of:
■ BESPAS (UNTIL 05/15/2014)
■ BANCO ESPIRITO SANTO (UNTIL 12/31/2014)
■ CACEIS (UNTIL 2015)

* Listed company.



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, 2015:**
1,700

OFFICES HELD IN 2015 OR CURRENT OFFICES

Principal office

Vice-Chairman of the Board of Directors
Until 02/11/2015: Chief Executive Officer of:
■ PERNOD RICARD*

Other offices

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

* Listed company.



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, 2015:**
1,100

OFFICES HELD IN 2015 OR CURRENT OFFICES

Principal office

Chairman of:
■ LAZARD FRÈRES S.A.S.
■ LAZARD FRÈRES BANQUE
■ COMPAGNIE FINANCIERE LAZARD FRÈRES S.A.S.

Other offices in Lazard Group:

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
Honorary Chairman of:
■ EURAZEO*

Other offices held during the last five years outside the Group

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

* Listed company.



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, 2015:**
19,114

OFFICES HELD IN 2015 OR CURRENT OFFICES

Principal office

Executive Director Business Platforms
Until 12/31/2015: Deputy Chief Financial
Officer of:
■ CAP GEMINI S.A.*

Other offices

Director of:
■ BUREAU VERITAS*
■ DASSAULT AVIATION*
Other offices in Capgemini Group:
Chairman of:
■ CAPGEMINI EMPLOYEES WORLDWIDE S.A.S.
(FRANCE)
Director of:
■ CAPGEMINI REINSURANCE INTERNATIONAL S.A.
(LUXEMBOURG)
■ CAPGEMINI SOGETI DANMARK A/S (DENMARK)
■ SOGETI SVERIGE AB (SWEDEN)
■ SOGETI SVERIGE MITT AB (SWEDEN)
■ SOGETI NORGE A/S (NORWAY)
■ EURIWARE S.A. (UNTIL 07/23/2015)

* Listed company.



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, 2015:**
1,000

OFFICES HELD IN 2015 OR CURRENT OFFICES

Principal office

Chief Technology Officer of:
■ WARBURG-PINCUS (U.S.A.)

Other offices

Advisory Committee of:
■ BLUE YONDER
Director of:
■ NEW YORK INSTITUTE OF TECHNOLOGY (NYIT)

Other offices held during the last five years outside the Group

Global Chief Technology Officer and Senior Vice President of:
■ BUSINESS INFORMATION SOLUTIONS, PEPSICO
Advisory Committees of:
■ HP PRINTING MANAGED SERVICES BOARD OF ADVISORY COUNCIL
■ INTEL CAPITAL
■ ACORIO
■ OCULUS360

PERMANENT 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 2015 OR CURRENT OFFICES

Kevin Masters joined the Capgemini Group in 1973.
Experience gained within Capgemini mainly revolves around managing large groups of people in an Operations or Support environment.
Mr. 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, then as a member of the IWC Office, and more recently as the Secretary of this body.
In July 2014, 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.

2 Biographies of the candidates for the Board of Directors

Candidates for the position of director representing employees shareholders (Resolutions 7 and A)



LUCIA SINAPI-THOMAS

Date of birth:
January 19, 1964

Nationality:
French

First appointment:
2012

Expiry of term of office:
2020
(General Meeting approving the 2019 financial statements)

Number of shares held at Dec. 31, 2015:
19,114

BIOGRAPHY – PROFESSIONAL EXPERIENCE

Mrs Lucia Sinapi-Thomas is Executive Director Business Platforms at Capgemini.

She started her career as a tax and business lawyer in 1986, before joining Capgemini in 1992. She has more than 20 years of experience within Capgemini Group, successively as Group Tax Advisor (1992), in charge of Corporate Finance, Treasury and Investors Relations (1999), extended to Risk Management and Insurance (2005), and member of the Group Engagement Board. Mrs Lucia Sinapi-Thomas was Deputy Chief Financial Officer from 2013 until December 31, 2015.

Lucia Sinapi graduated from ESSEC business school (1986) and Paris Law University (1988), was admitted to the Paris bar (1989), and has a financial analyst degree (SFAF 1997).

OFFICES HELD IN 2015 OR CURRENT OFFICES

Principal office

Executive Director Business Platforms

Until 12/31/2015: Deputy Chief Financial Officer of:

- CAP GEMINI S.A.*

Other offices

Director of:

- BUREAU VERITAS*
- DASSAULT AVIATION*

Other offices in Capgemini Group:

Chairman of:

- CAPGEMINI EMPLOYEES WORLDWIDE S.A.S. (FRANCE)

Director of:

- CAPGEMINI REINSURANCE INTERNATIONAL S.A. (LUXEMBOURG)
- CAPGEMINI SOGETI DANMARK A/S (DENMARK)
- SOGETI SVERIGE AB (SWEDEN)
- SOGETI SVERIGE MITT AB (SWEDEN)
- SOGETI NORGE A/S (NORWAY)
- EURIWARE S.A. (UNTIL 07/23/2015)

* Listed company.



TANIA CASTILLO PÉREZ

Date of birth:
January 22, 1972

Nationality:
Mexican and French

Expiry of term of office:
2020
(General Meeting approving the 2019 financial statements)

Number of shares held at Dec. 31, 2015:
804

BIOGRAPHY – PROFESSIONAL EXPERIENCE

Mrs Tania Castillo Pérez is Vice President, Human Resources Director of SOGETI at Capgemini.

She started her career in 2005 as management consultant with Atos, before joining Capgemini in 2010. She is Human Resources Director of SOGETI since October 2012, and member of Capgemini Group Corporate Social Responsibility Board.

Tania Castillo Pérez holds a BA in Philosophy from Paris Sorbonne University. She is a graduate from the Institut d'Etudes Politiques de Paris (2001) and the Ecole Nationale d'Administration (2005, Promotion Romain Gary).

OFFICES HELD IN 2015 OR CURRENT OFFICES

Principal office

Vice President, Global Human Resources

Director of:

- SOGETI (CAPGEMINI GROUP)

Other offices

N/A

Other offices in Capgemini Group:

N/A

Candidates for the position of directors (Resolutions 8 and 9)

**SIÂN HERBERT-JONES****Date of birth:**

September 13, 1960

Nationality :

British

Expiry of term of office:

2020

(General Meeting approving the 2019 financial statements)

Number of shares held:

(AS AT 29/03/2016) : 0

BIOGRAPHY – PROFESSIONAL EXPERIENCE

Mrs. Siân Herbert-Jones is currently a director of l'Air Liquide S.A., where she chairs the Audit and Accounts Committee.

A British chartered accountant, Mrs. Herbert-Jones initially worked for 15 years with PricewaterhouseCoopers in its London and then Paris offices, where she was Director of Mergers and Acquisitions. She then joined the Sodexo Group, where she spent 21 years, including 15 years as Chief Financial Officer and member of the Executive Committee, before retiring on March 1, 2016.

Of British nationality, Mrs. Siân Herbert-Jones would bring strong financial expertise to the Board, as well as her experience with international transactions, particularly in the service sector, while contributing the insight of her Anglo-Saxon culture and improving the diversity of profiles on the Board.

OFFICES HELD IN 2015 OR CURRENT OFFICES**Principal office**

Chief Financial Officer and member of the Executive Committee (until March 1, 2016) of :

- SODEXO GROUP*

Other offices

Director and Chairman of the Audit and Accounts Committee of :

- L'AIR LIQUIDE SA*

All the offices listed below were held within Sodexo Group in 2015 :

Chairman of :

- ETIN S.A.S. (FRANCE) ;
- SODEXO ETINBIS S.A.S. (FRANCE) ;
- SOFINSOD S.A.S. (FRANCE).

Director of :

- SODEXHO AWARDS CO,
- SODEXO JAPAN KABUSHIKI KAISHA LTD,
- SODEXHO MEXICO S.A. DE CV,
- SODEXHO MEXICO SERVICIOS DE PERSONAL S.A. DE CV,
- SODEXO REMOTE SITES THE NETHERLANDS B.V.,
- SODEXO REMOTE SITES EUROPE LTD,
- UNIVERSAL SODEXHO EURASIA LTD,
- SODEXO, INC.,
- SODEXO MANAGEMENT, INC.,
- SODEXO REMOTE SITES USA, INC.,
- SODEXO SERVICES ENTERPRISES LLC,
- UNIVERSAL SODEXHO SERVICES DE VENEZUELA S.A.,
- UNIVERSAL SODEXHO EMPRESA DE SERVICIOS Y CAMPAMENTOS S.A.,
- SODEXO GLOBAL SERVICES UK LTD.

Member of the Management Board of :

- SODEXO EN FRANCE S.A.S. (FRANCE)
- SODEXO ENTREPRISES S.A.S. (FRANCE),
- SODEXO PASS INTERNATIONAL S.A.S. (FRANCE),
- ONE S.A.S. (FRANCE),
- ONE SCA (FRANCE).

Permanent representative of Sofinsod S.A.S. on the Supervisory Board

Other offices held during the last five years

Director of :

- SODEXO REMOTE SITES SUPPORT SERVICES LTD (UNTIL 2011),
- UNIVERSAL SODEXHO KAZAKHSTAN LTD (UNTIL 2011),
- UNIVERSAL SODEXHO EUROASIA LTD (UNTIL 2011),
- SODEXO MOTIVATION SOLUTIONS MEXICO S.A. DE CV (UNTIL 2011),
- SODEXO MOTIVATION SOLUTIONS UK LTD (UNTIL 2011).

* Listed company.

2. Biographies of the candidates for the Board of Directors

Candidates for the position of directors (Resolutions 8 and 9)



CAROLE FERRAND

Date of birth:

April 2, 1970

Nationality :

French

Expiry of term of office:

2020

(General Meeting approving the 2019 financial statements)

Number of shares held

(as at 29/03/2016): 0

BIOGRAPHY – PROFESSIONAL EXPERIENCE

Mrs. Carole Ferrand is Financing Director at Artémis Group.

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

Mrs. Carole Ferrand would bring to the Board her expertise in audit, finance and financial transactions.

OFFICES HELD IN 2015 OR CURRENT OFFICES

Principal office

Financing Director of :

- ARTEMIS GROUP

Other offices :

Offices held within Artemis Group :

Director – Member of the Audit Committee of :

- GROUPE FNAC*

Director of :

- SEBDO, LE POINT
- ARTÉMIS 21
- ÉDITIONS TALLANDIER

Other mandates :

Honorary Chairman and Director of:

- TERRA NOVA (ASSOCIATION CONSTITUTED UNDER THE FRENCH LAW OF 1901)

Other offices held during the last five years

Director and Chairman of the Board of :

- SOFICA EUROPACORP

Director of:

- SOFICA HOCHÉ ARTOIS IMAGE

* Listed company.

3 | Agenda

Resolutions presented at the Ordinary Shareholders' Meeting

- ▶ Review and approval of the 2015 Company financial statements.
- ▶ Review and approval of the 2015 consolidated financial statements.
- ▶ Approval of regulated agreements governed by Article L.225-38 of the French Commercial Code.
- ▶ Net income appropriation and dividend distribution.
- ▶ Advisory vote on the components of compensation due or awarded in respect of fiscal year 2015 to Mr. Paul Hermelin, Chairman and Chief Executive Officer.
- ▶ Board of Directors' attendance fees.
- ▶ Appointment of a director representing the employees shareholders in accordance with Article 11-5 of the bylaws.
- ▶ Appointment of a director representing the employees shareholders in accordance with Article 11-5 of the bylaws (not approved by the Board).
- ▶ Appointment of Siân Herbert-Jones as a director.
- ▶ Appointment of Carole Ferrand as a director.
- ▶ Authorization of a share buyback program, for a period of 18 months, enabling 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 €2,230 million and a maximum purchase price of €130 per share.

Resolutions presented at the Extraordinary Shareholders' Meeting

- ▶ Authorization to the Board of Directors, for a period of twenty-six months, to cancel shares bought back by the Company under the share buyback programs.
- ▶ Delegation of authority to the Board of Directors, for a period of twenty-six months, to increase the share capital by a maximum amount of €1.5 billion by capitalizing additional paid-in capital, reserves, profits or other amounts.
- ▶ Delegation of authority to the Board of Directors, for a period of twenty-six months to issue, with retention of pre-emptive subscription rights, ordinary shares and/or securities granting access to the Company's share capital, immediately or in the future.
- ▶ Delegation of authority to the Board of Directors, for a period of twenty-six months to issue, by way of a public offer with cancellation of pre-emptive subscription rights, ordinary shares and/or securities granting access to the Company's share capital, immediately or in the future.
- ▶ Delegation of authority to the Board of Directors, for a period of twenty-six months to issue, by way of a private placement with cancellation of pre-emptive subscription rights, ordinary shares and/or securities granting access to the Company's share capital, immediately or in the future.
- ▶ Authorization to the Board of Directors, on the issue of ordinary shares or securities granting access to the Company's share capital with cancellation of pre-emptive subscription rights, to set the issue price in accordance with the terms set by the Shareholders' Meeting, up to a maximum of 10% of the share capital per twelve-month period.
- ▶ Delegation of authority to the Board of Directors, for a period of twenty-six months, to increase the number of shares to be issued in the event of a share capital increase (through the issue of ordinary shares and/or of securities granting access to the share capital immediately or in the future) with retention or cancellation of pre-emptive subscription rights and with a "green shoe" option, where subscription requests exceed the number of securities on offer.
- ▶ Authorization to the Board of Directors, for a period of 26 months, to issue ordinary shares and/or securities granting access to the Company's share capital immediately or in the future, in consideration for contributions in kind to the Company of shares or securities granting access to share capital, up to a maximum of 10% of the share capital.
- ▶ Delegation of powers to the Board of Directors, for a period of twenty-six months, to issue, with cancellation of pre-emptive subscription rights, ordinary shares and/or securities granting access to the Company's share capital, immediately or in the future, to members of Capgemini Group employee savings plans up to a maximum par value amount of €48 million and at a price set in accordance with the provisions of the French Labor Code
- ▶ Delegation of powers to the Board of Directors, for a period of eighteen months, to issue, with cancellation of pre-emptive subscription rights, ordinary shares and/or securities granting access to the Company's share capital, immediately or in the future, in favor of employees of certain non-French subsidiaries at terms and conditions comparable to those offered pursuant to the preceding resolution.
- ▶ Authorization to the Board of Directors, for a period of eighteen months, to grant performance shares, existing or to be issued, to employees and corporate officers of the Company and its French and non-French subsidiaries, up to a maximum of 1% of the Company's share capital (with, in the case of shares to be issued, the waiver by shareholders of their preemptive subscription rights in favor of the beneficiaries of the grants).
- ▶ Amendments of Article 11 paragraph 3) of the bylaws – Board of Directors – Staggered renewal of the Board of Directors.
- ▶ Amendments of Article 11 of the bylaws – Board of Directors – new paragraph 6) enabling the appointment of directors representing employees and amendment of paragraphs 1) and 2) as a consequence.
- ▶ Powers to carry out formalities.

4

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

General comments

2015 represented a major step in the Group's development. On a financial level, the Group achieved its target operating margin of 10% of revenues one year ahead of schedule, while continuing to improve organic free cash flow generation.

Furthermore, on an operating level, the business portfolio was strengthened both in terms of presence and offerings. Firstly, thanks to strong organic growth and the acquisition of the US company IGATE on July 1, 2015, the North America region is now the Group's largest geographic area, generating 28% of Group revenues. Accordingly, the geographic spread of the Group's activities is now a better match for the global market and its growth potential. At offerings level, thanks to investment in innovation, the share of Digital offerings in the business portfolio is now significant: Digital and Cloud offerings contribute 22% of revenues and represent, with a growth rate of 23% in 2015 on a like-for-like basis (i.e. at constant Group perimeter and exchange rates), a major growth driver for the Group.

Overall, the Group generated revenues of €11,915 million in 2015, up 12.7% compared with 2014. Excluding the impact of fluctuations in Group currencies against the euro and changes in Group perimeter, and primarily the integration of IGATE, revenues grew 1.0% year-on-year.

The operating margin is €1,262 million, or 10.6% of revenues, up 1.4 points in one year. It therefore exceeds the objective set for 2015 of 10.3% (as increased by the Group on the publication of the half-year results in July 2015). The gross margin accounts for 1.1 points of this improvement, with the balance mainly attributable to general and administrative expenses (0.3 points).

Other operating income and expenses total €240 million. The increase compared to 2014 is primarily due to the costs of acquiring and integrating IGATE as well as the amortization expense on intangible assets recognized as part of this acquisition. Restructuring costs remain under tight control at €81 million.

The operating profit for 2015 is €1,022 million, representing an operating margin rate of 8.6% up 0.5 points on the 2014 rate of 8.1%.

The net financial expense is €118 million, up €48 million on 2014, after expenses of €51 million relating to the implementation of the IGATE acquisition financing (initially consisting of a bridge loan followed by bonds issue). The 2015 Group income tax is a €203 million income, following a one-off non-cash profit of €476 million linked to the

reassessment of deferred tax assets on tax loss carry-forwards in the United States.

On this basis, profit for the year attributable to owners of the Company is €1,124 million for 2015, compared with €580 million in 2014 and 2015 basic earnings per share are €6.67.

Normalized earnings per share (basic earnings per share restated for "other operating income and expense" and net of tax calculated at the effective tax rate) reported, prior to the recognition of the one-off tax profit, increased by 15% to €4.84.

Organic free cash flow (cash flow from operations less acquisitions of property, plant, equipment and intangible assets net of disposals, and adjusted net interest), after payment of €76 million to increase the Group's majority stake in CPM Braxis, is up €147 million, reaching €815 million.

Operations by major region

North America reported revenues of €3,325 million in 2015 (28% of Group revenues), a rise of 7.8% like-for-like. With the appreciation of the US dollar against the euro and the acquisition of IGATE in July 2015, growth is some 49.1% based on published figures. All sectors contributed to these results, particularly the retail and consumer goods sector which reported growth in excess of 20% on a like-for-like basis. Application services and Consulting services reported the strongest growth in 2015. The operating margin of the North America region surged 76% year-on-year to €494 million, representing 14.9% of revenues and an improvement of 2.3 points in the operating margin rate in one year. These results bear witness to the Group's new capacity in the number one market for IT services.

United Kingdom and Ireland reported 2015 revenues of €2,150 million (18% of Group revenues), down 13.9% on a like-for-like basis and 2.2% after accounting for the appreciation of the pound sterling against the euro. This decline is entirely due to the planned decrease in revenue from a major Group contract in the public sector. Driven by the financial services and retail and consumer goods industries, the private sector was extremely dynamic, helping to rebalance the relative weightings of the public and private sectors in this region. The operating margin is €289 million, representing an operating margin rate of 13.4%, up 2.1 points on 2014.

France reported revenues of €2,444 million (20% of Group revenues) up 1.2% year-on-year at constant Group perimeter and 4.4% on 2014 published revenues. Trends in the different sectors were highly contrasted, with robust growth in the financial services, retail and consumer goods sectors and the public sector more than offsetting the decline recorded in the manufacturing sector as well as telecommunications and media. The operating margin increased slightly in 2015 in absolute terms to €199 million while the operating margin rate fell by a mere 0.3 points year-on-year to 8.1% of revenues.

Benelux reported 2015 revenues of €1,078 million (9% of Group revenues), successfully steadying its activity level (+0.1% year-on-year) after several years of decline. This stability is supported by the end of the multi-year contraction in financial services. The strong growth in the manufacturing sector fully offset the continuing shrinkage in the public sector. At a business level, growth in Application services and Local professional services offset the decline in Other managed services. The operating margin for the year is €121 million, representing a 0.7 point improvement in the operating margin rate on 2014 to 11.2%.

The **Rest of Europe** region reported revenues of €1,988 million (17% of Group revenues), the strongest increase in Europe with growth of 7.4% on a like-for-like basis (and 7.5% based on published figures). This remarkable performance was fueled by most of the sectors, with in particular double-digit growth in the financial services, retail and consumer goods and energy sectors. At an operating level, the offshore leverage is progressing rapidly in Central and Northern European countries. The operating margin increased 20% year-on-year to €192 million, representing a margin rate of 9.6% of revenues, up 1.0 points on 2014.

Finally, with revenues of €930 million (8% of Group revenues), the **Asia-Pacific and Latin America** region reported growth of 6.5% on a like-for-like basis and 5.6% based on published figures. Driven by the development of financial services, growth in the Asia-Pacific region continued to exceed 10%. On the other side, Latin America started the year with a good momentum before slowing down significantly in the second half. For the full year, Latin America reported a slight drop in revenues on a like-for-like basis, reflecting the economic downturn in this region. After adjusting for currency effects and particularly the weakness of the Brazilian real against the euro, the decrease in published revenues in Latin America reached 15%. The 2015 operating margin is €39 million, compared with €54 million the previous year. The improvement in profitability in Asia-Pacific is more than offset by the downturn recorded in Latin America, resulting in a 1.9 point fall in the operating margin rate to 4.2%.

Operations by business

Consulting services (4% of Group revenues) benefited from the repositioning around digital transformation, reporting an upturn in activity of 8.7% on a published basis and 5.8% like-for-like. This increase was driven by strong growth in North America, the United Kingdom and the Rest of Europe region. The utilization rate exceeded the 2014 rate throughout the year and attained 71% in the fourth quarter. As a result, the 2015 operating margin rate is 9.1% compared with 8.2% in 2014.

