7.

CAP GEMINI S.A. FINANCIAL STATEMENTS

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7.1 Balance Sheet at December 31, 2009 and 2010

ASSETS

	Dec. 31, 2009	Dec. 31, 2010		
in thousands of euros	Net	Gross	Depreciation, amortization and provisions	Net
Intangible assets				
Trademarks, patents and similar rights	2,069	35,568	(33,499)	2,069
Property, plant and equipment	224	224	-	224
Financial fixed assets				
Equity interests	7,967,436	14,147,695	(5,964,643)	8,183,052
Receivable from controlled entities (1)	209,938	333,904	-	333,904
Securities held for portfolio management purposes	2	2	-	2
Other financial fixed assets (1)	3,717	6,130	(83)	6,047
Non-current assets	**8,183,386**	**14,523,523**	**(5,998,225)**	**8,525,298**
Advances and downpayments	-	-	-	-
Accounts and notes receivable (1)	381	453	(71)	382
Other receivables (1)	13,356	13,757	-	13,757
Receivable from related and associated companies (1)	187,725	194,566	-	194,566
Miscellaneous receivables (1)	65	13	-	13
Marketable securities	1,416,759	891,202	-	891,202
Cash and cash equivalents	122,024	75,875	-	75,875
CURRENT ASSETS	**1,740,310**	**1,175,866**	**(71)**	**1,175,795**
Prepaid expenses (1)	76	31	-	31
Deferred charges	12,092	8,344	-	8,344
Bond redemption premium	17,751	8,875	-	8,875
Unrealized foreign exchange losses	48	4	-	4
OTHER ASSETS	**29,967**	**17,254**	**-**	**17,254**
TOTAL ASSETS	**9,953,663**	**15,716,643**	**(5,998,296)**	**9,718,347**
(1) of which due within one year	206,118	242,972	-	242,972

SHAREHOLDERS' EQUITY AND LIABILITIES

in thousands of euros	Dec. 31, 2009	Dec. 31, 2010
Share capital (fully paid-up)	1,233,419	1,246,163
Additional paid-in capital	5,683,807	5,717,403
Legal reserve	123,167	123,342
Other reserves	561,853	561,853
Retained earnings	303,520	405,692
Profit for the year	224,022	136,889
Tax-driven provisions	4,198	6,067
Shareholders' equity	**8,133,986**	**8,197,409**
Provisions for contingencies and losses	**48**	**4**
Convertible bonds	1,266,790	1,069,873
Bank loans and borrowings [(2)]	136,629	100,422
Payable to controlled entities [(2)]	275,452	247,500
Borrowings [(2)]	**1,678,871**	**1,417,795**
Accounts and notes payable [(2)]	2,535	4,233
Tax and social security liabilities [(2)]	3,484	2,885
Payable to related and associated companies [(2)]	133,738	95,572
Other payables [(2)]	494	301
Prepaid income [(2)]	443	-
Unrealized foreign exchange gains	64	148
Other liabilities	**140,758**	**103,139**
TOTAL SHAREHOLDERS' EQUITY AND LIABILITIES	**9,953,663**	**9,718,347**
[(2)] of which due within one year	749,692	450,913

