

**REPORT OF THE BOARD OF DIRECTORS ON THE
DRAFT RESOLUTIONS
COMBINED SHAREHOLDERS' MEETING OF MAY 6, 2015**

I RESOLUTIONS PRESENTED AT THE ORDINARY SHAREHOLDERS' MEETING

FIRST RESOLUTION

Review and approval of the 2014 Company financial statements

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

SECOND RESOLUTION

Review and approval of the 2014 consolidated financial statements

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

THIRD RESOLUTION

Regulated agreements

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

FOURTH RESOLUTION

Net income appropriation and dividend

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

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

This dividend of €1.20 for each of the 163,592,949 shares bearing dividend rights on January 1, 2014, will be fully eligible for the 40% tax rebate referred to in Article 158.3.2° of the French Tax Code (*Code Général des Impôts*). Taking account of the recommendations of certain investors, and so as not to encourage security lending/borrowing transactions around the date of the Shareholders' Meeting, the Board of Directors proposes an ex-dividend date of May 18, 2015 and a dividend payment date of May 20, 2015.

Pursuant to Article 243 bis of the French Tax Code, the Board of Directors reminds shareholders that dividends paid over the past three fiscal years were as follows: €176,349,599.80 for 2013 (€1.10 per share), €162,055,362 for 2012 (€1 per share) and €155,770,362 for 2011 (€1 per

share). All of these dividends were fully eligible for the 40% tax rebate set out in Article 158.3.2° of the French Tax Code.

FIFTH RESOLUTION

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

Pursuant to the revised AFEP-MEDEF Code issued in June 2013 with which Capgemini complies, the compensation of executive corporate officers due or awarded in respect of fiscal year 2014 must be presented to the Shareholders' Meeting for an advisory vote.

Compensation components due or awarded in respect of 2014 to Mr. 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 2014)	The gross fixed compensation of €1,452,000 for fiscal year 2014 was approved by the Board of Directors on February 19, 2014 at the recommendation of the Compensation Committee. It represents 60% of the total theoretical compensation if objectives are attained and is reviewed at long intervals in accordance with the AFEP-MEDEF Code. This amount is unchanged since 2013 when it was increased by 10% to reflect the change in Mr. Hermelin's role, who became Chairman and Chief Executive Officer at the end of the Combined Shareholders' Meeting of May 24, 2012, the extension of his responsibilities and changes in and the internationalization of the Group since 2008, when his compensation was last modified. The annualized increase in his theoretical compensation since 2008 and therefore in his fixed compensation is 1.6% per annum. This compensation falls within the average for CAC 40 executives.

Annual variable compensation	€1,168,652 (paid in 2015)	<p>During the Board of Directors' meeting of February 18, 2015, the Board, based on the audited and approved accounts and at the recommendation of the Compensation Committee, assessed the amount of Mr. Paul Hermelin's variable compensation for fiscal year 2014, of a target amount if objectives are attained of €968,000, i.e. 40% of his total theoretical compensation and comprising two equal components, V1 and V2, that may vary between 0% and 200% of the theoretical amount.</p> <p>V1 component : this component is calculated in accordance with quantifiable criteria and the following respective weightings, all relating to the financial results:</p> <ol style="list-style-type: none"> 1) % attainment of the revenue objective: 30% weighting; 2) % attainment of the operating margin rate: 30% weighting; 3) % attainment of pre-tax net profit: 20% weighting; 4) 2014 cumulated Free Cash Flow: 20% weighting. <p>These objectives were assessed with respect to the budgeted objectives set by the Board of Directors' meeting of February 19, 2014.</p> <p>Attainment rates for these four objectives were 100.1%, 101.7%, 108.1% and 121.5% respectively, which taking account of the relative weighting of each objective, gives a weighted attainment rate of 106.4%.</p> <p>The Group's historical calculation formula accelerates actual performance upwards and downwards such that:</p> <ul style="list-style-type: none"> -if the weighted performance of the above four financial indicators is less than or equal to 70%, the V1 component will be nil; -if the weighted performance of the above four financial indicators is greater than or equal to 130%, the V1 component will be equal to twice its theoretical amount. <p>Accordingly, with this formula, a one point change in the weighted attainment rate increases or decreases the variable component by 3.33%. Therefore, application of the formula to the weighted attainment rate of 106.4% in 2014 results in the multiplication of the theoretical variable component by 121.5%, giving an amount of $968,000/2 \times 1.215 = \text{€}587,852$.</p> <p>V2 component: The following appraisal was performed based on work performed by the Compensation Committee, which reviewed the qualitative objectives grouped into three categories: "Governance" for 25%, "Profitable growth of the Group" for 50% and "Talent and succession plans" for 25%.</p> <p>For the first category (Governance), basing its appraisal on the assessment of the Board of Directors' performance performed at the end of 2014 by the Lead Independent Director and the recommendations of the AFEP-MEDEF Code, the Board highlighted the implementation of the recommendations resulting from the Board assessment performed in 2013 by an external consultant, such as the appointment of a Lead Independent Director, a new allocation of duties between the Committees, increased female representation on the Board and a decrease in the average age of its members, as well as the invitation accorded to the Secretary of the Group's European Works Council to attend meetings of the Board and the Compensation Committee. Given these achievements, the Board considered that the objectives set for this category had been attained.</p> <p>For the second category (Profitable growth), the Board based its appraisal as far as possible on objective and quantifiable items and primarily the Group 2015 strategic transformation management report, a quantitative tool comprising key transformation indicators (changes in the offering portfolio, percentage of sales realized with strategic accounts, industrialization including the offshore and innovation lever). The management report is approved by the Board of Directors in the context of the Group 3-year plan. In 2015, changes in management report indicators were in line with the objectives set. The second profitable growth criteria comprises the optimization of the balance sheet financial structure in line</p>
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with the Group's strategy and the employee share ownership plan, which was a success. Finally, revenue, margin and cash trends all of which are in line with or exceed guidance presented to the market at the beginning of 2014, represent the third pillar of profitable growth. **Given these achievements, the Board considered that the objectives set for this category had been exceeded.**