Local professional services (15% of Group revenues) reported revenue growth in 2015 of 0.3% on a like-for-like basis and 10.6% based on published figures. Growth in the United Kingdom and Benelux compensated the drop in activity in the aeronautic sector in France. The utilization rate improved during the year, closing the year at 84%, an improvement of 2 points year-on-year. The operating margin improved 1.7 points to 11.6% in 2015 compared with 9.9% in 2014.

Application services (59% of Group revenues) growth in 2015 was 6.3% on a like-for-like basis and 19.5% based on 2014 published figures. Growth was driven, among other things, by the investment in innovation around Digital & Cloud and in particular what the profession refers to as SMAC (Social, Mobile, Analytics and Cloud). Geographically, this growth was primarily driven by North America, Rest of Europe and the private sector in the United Kingdom. Here again, the utilization rate improved year-on-year, closing the year at 85%. The operating margin rate is 11.9%, up 1.3 points on 2014.

Other managed services (22% of Group revenues) reported a 10.9% decline in 2015 revenues on a like-for-like basis (down 0.2% on published figures). This decrease was due to a contraction in activity levels in infrastructure services with the planned decrease in revenues from a major Group contract in the public sector in the United Kingdom. The operating margin rate at 9.6% is up 0.8 points on the 2014 rate of 8.8%.

Headcount

At December 31, 2015, the total Group headcount is 180,639 employees compared with 143,643 employees one year earlier. This 36,996 net increase (+25.7%) reflects:

- ▶ 76,446 additions, including 30,265 employees included in the Group headcount during the year following acquisitions (primarily the acquisition of IGATE);
- ▶ 39,450 departures (including 31,580 resignations), representing an attrition rate of 19.3% of the headcount in 2015 (compared with 17.8% in 2014).

Order book

New orders recorded during the year totaled €11,538 million. New orders of €10,978 million were recorded in 2014, including the signature of a €1 billion contract with Areva, alongside the acquisition of Euriware.

Significant events of 2015

► The acquisition of IGATE:

IGATE, a US technology and services company, reported revenues of US\$ 1.3 billion and an operating margin rate of 19% in 2014. North America is IGATE's main market, generating 79% of its revenues in 2014. IGATE is a 30,000-employee group, which runs an industrialized model leveraging production centers, located in India, that account for 75% of the total headcount.

The acquisition of IGATE, completed on July 1, 2015, therefore enables the Group to strengthen its presence in North America, one of Capgemini's strategic priorities as it is, by far, the largest and most innovative market in the technology and services sector. By combining IGATE and Capgemini, Group revenues increased 33% in this region to around €4 billion (2014 pro forma basis). North America is now therefore the Group's leading market, contributing 31% of Group revenues in the second-half of 2015.

The transaction will strengthen Capgemini's industrialized delivery model globally. Capgemini will leverage IGATE know-how to accelerate the "People supply chain" transformation and improve its operating efficiency in India.

Furthermore, thanks to this acquisition Capgemini will increase its competitiveness across all its markets while enriching its service portfolio in key sectors such as financial services. The IGATE acquisition should generate commercial synergies of US\$ 100 to 150 million within a 3-year timeframe, as well as annual savings tied to direct cost savings (estimated at between US\$ 30 and 40 million) and greater operating efficiency (estimated at between US\$ 45 and 65 million).

The purchase consideration was US\$ 3,961 million (i.e. US\$ 48 per IGATE share). As announced on the presentation of the proposed acquisition (on April 27, 2015), the transaction was ultimately financed by a combination of a bond issue (on July 1, 2015) of a nominal amount of €2,750 million, a share capital increase (on June 9, 2015) of a net amount of €500 million, through the issue of 6.7 million new shares (4.05% of the share capital) at a price of €75.50 each (representing a discount of 2.4% on the share price on the issue date) and available cash for the remaining balance.

The integration of IGATE is developing in line with the plan. On the publication of its 2015 third-quarter results, the Group presented the integrated organizational structure from January 1, 2016. In this context, while Ashok Vemuri, the IGATE CEO, left the Group by mutual agreement after participating in the transition phase, several former IGATE managers were promoted to positions of responsibility in the new organizational structure, including two to the executive committee.

Furthermore:

- At the Economic Summit, Challenges and Oddo&Cie revealed their 2015 ranking of best performing CEOs in France, awarding Paul Hermelin the number one position.
- In May 2015, Capgemini organized a one-day seminar for financial analysts and investors during which the Group presented market trends and developments in its businesses and offerings. During this seminar, the Group announced its mid-term objective of attaining an operating margin rate of between 12.5% and 13.0%. This goal is based on three key levers: innovation, industrialization and increased globalization of its businesses.
- For the third year running, Capgemini was recognized as one of the world's most ethical companies by Ethisphere Institute, an independent think tank dedicated to promoting ethical and corporate governance best practices.
- The third employee share ownership plan was a resounding success, mobilizing an unprecedented number of employees: +50% of subscribers, 5 million shares issued, and 17,660 subscribers. The success of the Capgemini employee share ownership plan is a powerful symbol of confidence in the Group's development prospects. In return, it reflects the desire to associate our teams with the Group's performance.
- In February 2015, Capgemini launched a new cybersecurity global service line to enable organizations to embrace digital transformation securely. Cybersecurity issues have become a genuine obsession for companies today. Increasingly sophisticated cyber-attacks can seriously damage companies in only a few hours. This is one of the most comprehensive offerings on the market, comprising a wide range of services: consulting, complete systems protection (computing and industrial systems, connected objects) and a 24/7 surveillance system.
- The Group extended its Big Data and Analytics services.
- Capgemini increased its majority stake in CPM Braxis in Brazil to over 70%, in line with its strategy of strengthening its presence in emerging countries.
- Capgemini strengthened its partnership with Microsoft, launching a new offering named "Capgemini Cloud Choice with Microsoft", enabling it to offer clients overhauled advice, services and Microsoft cloud solutions. The offering encompasses "SkySight", a private cloud similar to Azure, and "One Share", a tool aimed at "facilitating the deployment of applications", also based on Azure. Finally, the IP offerings include hybrid, public, hosted and private Cloud services, using Microsoft Azure. Microsoft is therefore the first partner to join Capgemini's comprehensive program, known as "Cloud Choice" encompassing SaaS, PaaS, IaaS and the cloud migration of applications.
- The Group opened two new "Innovation Labs" in Munich and Mumbai after those in Paris, London, Utrecht, Melbourne, Toulouse and Italy.

- ▶ Capgemini increased its majority stake in CPM Braxis in Brazil to over 70%, in line with its strategy of strengthening its presence in emerging countries.
- ▶ Capgemini strengthened its partnership with Microsoft, launching a new offering named "Capgemini Cloud Choice with Microsoft", enabling it to offer clients overhauled advice, services and Microsoft cloud solutions. The offering encompasses "SkySight", a private cloud similar to Azure, and "OneShare", a tool aimed at "facilitating the deployment of applications", also based on Azure. Finally the IP offerings include hybrid, public, hosted and private Cloud services, using Microsoft Azure. Microsoft is therefore the first partner to join Capgemini's comprehensive program, known as "Cloud Choice" encompassing SaaS, PaaS, IaaS, and the cloud migration of applications.
- ▶ The Group opened two new "innovation Labs" in Munich and Mumbai after those in Paris, London, Utrecht, Melbourne, Toulouse and Lille.

The **operating margin** is therefore €1,262 million in 2015, or 10.6% of revenues compared with 9.2% in 2014.

Other operating income and expense (including the amortization of intangible assets recognized in business combinations) represents an overall net expense of €240 million in 2015, compared with €117 million in 2014. This increase of €123 million is mainly due to acquisition and integration costs as well as the amortization of intangible assets recognized in the context of the IGATE acquisition and the impairment of goodwill in the Latin America region.

Operating profit is €1,022 million (8.6% of revenues) compared with €853 million (8.1% of revenues) in 2014, an increase of 19.8%.

The **net financial expense** is €118 million, up on 2014 (€70 million). This rise is mainly due to the increase in net finance costs as a result of the bond issue performed to finance the IGATE acquisition.

Income tax income of €203 million is recognized in respect of 2015, compared with an income tax expense of €210 million in 2014. This is primarily due to the remeasurement of deferred tax assets on tax loss carry-forwards in the United States in the amount of €476 million. Adjusted for this non-recurring item, the effective tax rate is 30.1% in 2015 (compared with 26.8% in 2014).

Profit for the year attributable to owners of the Company is €1,124 million in 2015, compared with €580 million in 2014. Basic earnings per share are €6.67 based on an average of 168,452,917 ordinary shares outstanding in 2015, compared with €3.68 based on an average of 157,855,433 ordinary shares outstanding in 2014.

Outlook for 2016

For 2016, the Group forecasts revenue growth at constant exchange rates of 7.5% to 9.5%, an operating margin of 11.1% to 11.3% and organic free cash flow generation in excess of €850 million. The Group estimates the negative impact of currency fluctuations on revenues at -2%, primarily due to the appreciation of the euro against the pound sterling and the Brazilian real.

Income statement of Cap Gemini S.A.

The Company reported **operating income** for the year ended December 31, 2015 of €312 million (including €258 million in royalties received from subsidiaries) compared with €248 million last year (including €237 million in royalties).

Operating profit is €175 million, compared with €177 million in 2014.

Net financial income totaled €1,037 million (compared with €1,020 million in 2014)

This €17 million improvement in net financial income year-on-year was mainly due to the increase in reversals of provisions for equity interests.

The net non-recurring expense is €25 million compared with €2 million in 2014, attributable to the loss recognized on the transfer of shares on the exercise of BSAAR warrants (€27 million).

After an **income tax expense** of €30 million (compared with €34 million in 2014), reflecting the income tax expense of the tax consolidation group, the Company reported a **net profit** of €1,157 million.

For a detailed presentation of the Group's activity and results over the past year, please refer to the 2015 Registration Document available on www.capgemini.com

5

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 and amended in November 2015. 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.

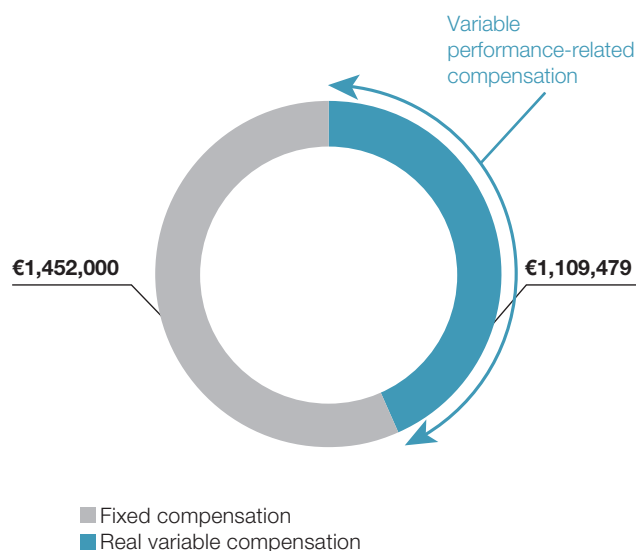
The Compensation Committee refers in particular to comparative studies to ensure the consistency and the competitiveness of both compensation structure and calculation methods with market practice. The Committee's recommendations take account of

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.

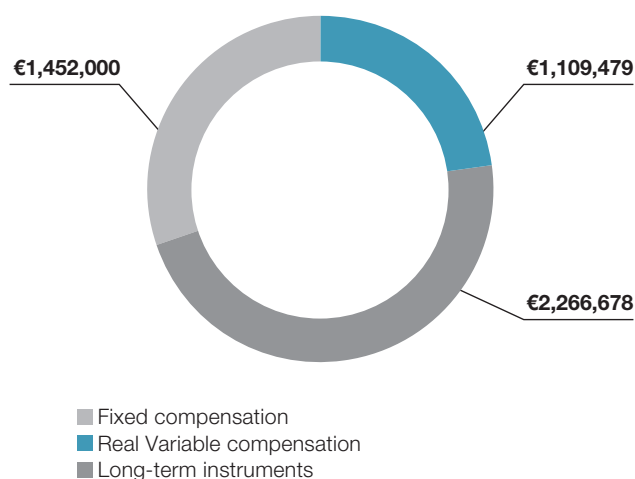
More detailed information on the components of Mr. Paul Hermelin's 2015 compensation presented for shareholders' vote can be found on page 23 of this Notice of Meeting and in the Corporate Governance section of the Cap Gemini 2015 Registration Document.

2015 compensation of the Chairman and Chief Executive Officer

Fixed and variable compensation



Total compensation including long-term instruments



Voluntary Walver

Attendance Fees

€3,652

Benefits in kind

40,000

Performance shares

→ valued €2,266,678 under IFRS
→ internal and external performance conditions

€0

Severance compensation

€0

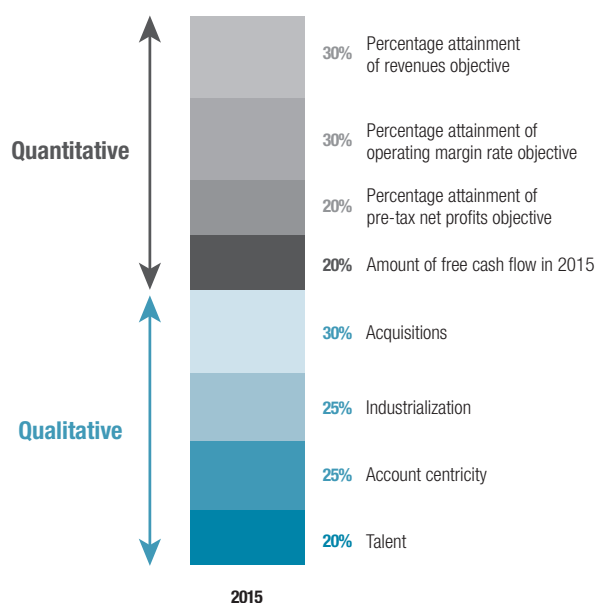
Non-compete clause

2015 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 2015. 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 2015

The quantitative criteria were assessed with respect to the objectives set by the Board of Directors' meeting of February 18, 2015 and attainment rates of between 97.4% and 112.4% led to compensation of €548,089.

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 €561,440.

The variable compensation in respect of 2015 is therefore €1,109,479, i.e. 76.4% of the fixed compensation for the same year and 114.6% of the theoretical variable compensation (see schedule page 23).

6 Report of the Board of Directors on the Draft resolutions

Report of the Board of Directors and draft resolutions to be presented at the Combined Shareholders' Meeting of May 18, 2016

Unofficial translation from French. The English translation is for information purpose only. In case of discrepancies the French version shall prevail.

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

Shareholders are also invited to refer to the guidelines on the "Draft resolutions presented to shareholders of listed companies

for vote", produced by the French business association, MEDEF, in conjunction with ANSA and AFEP and available in French on its website www.medef.com for further information on the issues surrounding draft resolutions and the related legal framework application to French companies.

An overview of the financial position, activities and results of the Company and its Group during the last fiscal year and other information required by prevailing law and regulations are also presented in the management report on fiscal year 2015, to which you are invited to refer.

Resolutions presented at the Ordinary Shareholders' Meeting

PRESENTATION OF THE 1ST AND 2ND RESOLUTIONS

APPROVAL OF THE FINANCIAL STATEMENTS

Overview

In these two resolutions, we ask you to approve the Company financial statements and the consolidated financial statements of Cap Gemini for the year ended December 31, 2015 as follows:

- ▶ the Company financial statements of Cap Gemini showing a net profit of €1,156,946,800.03;
- ▶ the consolidated financial statements of Cap Gemini showing net profit for the Group of €1,124 million.

FIRST RESOLUTION

Review and approval of the 2015 Company financial statements

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

- ▶ the management report of the Board of Directors;

- ▶ the Chairman's report; and
 - ▶ the Statutory Auditors' report on their audit of the Company;
- approves the Company financial statements for the year ended December 31, 2015, showing net profit for the year of €1,156,946,800.03.

SECOND RESOLUTION

Review and approval of the 2015 consolidated financial statements

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

- ▶ the Group management report of the Board of Directors for 2015; and
- ▶ the Statutory Auditors' report on the consolidated financial statements;

approves the consolidated financial statements for the year ended December 31, 2015, showing net profit for the Group of €1,124 million.

PRESENTATION OF THE 3RD RESOLUTION

REGULATED AGREEMENTS AND COMMITMENTS

Overview

In this resolution, we ask you to (i) approve the agreements governed by Article L.225-38 of the French Commercial Code entered into in 2015, and (ii) take due note of the information concerning agreements and commitments entered into and approved by Shareholders' Meetings in prior years, with continuing effect in 2015, as presented in the statutory auditors' special report (see Section 4.4.5 of 2015 Registration Document).

(I) NEW AGREEMENTS AND COMMITMENTS

The only agreements authorized by the Board of Directors in 2015 and presented for your approval were entered into in the context of the merger acquisition by your Company of the US company IGATE Corporation (hereafter referred to as the "IGATE Acquisition").

For further information on the terms and conditions of the IGATE Acquisition, please refer to the 2015 Registration Document.

a. Financial Advisory Agreement with the investment banking firm Lazard

During its meeting of April 24, 2015, the Board of Directors unanimously authorized the signature by Cap Gemini of a financial advisory agreement with the investment banking firm Lazard (hereinafter "Lazard") (through its French and US respective entities) appointing the latter as exclusive advisor for the IGATE Acquisition. Messrs. Bruno Roger and Phil Laskawy did not participate in this vote due to their positions in the Lazard group.

Therefore, under the terms of the financial advisory agreement signed by Capgemini North America, Inc. with Lazard Frères S.A.S. and Lazard Frères & Co. LLC on April 26, 2015, Lazard particularly undertook, as advisor, to assist the Company with the preparation of reports and analyses, the drafting of the structure and the definition of the transaction terms and conditions, the coordination of audit procedures and the negotiation of the documents necessary to the transaction.

Cap Gemini selected Lazard as advisor considering its involvement with major international groups in numerous "cross-border" transactions. In addition, this investment bank has already accompanied Cap Gemini in several major acquisitions, such as the Kanbay acquisition completed in 2007. This acquisition presented a number of significant similarities with the IGATE acquisition. Kanbay, like IGATE, was a company governed by US law and listed in the United States, providing services primarily in North America with the majority of its employees located in India.

Lazard terms and conditions are in line with standard market practice for this type of contract: commission payable on completion of the transaction equal to the higher of (i) US\$ 10.8 million and (ii) 0.27% of the capitalization subject to the transaction.

Remuneration effectively paid by Capgemini North America, Inc. to Lazard during 2015 totaled US\$ 10.8 million;

The contract was signed by Capgemini North America, Inc., the wholly-owned subsidiary of Cap Gemini which performed the acquisition, and not by Cap Gemini. Nonetheless, the Board of Directors is of the opinion that, as Cap Gemini approved this acquisition together with, as provided in the Board of Directors' Internal Rules of Operation, its main terms and conditions, financing and the choice of advisory bank, it could be considered that the agreement presented the characteristics of a regulated agreement between Cap Gemini SA and Lazard.

b. IGATE Acquisition financing agreements

Bridge loan

During its meeting of May 5, 2015, the Board of Directors unanimously authorized the signature by the Company of a financing agreement in the form of a bridge loan with several banking institutions under which Crédit Agricole S.A. and Société Générale as well as their respective affiliates could be invited to participate, as these two institutions participate regularly in major financing transactions both in and outside France.

Mr. Xavier Musca, Deputy Chief Executive Officer of Crédit Agricole S.A., Mrs. Laurence Dors, Director of Crédit Agricole S.A. and Mr. Yann Delabrière, Director of Société Générale, did not participate in this vote due to their positions in these banks.

Pursuant to this authorization, a bridge loan of US\$ 3,800 million (available for drawn-down in US dollars and/or euros) was signed on May 22, 2015 between Cap Gemini and six credit institutions including Crédit Agricole Corporate and Investment Bank and Société Générale, both of which providing each as lender a final commitment of US\$ 304 million, corresponding each to 8% of the total amount following the syndication phase.

This bridge loan of an initial term of one year, with a one year extension option exercisable at the initiative of your Company, contained standard stipulations for this type of financing.

The bridge loan was cancelled in full at the initiative of your Company on July 9, 2015.

Commission and interest paid to Crédit Agricole Corporate and Investment Bank and Société Générale in respect of this bridge loan were determined based on their commitments and their respective roles in the financing. In 2015, your Company paid:

- ▶ commission of US\$ 966,232 and interest of US\$ 10,407 and €15,628 to Crédit Agricole Corporate and Investment Bank;
- ▶ commission of US\$ 966,232 and interest of US\$ 10,407 and €15,628 to Société Générale.

Underwriting agreement

The Board of Directors' meeting of June 8, 2015 unanimously authorized, with respect to the refinancing of the bridge loan intended to finance the IGATE acquisition, a share capital increase by private placement, pursuant to the powers granted by the 25th and 26th resolutions of the Extraordinary Shareholders' Meeting of May 7, 2014. To this end, it approved

the signature of an underwriting agreement with several financial institutions, in which Crédit Agricole S.A., which is recognized for its expertise in this sector, and one or more of its affiliates were invited to participate, for the purpose, in addition to underwriting the share capital increase, of placing it with institutional investors.