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7.2 Income Statement

for the years ended December 31, 2009 and 2010

in thousands of euros	2009	2010
Royalties	197,778	200,518
Reversals of depreciation, amortization and provisions, expense transfers	76	-
Other income	713	1,049
Total operating income	**198,567**	**201,567**
Other purchases and external charges	23,311	30,116
Taxes, duties and other levies	3,046	2,399
Depreciation and amortization	2,873	2,311
Charges to provisions	5,124	1,437
Other expenses	695	534
Total operating expenses	**35,049**	**36,797**
OPERATING PROFIT	**163,518**	**164,770**
Investment income [1]	43,754	53,358
Income from other marketable securities and amounts receivable on non-current assets [1]	6,412	4,493
Other interest income [1]	20,711	7,988
Reversals of provisions	19,252	6,190
Foreign exchange gains	2,674	2,413
Net proceeds on disposals of marketable securities	6,247	2,812
Total financial income	**99,050**	**77,254**
Depreciation, amortization and provisions relating to financial items	26,821	88,022
Interest and similar expenses [2]	37,698	26,750
Foreign exchange losses	3,550	3,665
Total financial expenses	**68,069**	**118,437**
NET FINANCE INCOME (EXPENSE)	**30,981**	**(41,183)**
RECURRING PROFIT BEFORE TAX	**194,499**	**123,587**
Non-recurring income from operations	3,490	368
Non-recurring income from capital transactions	2,962	2,286
Reversals of provisions and expense transfers	-	-
Total non-recurring income	**6,452**	**2,654**
Non-recurring expenses on operations	2,361	1,897
Non-recurring expenses on capital transactions	533	1,326
Exceptional depreciation, amortization and charges	1,453	1,869
Total non-recurring expenses	**4,347**	**5,092**
NET NON-RECURRING INCOME (EXPENSE)	**2,105**	**(2,438)**
INCOME TAX EXPENSE	**27,418**	**15,740**
PROFIT FOR THE YEAR	**224,022**	**136,889**
[1] of which income concerning related companies	51,879	59,574
[2] of which interest concerning related companies	5,115	2,006

7.3 Notes to the Financial Statements

I – ACCOUNTING POLICIES

The annual financial statements for the year ended December 31, 2010 are prepared and presented in accordance with French accounting rules and principles (as set out in the 1999 French chart of accounts), including the new accounting rules on assets introduced by the French Accounting Regulatory Committee *(Comité de Réglementation Comptable)* and applicable since January 1, 2005. The annual financial statements are also prepared in accordance with the principles of prudence and accruals, and assuming that the Company is able to continue as a going concern.

Items in the financial statements are generally measured using the historical cost method.

The Company's main accounting policies are described below:

Intangible assets

Computer software and user rights acquired on an unrestricted ownership basis, as well as software developed for internal use which has a positive, lasting and quantifiable effect on future results, are capitalized and amortized over a maximum period of three years. At year-end, the value of computer software and user rights is compared to their value in use for the Company.

Financial fixed assets

The gross value of equity interests and other long-term investments carried in the balance sheet comprises their acquisition cost, including any transaction fees. A provision for impairment is set aside when the value in use falls below the acquisition cost. The value in use is calculated based on either the present value of discounted future cash flows adjusted for net debt, or in certain cases on the Company's share in net assets.

Treasury stock

Treasury shares held by Cap Gemini S.A. as part of the liquidity agreement are recorded on the balance sheet within long-term investments at the lower of cost and net realizable value. Realizable value is the average market price for Cap Gemini S.A. shares in December. Other treasury shares held for other objectives of the share buyback program are recorded in listed shares.

Marketable securities

Marketable securities are shown on the balance sheet at the lower of cost and net realizable value. The realizable value of listed securities is based on the average share price in December. The realizable value of unlisted securities is based on their net asset value. At year-end, accrued interest receivable or interest received in advance on certificates of deposit and commercial paper is recognized in accrued income or prepaid income, respectively.
Capitalization contracts subscribed by the Company are also included in marketable securities.

Foreign currency transactions

Receivables, payables and cash and cash equivalents denominated in foreign currencies are translated into euros at the year-end exchange rate or at the hedging rate. Any differences resulting from the translation of foreign currency receivables and payables at these rates are included in the balance sheet under "Unrealized foreign exchange gains/losses". A provision for foreign exchange losses is set aside to cover any unrealized losses.

Receivables and payables

Receivables are measured at their nominal amount, and a provision for impairment set aside when their net realizable value falls below their net carrying amount. Unbilled payables are recognized excluding VAT.

Bond redemption premium

The bond redemption premium is amortized on a straight-line basis over the term of the debt.

Tax consolidation

The Company and French subsidiaries at least 95% owned by the Group have elected to file consolidated tax returns pursuant to Article 223 A of the French General Tax Code. Tax savings realized by the Group on account of losses incurred by consolidated entities are treated as a gain in the period in which they arise.