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

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

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

PAUL HERMELIN 2014 VARIABLE COMPENSATION CALCULATION			
V1: quantitative component based on budgeted financial targets			
Indicators	Weight	% attainment	Weighted
Total Revenues	30%	100.1%	30%
Operational Margin %	30%	101.7%	30%
Pre-tax net profit	20%	108.1%	22%
Organic Free cash Flow	20%	121.5%	24%
Total weighted R/B before flex			106.4%
Total weighted R/B after 70/130 flex (10/3*weighted R/B-7/3)			121.5%
Variable V1 on target			484,000
Computed V1			587,852
V2: qualitative component based on 2014 personal objectives			
Categories	Weight	Weighted total	
Profitable growth	50%	120.0%	
Talent & succession plans	25%		
Governance	25%		
Variable V2 on target			484,000
Computed V2			580,800
TOTAL 2014 VARIABLE COMPENSATION			1,168,652
As a % of total variable compensation on target			120.7%
As a % of fixed compensation			80.5%

The variable compensation due in respect of a given year is calculated based on the audited accounts approved by the Board at the beginning of Y+1 and is paid at the end of the first quarter of Y+1, or in the present case in March 2015

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.

Stock options, performance shares or any other form of long-term compensation	Performance shares €1,466,026 (accounting value)	50,000 shares granted subject to performance and presence conditions. The vesting of performance shares is contingent on the realization of both an external performance condition and an internal performance condition. The external performance condition accounts for 50% of the grant and is based on the comparative performance of the Cap Gemini share over a two year period against the average performance of a basket comprising 8 comparable companies in the same business sector and from at least 5 countries (Accenture/CSC/Atos/Tieto/Steria/CGI Group/Infosys and Cognizant) and the CAC 40 index (new in 2014). Accordingly, no shares vest if the relative performance of the Cap Gemini share is less than 90% of the performance of the basket 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 30% of the initial grant vests. The internal performance condition accounts for 50% of the grant and is based on Organic Free Cash Flow over the three-year period from 2013 to 2015. The minimum amount necessary for shares to vest is €850 million. Above this threshold, shares vest progressively on a straight-line basis, with the maximum grant requiring Organic Free Cash Flow of €1.1 billion or more. The IFRS value of this grant potentially represents one year's fixed compensation. The number of shares that may vest to the executive corporate officer may not exceed 0.03% of the share capital. Authorized by the Combined Shareholders' Meeting of May 23, 2013.
		Tenth resolution
		Grant authorized by the Board of Directors on July 30, 2014
	Stock options = N/A Other items = N/A	No stock options or other items were granted.
Attendance fees	Voluntary waiver	The Board of Directors took due note of Paul Hermelin's decision to waive his right to collect attendance fees as a director of Cap Gemini S.A. in respect of 2014 (as both Serge Kampf and he have done for the last five years and Serge Kampf did once again in 2014).
Valuation of benefits in kind	€3,600 Contributions paid	Unemployment insurance contributions paid on behalf of Paul Hermelin.