Mr. Xavier Musca, Deputy Chief Executive Officer of Crédit Agricole S.A. and Mrs. Laurence Dors, Director of Crédit Agricole S.A. did not participate in this vote due to their positions in this bank.

Following the private placement performed in the context of the underwriting agreement signed on June 9, 2015 with eight financial institutions, including Crédit Agricole Corporate and Investment Bank, Cap Gemini performed a €506 million share capital increase⁽¹⁾.

This agreement contains standard declarations and guarantees for this type of transaction.

Commission paid to each of the financial institutions reflected their percentage share in the underwriting and their role in the placement.

Under the underwriting agreement, Crédit Agricole Corporate and Investment Bank underwrote 20% of the issue and acted as lead bank and associate bookrunner. In this respect, your Company paid a commission of €1,647,630.

Subscription agreement

The Board of Directors' meeting of June 8, 2015 unanimously authorized your Company to enter into a subscription agreement covering the Cap Gemini S.A. bond issues with banking institutions, under which Crédit Agricole S.A. and Société Générale as well as one or more of their respective affiliates could be invited to play a role in the placement of the bonds, as these two institutions participate regularly in bond issues both in and outside France.

Mr. Xavier Musca, Deputy Chief Executive Officer of Crédit Agricole S.A., Mrs. Laurence Dors, Director of Crédit Agricole S.A. and Mr. Yann Delabrière, Director of Société Générale, did not participate in this vote due to their positions in these banks.

In accordance with this authorization and in the context of a triple-tranche bond issue performed on July 1, 2015 in the amount of €2,750 million, the Company entered into a subscription agreement on June 29, 2015 with twelve institutions, including Crédit Agricole Corporate and Investment Bank and Société

Générale, under the terms of which these financial institutions subscribed for all the bonds issued by the Company in order to place them with investors wishing to participate in the issue.

This agreement contains standard declarations and guarantees for this type of transaction.

Commission was paid to each financial institution based on its role in this transaction. Accordingly, the Company paid the following amounts during 2015:

- ▶ commission of €333,281 to Crédit Agricole Corporate and Investment Bank, as joint lead manager;
- ▶ commission of €1,530,625 to Société Générale, as global coordinator and joint lead manager.

(II) AGREEMENTS AND COMMITMENTS WITH CONTINUING EFFECT IN 2015:

The registration of Serge Kampf and Paul Hermelin as beneficiaries of the senior executive supplementary pension plan authorized by the Shareholders' Meeting of April 10, 2007, continued during 2015.

During 2015, these corporate officers did not receive any compensation pursuant to this agreement.

Pursuant to Article L.225-40-1 of the French Commercial Code, the Board of Directors performed an annual review of this agreement and decided to freeze the rights of Serge Kampf and Paul Hermelin⁽²⁾ under this defined pension plan with effect from October 31, 2015 (without counterparty for these two beneficiaries) with a favorable impact for the Company, on the grounds that:

- a) defined benefit pension plans have become increasingly costly due to low asset yields and extended life expectancy and economically inefficient; and
- b) the taxation of these plans has increased significantly since their implementation making them inefficient.

For the other Cap Gemini non-corporate officer beneficiaries and for the employees members of Group General Management, the implementation of a new replacement system is planned: this will take the form of a long-term compensation program subject to performance conditions enabling the progressive acquisition of protective savings. Paul Hermelin is not concerned by this program.

THIRD RESOLUTION

Approval of the regulated agreements governed by Article L.225-38 of the French Commercial Code

The Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings and after having read the Board of Directors' report and the Statutory Auditors' special report on regulated agreements governed by Article L.225-38

of the French Commercial Code (*Code de commerce*), approves the agreements entered into during the fiscal year 2015 detailed therein, and takes due note of the information related to the commitments and agreements previously entered into and approved by the Shareholders' Meeting.

(1) €54 million par value.

(2) And those of all other plan beneficiaries.

PRESENTATION OF THE 4TH RESOLUTION

APPROPRIATION OF EARNINGS

Overview

During its meeting of February 17, 2016, the Board of Directors decided to recommend to the next Ordinary Shareholders' Meeting that the dividend be set at €1.35 per share for a total of €232,445,025 based on the number of shares ranking for dividends at December 31, 2015.

Residual distributable profits for the year, *i.e.* €2,373,728,466.07, shall be added to retained earnings.

This dividend of €1.35 for each of the 172,181,500 shares bearing dividend rights on January 1, 2015, 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 30, 2016 and a dividend payment date starting from June 1, 2016.

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: €196,311,538.80 for 2014 (€1.20 per share), €176,349,599.80 for 2013 (€1.10 per share) and €162,055,362 for 2012 (€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

Net income appropriation and dividend distribution

The Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings, approves the recommendations of the Board of Directors to appropriate the net profit for the year ended December 31, 2015 as follows:

■ net profit for the year	€1,156,946,800.03
■ allocation to the legal reserve	€37,099.20
<i>i.e.</i> a balance of:	€1,156,909,700.83
■ retained earnings of previous years:	€1,449,263,790.24
<i>i.e.</i> distributable earnings:	€2,606,173,491.07
■ allocated to: ⁽¹⁾	
payment of a dividend of €1.35 per share:	€232,445,025.00
retained earnings for the balance:	€2,373,728,466.07
giving a total of:	€2,606,173,491.07

(1) The total amount of the distribution is calculated based on the number of shares ranking for dividends at December 31, 2015, *i.e.* 172,181,500 shares, and could therefore change if this number varies between January 1, 2016 and the ex-dividend date.

It should be noted that the dividend, set at €1.35 for each of the 172,181,500 shares bearing dividend rights on January 1, 2015, will be fully eligible for the 40% tax rebate referred to in Article 158.3.2° of the French Tax Code (*Code Général des Impôts*).

The ex-dividend date will be May 30, 2016 and the dividend will be payable from June 1, 2016. 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, it is recalled that dividends paid over the past three fiscal years were as follows: €196,311,538.80 for 2014 (€1.20 per share), €176,349,599.80 for 2013 (€1.10 per share), and €162,055,362 for 2012 (€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.

PRESENTATION OF THE 5TH RESOLUTION**ADVISORY VOTE ON THE COMPONENTS OF COMPENSATION DUE OR AWARDED IN RESPECT OF FISCAL YEAR 2015 TO PAUL HERMELIN, CHAIRMAN AND CHIEF EXECUTIVE OFFICER****Overview**

Pursuant to the revised AFEP-MEDEF Code issued in November 2015 with which Cap Gemini complies, the compensation of each executive corporate officer due or awarded in respect of fiscal year 2015 must be presented to the Shareholders' Meeting for an advisory vote. The following table summarizes the 2015 compensation components of Paul Hermelin, subject to shareholder advisory vote pursuant to the "say on pay" policy.

COMPENSATION COMPONENTS DUE OR AWARDED IN RESPECT OF 2015 TO PAUL HERMELIN, CHAIRMAN AND CHIEF EXECUTIVE OFFICER, SUBJECT TO SHAREHOLDER ADVISORY VOTE

	Amount or accounting value subject to vote	Presentation
Fixed compensation	€1,452,000 (paid in 2015)	The gross fixed compensation of €1,452,000 for fiscal year 2015 was approved by the Board of Directors on February 18, 2015 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 compared to 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 1.4% per annum. This compensation falls within the average for CAC 40 executives
Annual variable compensation	€1,109,479 (paid in 2016)	<p>During the Board of Directors' meeting of February 17, 2016, 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 2015, 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> <ul 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) 2015 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 18, 2015. They did not include the impact of the IGATE acquisition and therefore the achievements indicated below have been established accordingly (i.e. excluding as well the impact of this acquisition effective July 1, 2015).</p> <p>Attainment rates for these four objectives were 99.77%, 97.38%, 112.41% and 111.71% respectively, which taking account of the relative weighting of each objective, gives a weighted attainment rate of 103.97%.</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 variance 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 103.97% in 2015 results in the multiplication of the theoretical variable component by 113.23%, giving an amount of 968,000/2*1.1312 = €548,039.</p>

6. Report of the Board of Directors on the Draft resolution

Resolutions presented at the Ordinary Shareholders' Meeting

Amount or accounting value subject to vote	Presentation																																							
Annual variable compensation	<p>V2 component: The evaluation and the associated proposal have been prepared on the basis of the work done by the Compensation Committee which reviewed the various qualitative objectives grouped into four categories: “Acquisitions” for 30%, “Industrialization” for 25%, “Reinforcement of the account centricity culture” for 25% and “Talent enrichment” for 20%.</p> <p>For the first category (Acquisitions-30%), the Board highlighted the successful acquisition of IGATE realized in a very short time frame with operational merger effective as of January 1, 2016. This acquisition, being the biggest realized by the Group in the last 15 years, strengthens its North American operations and brings strong assets such as new logos and a highly leveraged, talented and industrialized organization. Given the size of the operation, its strong matching to Group strategy and its fast and successful closing, the Board considered that the objectives set for this category had been exceeded.</p> <p>For the second category (Industrialization-25%), the Board based its recommendations on objective items and particularly on the margin improvement, through different measures (gross margin, contribution margin % evolution and production costs evolution) which all evolved positively year on year by +0.6 pt (101.3%), +0.32 pt (101.7%) and minus 0.4 pt respectively. Given these achievements, the Board considered that the objectives set for this category have been realized at 96%.</p> <p>For the third category (Account centricity-25%), the Board took into consideration the transition from a significant part of the business to a new accounting model announced during the Group “Rencontres” last October and supported by a transformation program. In addition, the Board considered from a quantitative side the growth performance realized by the strategic accounts in absolute terms vs. the Group actual growth. Considering the sales growth of strategic accounts by 10.4% and of the corresponding revenue of 5.9% compared to Group growth the Board considered that the objectives set for this category have been realized at 120%..</p> <p>For the fourth category (Talent-20%), the Board took into account several indicators such as the movements recorded within TeamOne, the Group transformation body, with 49 movements recorded in 2015 (vs. 43 in 2014) excluding any impact from the IGATE acquisition. This, as well as several external recruits of “Vice-Presidents” (78), the promotion of 120 new Vice-Presidents vs. 112 in 2014 (excluding IGATE promotions), the increase in executive manager turnover and mobility reflected by numerous job transfers in the course of 2015 (which have more than doubled) and the further increase by 4.4 points in the percentage of women promoted VP, following a 5 points improvement the previous year, led the Board to consider that the Talent objectives set have been reached at 100%.</p> <p>The Board approved a weighted performance of 116%, as per the table below:</p> <table><tr><th rowspan="2">Objective type</th><th colspan="2">Target</th><th colspan="2">Proposal</th></tr><tr><th>Computed</th><th>Qualitative</th><th>Computed</th><th>Qualitative</th></tr><tr><td>Industrialisation</td><td>15</td><td>10</td><td>15</td><td>9</td></tr><tr><td>Account Centricity</td><td>15</td><td>10</td><td>20</td><td>10</td></tr><tr><td>Acquisitions</td><td></td><td>30</td><td></td><td>42</td></tr><tr><td>Talents</td><td>10</td><td>10</td><td>11,5</td><td>8,5</td></tr><tr><td>TOTAL</td><td>40</td><td>60</td><td>46.5</td><td>69.5</td></tr><tr><td></td><td>Target</td><td>100</td><td>Proposed</td><td>116</td></tr></table> <p>leading to a variable V2 calculation of €561.440.</p>	Objective type	Target		Proposal		Computed	Qualitative	Computed	Qualitative	Industrialisation	15	10	15	9	Account Centricity	15	10	20	10	Acquisitions		30		42	Talents	10	10	11,5	8,5	TOTAL	40	60	46.5	69.5		Target	100	Proposed	116
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6. Report of the Board of Directors on the Draft resolutions

Resolutions presented at the Ordinary Shareholders' Meeting

Amount or accounting value subject to vote	Presentation																																																																		
	<p>Accordingly, variable compensation of €1,109.479 was approved by the Board for 2015, <i>i.e.</i> 76.4% of his fixed compensation for the same year and 114.6% of the theoretical variable compensation. Total fixed and variable compensation for 2015 is therefore €2,561.479, <i>i.e.</i> 105.8% of the theoretical compensation and may be summarized as follows:</p> <p>2015 variable compensation calculation for Paul Hermelin</p> <p>V1: quantitative part based on budgeted financial targets</p> <table><tr><th>Indicators</th><th>Weight</th><th>% of achievement</th><th>Weighted</th></tr><tr><td>Total Revenue</td><td>30%</td><td>99.77%</td><td>29.93%</td></tr><tr><td>Operational Margin %</td><td>30%</td><td>97.38%</td><td>29,22%</td></tr><tr><td>Net result before tax</td><td>20%</td><td>112.41%</td><td>22,48%</td></tr><tr><td>Organic Free Cash Flow</td><td>20%</td><td>111.71%</td><td>22,34%</td></tr><tr><td>Total weighted R/B before flex</td><td></td><td></td><td>103.97%</td></tr><tr><td>Total weighted after 70/130 flex</td><td></td><td></td><td>113.2%</td></tr><tr><td>Variable V1 on target</td><td></td><td></td><td>484,000</td></tr><tr><td>Computed V1</td><td></td><td></td><td>548,039</td></tr></table> <p>V2: qualitative part based on 2015 personal objectives</p> <table><tr><th>Categories</th><th>Weight</th><th>Weighted local</th></tr><tr><td>Acquisitions</td><td>30%</td><td></td></tr><tr><td>Industrialisation</td><td>25%</td><td>116 %</td></tr><tr><td>Account centricity</td><td>25%</td><td></td></tr><tr><td>Talent enrichment</td><td>20%</td><td></td></tr><tr><td>Variable V2 on target</td><td></td><td>484,000</td></tr><tr><td>Computed V2</td><td></td><td>561,440</td></tr><tr><td>TOTAL 2015 VARIABLE COMPENSATION</td><td></td><td>1,109,479</td></tr><tr><td><i>As a % of the total variable on target</i></td><td></td><td><i>114.6 %</i></td></tr><tr><td><i>As a % of fixed compensation</i></td><td></td><td><i>76.4 %</i></td></tr></table> <p>The variable compensation due in respect of a given year is calculated based on the audited account 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 2016.</p>	Indicators	Weight	% of achievement	Weighted	Total Revenue	30%	99.77%	29.93%	Operational Margin %	30%	97.38%	29,22%	Net result before tax	20%	112.41%	22,48%	Organic Free Cash Flow	20%	111.71%	22,34%	Total weighted R/B before flex			103.97%	Total weighted after 70/130 flex			113.2%	Variable V1 on target			484,000	Computed V1			548,039	Categories	Weight	Weighted local	Acquisitions	30%		Industrialisation	25%	116 %	Account centricity	25%		Talent enrichment	20%		Variable V2 on target		484,000	Computed V2		561,440	TOTAL 2015 VARIABLE COMPENSATION		1,109,479	<i>As a % of the total variable on target</i>		<i>114.6 %</i>	<i>As a % of fixed compensation</i>		<i>76.4 %</i>
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Deferred variable compensation	N/A	There is no deferred variable compensation.																																																																	
Multi-year variable compensation	N/A	There is no multi-year variable compensation mechanism.																																																																	
Exceptional compensation	N/A	No exceptional compensation was paid.																																																																	

6. Report of the Board of Directors on the Draft resolution

Resolutions presented at the Ordinary Shareholders' Meeting

	Amount or accounting value subject to vote	Presentation
Stock options, performance shares or any other form of long-term compensation	Performance shares €2,266,678 (accounting value)	<p>40,000 shares granted subject to performance and presence conditions.</p> <p>The vesting of performance shares is contingent on the realization of both an external performance condition and an internal performance condition. The internal performance condition accounts for 50% of the grant and is based on Organic Free Cash Flow over the three-year period from 2015 to 2017. The minimum amount necessary for shares to vest is €1750 million. Above this threshold, shares vest progressively on a straight-line basis, with the maximum grant requiring Organic Free Cash Flow of €2 billion or more. The external performance conditions accounts for 50% of the grant and is based on the comparative performance of the Cap Gemini share over three years against the average performance of a basket of 8 comparable companies in the same business sector and from at least 5 countries (Accenture/CSC/Atos/Tieto/Steria/CGI Group/Infosys and Cognizant) and the CAC 40 index (new since 2014). Accordingly, no shares vest if the relative performance of the Cap Gemini share is less than 90% of the performance of the basket of comparable companies, while 100% of shares vest only if this relative performance is at 110% or above. If performance is similar to that of the market only 60% of the initial grant vests. A portion of this allocation has been granted in reward of the successful IGATE acquisition.</p> <p>The number of shares that may vest to the executive corporate officer may not exceed 0.02% of the share capital. Authorized by the Combined Shareholders' Meeting of May 6, 2015 (Ninth resolution)</p> <p>Grant authorized by the Board meeting of July 29, 2015</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 2015 (as both Serge Kampf and he have done for the last six years).
Valuation of benefits in kind	€3,652 Contributions paid	Contributions paid on behalf of Paul Hermelin in respect of unemployment insurance for company managers.

For further information on Paul Hermelin's remuneration policy, including all information items not presented to this Shareholders' Meeting for vote pursuant to the "say on pay" procedure, please

refer to the Cap Gemini 2015 Registration Document available on the Company's website at <http://www.capgemini.com/investor/financial-report>

FIFTH RESOLUTION

Advisory vote on the components of compensation due or awarded in respect of fiscal year 2015 to Paul Hermelin, Chairman and Chief Executive Officer

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

respect of fiscal year 2015 to 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 2015 to Paul Hermelin, Chairman and Chief Executive Officer, subject to shareholder advisory vote".

PRESENTATION OF THE 6TH RESOLUTION

BOARD OF DIRECTORS ATTENDANCE FEES

Overview

It is recalled that the Shareholders' Meeting of May 6, 2015 authorized the payment of attendance fees to directors of a total maximum amount of €1,000,000 per year, superseding the previous resolution. This allowed the objectives set by the Board of Directors to be attained. Despite the significant increase in the number of Board meetings during 2015 and the large number of meetings held by each of the Committees, the participation rate remained high, including for directors residing outside France. This increase in the total amount of attendance fees allowed the increase to be focused both on the directors not residing in France and on those specifically involved in the work of the Committees (as Chairmen or members of several Committees), while retaining the international outlook of the Board consistent with the international development and global presence of the Group.

Nonetheless, your Board of Directors aims to continue increasing the diversity of its composition. Two draft resolutions presented to this Shareholders' Meeting therefore concern the appointment of two new female directors in order to satisfy this objective. Furthermore, in addition to renewing the term of office of the director representing employee shareholders, you

are asked, from this year, to apply new legislative measures regarding employee representation on the Board, which would result in the appointment of two employee directors by the end of 2016.

Further to the death of Serge Kampf on March 15, 2016, your Board is currently composed of 11 members. Accordingly, assuming the approval of the various governance resolutions by the Shareholders' Meeting, the Board of Directors would increase from 11 to 15 directors by the end of the year (i.e. an increase of more than 33%). In order to take account of this expansion of the Board of Directors' composition, while continuing to involve directors of high quality who are strongly committed, we propose that you increase the total amount of attendance fees.

The 6th resolution therefore asks shareholders to set the maximum amount of annual attendance fees allocated to the Board of Directors at €1,200,000 (i.e. an increase of 20%), applicable until a new Shareholders' Meeting decision. This authorization would supersede that granted by the Shareholders' Meeting of May 6, 2015.

SIXTH RESOLUTION

Board of Directors attendance fees

At the recommendation of the Board of Directors, the 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 €1,200,000.

PRESENTATION OF RESOLUTIONS 7 AND A*

APPOINTMENT OF A DIRECTOR REPRESENTING EMPLOYEES SHAREHOLDERS

Overview

The resolutions 7 and A ask shareholders to renew the term of office of the director representing employee shareholders, expiring at the end of this Shareholders' Meeting. This office is currently held by Mrs. Lucia Sinapi-Thomas.

Pursuant to legislative provisions and Article 11-5) of the Company's bylaws, as the percentage of share capital held by employees of the Company and companies related to it represents over 3% of the Company's share capital (6.15% of the share capital as at December 31, 2015), a director representing employees shareholders must be elected by the Shareholders' Meeting from among two candidates proposed by employees shareholders. One of these candidates, Mrs. Lucia Sinapi-Thomas, was nominated by the Supervisory Board of the various Capgemini FCPE employee savings mutual funds, which represent together 78% of the share capital held by the employees shareholders; the other candidate, Mrs. Tania Castillo-Pérez, was directly elected by all registered employee shareholders. During its meeting of March 23, 2016, the Board

decided to recommend the candidacy of Mrs. Lucia Sinapi-Thomas both in consideration of the fact that Lucia Sinapi-Thomas is presented by the FCPE mutual fund representing the largest number of employee shareholders and holding the greatest percentage of the Company's share capital, and given the high quality of her contribution to the work of the Board of Directors and the Compensation Committee over her current term of office. **Accordingly, the Board approved the seventh resolution and did not approve resolution A.**

As only one directorship representing employee shareholders is available, the candidate obtaining the greatest number of votes will be elected. The director will be appointed for a period of four years, in accordance with the bylaws.