Financial instruments

Currency and interest rate positions are taken using financial instruments presenting minimum counterparty risk listed on organized markets or over-the-counter. Gains and losses on financial instruments used in hedging transactions are recognized to match the gains and losses arising on the hedged items. The fair value of financial instruments, which is not recognized in the accounts of the Company, in accordance with French accounting principles, is estimated based on market prices or pricing data provided by banks.

II – NOTES TO THE CAP GEMINI S.A. BALANCE SHEET AND INCOME STATEMENT

1. Non-current assets

in thousands of euros	Gross value (at beginning of year)	Increases	Decreases	Gross value (December 31)
Intangible assets				
Trademarks, patents and similar rights	35,568	-	-	35,568
Sub-total	**35,568**	**-**	**-**	**35,568**
Property, plant and equipment	224	-	-	224
Sub-total	**224**	**-**	**-**	**224**
Financial fixed assets		-	-	
Equity interests	13,853,020	294,725	(50)	14,147,695
Receivable from controlled entities	209,938	172,904	(48,938)	333,904
Securities held for portfolio management purposes	2	-	-	2
Other long-term investments	3,717	174,806	(172,393)	6,130
Sub-total	**14,066,677**	**642,435**	**(221,381)**	**14,487,731**
TOTAL NON-CURRENT ASSETS	**14,102,469**	**642,435**	**(221,381)**	**14,523,523**

Equity interests

Equity interests comprise shares in the Company's subsidiaries. The main changes during the period were due to:

- capital increases in France in the amount of €237,321 thousand (primarily by capitalization of a loan granted in October 2010) to help fund the acquisition of the Brazilian company CPM Braxis, in Sweden for €30,221 thousand, in Italy for €5,754 thousand, in Singapore for €5,577 thousand and finally in Guatemala for €1,037 thousand.
- the exercise of the call option by the Company for the residual 49% share capital interest in Capgemini Business Services (India) Ltd (formerly Hindustan Lever Limited) in the amount of €14,815 thousand.

Receivable from controlled entities

Amounts receivable from controlled entities consist of loans granted by the Company to subsidiaries, particularly in the Netherlands (€143,000 thousand), the United States (€125,089 thousand), Sweden (€31,932 thousand), Germany (€18,000 thousand), Australia (€9,214 thousand) and Chile (€5,361 thousand).

The main changes in this heading reflect:

- a loan of €125,089 thousand granted to the US subsidiary to refinance the majority of advances previously granted to the subsidiary through the international cash pooling arrangement;
- a loan of €31,932 thousand granted to a Swedish subsidiary, to help fund the acquisition of IBX;
- partial amortization of the loan granted to a Dutch subsidiary to help fund the acquisition of Getronics Pinkroccade Business Application Services BV (BAS BV) in the amount of €28,500 thousand;
- partial repayment of €8,000 thousand on the loan granted to the Germany subsidiary.

Other long-term investments

This account comprises the treasury shares held under the liquidity agreement. Implementation of this agreement during the fiscal year was successively entrusted by Cap Gemini S.A. to CA Chevreux and then Oddo Corporate Finance (from February 11, 2010). The agreement relates to the share buyback program approved by the Combined Shareholders' Meeting on May 27, 2010. In this context, a total of 4,790,071 shares were acquired and 4,736,071 shares were sold between January 1, 2010 and December 31, 2010. Cap Gemini S.A. held 175,000 treasury shares at December 31, 2010 (121,000 at December 31, 2009), valued at €6,130 thousand.

2. Depreciation, amortization and provisions for non-current assets

in thousands of euros	Depreciation, amortization and provisions (at beginning of year)	Additions	Reversals	Depreciation, amortization and provisions (December 31)
Intangible assets				
Amortization of trademarks, patents and similar rights	33,499	-	-	33,499
Financial fixed assets				
Provisions for equity interests	5,885,584	79,059	-	5,964,643
TOTAL DEPRECIATION, AMORTIZATION AND PROVISIONS	**5,919,083**	**79,059**	**-**	**5,998,142**

In 2010, the charge to provisions for equity interests concerns two French subsidiaries in the amount of €16,316 thousand and €24,363 thousand, respectively, and one subsidiary in the Asia-Pacific region in the amount of €38,380 thousand.