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

SIXTH RESOLUTION
Board of Directors' attendance fees

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

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

SEVENTH RESOLUTION

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

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

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

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

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

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

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

The acquisition, disposal and transfer transactions described above may be carried out by any method in accordance with applicable laws and regulations – including through the use of derivative instruments or by means of a block purchase or transfer of shares – and be carried out at any time, except during public offers for Company shares.

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

It forms part of the ongoing active management of dilution.

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

II RESOLUTIONS PRESENTED AT THE EXTRAORDINARY SHAREHOLDERS' MEETING

EIGHTH RESOLUTION

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

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

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

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

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

NINTH RESOLUTION

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

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

The detailed performance conditions are presented in the draft ninth resolution presented to you for vote. In summary:

The external performance condition is assessed based on the comparative performance of the Cap Gemini share compared with a basket containing at least five comparable companies in our business sector from at least five different countries. No shares vest in respect of the external performance condition if the relative performance of the Cap Gemini share is less than 90% of the average performance of the basket over a three-year period, while 30% of shares vest if this performance is equal to that of the basket and the maximum 50% of shares vest if this performance is 110% or more of that of the basket.

Compared with the previous authorization granted by the Combined Shareholders' Meeting of May 23, 2013, implementation of which is reported on below, the Board of Directors proposes to extend

by one year the assessment period for the external performance condition, increasing it from two to three years and thereby responding favorably to the request by investors to include internal and external performance conditions covering a minimum period of three years.

The internal performance condition is measured by the amount of audited and published organic free cash flow for the three-year cumulative period from January 1, 2015 to December 31, 2017, excluding Group payments to make up the shortfall on its defined benefit pension funds.

The resolution limits to 10% the maximum number of shares that may be granted to the Chairman and Chief Executive Officer and the Deputy Chief Executive Officers, it being specified that in this case, the Board of Directors will, in accordance with applicable laws, decide the portion of shares that must be held by each individual until the end of his/her term of office.

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

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

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

The use by the Board of Directors of previous resolutions for the grant of performance shares is presented in the Group Management Report ("Performance share grants") and summarized below.

Performance share grants in 2014

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

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

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

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

Free share grants to employees without performance conditions in 2014

On October 8, 2014, pursuant to the same authorization, the Board of Directors decided to grant a total of 104,379 shares subject only to a condition of presence, to French employees of the Economic and Social Union (*Union Economique et Sociale*, UES) with more than three months seniority at the grant date. This volume represents 6.5% of the amount authorized by the

Combined Shareholders' Meeting of May 24, 2013 available for grant without performance conditions, i.e. well below the maximum volume of 15% authorized for grant without performance conditions.

Vesting of performance shares in 2014

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

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

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

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

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

TENTH RESOLUTION

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

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

Law No. 2014-384 of March 29, 2014 to liberate the real economy (known as the "Florange" law), partially codified in Article L. 225-123 of the French Commercial Code with respect to double voting rights, generalized, in companies whose shares are admitted to trading on a regulated market, double voting rights for all fully paid-up shares held in registered form for at least two years by the same shareholder and registered shares granted for nil consideration to a shareholder in respect of shares held in registered form for more than two years pursuant to a share capital increase by capitalization of reserves, profits and/or additional paid-in capital, in the absence of a clause to the contrary in the bylaws adopted subsequent to the enactment of this law (i.e. March 29, 2014).

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

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

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

Accordingly, we ask you in this resolution to amend Article 8, paragraph 1, of the Company's bylaws to introduce a provision whereby (i) fully paid-up shares held in registered form for at least two years by the same shareholder and (ii) registered shares granted for nil consideration to a shareholder in respect of shares held in registered form for more than two years pursuant to a share capital increase by capitalization of reserves, profits and/or additional paid-in capital will retain entitlement to one vote.

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

ELEVENTH RESOLUTION

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

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

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

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

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

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

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

TWELFTH RESOLUTION

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

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

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

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

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

THIRTEENTH RESOLUTION

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

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

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

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

FOURTEENTH RESOLUTION

Powers to carry out formalities

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