A detailed biography of the two employees shareholders' candidates is presented under Section 2 of this Notice of Meeting.

* Resolutions 7 and A: pursuant to Article 11-5 of the bylaws, as only one position of director representing employees shareholders is available, the candidate receiving the greatest number of votes will be elected.

SEVENTH RESOLUTION*

Appointment of a director representing employees in accordance with Article 11-5 of the bylaws

The Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings appoints Lucia

Sinapi-Thomas as a director representing employees for a period of four years. This term of office will expire at the close of the Ordinary Shareholders' Meeting held to approve the financial statements for the year ending December 31, 2019.

RESOLUTION A*

Appointment of a director representing employees in accordance with Article 11-5 of the bylaws (Resolution not approved by the Board of Directors)

The Combined Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings

appoints Tania Castillo-Pérez as a director representing employees for a period of four years. This term of office will expire at the close of the Ordinary Shareholders' Meeting held to approve the financial statements for the year ending December 31, 2019.

PRESENTATION OF THE 8TH AND 9TH RESOLUTIONS

APPOINTMENT OF DIRECTORS

Overview

The Board of Directors regularly assesses its composition and the various areas of expertise and experience contributed by its members and identifies the directions to be given in order to ensure the best possible balance with regards to international outlook and the human diversity of the Group employees.

At the proposal of the Ethics & Governance Committee, the Board of Directors agreed, during its meeting of March 23, 2016, the need to increase the financial expertise of the Board and strengthen the Audit Committee. In addition, the Board confirmed the need to continue rejuvenating its composition, increasing the number of female directors and the diversity of profiles and cultures represented.

Accordingly, at the end of a process to identify candidates carried out by the Chairman of the Ethics & Governance Committee, followed by a number of interviews held by several members of the Ethics & Governance Committee, your Board wishes to propose to the Shareholders' Meeting the appointment of Mrs. Siân Herbert-Jones and Mrs. Carole Ferrand for a period of four years (8th and 9th resolutions).

Mrs. Siân Herbert-Jones is currently a director of Air Liquide S.A., where she chairs the Audit and Accounts Committee. An English chartered accountant, Mrs. Herbert-Jones initially worked for 15 years with PricewaterhouseCoopers in its London and then Paris offices, where she was director of Mergers and Acquisitions. She then joined the Sodexo Group, where she spent 21 years, including 15 years as Chief Financial Officer and member of the Executive Committee, before retiring on March 1, 2016. Of British nationality, Mrs. Siân Herbert-Jones would bring strong financial expertise to the Board, as well as her experience with international transactions, particularly in the service sector, while contributing the insight of her Anglo-Saxon culture and improving the diversity of profiles on the Board. Your Board considers that Mrs. Siân Herbert-Jones would qualify as an independent director.

Mrs. Carole Ferrand is Financing Director at Artémis Group. She is a graduate of the École des Hautes Études

Commerciales (class of 1992). Ms. Ferrand started her career at PriceWaterhouseCoopers, where she was an auditor and later a financial advisor in the Transaction Services Division. In 2000, she joined Sony France, the French subsidiary of the consumer and professional electronics branch of the Sony Corporation group, as Financial Director before becoming General Secretary in 2002. In 2011, she held the position of Chief Financial Officer of the Europacorp group. Since January 2013 she has been Financing Director at Artémis Group and in charge of strategic and financial support for certain investments. Mrs. Carole Ferrand would bring to the Board her experience in audit, finance and financial transactions. Your Board considers that Mrs. Carole Ferrand would qualify as an independent director.

A detailed biography of each of the candidates is presented under Section 2 of this Notice of Meeting.

Should the Cap Gemini Shareholders' Meeting follow the recommendations of the Board of Directors, its composition will increase from 11 to 13 directors, enabling better representation with profiles and expertise that are both diverse and complementary and well adapted to the specific nature of the Company's activities. These appointments will also allow to strengthen the independence of the Board, with a percentage of independent directors increasing to 69%.

Furthermore, female representation on the Board would also be stepped-up, with 6 female directors out of a total of 13 directors on the Board, representing a rate of 46%, perfectly in line with the Company's commitments and obligations. It is recalled that the Copé-Zimmermann Law on the equal representation of men and women on Boards of Directors provides that from the first Shareholders' Meeting held in 2017, the percentage of directors of each sex must not be less than 40%. Companies referring to the AFEP-MEDEF Code, as is the case for your Company, must achieve this objective one year earlier, that is, from Shareholders' Meetings held in 2016.

* Resolutions 7 and A: pursuant to Article 11-5 of the bylaws, as only one position of director representing employees shareholders is available, the candidate receiving the greatest number of votes will be elected.

EIGHTH RESOLUTION

Appointment of Siân Herbert-Jones as a director

At the recommendation of the Board of Directors, the Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings, appoints Siân Herbert-Jones as

a director for a period of four years. This term of office will expire at the close of the Ordinary Shareholders' Meeting held to approve the financial statements for the year ending December 31, 2019.

NINTH RESOLUTION

Appointment of Carole Ferrand as a director

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

director for a period of four years. This term of office will expire at the close of the Ordinary Shareholders' Meeting held to approve the financial statements for the year ending December 31, 2019.

PRESENTATION OF 10TH RESOLUTION

SHARE BUYBACK PROGRAM

Overview

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

Shareholders are reminded that last year, the Ordinary Shareholders' Meeting renewed the authorization granted to the Company to buy back its shares, subject to certain conditions. This authorization was used in 2015 in connection with the liquidity agreement entered into with Oddo Corporate Finance on February 15, 2010 and more generally in the active management of its dilution by the Company.

The purpose of the liquidity agreement is to improve the liquidity of the Cap Gemini share and stabilize the share price. At the year-end, the liquidity account presented a balance of 85,000 shares (0.05% of the share capital) and approximately €14 million.

Furthermore, during 2015, outside the liquidity agreement, the Company purchased 1,412,042 shares at an average price of €75.88 and transferred 1,426,051 shares to holders of BSAAR warrants who exercised their Cap Gemini share allotment rights and to employees under the free share grant plan.

At December 31, 2015, the Company held 821,107 of its own shares outside the liquidity agreement.

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

The objectives of the buyback program that would be implemented pursuant to this authorization are described in the resolution itself and summarized in the table below.

TENTH RESOLUTION

Authorization of a share buyback program, for a period of 18 months, enabling 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 €2,230 million and a maximum purchase price of €130 per share

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

- ▶ the allocation or sale of shares to employees and/or corporate officers (on the terms and by the methods provided by law), in particular with a view to the allocation of free shares pursuant to the provisions of Articles L.225-197-1 *et seq.* of the French

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

- ▶ the delivery of shares on the exercise of rights attached to securities granting access to the share capital by redemption, conversion, exchange, presentation of a warrant or any other means; or
- ▶ the cancellation of some or all of the shares purchased; or
- ▶ the delivery of shares (in exchange, as payment, or otherwise) in connection with acquisitions, mergers, demergers or asset-for-share exchanges; or

- ▶ the management of the secondary market or maintenance of the liquidity of the Cap Gemini share by an investment services provider under a liquidity contract that complies with the ethical code recognized by the French Financial Markets Authority (Autorité des marchés financiers, AMF).

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

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

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

The maximum purchase price of shares purchased pursuant to this resolution will be €130 per share (or the equivalent at the same date in any other currency). The Shareholders' Meeting delegates to the Board of Directors powers to adjust the aforementioned maximum purchase price in the event of a change in the par value of the share, a share capital increase by capitalizing reserves, a free share allocation, a stock split or reverse stock split, a distribution of reserves or any other assets, a share capital redemption, or any other transaction impacting share capital, to take account of the impact of such transactions on the value of the shares.

The total amount allocated to the share buyback program authorized above may not exceed €2,230 million.

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

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

It supersedes from this date, in the amount of any unused portion, the authorization granted by the 7th resolution adopted by the Combined Shareholders' Meeting of May 6, 2015.

Resolutions presented at the Extraordinary Shareholders' Meeting

We present a series of resolutions aimed at providing the Company with the financial means to develop and implement its strategy, in order to associate all Company stakeholders with its success and particularly shareholders and employees. Your Board of Directors presents below the main characteristics of and reasons behind these resolutions and the uses made in recent years of equivalent resolutions in force. The summary table following the draft resolutions, to which you are invited to refer, is an integral part of this report.

PRESENTATION OF 11TH RESOLUTION

CANCELLATION OF TREASURY SHARES

Overview

It is recalled that the Combined Shareholders' Meeting of May 6, 2015 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 or that it comes to hold pursuant to Article L.225-209 of the French Commercial Code and to reduce the share capital accordingly.

No treasury shares were cancelled during fiscal year 2015.

Shareholders are asked today to renew for a period of 26 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.

ELEVENTH RESOLUTION

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

The 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 reduce the share capital, on one or more occasions, in the proportions and at the times it sees fit, by cancellation of whatever number of treasury shares it decides up to the limits authorized by law, in accordance with Articles L.225-209 *et seq.* and L.225-213 of the French Commercial Code.

At the date of each cancellation, the maximum number of shares cancelled by the Company during the twenty-four month period preceding such cancellation, including the shares subject to the current cancellation, may not exceed 10% of the shares comprising the Company's share capital at that date, this limit being applied to a

share capital amount adjusted to reflect any transactions impacting the share capital subsequent to this Shareholders' Meeting.

The Shareholders' Meeting confers full powers on the Board of Directors, with the power of sub-delegation, to carry out such cancellation(s) and reduction(s) of share capital as may be performed pursuant to this authorization, to deduct from additional paid-in capital or the distributable reserves of its choice the difference between the purchase price of the cancelled shares and their par value, to allocate the portion of the legal reserve that becomes available as a result of the capital reduction, to amend the bylaws and to carry out all necessary formalities.

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

The Shareholders' Meeting takes due note that this authorization supersedes from this date, in the amount of any unused portion, the authorization granted by the 8th resolution adopted by the Combined Shareholders' Meeting of May 6, 2015.

PRESENTATION OF 12TH TO 21ST RESOLUTIONS

FINANCIAL AUTHORIZATIONS AND GRANT OF PERFORMANCE SHARES

Overview

1. Resolutions 12 to 21 are all intended to give the Board of Directors powers to make certain decisions regarding increasing the Company's share capital, by various means and for various reasons, as explained in the summary table that follows the draft resolutions. The aim of these financial authorizations is to give the Board of Directors flexibility in its choice of potential issue, and to enable it, at the appropriate time, to adapt the nature of the financial instruments issued to the Company's needs and conditions in French or international financial markets.

2. These resolutions may be split into two main categories: those that would result in share capital increases with retention of pre-emptive subscription rights, and those that would result in share capital increases with cancellation of pre-emptive subscription rights.

All share capital increases for cash entitle existing shareholders to a "pre-emptive subscription right", which is detachable and may be traded during the subscription period. For a period of at least five trading sessions after the opening of the subscription period, each shareholder has the right to subscribe for a quantity of new shares proportionate to his/her existing interest in the share capital.

In some of these resolutions, the Board of Directors requests your authorization to cancel this pre-emptive subscription right. Depending on market conditions and the type of securities issued, it may be necessary to cancel pre-emptive subscription rights in order for the newly-issued securities to be placed on the best possible terms, particularly when speed is essential to the success of an issue.

In 2015, the Company used this facility to cancel pre-emptive subscription rights in the context of the IGATE acquisition financing. Cap Gemini thus performed a share capital increase of a par value amount of €54 million, raising equity of €506 million by way of a private placement exclusively with institutional investors. More than one hundred of such investors participated in the transaction performed solely on June 9, 2015 after the market close.

Following this private placement, 6,700,000 new shares were issued, representing 4.05% of the Company's share capital prior to the transaction. The subscription price was €75.50 per share, equal to a discount of 2.4% compared with the volume-weighted average price on June 9, 2015. The 25th and 26th resolutions approved by the Combined Shareholders' Meeting of May 7, 2014, equivalent to the 15th and 16th resolutions presented to you to today, were used for the purposes of this issue. The green shoe option was not used.

The cancellation of pre-emptive subscription rights is, in some cases, provided for directly by law: in particular, if you approve the resolution authorizing the Board of Directors to issue performance shares (21st resolution), this, by law, entails automatic waiver by shareholders of their pre-emptive subscription rights in favor of the beneficiaries of these issues.

3. These authorizations are subject to limits in terms of their validity and issue ceilings. Firstly, each authorization is granted for a limited period. In addition, the Board of Directors may only increase the share capital up to strictly defined ceilings, above which the Board of Directors cannot increase the share capital again without calling a new Shareholders' Meeting. These ceilings are presented in the summary table following this introduction. Furthermore, the 12th, 13th, 14th, 15th, 16th, 17th and 18th resolutions may not be used by the Board of Directors following a public offer for the Company's shares until the end of the offer period (unless specifically authorized by a Shareholders' Meeting).

4. As part of the employee incentive policy and in order to align employee interests with those of shareholders and also stabilize the Company's share capital, we wish to continue making the Company's share capital accessible to a large number of employees, in particular through employee stock ownership plans ("ESOP"). The next employee stock ownership plan could be renewed either just after the expiry of the ESOP 2012 (which would require the operation to be launched in September 2017) or just before the 2018 Shareholders' Meeting. Nonetheless, even though it is not envisaged at this stage to make any use of these delegations in 2016, the Company must present the delegations of power to perform a share capital increase reserved for employees this year to the vote of shareholders. Anticipation of the launch of the next employee stock ownership plan will require prior approval of the *Autorité des Marchés Financiers* based on a valid delegation from the Shareholders' Meeting. In addition, it must be noted that this proposed renewal of authorization is in line with current market practice in Paris, whereby these delegations of powers every two years, at the same time of any decision or delegation of authority enabling a share capital increase for cash – as is the case this year with the 13th to 18th resolutions. We therefore propose to present this year to the Shareholders' Meeting the renewal of the two resolutions delegating to the Board of Directors its authority to issue shares or securities granting access to the share capital reserved for employees of the Company in order to implement a new ESOP tranche.

Should the Board of Directors use a delegation of authority or powers or an authorization granted by the Shareholders' Meeting, it will prepare at the time of its decision, where applicable and in accordance with the law and regulations, an additional report describing the definitive terms and conditions of the transaction and indicating its impact on the position of holders of equity instruments or securities granting access to the share capital, in particular with respect to their share in equity. This report and, where applicable, the statutory auditors' report will be made available to holders of equity instruments and securities granting access to the share capital and brought to the attention of the next Shareholders' Meeting.

For an overview of the use of authorizations previously granted by the Shareholders' Meeting, please refer to section 5.1.2 of 2015 Registration Document of Cap Gemini available at: <http://www.capgemini.com/investor/financial-report>

TWELFTH RESOLUTION

Delegation of authority to the Board of Directors, for a period of twenty-six months, to increase the share capital by a maximum amount of €1.5 billion by capitalizing additional paid-in capital, reserves, profits or other amounts

The Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings, having read the Board of Directors' report and in accordance with Articles L.225-129-2 and L.225-130 of the French Commercial Code:

1. delegates to the Board of Directors, with the power of sub-delegation to the extent authorized by law, its authority to decide share capital increases, on one or more occasions, in the proportions and at the times it sees fit, by capitalizing additional paid-in capital, reserves, profits or other amounts that may be converted into share capital under the law and the Company's bylaws and by issuing new shares or increasing the par value of existing equity instruments or by a combination of both methods;
2. resolves that the maximum par value amount of share capital increases performed pursuant to this delegation may not exceed €1.5 billion or the equivalent in any other currency or currency unit established by reference to more than one currency, it being stipulated that this ceiling will be increased, where applicable, by the par value amount of shares to be issued to preserve, in accordance with legal and regulatory provisions and, where applicable, any contractual terms stipulating other cases where adjustment is necessary, the rights of holders of securities or other rights granting access to the share capital;
3. in the event the Board of Directors uses this delegation of authority, delegates to the Board full powers, with the power of sub-delegation to the extent authorized by law, to implement this delegation, and in particular to:
 - determine the amount and nature of sums to be capitalized, set the number of new equity instruments to be issued and/or the

amount by which the par value of existing equity instruments will be increased and decide the date, which may be retroactive, from which the new equity instruments will rank for dividends or the increase in the par value of existing equity instruments will take effect,

- decide in the event of a free allocation of equity instruments that fractional rights will not be negotiable or transferable and that the corresponding equity instruments will be sold in accordance with the methods determined by the Board of Directors, it being specified that the sale and allocation of the sales proceeds must be performed within the time period set by Article R.225-130 of the French Commercial Code,
 - set terms enabling the preservation, where applicable, of the rights of holders of securities or other rights granting access to the share capital (including by means of cash adjustments),
 - duly record completion of each share capital increase and make the corresponding amendments to the bylaws,
 - generally, enter into all agreements, take all measures and accomplish all formalities for the issue, listing and financial administration of securities issued by virtue of this delegation and for the exercise of the rights attached thereto;
4. resolves that the Board of Directors may not, without prior authorization of a Shareholders' Meeting, use this delegation following a third party public offer for the Company's shares, until the end of the offer period;
 5. grants this delegation for a period of twenty-six months as from the date of this Shareholders' Meeting;
 6. takes due note that this delegation supersedes from this date, in the amount of any unused portion, the delegation granted by the 21st resolution adopted by the Shareholders' Meeting of May 7, 2014.

THIRTEENTH RESOLUTION

Delegation of authority to the Board of Directors, for a period of twenty-six months to issue, with retention of pre-emptive subscription rights, ordinary shares and/or securities granting access to the Company's share capital, immediately or in the future

The Shareholders' Meeting, voting in accordance with quorum and majority rules for Extraordinary Shareholders' Meetings, having read the Board of Directors' report and the statutory auditors' special report and in accordance with Articles L.225-129 *et seq.* of the French Commercial Code and particularly Articles L.225-129, L.225-129-2, L.225-132 to L.225-134 and L.228-91 *et seq.* of the French Commercial Code:

1. delegates to the Board of Directors, with the power of sub-delegation to the extent authorized by law, its authority to decide a share capital increase, on one or more occasions, in France or abroad, in the proportions and at the times it sees fit, with retention of pre-emptive subscription rights, in euros or in any other currency or currency unit established by reference to more than one currency, with or without a share premium, whether for valuable consideration or without consideration, by

issuing (i) shares of the Company (excluding preference shares), or (ii) securities governed by Articles L.228-92 paragraph 1, L.228-93 paragraphs 1 and 3 or L.228-94 paragraph 2 of the French Commercial Code granting access, immediately or in the future, at any time or at fixed dates, by subscription, conversion, exchange, redemption, presentation of a warrant or any other means, to the share capital of the Company or other companies (including companies in which the Company owns directly or indirectly more than half the share capital), it being stipulated that the shares and other securities may be subscribed in cash, by offset of debt, or by capitalizing reserves, profits or additional paid-in capital;

2. resolves to set the following limits on authorized share capital increases in the event of use by the Board of Directors of this delegation of authority:
 - the maximum par value amount of immediate and/or future share capital increases that may be carried out under this delegation is set at €550 million or the equivalent in any other currency or currency unit established by reference