3. Marketable securities

Marketable securities can be analyzed as follows at December 31, 2010:

in thousands of euros	Net asset value	Nominal value	Carrying amount
Listed securities			
Money market funds (SICAV)	136,351	136,351	136,351
Investment funds (FCP)	164,887	164,887	164,887
Treasury shares	69,025	69,025	69,025
Unlisted securities			
Certificates of deposit	250,000	250,000	250,000
Term deposits	200,000	200,000	200,000
Other marketable securities			
Capitalization contracts	70,939	70,939	70,939
TOTAL	**891,202**	**891,202**	**891,202**

Other marketable securities: two capitalization fund contracts were subscribed in July and August 2010 with leading insurance companies in Europe for €20,000 thousand and €50,000 thousand, respectively. Capitalized interest at December 31, 2010 on these two contracts totaled €939 thousand.

4. Maturity of receivables at year-end

in thousands of euros	Gross amount	One year or less	More than one year
Non-current assets			
Receivable from controlled entities	333,904	28,022	305,882
Other financial fixed assets	6,130	6,130	-
Current assets			
Accounts and notes receivable	453	453	-
Income tax receivable	12,086	12,086	-
VAT receivable	1,515	1,515	-
Other taxes and duties receivable	156	156	-
Receivable from related companies	194,566	194,566	-
Miscellaneous receivables	13	13	-
Prepaid expenses	31	31	-
TOTAL	**548,854**	**242,972**	**305,882**

5. Deferred charges

in thousands of euros	Amount at beginning of year	Increase	Amortization	Amount at December 31
Issuance fees on the syndicated credit facility and OCEANE bonds [1]	12,092	-	(3,748)	8,344
TOTAL	**12,092**	**-**	**(3,748)**	**8,344**

[1] Issuance fees on the syndicated credit facility and OCEANE bonds are amortized on a straight-line basis over the term of the debt.

6. Share capital and additional paid-in capital

(in thousands of euros)	Number of shares	Share capital	Additional paid-in capital
At December 31, 2009 (par value of €8)	**154,177,396**	**1,233,419**	**5,683,807**
+ Cash capital increase via the exercise of stock options	1,592,966	12,744	33,596
At December 31, 2010 (par value of €8)	**155,770,362**	**1,246,163**	**5,717,403**

7. Stock option plans

At the May 23, 2000 and May 12, 2005 Combined Shareholders' Meetings, the Board of Directors or Executive Board was given a five-year authorization in respect of the May 23, 2000 plan, and a 38-month authorization in respect of the May 12, 2005, plan, to grant stock options to certain Group employees on one or several occasions.

The main features of the two plans in force at December 31, 2010 are set out in the table below:

Overview	2000 Plan (plan no 5)	2005 Plan (plan no 6)	Total
Date of Combined Shareholders' Meeting	May 23, 2000	May 12, 2005	
Maximum number of shares to be issued on exercise of options	12,000,000	6,000,000	
Date options first granted under the plan	September 1, 2000	October 1, 2005	
Deadline for exercising stock options after their grant date (based on progressive tranches): 10% after 1 year; +20% after 2 years; +30% after 3 years; +40% after 4 years, up to 100%)	6 years then 5 years as from October 1, 2001	5 years	
Strike price as a % of the average share price over the 20 stock market trading days preceding the grant date	80% then 100% as from October 1, 2001	100% (no discount)	
Strike price (per share and in euros) of the various stock option grants:			
Low	*Plan closed*	*30.00*	
High		*55.00*	
Maximum number of shares to be issued on exercise of outstanding options at December 31, 2009	507,037	5,039,645	**5,546,682**
Number of new stock options granted during the year	Plan expired	Plan expired (1)	-
Number of options forfeited or cancelled in 2010	23,922	447,294	**471,216**
Number of options exercised in 2010	483,115 (2)	1,109,851 (3)	**1,592,966**
Maximum number of shares to be issued on exercise of outstanding options at December 31, 2010	-	3,482,500 (4)	**3,482,500**
Residual weighted average life (in years)	Plan expired	1.31	

(1) Last stock options granted on June 1, 2008 at a price of €40.50.
(2) At the beginning of 2010, 483,115 stock options granted at €27 had been exercised.
(3) Stock options granted at a price of €30, now closed.
(4) Representing 1,553,000 shares at a price of €43; 165,000 shares at €55; 1,593,500 shares at €44 and 171,000 shares at €40.50.