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- to more than one currency, it being stipulated that the maximum aggregate par value amount of increases in the Company's share capital made under this delegation and under those delegations granted by the 14th, 15th, 16th, 17th and 18th resolutions of this Shareholders' Meeting is set at €550 million or the equivalent in any other currency or currency unit established by reference to more than one currency,
 - added to those ceilings will be the par value amount of any shares to be issued to preserve, in accordance with legal and regulatory provisions and, where applicable, any contractual terms stipulating other cases where adjustment is necessary, the rights of holders of securities or other rights granting access to the share capital,
 - in the case of a share capital increase by capitalizing additional paid-in capital, reserves, profits or other amounts and allocating free shares during the period of validity of this delegation, the above ceilings will be adjusted based on the ratio between the number of shares issued and outstanding before and after the transaction;
- 3.** resolves to set the following limits on authorized debt instruments on the issue of securities representing debt instruments granting access, immediately or in the future, to the share capital of the Company or other companies:
- the maximum nominal value of debt instruments that may be issued immediately or in the future under this delegation is set at €7.5 billion or the equivalent in any other currency or currency unit established by reference to more than one currency at the issue date, it being stipulated that the maximum aggregate nominal value of debt instruments that may be issued under this delegation and under those delegations granted by the 14th, 15th, 16th, 17th and 18th resolutions of this Shareholders' Meeting is set at €7.5 billion or the equivalent in any other currency or currency unit established by reference to more than one currency,
 - these limits will be increased, where applicable, for any redemption premium above par,
 - these limits are independent of the amount of any debt instrument issues decided or authorized by the Board of Directors in accordance with Articles L.228-36-A, L.228-40, L.228-92 paragraph 3, L.228-93 paragraph 6 and L.228-94 paragraph 3 of the French Commercial Code;
- 4.** in the event the Board of Directors uses this delegation:
- resolves that the issue(s) will be reserved in priority for shareholders, who may subscribe pursuant to their priority rights in proportion to the number of shares owned by them at that time,
 - takes due note that the Board of Directors has the option of instituting pro-rated subscription rights,
 - takes due note that this delegation of authority involves the waiver by shareholders, in favor of holders of securities issued granting access to the Company's share capital, of their preemptive subscription rights to the shares to which these securities will grant entitlement immediately or in the future,
 - takes due note that, in accordance with Article L.225-134 of the French Commercial Code, if subscriptions as of right and any pro-rated subscriptions do not absorb the entire issue, the Board of Directors may use, in the conditions provided by law and in the order it sees fit, any or all of the options listed below:
 - allocate at its discretion some or all of the shares or in the case of securities granting access to the share capital, securities, whose issue has been decided but have not been subscribed,
 - offer to the public, on the French market or on a foreign market, some or all of the unsubscribed shares or in the case of securities granting access to the share capital, securities,
 - generally limit the share capital increase to the amount of subscriptions received, provided, in the case of issues of shares or securities where the primary instrument is a share, that the share capital increase reaches at least three-quarters of the amount of the share capital increase initially decided after the use, where applicable, of the above-two options,
 - resolves that share subscription warrants may also be issued without consideration to holders of existing shares, it being stipulated that fractional allotment rights and the corresponding securities will be sold under the conditions set in Article L.228-6-1 of the French Commercial Code;
- 5.** resolves that the Board of Directors shall have full powers, with the power of sub-delegation to the extent authorized by law, to implement this delegation of authority, and in particular to:
- decide the issue of shares and/or securities granting access to the share capital, immediately or in the future,
 - determine the amount of the issue, the issue price and the amount of any premium that may be required on issue,
 - determine the dates and terms of the issue, the nature, number and characteristics of the shares and/or securities to be issued,
 - for issues of debt instruments, set all the terms and conditions of these securities (particularly their term, which may or may not be fixed, whether they are subordinated and their remuneration) and amend, during the life of these securities, the above terms and conditions, in compliance with applicable formalities,
 - set the terms, where applicable, for the exercise of rights (rights to conversion, exchange or redemption as the case may be, including by delivery of Company assets) attached to shares or securities granting access to shares to be issued, and in particular set the date, which may be retroactive, from which the new shares will rank for dividend, and all other terms and conditions for the completion of the share capital increase,
 - set the terms on which the Company, where applicable, will have the option of purchasing or exchanging on the stock market, at any time or during specified periods, securities issued or to be issued, whether or not such purchase or exchange is performed with a view to cancellation in accordance with legal provisions,
 - at its sole discretion, offset the share issue costs against the related premiums and deduct from such premiums the sums necessary to increase the legal reserve,

- determine and make all adjustments to take account of the impact of transactions in the share capital or equity of the Company, in particular in the event of a change in the par value of the share, a share capital increase by capitalizing reserves, profits or additional paid-in capital, a free share allocation, a stock split or reverse stock split, a distribution of dividends, reserves, additional paid-in capital or any other assets, a share capital redemption, or any other transaction impacting share capital or equity (including in the case of a public offer for the Company's shares and/or a change in control) and set all other terms enabling the preservation, where applicable, of the rights of holders of securities or other rights granting access to the share capital (including by means of cash adjustments),
 - duly record completion of each share capital increase and make the corresponding amendments to the bylaws,
 - generally, enter into all agreements, in particular to ensure completion of the proposed issues, take all measures and accomplish all formalities for the issue, listing and financial administration of securities issued by virtue of this delegation and for the exercise of the rights attached thereto;
- 6. takes due note that, in the event the Board of Directors uses the delegation of authority granted pursuant to this resolution, the Board of Directors will report to the next Ordinary Shareholders' Meeting, in accordance with the law and regulations, on the use made of the authorizations conferred in this resolution;
 - 7. resolves that the Board of Directors may not, without prior authorization of a Shareholders' Meeting, use this delegation following a third party public offer for the Company's shares, until the end of the offer period;
 - 8. grants this delegation for a period of twenty-six months as from the date of this Shareholders' Meeting;
 - 9. takes due note that this delegation supersedes from this date, in the amount of any unused portion, the delegation granted by the 23rd resolution adopted by the Shareholders' Meeting of May 7, 2014.

FOURTEENTH RESOLUTION

Delegation of authority to the Board of Directors, for a period of twenty-six months to issue, by way of a public offer with cancellation of pre-emptive subscription rights, ordinary shares and/or securities granting access to the Company's share capital, immediately or in the future

The Shareholders' Meeting, voting in accordance with quorum and majority rules for Extraordinary Shareholders' Meetings, having read the Board of Directors' report and the statutory auditors' special report and in accordance with Articles L.225-129, L.225-129-2, L.225-135, L.225-136, L.225-148 and L.228-91 *et seq.* of the French Commercial Code:

1. delegates to the Board of Directors, with the power of sub-delegation to the extent authorized by law, its authority to decide a share capital increase, on one or more occasions, in France or abroad, in the proportions and at the times it sees fit, with cancellation of pre-emptive subscription rights and by public offer, in euros or in any other currency or currency unit established by reference to more than one currency, with or without a share premium, whether for valuable consideration or without consideration, by issuing (i) shares of the Company (excluding preference shares), or (ii) securities governed by Articles L.228-92 paragraph 1, L.228-93 paragraphs 1 and 3 or L.228-94 paragraph 2 of the French Commercial Code granting access, immediately or in the future, at any time or at fixed dates, by subscription, conversion, exchange, redemption, presentation of a warrant or any other means, to the share capital of the Company or other companies (including companies in which the Company owns directly or indirectly more than half the share capital), it being stipulated that the shares and other securities may be subscribed in cash, by offset of debt, or by capitalizing reserves, profits or additional paid-in capital. Such securities may be issued in particular as consideration for securities meeting the conditions laid down in Article L.225-148 of the French Commercial Code that may be contributed to the Company in connection with a public exchange offer initiated by the Company in France or abroad under local rules (for example in connection with a reverse merger);
2. delegates to the Board of Directors, with the power of sub-delegation to the extent authorized by law, its authority to decide issues of shares or securities granting access to the Company's share capital to be carried out further to the issue, by companies in which the Company directly or indirectly owns more than half the share capital, of securities granting access to the Company's share capital. This decision involves the waiver by shareholders, in favor of holders of securities that may be issued by companies of the Company's group, of their pre-emptive subscription rights to the shares or securities granting access to the Company's share capital to which these securities grant entitlement;
3. resolves to set the following limits on authorized share capital increases in the event of use by the Board of Directors of this delegation:
 - the maximum par value amount of immediate and/or future share capital increases that may be carried out under this delegation is set at €137 million or the equivalent in any other currency or currency unit established by reference to more than one currency, it being stipulated that this amount will count towards the overall ceiling for share capital increases set in paragraph 2 of the 13th resolution of this Shareholders' Meeting or, as the case may be, towards any overall ceiling stipulated by a resolution of the same kind that may supersede said resolution during the period of validity of this delegation,
 - added to those ceilings will be the par value amount of any shares to be issued to preserve, in accordance with legal and regulatory provisions and, where applicable, any contractual terms stipulating other cases where adjustment is necessary, the rights of holders of securities or other rights granting access to the share capital,

- in the case of a share capital increase by capitalizing additional paid-in capital, reserves, profits or other amounts and allocating free shares during the period of validity of this delegation, the above ceilings will be adjusted based on the ratio between the number of shares issued and outstanding before and after the transaction;
- 4. resolves to set the following limits on authorized debt instruments on the issue of securities representing debt instruments granting access, immediately or in the future, to the share capital of the Company or other companies:
 - the maximum nominal value of debt instruments that may be issued immediately or in the future under this delegation is set at €2.5 billion or the equivalent in any other currency or currency unit established by reference to more than one currency at the issue date, it being stipulated that this amount will count towards the overall ceiling set in paragraph 3 of the 13th resolution of this Shareholders' Meeting or, as the case may be, towards any overall ceiling stipulated by a resolution of the same kind that may supersede said resolution during the period of validity of this delegation,
 - these limits will be increased, where applicable, for any redemption premium above par,
 - these limits are independent of the amount of any debt instrument issues decided or authorized by the Board of Directors in accordance with Articles L.228-36-A, L.228-40, L.228-92 paragraph 3, L.228-93 paragraph 6 and L.228-94 paragraph 3 of the French Commercial Code;
- 5. resolves to cancel shareholders' pre-emptive subscription rights in respect of the securities covered by this resolution, whilst however giving the Board of Directors discretion pursuant to Article L.225-135, paragraph 5 of the French Commercial Code to grant shareholders, for a period and on terms to be set by the Board of Directors in compliance with applicable laws and regulations, and for all or part of any issue that may be carried out, a priority subscription period that does not give rise to negotiable rights and which must be exercised in proportion to the quantity of shares owned by each shareholder and which may be supplemented by an application to subscribe for shares on a pro-rated basis, it being stipulated that securities not thus subscribed will be offered to the public in France or abroad;
- 6. resolves that if subscriptions, including where applicable by shareholders, do not absorb the entire issue, the Board of Directors may limit the issue to the amount of subscriptions received, provided, in the case of issues of shares or securities where the primary instrument is a share, that the share capital increase reaches at least three-quarters of the amount of the issue decided;
- 7. takes due note that this delegation involves the waiver by shareholders, in favor of holders of securities issued granting access to the Company's share capital, of their pre-emptive subscription rights to the shares to which these securities will grant entitlement;
- 8. takes due note that, in accordance with Article L.225-136 1° paragraph 1 of the French Commercial Code:
 - the issue price of shares issued directly will be at least equal to the minimum stipulated by applicable regulations at the date of the issue (currently, the weighted average price of the Company's share on the Euronext Paris regulated market during the three trading days preceding the date on which the price is set, less 5%) after making any adjustments to that average in the event of differences in dividend ranking dates,
 - the issue price of securities granting access to the share capital and the number of shares to which conversion, redemption or more generally transformation of each security granting access to the share capital would confer entitlement will be such that the amount received immediately by the Company plus any amount to be received subsequently by the Company will, for each share issued as a consequence of the issue of such securities, be at least equal to the minimum subscription price defined in the previous paragraph;
- 9. resolves that the Board of Directors shall have full powers, with the power of sub-delegation to the extent authorized by law, to implement this delegation of authority, and in particular:
 - decide the issue of shares and/or securities granting access to the share capital, immediately or in the future,
 - determine the amount of the issue, the issue price and the amount of any premium that may be required on issue,
 - determine the dates and terms of the issue, the nature, number and characteristics of the shares and/or securities to be issued,
 - for issues of debt instruments, set all the terms and conditions of these securities (particularly their term, which may or may not be fixed, whether they are subordinated and their remuneration) and amend, during the life of these securities, the above terms and conditions, in compliance with applicable formalities,
 - set the terms, where applicable, for the exercise of rights (rights to conversion, exchange or redemption as the case may be, including by delivery of Company assets) attached to shares or securities granting access to shares to be issued, and in particular set the date, which may be retroactive, from which the new shares will rank for dividend, and all other terms and conditions for the completion of the share capital increase,
 - set the terms on which the Company, where applicable, will have the option of purchasing or exchanging on the stock market, at any time or during specified periods, securities issued or to be issued, whether or not such purchase or exchange is performed with a view to cancellation, in accordance with legal provisions,
 - in the event of an issue of securities intended as consideration for securities contributed to the Company in connection with a public offer with an exchange component (public exchange offer), draw up a list of securities contributed to the exchange, set the conditions of the issue, the exchange ratio and the amount of any cash portion to be paid as an exception to the method for determining the price set in paragraph 8 of this resolution, and determine the terms of the issue in connection with a public exchange offer, or an alternative cash or exchange offer, or a single offer to purchase or exchange the securities in question in return for payment in securities and cash, or a principal public cash offer or public exchange offer accompanied by a subsidiary public exchange offer or public cash offer, or any other form of public offer in compliance with the laws and regulations applicable to public offers,

6. Report of the Board of Directors on the Draft resolution

Resolutions presented at the Extraordinary Shareholders' Meeting

- at its sole discretion, offset the share issue costs against the related premiums and deduct from such premiums the sums necessary to increase the legal reserve,
 - determine and make all adjustments to take account of the impact of transactions in the share capital or equity of the Company, in particular in the event of a change in the par value of the share, a share capital increase by capitalizing reserves, profits or additional paid-in capital, a free share allocation, a stock split or reverse stock split, a distribution of dividends, reserves, additional paid-in capital or any other assets, a share capital redemption, or any other transaction impacting share capital or equity (including in the case of a public offer for the Company's shares and/or a change in control) and set all other terms enabling the preservation, where applicable, of the rights of holders of securities or other rights granting access to the share capital (including by means of cash adjustments),
 - duly record completion of each share capital increase and make the corresponding amendments to the bylaws,
 - generally, enter into all agreements, in particular to ensure completion of the proposed issues, take all measures and accomplish all formalities for the issue, listing and financial administration of securities issued by virtue of this delegation and for the exercise of the rights attached thereto;
- 10.** resolves that the Board of Directors may not, without prior authorization of a Shareholders' Meeting, use this delegation following a third party public offer for the Company's shares, until the end of the offer period;
- 11.** takes due note that, in the event the Board of Directors uses the delegation of authority granted pursuant to this resolution, the Board of Directors will report to the next Ordinary Shareholders' Meeting, in accordance with the law and regulations, on the use made of the authorizations conferred in this resolution;
- 12.** grants this delegation for a period of twenty-six months as from the date of this Shareholders' Meeting;
- 13.** takes due note that this delegation supersedes from this date, in the amount of any unused portion, the delegations granted by the 24th and 29th resolutions adopted by the Shareholders' Meeting of May 7, 2014.

FIFTEENTH RESOLUTION

Delegation of authority to the Board of Directors, for a period of twenty-six months to issue, by way of a private placement with cancellation of pre-emptive subscription rights, ordinary shares and/or securities granting access to the Company's share capital, immediately or in the future

The Shareholders' Meeting, voting in accordance with quorum and majority rules for Extraordinary Shareholders' Meetings, having read the Board of Directors' report and the statutory auditors' special report and in accordance with Articles L.225-129, L.225-129-2, L.225-135, L.225-136 and L.228-91 *et seq.* of the French Commercial Code and Article L.411-2 II of the French Monetary and Financial Code (Code monétaire et financier):

- 1.** delegates to the Board of Directors, with the power of sub-delegation to the extent authorized by law, its authority to decide a share capital increase, on one or more occasions, in France or abroad, in the proportions and at the times it sees fit, with cancellation of pre-emptive subscription rights and by way of a private placement governed by Article L.411-2 II of the French Monetary and Financial Code, in euros or in any other currency or currency unit established by reference to more than one currency, with or without a share premium, whether for valuable consideration or without consideration, by issuing (i) shares of the Company (excluding preference shares), or (ii) securities governed by Articles L.228-92 paragraph 1, L.228-93 paragraphs 1 and 3 or L.228-94 paragraph 2 of the French Commercial Code granting access, immediately or in the future, at any time or at fixed dates, by subscription, conversion, exchange, redemption, presentation of a warrant or any other means, to the share capital of the Company or other companies (including companies in which the Company owns directly or indirectly more than half the share capital), it being stipulated that the shares and other securities may be subscribed in cash, by offset of debt, or by capitalizing reserves, profits or additional paid-in capital;
- 2.** delegates to the Board of Directors, with the power of sub-delegation to the extent authorized by law, its authority to decide issues of shares or securities granting access to the Company's share capital to be carried out further to the issue, by companies in which the Company directly or indirectly owns more than half the share capital, of securities granting access to the Company's share capital.
- This decision involves the waiver by shareholders, in favor of holders of securities that may be issued by companies of the Company's group, of their pre-emptive subscription rights to the shares or securities granting access to the Company's share capital to which these securities grant entitlement;
- 3.** resolves to set the following limits on authorized share capital increases in the event of use by the Board of Directors of this delegation:
- the maximum par value amount of immediate and/or future share capital increases that may be carried out under this delegation is set at €137 million or the equivalent in any other currency or currency unit established by reference to more than one currency (without exceeding the limits set by applicable regulations at the time of the issue, *i.e.* currently 20% of the share capital per year), it being stipulated that this amount will count towards the par value ceiling for share capital increases with cancellation of pre-emptive subscription rights set in paragraph 3 of the 14th resolution of this Shareholders' Meeting and towards the overall ceiling set in paragraph 2 of the 13th resolution or, as the case may be, towards any ceilings stipulated by resolutions of the same kind that may supersede said resolutions during the period of validity of this delegation,

- added to those ceilings will be the par value amount of any shares to be issued to preserve, in accordance with legal and regulatory provisions and, where applicable, any contractual terms stipulating other cases where adjustment is necessary, the rights of holders of securities or other rights granting access to the share capital,
 - in the case of a share capital increase by capitalizing additional paid-in capital, reserves, profits or other amounts and allocating free shares during the period of validity of this delegation, the above ceilings will be adjusted based on the ratio between the number of shares issued and outstanding before and after the transaction;
4. resolves to set the following limits on authorized debt instruments on the issue of securities representing debt instruments granting access, immediately or in the future, to the share capital of the Company or other companies:
 - the maximum nominal value of debt instruments that may be issued immediately or in the future under this delegation is set at €2.5 billion or the equivalent in any other currency or currency unit established by reference to more than one currency at the issue date, it being stipulated that this amount will count towards the ceiling set in paragraph 4 of the 14th resolution and the overall ceiling set in paragraph 3 of the 13th resolution of this Shareholders' Meeting or, as the case may be, towards any ceilings stipulated by resolutions of the same kind that may supersede said resolutions during the period of validity of this delegation,
 - these limits will be increased, where applicable, for any redemption premium above par,
 - these limits are independent of the amount of any debt instrument issue decided or authorized by the Board of Directors in accordance with Articles L.228-36-A, L.228-40, L.228-92 paragraph 3, L.228-93 paragraph 6 and L.228-94 paragraph 3 of the French Commercial Code;
 5. resolves to cancel shareholders' pre-emptive subscription rights in respect of the securities covered by this resolution;
 6. resolves that if subscriptions, including where applicable by shareholders, do not absorb the entire issue, the Board of Directors may limit the issue to the amount of subscriptions received, provided, in the case of issues of shares or securities where the primary instrument is a share, that the share capital increase reaches at least three-quarters of the amount of the issue decided;
 7. takes due note that this delegation involves the waiver by shareholders, in favor of holders of securities issued granting access to the Company's share capital, of their pre-emptive subscription rights to the shares to which these securities will grant entitlement;
 8. takes due note that, in accordance with Article L.225-136 1° paragraph 1 of the French Commercial Code:
 - the issue price of shares issued directly will be at least equal to the minimum stipulated by applicable regulations at the date of the issue (currently, the weighted average price of the Company's share on the Euronext Paris regulated market during the three trading days preceding the date on which the price is set, less 5%) after making any adjustments to that average in the event of differences in dividend ranking dates,
 - the issue price of securities granting access to the share capital and the number of shares to which conversion, redemption or more generally transformation of each security granting access to the share capital would confer entitlement will be such that the amount received immediately by the Company plus any amount to be received subsequently by the Company will, for each share issued as a consequence of the issue of such securities, be at least equal to the minimum subscription price defined in the previous paragraph;
 9. resolves that the Board of Directors shall have full powers, with the power of sub-delegation to the extent authorized by law, to implement this delegation of authority, and in particular:
 - decide the issue of shares and/or securities granting access to the share capital, immediately or in the future,
 - determine the amount of the issue, the issue price and the amount of any premium that may be required on issue,
 - determine the dates and terms of the issue, the nature, number and characteristics of the shares and/or securities to be issued,
 - for issues of debt instruments, set all the terms and conditions of these securities (particularly their term, which may or may not be fixed, whether they are subordinated and their remuneration) and amend, during the life of these securities, the above terms and conditions, in compliance with applicable formalities,
 - set the terms, where applicable, for the exercise of rights (rights to conversion, exchange or redemption as the case may be, including by delivery of Company assets) attached to shares or securities granting access to shares to be issued, and in particular set the date, which may be retroactive, from which the new shares will rank for dividend, and all other terms and conditions for the completion of the share capital increase,
 - set the terms on which the Company, where applicable, will have the option of purchasing or exchanging on the stock market, at any time or during specified periods, securities issued or to be issued, whether or not such purchase or exchange is performed with a view to cancellation, in accordance with legal provisions,
 - at its sole discretion, offset the share issue costs against the related premiums and deduct from such premiums the sums necessary to increase the legal reserve,

- determine and make all adjustments to take account of the impact of transactions in the share capital or equity of the Company, in particular in the event of a change in the par value of the share, a share capital increase by capitalizing reserves, profits or additional paid-in capital, a free share allocation, a stock split or reverse stock split, a distribution of dividends, reserves, additional paid-in capital or any other assets, a share capital redemption, or any other transaction impacting share capital or equity (including in the case of a public offer for the Company's shares and/or a change in control) and set all other terms enabling the preservation, where applicable, of the rights of holders of securities or other rights granting access to the share capital (including by means of cash adjustments),
 - duly record completion of each share capital increase and make the corresponding amendments to the bylaws,
 - generally, enter into all agreements, in particular to ensure completion of the proposed issues, take all measures and accomplish all formalities for the issue, listing and financial administration of securities issued by virtue of this delegation and for the exercise of the rights attached thereto;
- 10. resolves that the Board of Directors may not, without prior authorization of a Shareholders' Meeting, use this delegation following a third party public offer for the Company's shares, until the end of the offer period;
 - 11. takes due note that, in the event the Board of Directors uses the delegation of authority granted pursuant to this resolution, the Board of Directors will report to the next Ordinary Shareholders' Meeting, in accordance with the law and regulations, on the use made of the authorizations conferred in this resolution;
 - 12. grants this delegation for a period of twenty-six months as from the date of this Shareholders' Meeting;
 - 13. takes due note that this delegation supersedes from this date, in the amount of any unused portion, the delegation granted by the 25th resolution adopted by the Shareholders' Meeting of May 7, 2014.

SIXTEENTH RESOLUTION

Authorization to the Board of Directors, on the issue of ordinary shares or securities granting access to the Company's share capital with cancellation of pre-emptive subscription rights, to set the issue price in accordance with the terms set by the Shareholders' Meeting, up to a maximum of 10% of the share capital per twelve-month period

The Shareholders' Meeting, voting in accordance with quorum and majority rules for Extraordinary Shareholders' Meetings, having read the Board of Directors' report and the statutory auditors' special report and in accordance with Article L.225-136 1°, paragraph 2, of the French Commercial Code:

1. authorizes the Board of Directors, with the power of sub-delegation to the extent authorized by law, in the case of a share capital increase by way of an issue with cancellation of pre-emptive subscription rights pursuant to the 14th and 15th resolutions of this Shareholders' Meeting, to set the issue price as follows:
 - the issue price of shares will be at least equal to the lower of the average price of the share on the Euronext Paris regulated market, weighted for trading volumes on the last trading day preceding the setting of the issue price and the average price of the share on the Euronext Paris regulated market, weighted for trading volumes on the trading day when the issue price is set, in both cases potentially reduced by a discount of up to 5%,
2. resolves that the par value amount of share capital increases that may be performed immediately or in the future pursuant to this authorization is set, in accordance with the law, at 10% of the share capital per 12-month period (it being stipulated that this limit will be assessed at the date of the decision to issue shares and/or securities granting access to the share capital);
3. takes due note that, in the event the Board of Directors uses this authorization, it will prepare an additional report, certified by the statutory auditors, describing the definitive terms of the transaction and providing information enabling an assessment of the effective impact on shareholder positions.

SEVENTEENTH RESOLUTION

Delegation of authority to the Board of Directors, for a period of twenty-six months, to increase the number of shares to be issued in the event of a share capital increase (through the issue of ordinary shares and/or of securities granting access to the share capital immediately or in the future) with retention or cancellation of pre-emptive subscription rights and with a "green shoe" option, where subscription requests exceed the number of securities on offer

The Shareholders' Meeting, voting in accordance with quorum and majority rules for Extraordinary Shareholders' Meetings, having read the Board of Directors' report and the statutory auditors' special report and in accordance with Articles L.225-129-2 and L.225-135-1 of the French Commercial Code:

1. delegates to the Board of Directors, with the power of sub-delegation to the extent authorized by law, its authority to decide to increase the number of shares to be issued in the event of a share capital increase (through the issue of ordinary shares and/or of securities granting access to the share capital immediately or in the future) with retention or cancellation of pre-emptive subscription rights, at the same price as that of the initial issue, within the limits as to time and quantity specified in applicable regulations at the date of the issue (currently, within thirty days of the closure of subscriptions and up to a maximum of 15% of the initial issue), in particular with a view to granting a greenshoe option in accordance with market practices;

2. resolves that the par value amount of share capital increases decided pursuant to this resolution shall count towards the ceiling stipulated in the resolution pursuant to which the initial issue is decided and the overall ceiling set in paragraph 2 of the 13th resolution of this Shareholders' Meeting and that the nominal value of debt instruments issued pursuant to this resolution shall count towards the ceiling stipulated in the resolution pursuant to which the initial issue is decided and the overall ceiling set in paragraph 3 of the 13th resolution of this Shareholders' Meeting or, as the case may be, towards the ceilings stipulated by resolutions of the same kind that may supersede said resolutions during the period of validity of this delegation;
3. resolves that the Board of Directors may not, without prior authorization of a Shareholders' Meeting, use this delegation following a third party public offer for the Company's shares, until the end of the offer period;
4. grants this delegation for a period of twenty-six months as from the date of this Shareholders' Meeting;
5. takes due note that this delegation supersedes from this date, in the amount of any unused portion, the delegation granted by the 27th resolution adopted by the Shareholders' Meeting of May 7, 2014.

EIGHTEENTH RESOLUTION

Authorization to the Board of Directors, for a period of 26 months, to issue ordinary shares and/or securities granting access to the Company's share capital immediately or in the future, in consideration for contributions in kind to the Company of shares or securities granting access to share capital, up to a maximum of 10% of the share capital

The Shareholders' Meeting, voting in accordance with quorum and majority rules for Extraordinary Shareholders' Meetings, having read the Board of Directors' report and the statutory auditors' special report and in accordance with Articles L.225-129, L.225-129-2, L.225-147 and L.228-91 *et seq.* of the French Commercial Code:

1. authorizes the Board of Directors, with the power of sub-delegation to the extent authorized by law, to perform a share capital increase, on one or more occasions, by issuing (i) shares of the Company (excluding preference shares), or (ii) securities governed by Articles L.228-92 paragraph 1, L.228-93 paragraphs 1 and 3 or L.228-94 paragraph 2 of the French Commercial Code granting access, immediately or in the future, at any time or at fixed dates, by subscription, conversion, exchange, redemption, presentation of a warrant or any other means, to the share capital of the Company or other companies (including companies in which the Company owns directly or indirectly more than half the share capital), as consideration for assets transferred to the Company comprising equity instruments or securities granting access to share capital, in cases where Article L.225-148 of the French Commercial Code does not apply;
2. resolves to set the following limits on authorized share capital increases in the event of use by the Board of Directors of this authorization:

- the maximum par value amount of immediate and/or future share capital increases that may be carried out under this authorization is set at €137 million or the equivalent in any other currency or currency unit established by reference to more than one currency (without exceeding the limits set by applicable regulations at the time of the issue, *i.e.* currently 10% of the share capital), it being stipulated that this amount will count towards the par value ceiling for share capital increases with cancellation of pre-emptive subscription rights authorized by this Shareholders' Meeting in paragraph 3 of the 14th resolution and towards the overall ceiling set in paragraph 2 of the 13th resolution or, as the case may be, towards the ceilings stipulated by resolutions of the same kind that may supersede said resolutions during the period of validity of this authorization,
- added to those ceilings will be the par value amount of any shares to be issued to preserve, in accordance with legal and regulatory provisions and, where applicable, any contractual terms stipulating other cases where adjustment is necessary, the rights of holders of securities or other rights granting access to the share capital,
- in the case of a share capital increase by capitalizing additional paid-in capital, reserves, profits or other amounts and allocating free shares during the period of validity of this delegation, the above ceilings will be adjusted based on the ratio between the number of shares issued and outstanding before and after the transaction;

3. resolves to set the following limits on authorized debt instruments on the issue of securities representing debt instruments granting access, immediately or in the future, to the share capital of the Company or other companies:
 - the maximum nominal value of debt instruments that may be issued immediately or in the future under this authorization is set at €2.5 billion or the equivalent in any other currency or currency unit established by reference to more than one currency at the issue date, it being stipulated that this amount will count towards the ceiling set in paragraph 4 of the 14th resolution and the overall ceiling set in paragraph 3 of the 13th resolution of this Shareholders' Meeting or, as the case may be, towards any ceilings stipulated by resolutions of the same kind that may supersede said resolutions during the period of validity of this authorization,
 - these limits will be increased, where applicable, for any redemption premium above par,
 - these limits are independent of the amount of any debt instrument issues decided or authorized by the Board of Directors in accordance with Articles L.228-36-A, L.228-40, L.228-92 paragraph 3, L.228-93 paragraph 6 and L.228-94 paragraph 3 of the French Commercial Code;
4. resolves that the Board of Directors shall have full powers, with the power of sub-delegation to the extent authorized by law, to implement this delegation of authority, and in particular:
 - decide the issue of shares and/or securities granting access to the share capital, immediately or in the future, in consideration of assets transferred,
 - draw up a list of the equity instruments and securities granting access to the share capital transferred to the Company, approve the valuation of the contributions in kind, set the terms of issues of shares and/or securities performed in consideration for said contributions and the amount of any cash portion to be paid, approve the grant of any specific benefits and reduce, if the contributors agree, the valuation of contributions or the remuneration of specific benefits,
 - determine the terms and conditions of shares and/or securities presented in consideration for contributions in kind and amend, during the life of these securities, the above terms and conditions, in compliance with applicable formalities,
 - determine and make all adjustments to take account of the impact of transactions in the share capital or equity of the Company, in particular in the event of a change in the par value of the share, a share capital increase by capitalizing reserves, profits or additional paid-in capital, a free share allocation, a stock split or reverse stock split, a distribution of dividends, reserves, additional paid-in capital or any other assets, a share capital redemption, or any other transaction impacting share capital or equity (including in the case of a public offer for the Company's shares and/or a change in control) and set all other terms enabling the preservation, where applicable, of the rights of holders of securities or other rights granting access to the share capital (including by means of cash adjustments),
 - at its sole discretion, offset the share issue costs against the related premiums and deduct from such premiums the sums necessary to increase the legal reserve,
 - duly record completion of each share capital increase and make the corresponding amendments to the bylaws,
 - generally, take all measures and accomplish all formalities for the issue, listing and financial administration of securities issued by virtue of this authorization and for the exercise of the rights attached thereto;
5. resolves that the Board of Directors may not, without prior authorization of a Shareholders' Meeting, use this authorization following a third party public offer for the Company's shares, until the end of the offer period;
6. grants this authorization for a period of twenty-six months as from the date of this Shareholders' Meeting;
7. takes due note that this authorization supersedes from this date, in the amount of any unused portion, the authorization granted by the 28th resolution adopted by the Shareholders' Meeting of May 7, 2014.

NINETEENTH RESOLUTION

Delegation of powers to the Board of Directors, for a period of twenty-six months, to issue, with cancellation of pre-emptive subscription rights, ordinary shares and/or securities granting access to the Company's share capital, immediately or in the future, to members of Capgemini Group employee savings plans up to a maximum par value amount of €48 million and at a price set in accordance with the provisions of the French Labor Code

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

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

- of one or more employee savings plans (or any other plan for whose members a share capital increase may be reserved on equivalent terms under Articles L.3332-1 *et seq.* of the French Labor Code or any analogous law or regulation) implemented within a company or a group of French or non-French companies within the scope of the consolidated or combined financial statements of the Company pursuant to Article L.3344-1 of the French Labor Code, it being further stipulated that this resolution may be used to implement leveraged schemes;
2. resolves to set the following limits on authorized share capital increases in the event of use by the Board of Directors of this delegation:
 - the maximum par value amount of immediate and/or future share capital increases that may be carried out under this delegation is set at €48 million or the equivalent in any other currency or currency unit established by reference to more than one currency,
 - added to this ceiling will be the par value amount of any shares to be issued to preserve, in accordance with legal and regulatory provisions and, where applicable, any contractual terms stipulating other cases where adjustment is necessary, the rights of holders of securities or other rights granting access to the share capital,
 - in the case of a share capital increase by capitalizing additional paid-in capital, reserves, profits or other amounts and allocating free shares during the period of validity of this delegation, the above ceiling will be adjusted based on the ratio between the number of shares issued and outstanding before and after the transaction;
 3. resolves that the issue price of the new shares or securities granting access to the share capital will be determined in accordance with the terms set out in Articles L.3332-18 *et seq.* of the French Labor Code and will be at least equal to 80% of the Reference Price (as defined below) or 70% of the Reference Price where the lock-up period stipulated by the plan in application of Articles L.3332-25 and L.3332-26 of the French Labor Code is ten years or more; for the purposes of this paragraph the Reference Price refers to an average listed price of the Company's share on the Euronext Paris regulated market over the 20 trading days preceding the decision setting the subscription opening date for members of a company or group employee savings plan (or similar plan);
 4. authorizes the Board of Directors to allocate, without consideration, to the beneficiaries indicated above, in addition to shares or securities granting access to the share capital subscribed for cash, shares or securities granting access to the share capital to be issued or already issued in full or partial substitution of the discount in the Reference Price and/or as an employer's contribution, it being stipulated that the benefit resulting from this allocation may not exceed the applicable legal or regulatory limits;
 5. resolves to waive in favor of the aforementioned beneficiaries the pre-emptive subscription rights of shareholders to the shares and securities granting access to the share capital issued pursuant to this delegation, said shareholders also waiving, in the event of the free allocation to such beneficiaries of shares or securities granting access to the share capital, any rights to such shares or securities granting access to the share capital, including the portion of reserves, profits, or additional paid-in capital capitalized as a result of the free allocation of securities on the basis of this resolution;
 6. authorizes the Board of Directors, under the terms specified in this delegation, to sell shares as permitted under Article L.3332-24 of the French Labor Code to members of a company or group employee savings plan (or similar plan), it being stipulated that the aggregate par value amount of shares sold at a discount to members of one or more of the employee savings plans covered by this resolution will count towards the ceilings mentioned in paragraph 2 of this resolution;
 7. resolves that the Board of Directors shall have full powers to implement this delegation, with the power of sub-delegation to the extent authorized by law, within the aforementioned limits and terms, and in particular:
 - decide the issue of shares and/or securities granting access to the share capital, immediately or in the future,
 - draw up in accordance with the law a list of companies from which the beneficiaries indicated above may subscribe for shares or securities granting access to the share capital thus issued and who, where applicable, may receive free allocations of shares or securities granting access to the share capital,
 - decide that subscriptions may be made directly by beneficiaries belonging to a company or group savings plan (or similar plan), or via dedicated employee savings mutual funds (FCPE) or other vehicles or entities permitted under applicable laws and regulations,
 - for issues of debt instruments, set all the terms and conditions of these securities (particularly their term, which may or may not be fixed, whether they are subordinated and their remuneration) and amend, during the life of these securities, the above terms and conditions, in compliance with applicable formalities,
 - set the terms, where applicable, for the exercise of rights (rights to conversion, exchange or redemption as the case may be) attached to shares or securities granting access to shares to be issued, and in particular set the date, which may be retroactive, from which the new shares will rank for dividend, and all other terms and conditions for the completion of the share capital increase,
 - set the amounts of issues to be made under this authorization and in particular determine the issue prices, dates, time limits, terms and conditions of subscription, payment, delivery and date of ranking for dividend of the securities (which may be retroactive), rules for pro-rating in the event of over-subscription and any other terms and conditions of the issues, subject to prevailing legal and regulatory limits,
 - determine and make all adjustments to take account of the impact of transactions in the share capital or equity of the Company, in particular in the event of a change in the par value of the share, a share capital increase by capitalizing reserves, profits or additional paid-in capital, a free share allocation, a stock split or reverse stock split, a distribution of dividends, reserves, additional paid-in capital or any other assets, a share capital redemption, or any other transaction impacting share capital or equity (including in the case of a public offer for the Company's shares and/or a change in control) and set all other terms enabling the preservation,

- where applicable, of the rights of holders of securities or other rights granting access to the share capital (including by means of cash adjustments),
 - in the event of the free allocation of shares or securities granting access to the share capital, determine the nature and number of shares or securities granting access to the share capital to be issued, as well as their terms and conditions and the number to be granted to each beneficiary, and determine the dates, time limits, and terms and conditions of allocation of such shares or securities granting access to the share capital subject to prevailing legal and regulatory limits, and in particular choose to either wholly or partially substitute the allocation of such shares or securities granting access to the share capital for the discount in the Reference Price specified above or offset the equivalent value of such shares or securities against the total amount of the employer's contribution or a combination of both options,
 - duly record the completion of share capital increases in the amount of shares actually subscribed,
 - where applicable, offset share issue costs against the related premiums and deduct from these issue premiums the amounts necessary to bring the legal reserve to one-tenth of the new share capital after the share capital increases,
 - enter into all agreements and accomplish directly or indirectly via an agent all transactions and formalities, including formalities required following the share capital increases and the corresponding amendments to the bylaws,
 - generally, enter into all agreements, in particular to ensure completion of the proposed issues, take all measures and decisions and accomplish all formalities for the issue, listing and financial administration of securities issued by virtue of this delegation and for the exercise of the rights attached thereto or required as a result of the share capital increases,
 - decide to postpone performance of the share capital increase;
8. grants this delegation for a period of twenty-six months;
9. resolves that this delegation supersedes from this date, in the amount of any unused portion, the delegation granted by the 30th resolution adopted by the Shareholders' Meeting of May 7, 2014.

TWENTIETH RESOLUTION

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

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

1. takes due note that in certain countries legal and/or tax context can make it inadvisable or difficult to implement employee shareholding schemes directly or through a mutual fund (the active, early retired and retired employees and corporate officers referred to in Articles L.3332-1 and L.3332-2 of the French Labor Code of Capgemini Group companies whose registered offices are located in one of these countries are referred to below as "non-French Employees"; the "Capgemini Group" comprises the Company and the French and non-French companies related to the Company within the meaning of Article L.225-180 of the French Commercial Code and Article L.3344-1 *et seq.* of the French Labor Code) and that the implementation in favor of certain non-French Employees of alternative schemes to those performed pursuant to the nineteenth resolution submitted to this Shareholders' Meeting;
2. delegates to the Board of Directors, with the power of sub-delegation to the extent authorized by law, its powers to increase the share capital, on one or more occasions, in France or abroad, in the proportions and at the times it sees fit, with

cancellation of pre-emptive subscription rights, in euros or in any other currency or currency unit established by reference to more than one currency, with or without a share premium, whether for valuable consideration or without consideration, by issuing (i) shares of the Company (excluding preference shares), or (ii) securities governed by Articles L.228-92 paragraph 1, L.228-93 paragraphs 1 and 3 or L.228-94 paragraph 2 of the French Commercial Code granting access, immediately or in the future, at any time or at fixed dates, by subscription, conversion, exchange, redemption, presentation of a warrant or any other means, to the share capital of the Company, reserved for one of the following categories of beneficiary: (i) non-French Employees, (ii) employee shareholding UCITS or other vehicles, with or without a legal personality, invested in shares of the Company, where the holders of units or shares are non-French Employees, and/or (iii) any bank or entity controlled by a bank within the meaning of Article L.233-3 of the French Commercial Code that has set-up at the Company's request a structured offer for non-French employees presenting an economic profile comparable to that of an employee shareholder scheme set-up pursuant to a share capital increase performed under the preceding resolution presented to this Shareholders' Meeting;

3. resolves to set the following limits on authorized share capital increases in the event of use by the Board of Directors of this delegation:
 - the maximum par value amount of immediate and/or future share capital increases that may be carried out under this delegation is set at €48 million or the equivalent in any other currency or currency unit established by reference to more than one currency, it being stipulated that this amount will count towards the ceiling set in paragraph 2 of the 19th resolution of this Shareholders' Meeting (subject to its approval) or, as the case may be, towards any ceiling

- stipulated by a resolution of the same kind that may supersede said resolution during the period of validity of this delegation,
 - added to those ceilings will be the par value amount of any shares to be issued to preserve, in accordance with legal and regulatory provisions and, where applicable, any contractual terms stipulating other cases where adjustment is necessary, the rights of holders of securities or other rights granting access to the share capital,
 - in the case of a share capital increase by capitalizing additional paid-in capital, reserves, profits or other amounts and allocating free shares during the period of validity of this delegation, the above ceilings will be adjusted based on the ratio between the number of shares issued and outstanding before and after the transaction;
4. resolves to cancel pre-emptive subscription rights to the shares that may be issued pursuant to this delegation, in favor of the aforementioned beneficiary categories;
 5. resolves that this delegation of powers may only be used in the event of the use of the delegation granted pursuant to the 19th resolution and solely in order to achieve the objective set out in this resolution;
 6. resolves that the issue price of new shares or securities granting access to the share capital to be issued pursuant to this delegation will be set by the Board of Directors based on the listed price of the Company's share on the Euronext Paris regulated market; this price will be at least equal to an average listed price of the Company's share over the 20 trading days preceding the decision setting the subscription opening date for a share capital increase performed pursuant to the 19th resolution, less a 20% discount;
 7. resolves that the Board of Directors shall have the same powers, with the power of sub-delegation to the extent authorized by law, as those conferred on the Board of Directors by paragraph 7 of the 19th resolution (including the power to postpone performance of the share capital increase) and the power to draw up the list of beneficiaries of the cancellation of pre-emptive subscription rights within the above defined category, and the number of shares and securities granting access to the share capital to be subscribed by each beneficiary;
 8. grants this delegation for a period of eighteen months as from the date of this Shareholders' Meeting.

PRESENTATION OF 21ST RESOLUTION

AUTHORIZATION TO GRANT PERFORMANCE SHARES

Overview

Desirous to continue its motivation policy and involving employees and managers in the development of the Group, the Board of Directors is seeking a new authorization to grant additional performance shares, existing or to be issued, subject to internal and external performance conditions, during the next 18 months, (with, in the case of shares to be issued, the waiver by shareholders of their pre-emptive subscription rights in favor of the beneficiaries of the grants) up to a maximum of 1% of the share capital.

The detailed performance conditions are presented in the draft twenty-first 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 25% of shares vest if this performance is equal to that of the basket and the maximum 50% of shares vest if this performance is 110% or more of that of the basket.