The Group has no contractual or constructive obligations to purchase or settle the options in cash.
In the event of a notice of authorization of a takeover bid for some or all of the Company's shares published by Euronext, option holders would be entitled, if they so wish, to exercise all of their remaining unexercised options immediately.

In addition, 3,482,500 shares would be issued on the exercise of outstanding stock options at December 31, 2010:
- if all these options, irrespective of the exercise price at which they were granted (i.e. whether at a price above or below the current share price), were exercised at December 31, 2010, the dilutive impact would be 2.19% after exercise.
- if only those options "in the money" were exercised, there would be no dilution, as all these options have an exercise price above the share price at December 31, 2010 (€34.93).

8. Performance share plan

The Combined Shareholders' Meetings of April 17, 2008 and April 30, 2009 authorized the Board of Directors to grant shares to a certain number of Group employees, on one or several occasions and within a maximum period of 12 months and 18 months, respectively, subject to certain performance and presence conditions within the Group. On March 5, 2009 and then on September 15, 2010, the Board of Directors approved the terms and conditions and the list of beneficiaries of the first and second plans, respectively. The main terms and conditions of these plans are summarized in the table below:

Overview	2009 Plan	Of which corporate officers	2010 Plan	Of which corporate officers
Date of Combined Shareholders' Meeting	April 17, 2008		April 30, 2009	
Total number of shares to be granted	1% of the share capital on the date of the Board of Directors' decision, i.e. a maximum of 1,458,860 shares		1% of the share capital on the date of the Board of Directors' decision, i.e. a maximum of 1,557,703 shares	
Number of shares effectively granted	1,148,250 (1)		1,555,000	
Date of the Board of Directors' decision	March 5, 2009		October 1, 2010	
Performance assessment dates	At the end of the first and second years following the grant date		At the end of the first and second years following the grant date	
Vesting period	Two years as from the grant date (France) or four years as from the grant date (other countries)		Two years as from the grant date (France) or four years as from the grant date (other countries)	
Mandatory lock-in period effective as from the vesting date (France only)	Two years, or five years in the event of departure from the Group during the two years following the vesting date		Two years, or five years in the event of departure from the Group during the two years following the vesting date	
Number of shares subject to performance and presence conditions granted during the year	-	50,000 (2)	1,555,000 (4)	(6)
Number of options forfeited or canceled during the year	63,750		3,000	
Number of shares at December 31, 2010 that may be definitively allocated under this plan in respect of shares previously granted, subject to performance and presence conditions	1,046,000 (3)	50,000	1,552,000 (5)	
Share price at the grant date (in euros)	23.30		37.16	
Main market conditions at the grant date: *Volatility* *Risk-free interest rate* *Expected dividend rate*	 *42.7%* *1.4%* *3.0%*		 *42.8%* *1.67%* *3.0%*	
Other conditions *Performance conditions* *Effective presence within the Group on the vesting date*	 *Yes (see below)* *Yes*		 *Yes (see below)* *Yes*	
Pricing model used to calculate the fair values of shares	Monte Carlo for performance shares and Black & Scholes for bonus shares		Monte Carlo for performance shares with external (market) conditions and Black & Scholes for shares granted without conditions or with internal performance conditions	
Range of fair values in euros *Bonus shares (per share and in euros)* *Performance shares (per share and in euros)*	 20.7 – 21.9 16.5 – 17.53	17.53	 32.3 – 32.96 21.54 – 21.97	

(1) Of which 64,750 shares granted without performance conditions (5.6% of the total) pursuant to the relevant resolution (authorization capped at 15% of the total).
(2) Shares subject to performance conditions only.
(3) Of which 59,000 shares granted without performance conditions.
(4) Of which 124,000 shares granted without performance conditions (8% of the total) pursuant to the relevant resolution (authorization capped at 15% of the total).
(5) Of which 123,000 shares granted without performance conditions.
(6) No bonus shares were granted in 2010.