Compared with the previous authorization granted by the Shareholders' Meeting of May 6, 2015, implementation of which is reported on in the Group Management Report presented in the 2015 Registration Document ("Performance share grants", page 228, Section 5.1.4 of the Registration Document), the Board of Directors proposes to extend by one year the minimum vesting period for shares, thereby responding favorably to the request by investors.

It is recalled that in 2015, the assessment period for the external performance condition was already increased from two to

three years, in order to have internal and external performance conditions covering a minimum period of three years.

Should the Board of Directors set a lock-in period for vested shares, this period would not be less than one year.

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, 2016 to December 31, 2018, 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 are now undertaken at the same calendar periods and will be decided by either the Board of Directors' meeting held at the end of July or the following meeting.

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

The use by the Board of Directors of previous resolutions for the grant of performance shares is presented in the Group Management Report ("Performance share grants", page 228, Section 5.1.4, of the 2015 Registration Document).

TWENTY-FIRST RESOLUTION

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

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

1. authorizes the Board of Directors, with the power of sub-delegation to the extent authorized by law – subject to the achievement of the performance conditions defined in paragraph 4 of this resolution and for a total number of shares not exceeding 1% of the share capital at the date of the decision (this maximum number of shares being referred to hereafter by the letter "N") – to allocate shares of the Company (existing or to be issued), to employees of the Company and employees and corporate officers of its French and non-French subsidiaries; in the case of a share capital increase by capitalizing additional paid-in capital, reserves, profits or other amounts and allocating free shares during the period of validity of this delegation, the above ceiling will be adjusted based on the ratio between the number of shares issued and outstanding before and after the transaction;
2. resolves that up to a maximum of 10% of "N", these performance shares may also be allocated, in accordance with applicable laws, to the Chairman and Chief Executive Officer and the Deputy Chief Executive Officers of the Company, it being specified that in this case, the Board of Directors will, in accordance with applicable laws, decide the portion of shares that must be held by each individual until the end of his/her term of office;
3. resolves that these performance shares will only vest at the end of a vesting period (the "Vesting Period") of at least three years, it being stipulated that the Board of Directors may introduce, where applicable, a lock-in period following the vesting of the shares the duration of which may vary depending on the country of tax residence of the beneficiary; in those countries where a lock-in period is applied it will be of a minimum period of one year. However, the shares will vest before the expiry of the above periods and may be freely sold in the event of the death or incapacity of the beneficiary, corresponding to a Category 2 or 3 disability in France, as defined in Article L.341-4 of the French Social Security Code (Code de la Sécurité Sociale);
4. resolves, subject to the powers conferred on the Board of Directors by law and this resolution, that the exact number of shares vesting to beneficiaries at the end of the Vesting Period, compared with the total number of shares ("Initial Allocation") indicated in the allocation notice sent to beneficiaries will be equal to:
 - i. for half, the number of shares of the Initial Allocation, multiplied by the percentage achievement of the chosen external performance target, it being specified that:
 - the performance target to be met in order for the shares to vest will be the performance of the Cap Gemini share measured over a minimum three-year period compared to the average performance, measured over the same period, of a basket containing at least five shares of listed companies operating in the same sector as the Group in a minimum of five countries in which the Group is firmly established (France, the United States, etc.),
 - this relative performance will be measured by comparing the stock market performance of the Cap Gemini S.A. share with the average share price performance of the basket over the same period, such that:
 - the number of shares that will ultimately vest:
 - will be equal to 50% of the Initial Allocation of shares if the relative performance of the Cap Gemini share is at least equal to 110% of the basket,
 - will vary between 25% and 50% of the Initial Allocation if the relative performance of the Cap Gemini share is between 100% and 110% of the average performance of the basket, with an additional 2.5% of shares vesting for each percentage point between these limits,
 - will be equal to 25% of the Initial Allocation of shares if the relative performance of the Cap Gemini share is equal to 100% of the basket,
 - will vary between 15% and 25% 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 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:
 - 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, 2016 to December 31, 2018, excluding Group payments to make up the shortfall on its defined benefit pension funds,
 - no shares will vest in respect of this half of the Initial Allocation subject to this internal performance condition, if the cumulative organic free cash flow for the three fiscal years is less than €2,400 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 €2,700 million and will vary on a straight-line basis between 15% and half of the Initial Allocation for a cumulative organic free cash flow between these two limits; it being understood that organic free cash flow is defined as cash flow from operations less acquisitions (net of disposals) of intangible assets and property, plant and equipment, adjusted for flows relating to the net interest cost (as presented in the consolidated statement of cash flows),

5. resolves that by exception, and for an amount not exceeding 15% of "N", shares may be allocated to employees of the Company and its French (within the meaning, particularly, of Article L.225-197-6, paragraph 1, of the French Commercial Code) and non-French subsidiaries, excluding members of the general management team (the Executive Committee) without performance conditions;
6. takes due note that this authorization involves the waiver by shareholders of their pre-emptive subscription rights in favor of beneficiaries of performance shares if the allocation concerns shares to be issued;
7. takes due note that the Board of Directors has, pursuant to the law, the power to amend the performance conditions set out in paragraph 4 above by way of a duly reasoned decision made after this decision and before the share allocations;
8. gives powers to the Board of Directors to implement this authorization (with the power of sub-delegation to the extent authorized by law), and in particular to:
 - set the share allocation date,
 - draw up one or more list(s) of beneficiaries and the number of shares allocated to each beneficiary,
 - set the share allocation terms and conditions, including with respect to performance conditions,
- determine whether the shares allocated for nil consideration are existing shares or shares to be issued and, where applicable, amend this choice before the vesting of shares,
- decide, in the event that transactions are carried out before the shares vest that affect the Company's equity, whether to adjust the number of the shares allocated in order to protect the rights of the beneficiaries and, if so, define the terms and conditions of such adjustment,
- perform, where the allocations concern shares to be issued, the necessary share capital increases by capitalization of reserves or additional paid-in capital of the Company when the shares ultimately vest, set the dates from which shares bear dividend rights, deduct from available reserves or additional paid-in capital of the Company the amounts necessary to increase the legal reserve to 10% of the new share capital amount following these share capital increases and amend the bylaws accordingly,
- carry out all formalities and, more generally, to do whatever is necessary;
9. resolves that this authorization is granted for a period of eighteen months as from the date of this Shareholders' Meeting and supersedes from this date, in the amount of any unused portion, the delegation granted by the 9th resolution adopted by the Shareholders' Meeting of May 6, 2015.

PRESENTATION OF THE 22ND RESOLUTION

AMENDMENT OF ARTICLE 11, PARAGRAPH 3 OF THE BYLAWS

Overview

Shareholders are asked to amend the Company's bylaws to provide for the staggered renewal of the terms of office of directors appointed by Shareholders' Meeting. This will enable the smooth replacement of directors over time, in accordance with the provisions of the AFEP-MEDEF Corporate Governance

Code to which Cap Gemini refers. The implementation of these new provisions of the bylaws could therefore be proposed at Shareholders' Meetings to avoid the renewal on block of your Board of Directors.

TWENTY-SECOND RESOLUTION

Amendment of Article 11, paragraph 3) of the bylaws – Board of Directors – Staggered renewal of the Board of Directors

The Shareholders' Meeting, voting in accordance with quorum and majority rules for Extraordinary Shareholders' Meetings, and after having read the Board of Directors' report, resolves to introduce the rolling renewal of members of the Board of Directors and to amend paragraph 3) of Article 11 of the bylaws, "Board of Directors", as follows:

Former wording of Article 11, paragraph 3):

"The length of the terms of office of the directors shall be four years, expiring at the close of the General Shareholders' Meeting held to approve the accounts for the year preceding the expiry of their term.

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

New wording of Article 11, paragraph 3):

"The length of the terms of office of the directors shall be four years. Directors, other than directors representing employees or employee shareholders appointed in accordance with the law or these bylaws, shall be appointed or reappointed on a rolling basis to ensure the staggered renewal of terms of office in as equal fractions as possible. Exceptionally, and solely for the purposes of this rolling renewal, the General Shareholders' Meeting may appoint one or more directors for a term of one, two or three years.

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

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

PRESENTATION OF THE 23RD RESOLUTION

AMENDMENT OF ARTICLE 11 OF THE BYLAWS – WITH THE ADDITION OF A SIXTH PARAGRAPH AND AMENDMENT OF PARAGRAPHS 1) AND 2) ACCORDINGLY

Overview

Following the adoption of new legal provisions in 2015 regarding employee representation on boards of directors (the Rebsamen Law of August 17, 2015 amending the initial legal provisions of 2013), the Cap Gemini Board of Directors will soon be required to comprise one or more directors representing employees.

The law provides that:

- ▶ the bylaws must be amended during the ordinary shareholders' meeting held in 2017 at the latest and the directors appointed during the six months following the shareholders' meeting amending the bylaws;
- ▶ the number of directors representing employees must be at least two if the Board of Directors comprises 12 members and at least one if it comprises less than 12 members.

Finally, the law proposes different methods for the election of employee directors by employees or their appointment by employee representative bodies.

Your Company meets the criteria set by the Law of 2015 and must therefore amend its bylaws to provide for the number of directors representing employees on your Board of Directors and the method of their appointment, in accordance with the new legal provisions presented above. An amendment to the bylaws is therefore presented to shareholders for approval at the Shareholders' Meeting of May 18, 2016, to enable the appointment of employee directors by the end of 2016, without waiting until the deadline in 2017.

We propose to set the number of employee directors at two and to remove the link between the number of employee directors and the threshold of 12 directors provided in the law, in order to ensure in all situations the international representation of employees on the Board of Directors of your Company, through the appointment of a director by the European Group Council; **the law does not provide for this method of appointment where only one director representing employees is appointed.**

Shareholders are therefore asked to adopt the following methods of appointing employee directors from among the four methods proposed by the law:

- ▶ appointment of a first director by the union body which obtained the most votes at the first round of the union elections organized by the Company and its subsidiaries, as provided by the French Labor Code; and
- ▶ appointment of a second director by the European Group Council (known as the International Works Council in Capgemini Group), the Group's most international employee representative body bringing together representatives of operating companies located in several European countries.

As your Company is a group parent company, the appointment of a director representing employees by the most representative union body in the Company and its subsidiaries ensures the relevant representation of employees in France. The appointment of a second director representing employees by the International Works Council seeks to take account of the international nature of Capgemini Group and to encourage a European representation of employees on the Board of Directors.

Accordingly, at its meeting of March 23, 2016 and after informing the various employee representation bodies including the International Works Council, the Board of Directors, at the recommendation of the Ethics & Governance Committee, decided that only the appointment of two directors representing employees in accordance with the above procedures would achieve relevant representation of employees on your Board while taking account of the global nature of the Capgemini Group.

These two directors must be appointed in the six months following the Shareholders' Meeting, that is, by November 18, 2016.

Certain current provisions of the bylaws, particularly regarding the number of shares that must be held by directors are not intended to apply to directors representing employees and their application will be set aside by new provisions of the bylaws.

Other provisions specific to directors representing employees will be added, particularly regarding the term of office. This will be set at four years from the date of appointment, expiring at the end of the Shareholders' Meeting approving the accounts for the year preceding the expiry of the term of office. This mechanism will enable the terms of office of directors representing employees to be aligned with those of directors appointed by Shareholders' Meetings.

Finally, the addition to the bylaws of Article 11 6) enabling the appointment of employee shareholders requires the amendment of paragraphs 1) and 2) of the same Article 11:

- ▶ paragraph 1) would be amended to clarify that directors representing employees or employee shareholders will not be taken into account in determining whether the maximum threshold of 18 directors has been reached;
- ▶ paragraph 2) would be supplemented to clarify that directors representing employees or employee shareholders are not required to hold 1,000 shares in the same way as other directors.

TWENTY-THIRD RESOLUTION

Amendment of Article 11 of the bylaws – Board of Directors – new paragraph 6) enabling the appointment of directors representing employees and amendment of paragraphs 1) and 2) as a consequence

The Shareholders' Meeting, voting in accordance with quorum and majority rules for Extraordinary Shareholders' Meetings, and having read the Board of Directors' report, and in accordance with the provisions of Articles L.225-27-1 *et seq.* of the French Commercial Code, resolves to:

- ▶ amend Article 11, paragraphs 1) and 2) of the bylaws, "Board of Directors", as follows:

Former wording of Article 11, paragraphs 1) and 2):

"1) The Company shall have a Board of Directors comprised of a minimum of three and a maximum of eighteen members. Members of the Board of Directors must be individuals.

2) Each director must hold at least one thousand (1,000) Company shares throughout their term of office."

New wording of Article 11, paragraphs 1) and 2):

"1) The Company shall have a Board of Directors comprised of a minimum of three and a maximum of eighteen members and, where appropriate, one or more members representing employees and/or employee shareholders appointed in accordance with the law or these bylaws. Members of the Board of Directors must be individuals.

2) Each director must hold at least one thousand (1,000) Company shares throughout their term of office. This obligation does not apply to directors representing employees or employee shareholders appointed in accordance with the law or these bylaws";

- ▶ amend Article 11 of the bylaws, "Board of Directors", to include a new sixth paragraph on the method of appointing directors representing employees, as follows:

Article 11, paragraph 6):

- ▶ "6) Directors representing employees:

1. The Board of Directors comprises a director representing employees appointed by the union body which obtained the most votes at the first round of the elections referred to in Articles L.2122-1 and L.2122-4 of the French Labor Code, organized by the Company and direct or indirect subsidiaries whose registered office is located in France.
2. The Board of Directors comprises a second director representing employees appointed by the European Group Council (known as the International Works Council in Capgemini Group).
3. Pursuant to Article 11. 3), the term of office of any director appointed pursuant to Article 11, paragraphs 6.1 or 6.2 is four years, expiring at the close of the Ordinary Shareholders' Meeting held to approve the accounts for the year preceding the expiry of his or her term. It is renewable.
4. The term of office of directors representing employees may be terminated at the close of the Shareholders' Meeting held to approve the accounts for a year during which the application conditions of Article L.225-27-1- I of the French Commercial Code cease to be met, or should this article be repealed.
5. Should the office of a director representing employees become vacant for whatever reason, the replacement appointed by the union body which obtained the most votes at the first round of the elections or the European Group Council will take office for the remaining period of the term of office of his/her predecessor. The Board of Directors may validly meet and deliberate until the date of this replacement."

PRESENTATION OF THE 24TH RESOLUTION

POWERS TO CARRY OUT FORMALITIES

Overview

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

TWENTY-FOURTH RESOLUTION

Powers to carry out formalities

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

Glossary and summary table of financial authorizations

The purpose of this glossary is to define the terms used in the summary table below.

Term	Definition/Characteristics
Performance shares – Performance criteria	The vesting of performance shares will depend on the attainment of external performance criteria (stock market performance of the Company's share over a 3-year period compared to a basket of securities) and internal performance criteria (organic free cash flow for the period January 1, 2016 to December 31, 2018).
Dividend	Dividends distributed in respect of the last three fiscal years are as follows: <ul style="list-style-type: none"> ■ 2014: €1.20 per share; ■ 2013: €1.10 per share; ■ 2012: €1 per share. All these amounts were eligible for the 40% tax rebate.
Priority subscription rights	In return for the cancellation of PSR*, the Board of Directors may introduce priority subscription rights, which may be pro-rated*. Whenever introduced, such rights enable existing shareholders to subscribe to the proposed issue in proportion to the number of shares they currently hold. However, contrary to PSR*, such priority subscription rights are exercisable within a priority subscription period, currently equal to at least 3 trading sessions (shorter than the period allowed for PSR*) and are not tradable. This priority period cannot be proposed for all issues: in the same way as PSR*, it may be preferable or even necessary not to propose a priority period in order for the newly-issued securities to be placed on the best possible terms, particularly when speed is essential to the success of an issue or the issue is performed on non-French financial markets.
PSR	Acronym for "pre-emptive subscription rights". For a description of pre-emptive subscription rights and details of the reasons behind requests to cancel pre-emptive subscription rights, please refer to the introduction to the presentation of the 12 th to 21 st resolutions, section 2.
Subsidiaries	Companies in which the Company owns, directly or indirectly, over 50% of the share capital.
Issue ceiling with cancellation of PSR	Ceiling of €137 million (par value amount) (i.e. less than 10% of the share capital at December 31, 2015) for share capital increases performed pursuant to the 14 th , 15 th , 16 th and 18 th resolutions, subject to the adoption of the 14 th resolution setting this ceiling.
Overall ceiling	Overall ceiling of €550 million (par value amount) (i.e. less than 40% of the share capital at December 31, 2015) applicable to share capital increases performed pursuant to the 13 th , 14 th , 15 th , 16 th , 17 th and 18 th resolutions, subject to the adoption of the 13 th resolution setting this ceiling. The ceilings set by the 19 th , 20 th and 21 st resolutions do not count towards this overall ceiling.
Private placement	The law authorizes share capital increases with cancellation of pre-emptive subscription rights, up to a maximum of 20% of the share capital per year, by way of offers open exclusively to (i) individuals providing third-party portfolio management investment services, or (ii) qualified investors or a small circle of investors, provided such investors are acting on their own account. The aim is to optimize the Company's access to capital and benefit from the best market conditions, as this financing method is both faster and simpler than a share capital increase by way of a public offer.
Reference price	Weighted average listed price of the Company's share on the Euronext Paris regulated market over the 20 trading days preceding the decision setting the subscription opening date for members of a savings plan.
Pro-rated (subscription rights)	In some cases, the Board of Directors may grant pro-rated subscription rights in favor of existing shareholders. This means that if subscriptions as of right (i.e. subscriptions by shareholders exercising pre-emptive subscription rights) fail to entirely absorb the share capital increase, the unsubscribed shares would be allocated to the shareholders who made an application for additional shares on a pro-rated basis (over and above the entitlement given by their preemptive rights) in proportion to their subscription rights. The number of shares allocated to each shareholder may not exceed the number of shares applied for by that shareholder.
Securities granting access to the share capital	Securities granting access to the share capital, immediately or in the future, that may be issued comprise: <ul style="list-style-type: none"> ■ in accordance with Article L.228-92 paragraph 1 of the French Commercial Code, securities consisting of equity instruments of the Company granting access to other equity instruments (issued or to be issued) or debt instruments, or debt instruments granting access to equity instruments of the Company to be issued. In particular they may comprise shares with share subscription warrants attached or bonds convertible, exchangeable or redeemable for shares to be issued, such as OCEANE bonds (bonds convertible/exchangeable into new or existing shares) or bonds with share subscription warrants attached; ■ in accordance with Articles L.228-93 paragraphs 1 and 3 or L.228-94 paragraph 2 of the French Commercial Code, securities consisting of equity instruments of the Company granting access to other equity instruments (existing or to be issued) or granting entitlement to the allocation of debt instruments of other companies (including Subsidiaries). They may also comprise debt instruments granting access to equity instruments to be issued by other companies (including Subsidiaries). Securities consisting of debt instruments (e.g. bonds convertible/redeemable for shares to be issued or bonds with share subscription warrants attached) may grant entitlement at any time, during specific periods or at fixed dates to the allocation of new shares. This allocation may be performed by conversion (e.g. bonds convertible into new shares), redemption (e.g. bonds redeemable for new shares), presentation of a warrant (e.g. bonds with share subscription warrants attached) or by any other means, during the term of the loans.

SUMMARY TABLE OF FINANCIAL AUTHORIZATIONS

Terms in this table identified by an asterisk are defined in the glossary.