Performance conditions and measurement of the 2009 Plan

The exact number of shares granted to beneficiairies at the end of the vesting period (2 or 4 years for international plans) will be equal to the maximum number of shares initially granted, multiplied by a percentage (from 0% to 100%) corresponding to the chosen performance measurement criteria. The performance of the Cap Gemini share, measured over the first two years, compared to the average performance of a basket of ten securities of listed companies, measured over the same period and representative of the Group's business sector in at least five countries in which the Group is firmly established, will ultimately condition the vesting of the shares.

The definitive allocation will depend on the relative performance of the Cap Gemini share in relation to the basket of comparable securities:

- no shares will be granted if the performance of the Cap Gemini share during the period in question is less than 90% of the average performance of the basket of securities over the same period;
- the number of shares that will ultimately vest:
  - will be equal to 60% of the number of shares initially allocated if the performance of the Cap Gemini share is equal to 90% of the basket;
  - will vary on a straight-line basis between 60% and 100% of the initial allocation, based on a predefined schedule, where the performance of the Cap Gemini share is between 90% and 110% of the basket;
  - will be equal to 100% of the number of shares initially allocated if the performance of the Cap Gemini share is higher than or equal to 110% of the basket.

Performance conditions and measurement of the 2010 Plan

In accordance with the AMF recommendation of December 8, 2009 regarding the inclusion of internal and external performance conditions when granting performance shares, the Board of Directors decided to add an internal condition to the external condition initially planned.

External performance condition:

The external performance condition is calculated in the same way as under the first plan, except for the grant thresholds which have been tightened compared to the first plan. As such:

- no shares will be granted if the performance of the Cap Gemini S.A. share during the period in question is less than 90% of the average performance of the basket of securities over the same period;
- the number of shares that will ultimately vest:
  - will be equal to 40% of the number of shares initially allocated if the performance of the Cap Gemini S.A. share is at least equal to 90% of the basket;
  - will be equal to 60% of the number of shares initially allocated if the performance of the Cap Gemini S.A. share is equal to 100% of the basket;
  - will vary on a straight-line basis between 40% and 60% and between 60% and 100% of the initial allocation, based on a predefined schedule, where the performance of the Cap Gemini S.A. share is between 90% and 100% of the basket in the first case and 100% and 110% of the basket in the second case;
  - will be equal to 100% of the number of shares initially allocated if the relative performance of the Cap Gemini S.A. share is higher than or equal to 110% of the basket.

Under these conditions, if the performance of the Cap Gemini S.A. share is in line with that of the basket of comparable shares, only 60% of the initial allocation will be granted compared to 80% under the first plan.

The external performance condition accounts for 70% of the grant calculation.

Internal performance condition:

The internal performance condition is based on the progression in the 2011 audited and published operating margin of Capgemini Group compared with the 2010 operating margin at constant Group structure and exchange rates.

The performance calculation will be performed once the 2011 accounts have been approved, by comparing the percentage increase in the 2011 audited and published operating margin of Capgemini Group compared with the 2010 audited and published operating margin at constant Group structure and exchange rates. Based on the percentage increase calculated in this way:

- no shares will be granted in respect of the internal performance condition if the increase in the operating margin thus calculated is less than 12%;
- the number of shares that will ultimately vest:
  - will be equal to 40% of the number of shares initially allocated if the increase is between 12% and 13.5%;
  - will be equal to 60% of the number of shares initially allocated if the increase is between 13.5% and 15%;
  - will be equal to 100% of the number of shares initially allocated if the increase is greater than or equal to 15%.

The internal performance condition accounts for 30% of the grant calculation.