N°	Purpose	Term of validity	Possible reasons for use of the delegation of authority
10 th	Authorization of a share buyback program	18 months	<p>Possible goals of share buybacks by your Company:</p> <ul style="list-style-type: none"> ■ Allocation or sale of shares to employees and/or corporate officers (e.g. free share allocations, share purchase options, company or group savings plan) ■ delivery of shares on the exercise of rights attached to securities granting access to the share capital* ■ cancellation of some or all of the shares purchased ■ delivery of shares in connection with acquisitions, mergers, demergers or asset-for-share exchanges ■ market-making in the secondary market or maintenance of the liquidity of the Company's share by an investment services provider under a liquidity agreement that complies with the ethical code recognized by the French Financial Markets Authority (<i>Autorité des marchés financiers</i>, AMF) ■ any transaction that complies with current or future applicable regulations
11 th	Cancellation of treasury shares	26 months	Potentially used to reduce the Company's share capital
12 th	Share capital increase by capitalizing additional paid-in capital, reserves, profits or other amounts	26 months	<ul style="list-style-type: none"> ■ Potentially used to capitalize reserves, profits or additional paid-in capital enabling the share capital to be increased without any new money being contributed ■ The share capital increase will be performed by issuing new shares granted without consideration, by increasing the par value of existing shares or by a combination of both methods
13 th	Increase in the share capital of the Company or another company by issuing, with retention of PSR*, ordinary shares and/or securities granting access to the share capital*	26 months	Potentially used by the Board of Directors to decide issues

6. Report of the Board of Directors on the Draft resolution

Glossary and summary table of financial authorizations

Specific ceiling (par value/nominal amount)	Price or method for determining price	Other information and comments
<ul style="list-style-type: none"> ■ Purchases may be made such that, at the date of each purchase, the total number of shares acquired by the Company since the beginning of the buyback program does not exceed 10% of the shares comprising the Company's share capital at that date (including transactions performed after this Shareholders' Meeting) ■ The number of shares purchased with a view to their retention or presentation in a merger, demerger or asset-for-share exchange transaction may not exceed 5% of the Company's share capital ■ For liquidity agreements, the 10% limit is calculated after deduction of the number of shares resold during the authorization period ■ Total amount allocated to the share buyback program: €2,230 million <p>Maximum number of shares cancelled may not exceed 10% of the share capital by 24-month period</p>	Maximum purchase price of €130 per share	Authorization may not be used during a public offer for the Company's share capital
<ul style="list-style-type: none"> ■ €1.5 billion ■ Independent ceiling ■ The Board of Directors decides the amount to be capitalized and the number of new equity instruments to be issued and/or the par value of existing shares ■ Ceiling before any additional amounts issued to preserve the rights of holders of securities granting access to the share capital* or other rights granting access to the share capital 		Authorization may not be used during a public offer for the Company's share capital
<ul style="list-style-type: none"> ■ Share capital: €550 million (i.e. less than 40% of the share capital at December 31, 2015) <ul style="list-style-type: none"> ■ Ceiling included in the Overall Ceiling* ■ Ceiling may be adjusted in the event of a share capital increase by capitalizing additional paid-in capital, reserves, profits or other amounts and allocating free shares ■ Ceiling before any additional amounts issued to preserve the rights of holders of securities granting access to the share capital* or other rights granting access to the share capital ■ Debt instruments (issues of securities granting access to the share capital*): €7.5 billion <ul style="list-style-type: none"> ■ Ceiling included in the maximum ceiling of €7.5 billion 	Price set by the Board of Directors	<ul style="list-style-type: none"> ■ Possible introduction of pro-rated subscription rights* ■ Possible authorization of issues of securities granting access to the share capital of other companies, including subsidiaries ■ Delegation may not be used during a public offer for the Company's share capital

6. Report of the Board of Directors on the Draft resolution

Glossary and summary table of financial authorizations

N°	Purpose	Term of validity	Possible reasons for use of the delegation of authority
14 th	Increase in the share capital of the Company or another company by issuing, by way of a public offer with cancellation of PSR*, ordinary shares and/or securities granting access to the share capital*	26 months	<ul style="list-style-type: none"> ■ Potentially used by the Board of Directors to decide and perform issues by way of a public offer with cancellation of PSR ■ Potentially used to issue shares or securities granting access to the share capital* as consideration for securities meeting the conditions laid down in Article L.225-148 of the French Commercial Code that may be contributed to the Company in connection with a public exchange offer initiated by the Company in France or abroad under local rules. The Board of Directors would be free to set the exchange parity, with the following price rules not applicable
15 th	Increase in the share capital of the Company or another company by issuing, by way of a private placement with cancellation of PSR*, ordinary shares and/or securities granting access to the share capital*	26 months	<ul style="list-style-type: none"> ■ Potentially used by the Board of Directors to decide and perform issues by way of a private placement* with cancellation of PSR ■ Thanks to the flexibility offered by this delegation, used to rapidly access qualified investors as defined by the regulations

6. Report of the Board of Directors on the Draft resolution

Glossary and summary table of financial authorizations

Specific ceiling (par value/nominal amount)	Price or method for determining price	Other information and comments
<ul style="list-style-type: none"> ■ Share capital: €137 million (i.e. less than 10% of the share capital at December 31, 2015) <ul style="list-style-type: none"> ■ Ceiling included in the Overall Ceiling* ■ Ceiling included in the Issues ceiling with cancellation of PSR* ■ Ceiling may be adjusted in the event of a share capital increase by capitalizing additional paid-in capital, reserves, profits or other amounts and allocating free shares ■ Ceiling before any additional amounts issued to preserve the rights of holders of securities granting access to the share capital* or other rights granting access to the share capital ■ Debt instruments (issues of securities granting access to the share capital*): €2.5 billion <ul style="list-style-type: none"> ■ Ceiling included in the maximum ceiling of €7.5 billion 	<p>Shares:</p> <ul style="list-style-type: none"> ■ Price set by the Board of Directors, at least equal to the statutory minimum price per share on the day of the issue <p>Securities granting access to the share capital*</p> <ul style="list-style-type: none"> ■ Price set by the Board of Directors, such that, for each share issued as a result of securities granting access to the share capital*, the total amount received by the Company in respect of these securities granting access to the share capital* will be at least equal to the statutory minimum price per share (at the date of issue of the securities granting access to the share capital*) 	<ul style="list-style-type: none"> ■ Possibility for the Board of Directors to introduce priority subscription rights for shareholders ■ Currently, the statutory minimum price is equal to the weighted average price of the Company's share on the Euronext Paris regulated market during the three trading days preceding the date on which the price is set, less 5% (after making any adjustments to that average in the event of differences in dividend ranking dates) ■ Possible authorization of issues of securities granting access to the share capital of other companies, including subsidiaries ■ Possible authorization of issues of shares or securities granting access to the share capital* to be issued following the issue of securities granting access to the share capital of the Company by Company Subsidiaries* ■ In the case of issues of securities in consideration for securities contributed in connection with a public exchange offer, the Board of Directors may determine the securities to be contributed to the exchange and set the issue conditions, the exchange ratio and the amount of any cash portion to be paid ■ Delegation may not be used during a public offer for the Company's share capital
<ul style="list-style-type: none"> ■ Share capital: €137 million (i.e. less than 10% of the share capital at December 31, 2015) <ul style="list-style-type: none"> ■ May not under any circumstances exceed the ceiling set by law for this type of offer (currently 20% of the share capital per year) ■ Ceiling included in the Overall Ceiling* ■ Ceiling included in the Issues ceiling with cancellation of PSR* ■ Ceiling may be adjusted in the event of a share capital increase by capitalizing additional paid-in capital, reserves, profits or other amounts and allocating free shares ■ Ceiling before any additional amounts issued to preserve the rights of holders of securities granting access to the share capital* or other rights granting access to the share capital ■ Debt instruments (issues of securities granting access to the share capital*): €2.5 billion <ul style="list-style-type: none"> ■ Ceiling included in the maximum ceiling of €7.5 billion ■ Ceiling included in the ceiling stipulated in the 14th resolution 	<p>Price of shares and securities granting access to the share capital* set in the same way as under the 14th resolution</p>	<ul style="list-style-type: none"> ■ Possible authorization of issues of securities granting access to the share capital of other companies, including Subsidiaries* ■ Possible authorization of issues of shares or securities granting access to the share capital* to be issued following the issue of securities granting access to the share capital of the Company by Subsidiaries* ■ Delegation may not be used during a public offer for the Company's share capital

6. Report of the Board of Directors on the Draft resolution

Glossary and summary table of financial authorizations

N°	Purpose	Term of validity	Possible reasons for use of the delegation of authority
16 th	Setting the issue price of shares in the context of a share capital increase with cancellation of PSR*	26 months	Potentially used to derogate from the rules setting the minimum issue price for share capital increases with cancellation of PSR* (14 th and 15 th resolutions)
17 th	Increase in the number of shares to be issued in the event of a share capital increase with retention or cancellation of PSR*	26 months	Potentially used to reopen a share capital increase at the same price as the initial issue in the event of over-subscription ("green shoe" option)
18 th	Share capital increase by issuing shares and/or securities granting access to the share capital* in consideration for contributions in kind to the Company of shares or securities granting access to share capital*	26 months	■ Potentially used in connection with acquisitions

6. Report of the Board of Directors on the Draft resolution

Glossary and summary table of financial authorizations

Specific ceiling (par value/nominal amount)	Price or method for determining price	Other information and comments
<ul style="list-style-type: none"> ■ 10% of the share capital per 12-month period, it being stipulated that this limit will be assessed at the date of the decision to issue shares and/or securities granting access to the share capital* ■ Ceiling included in the Overall Ceiling* ■ Ceiling included in the Issues ceiling with cancellation of PSR* ■ Ceiling before any additional amounts issued to preserve the rights of holders of securities granting access to the share capital* or other rights granting access to the share capital 	<p>Shares:</p> <ul style="list-style-type: none"> ■ the issue price of shares will be at least equal to the lower of the average price of the share on the Euronext Paris regulated market, weighted for trading volumes on the last trading day preceding the setting of the issue price and the average price of the share on the Euronext Paris regulated market, weighted for trading volumes on the trading day when the issue price is set, in both cases potentially reduced by a discount of up to 5% <p>Securities granting access to the share capital*:</p> <ul style="list-style-type: none"> ■ Price set by the Board of Directors such that the total amount received by the Company in respect of securities granting access to the share capital* will, for each share issued as a consequence of the issue of such securities, be at least equal to the minimum price per share defined above (at the date of issue of the securities granting access to the share capital*) 	<p>Authorization may not be used during a public offer for the Company's share capital (as the 14th and 15th resolutions may not be used during a public offer for the Company's share capital)</p>
<ul style="list-style-type: none"> ■ For each issue, the ceiling is the regulatory limit applicable on the issue date (currently 15% of the initial issue) ■ Share capital ceiling included in the ceiling of the initial issue and the Overall Ceiling* ■ For debt instruments, ceiling included in the maximum ceiling of €7.5 billion 	<p>Same price as the initial issue</p>	<ul style="list-style-type: none"> ■ Delegation may not be used during a public offer for the Company's share capital
<ul style="list-style-type: none"> ■ Share capital: €137 million (i.e. less than 10% of the share capital at December 31, 2015) <ul style="list-style-type: none"> ■ May not under any circumstances exceed the ceiling set by law for this type of offer (currently 10% of the share capital) ■ Ceiling included in the Overall Ceiling* ■ Ceiling included in the Issues ceiling with cancellation of PSR* ■ Ceiling may be adjusted in the event of a share capital increase by capitalizing additional paid-in capital, reserves, profits or other amounts and allocating free shares ■ Ceiling before any additional amounts issued to preserve the rights of holders of securities granting access to the share capital* or other rights granting access to the share capital ■ Debt instruments (issues of securities granting access to the share capital*): €2.5 billion <ul style="list-style-type: none"> ■ Ceiling included in the maximum ceiling of €7.5 billion ■ Ceiling included in the ceiling stipulated in the 14th resolution 	<p>The Board of Directors will rule on the report of the Independent Reporting Accountants, which includes an assessment of the value of the assets contributed</p>	<ul style="list-style-type: none"> ■ As stipulated by law, this authorization cannot be used for consideration provided in connection with a public exchange offer initiated by your Company (see 14th resolution) ■ Authorization may not be used during a public offer for the Company's share capital

6. Report of the Board of Directors on the Draft resolution

Glossary and summary table of financial authorizations

N°	Purpose	Term of validity	Possible reasons for use of the delegation of authority
19 th	Share capital increase by issuing shares and/or securities granting access to the share capital* with cancellation of PSR*, reserved for members of savings plans	26 months	Potentially used to develop employee share ownership
20 th	Share capital increase by issuing shares and/or securities granting access to the share capital* with cancellation of PSR*, reserved for employees of certain non-French subsidiaries	18 months	<ul style="list-style-type: none"> ■ Used to develop employee share ownership outside France, due to legal or tax difficulties that could make it difficult to implement such plans directly or through a mutual fund ⁽¹⁾ ■ Used solely in the event of use of the delegation granted by the 19th resolution
21 st	Free share grants to some or all of the employees and corporate officers of the Group	18 months	Potentially used to introduce a scheme to encourage employee share ownership and/or a profit-sharing scheme for corporate officers

(1) This delegation targets the following beneficiary categories: (i) employees of non-French subsidiaries of the Company ("non-French Employees"), (ii) employee shareholding UCITS or other vehicles, with or without a legal personality, invested in shares of the Company, where the holders of units or shares are non-French Employees, and/or (iii) any bank or entity controlled by a bank within the meaning of Article L.233-3 of the French Commercial Code that has set-up at the Company's request a structured offer for non-French employees presenting an economic profile comparable to that of an employee shareholder scheme set-up pursuant to a share capital increase performed under the 19th resolution.

(2) It is noted that the Board of Directors applied a discount of only 15% for the transactions performed in 2009 and 2012 and 12.5% for the transactions performed in 2014.

6. Report of the Board of Directors on the Draft resolution

Glossary and summary table of financial authorizations

Specific ceiling (par value/nominal amount)	Price or method for determining price	Other information and comments
<ul style="list-style-type: none"> ■ €48 million (i.e. approximately 3.5% of the share capital at December 31, 2015) ■ Independent ceiling ■ Ceiling may be adjusted in the event of a share capital increase by capitalizing additional paid-in capital, reserves, profits or other amounts and allocating free shares ■ Ceiling before any additional amounts issued to preserve the rights of holders of securities granting access to the share capital* or other rights granting access to the share capital 	<ul style="list-style-type: none"> ■ Price set by the Board of Directors subject to a minimum issue price for the shares or securities granting access to the share capital* of: <ul style="list-style-type: none"> ■ 80% of the Reference Price* ■ 70% of the Reference Price* when the lock-up period under the plan is 10 years or more 	<p>In the United States, the minimum issue price will be at least equal to 85% of the listed price of the Company's share on the Euronext Paris regulated market the day of the decision setting the opening date of the subscription period, subject to compliance with applicable French and US legal and regulatory requirements and the number of shares issued is subject to an issue ceiling of 1.16% of the share capital at December 31, 2015 (i.e. a ceiling of €2 million, included in the €48 million ceiling set for this resolution)</p>
<ul style="list-style-type: none"> ■ €48 million (i.e. approximately 3.5% of the share capital at December 31, 2015) ■ Ceiling included in the ceiling set in the 19th resolution ■ Ceiling may be adjusted in the event of a share capital increase by capitalizing additional paid-in capital, reserves, profits or other amounts and allocating free shares ■ Ceiling before any additional amounts issued to preserve the rights of holders of securities granting access to the share capital* or other rights granting access to the share capital 	<p>Price at least equal to the weighted average listed price of the Company's share over the 20 trading days preceding the decision setting the subscription opening date for the corresponding share capital increase performed pursuant to the 19th resolution, less a 20% discount ⁽²⁾</p>	<p>In the United States, the minimum issue price will be at least equal to 85% of the listed price of the Company's share on the Euronext Paris regulated market the day of the decision setting the opening date of the subscription period, subject to compliance with applicable French and US legal and regulatory requirements and the number of shares issued is subject to an issue ceiling of 1.16% of the share capital at December 31, 2015 (i.e. a ceiling of €2 million, included in the €48 million ceiling set for this resolution)</p>
<ul style="list-style-type: none"> ■ 1% of share capital ("N"), it being stipulated that allocations to the Chairman and Chief Executive Officer and to Deputy Chief Executive Officers will be limited to 10% of N ■ Independent ceiling ■ Ceiling may be adjusted in the event of a share capital increase by capitalizing additional paid-in capital, reserves, profits or other amounts and allocating free shares ■ Ceiling before any additional amounts issued to preserve the rights of holders of securities granting access to the share capital* or other rights granting access to the share capital 		<ul style="list-style-type: none"> ■ Allocated shares will only vest at the end of a vesting period of at least three years and the Board of Directors may introduce a lock-in period from the vesting of the shares ■ Description of performance conditions: refer to the report of the Board of Directors and the draft resolution as well as the glossary at the end of this document ■ Exceptionally, and up to 15% of N, shares may be allocated to employees (excluding members of the general management team (the Executive Committee)) without performance conditions ■ The Board of Directors may decide whether shares granted are existing shares or shares to be issued

7 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 16, 2016.

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 16, 2016 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 16, 2016.

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 16, 2016, 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 16, 2016, it need not be notified by the authorized intermediary or taken into account by the Company, notwithstanding any agreement to the contrary.

Attending the Shareholders' Meeting

Shareholders wishing to attend this Shareholders' Meeting should submit a written request to their account-holding institution. An admission card will be addressed directly following this request.

They may also request an admission card using the VOTACCESS platform (see below).

Voting by proxy or correspondence

VOTING BY PROXY OR CORRESPONDENCE USING THE SINGLE PAPER FORMAT PROXY/CORRESPONDENCE VOTING FORM

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

Bearer shareholders: Holders of bearer shares wishing to cast a remote vote or vote by proxy can obtain the aforementioned form and its appendices at the Company's head office or from Caceis Corporate Trust, Assemblées Générales Centralisées, 14 rue Rouget de Lisle, 92862 Issy-les-Moulineaux Cedex 09; requests should be submitted in writing and received at least six days prior to the date of the Shareholders' Meeting, that is by May 12, 2016.

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 15, 2016.

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 18, 2016. 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 18, 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 27, 2016 to 3 p.m., Paris time, on May 17, 2016, 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 15, 2016. Furthermore, only notifications of the appointment or removal of agents may be forwarded to the above email address, all other requests and notifications concerning other matters may not be taken into account and/or processed.

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



WRITTEN QUESTIONS

Written questions that shareholders may have, should be addressed to the Chairman of the Board at the Company's head office by registered letter, with acknowledgment of receipt, or by email to assemblee@capgemini.com, no later than the fourth working day preceding the Shareholders' Meeting, that is by May 12, 2016. 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 27, 2016 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 12:00 a.m. Paris time on the second working day preceding the Shareholders' Meeting, that is 12:00 a.m., Paris time on May 16, 2016, 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 OR Vote by correspondence on the resolutions OR Grant proxy to the chairman of the Meeting OR 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 - Whichever option is used, shade box(es) like this ☐, date and sign at the bottom of the form.

B A. Je désire assister à cette assemblée et demande une carte d'admission : dater et signer au bas du formulaire. / I wish to attend the shareholder's meeting and request an admission card : date and sign at the bottom of the form.
 B. J'utilise le formulaire de vote par correspondance ou par procuration ci-dessous, selon l'une des 3 possibilités offertes / I prefer to use the postal voting form or the proxy form as specified below.

CAP GEMINI
 CONSULTING. TECHNOLOGY. OUTSOURCING
 Société Anonyme au capital de 1 377 452 000 €
 Siège social : 11, rue de Tilsitt
 75017 PARIS
 330 703 844 R.C.S. PARIS

ASSEMBLÉE GÉNÉRALE MIXTE DU 18 MAI 2016
COMBINED GENERAL MEETING ON MAY 18, 2016

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.

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

D ATTENTION : s'il s'agit de titres au porteur, les présentes instructions ne seront valables que si elles sont directement retournées à votre banque.
 CAUTION : If it is about bearer securities, the present instructions will be valid only if they are directly returned to your bank.
 Nom, prénom, adresse de l'actionnaire (si ces informations figurent déjà sur le formulaire, vérifiez et corrigez si nécessaire). 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)

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
 - 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:
 sur 1^{ère} convocation / on 1st notification 15 mai 2016 / May 15th, 2016
 à la banque / to the bank
 à la société / to the company

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 15, 2016** 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 April 1st, 2016 (n°.40).

8 | How to access the Shareholders' Meeting

How to access the Shareholders' Meeting?

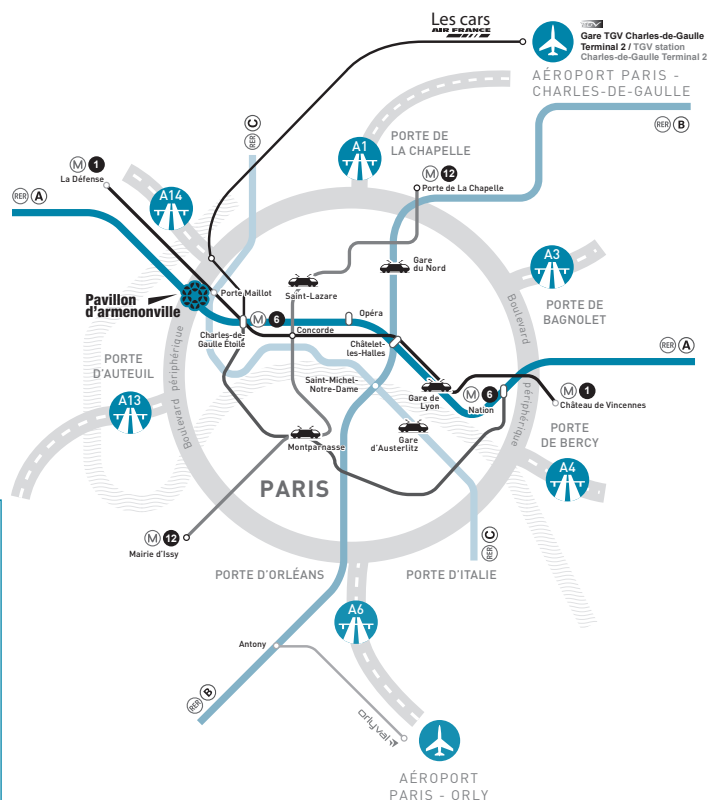
**PAVILLON D'ARMENONVILLE,
ALLÉE DE LONGCHAMP,
BOIS DE BOULOGNE, 75016, PARIS**

► 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)
- Drive towards the 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 18, 2016** 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: _____ 2016

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 2015 Registration 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: _____ 2016

Signature

CAP GEMINI S.A.
Société Anonyme with a share capital of € 1,377,452,000
Registered office : 11, rue de Tilsitt, 75017 Paris
330 703 844 RCS PARIS

www.capgemini.com

People matter, results count.



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