9. Change in shareholders' equity at December 31, 2009 and 2010

in thousands of euros	At December 31, 2009	Appropriation of profit for 2009	Other movements	At December 31, 2010
Share capital	1,233,419	-	12,744	1,246,163
Additional paid-in capital	5,683,807	-	33,596	5,717,403
Legal reserve	123,167	175	-	123,342
Tax-driven reserves	-	-	-	-
Other reserves	561,853	-	-	561,853
Retained earnings	303,520	102,172	-	405,692
Dividends paid	-	121,675	(121,675)	-
Profit for the year	224,022	(224,022)	136,889	136,889
Tax-driven provisions	4,198	-	1,869	6,067
TOTAL	**8,133,986**	**-**	**63,423**	**8,197,409**

The appropriation of the net profit for 2009 led to the distribution on June 3, 2010 of a €0.80 dividend on each of the 154,177,396 shares making-up the share capital at December 31, 2009, for a total of €121,675 thousand. The amount not paid out on the 2,083,500 shares held by the Company on June 3, 2010 (€1,667 thousand) was appropriated to retained earnings.

Other movements concern:

- share capital, which increased €12,744 thousand following the exercise of 1,592,966 stock options.
- additional paid-in capital, which increased €33,596 thousand as a result of the operation described above.
- tax-driven provisions in the amount of €1,869 thousand, corresponding to the accelerated tax depreciation of equity interests.

10. Provisions for contingencies and losses

in thousands of euros	At beginning of year	Additions	Reversals (utilized provision)	Reversals (surplus provision)	Change in accounting policy	Other	At December 31
Provisions for contingencies and losses							
Relating to foreign exchange losses	48	4	48	-	-	-	4
Relating to other risks	-	-	-	-	-	-	-
TOTAL	**48**	**4**	**48**	**-**	**-**	**-**	**4**

Additions during the period correspond to a provision for currency risks set aside in respect of unrealized foreign exchange losses on foreign currency receivables and payables of €4 thousand. Reversals during the period concern a provision for currency risks recognized in 2009 in the amount of €48 thousand.

11. Convertible bonds

(in thousands of euros)	December 31, 2009	December 31, 2010
OCEANE 2003	**196,917**	-
OCEANE 2005		
Principal	437,000	437,000
Redemption premium	57,873	57,873
OCEANE 2009	**575,000**	**575,000**
TOTAL	**1,266,790**	**1,069,873**

A) "OCEANE 2003" convertible/exchangeable bonds issued on june 24, 2003

On January 4, 2010, Cap Gemini S.A. redeemed at par the 3,861,116 bonds issued on June 24, 2003 and outstanding at December 31, 2009, for an amount of €196,917 thousand.

B) "OCEANE 2005" convertible/exchangeable bonds issued on june 16, 2005

LOn June 16, 2005, Cap Gemini S.A. issued bonds convertible/ exchangeable into new or existing Cap Gemini shares, maturing on January 1, 2012 ("OCEANE 2005"). Bondholders enjoy all rights from June 24, 2005.

The total amount of the issue was €437 million, represented by 11,810,810 bonds with a nominal value of €37 each. The bonds bear interest at 1% per year.

The terms and conditions of this issue were set out in the prospectus approved by the AMF on June 16, 2005 under reference number 05-564.

Summary of the main terms and conditions of the "OCEANE 2005" bond issue

Conversion and/or exchange of the bonds for shares

At any time between June 24, 2005 and the seventh business day preceding January 1, 2012.

Redemption at maturity

January 1, 2012 at a price of €41.90 per bond, representing around 113.2% of the bonds' nominal value.

Early redemption at the Company's option

- at any time, without limitation on price or quantity, by buying back all or some of the bonds either on or off market or by means of a public buyback or exchange offer,
- between June 24, 2009 and December 31, 2011, all outstanding bonds may be redeemed at an early redemption price calculated in such a way that the resulting yield to maturity is equal to that which would have been obtained at maturity, i.e. a rate of 2.875%, plus accrued interest, if (i) the then current conversion/ exchange ratio multiplied by (ii) the arithmetic average of the opening prices quoted for the Company's ordinary shares on the Eurolist market of Euronext Paris S.A. over a period of 20 consecutive trading days, exceeds 130% of such early redemption price. Upon early redemption, the bonds may be redeemed either in cash or converted into Cap Gemini S.A. shares, at the option of the bondholders;
- at any time, for all outstanding bonds, if less than 10% of the bonds are still outstanding.

Early redemption at the option of bondholders

Bondholders may request the early redemption of all or part of their bonds in the event of a change in control of the Company.

Early repayment

At the initiative of a majority of bondholders, particularly in the event of a failure to pay sums due or to comply with other obligations set out in the documentation (beyond any "grace" periods, if applicable), cross default (in excess of a minimum threshold), liquidation, dissolution or sale of all of the Company's assets, or delisting of the Company's shares from the Eurolist market of Euronext Paris S.A.

An upgrade or downgrade in Cap Gemini S.A.'s credit rating would not constitute an early redemption event and would have no impact on the applicable interest rate.

Pari passu *status*

Cap Gemini S.A. has undertaken that the bonds will rank pari passu with all other bonds issued by the Company.

Redemption premium

There is a premium of €57,873 thousand on the redemption of the "OCEANE 2005" bonds. The offsetting entry for this premium is reported in assets on the bond redemption premium line, and is amortized on a straight-line basis over the term of the debt.

C) "OCEANE 2009" convertible/exchangeable bonds issued on April 20, 2009

On April 8, 2009, Cap Gemini S.A. issued bonds convertible/exchangeable into new or existing Cap Gemini shares, maturing on January 1, 2014 ("OCEANE 2009"). Bondholders enjoy all rights from April 20, 2009.

The total amount of the issue was €575 million, represented by 16,911,765 bonds with a nominal value of €34 each, resulting in an issue premium of 35% compared to the Company benchmark share price (weighted average share price between April 8 and the date on which the bond terms and conditions were finalized). The bonds bear interest at 3.5% per year.

The terms and conditions of this issue were set out in the prospectus approved by the AMF on April 8, 2009 under reference number 09-084.

Summary of the main terms and conditions of the "OCEANE 2009" bond issue

Conversion and/or exchange of the bonds for shares

At any time between April 20, 2009 and the seventh business day preceding January 1, 2014.

Redemption at maturity

January 1, 2014 at par.

Early redemption at the Company's option

- at any time, without limitation on price or quantity, by buying back all or some of the bonds either on or off market or by means of a public buyback or exchange offer,
- between April 20, 2012 and the seventh business day preceding January 1, 2014, all outstanding bonds may be redeemed at an early redemption price equal to par, plus the interest accrued since the most recent interest payment date, if (i) the then current conversion/exchange ratio multiplied by (ii) the arithmetic average of the opening prices quoted for the Company's ordinary shares on the Eurolist market of Euronext Paris S.A. over a period of 20 consecutive trading days, exceeds 130% of such early redemption price. Upon early redemption, the bonds may be redeemed either in cash or converted into Cap Gemini S.A. shares, at the option of the bondholders,
- at any time, for all outstanding bonds, if less than 10% of the bonds are still outstanding.

Early redemption at the option of bondholders

Bondholders may request the early redemption of all or part of their bonds in the event of a change in control of the Company.

Early repayment

At the initiative of a majority of bondholders, particularly in the event of a failure to pay sums due or to comply with other obligations set out in the documentation (beyond any "grace" periods, if applicable), cross default (in excess of a minimum threshold), liquidation, dissolution or sale of all of the Company's assets, or delisting of the Company's shares from the Eurolist market of Euronext Paris S.A..

An upgrade or downgrade in Cap Gemini S.A.'s credit rating would not constitute an early redemption event and would have no impact on the applicable interest rate.

Pari passu *status*

Cap Gemini S.A. has undertaken that the bonds will rank *pari passu* with all other bonds issued by the Company.

12. Bank loans and borrowings

Bank loans and borrowings total €100,422 thousand and correspond in part to the credit balance on certain euro and foreign currency bank accounts used in connection with the Group's worldwide cash pooling arrangements. These credit balances of €74,527 thousand are fully offset by matching debit balances presented in cash and cash equivalents. The residual balance corresponds to bank overdrafts (€1,263 thousand) and accrued interest (€24,632 thousand).

Syndicated credit facility obtained by Cap Gemini S.A.

On November 14, 2005, Cap Gemini S.A. signed a €500 million multi-currency credit facility with a bank syndicate maturing on November 14, 2011 at the latest.

Cap Gemini S.A. has agreed to comply with the following financial ratios (as defined in IFRS) in respect of this credit facility:

- the net debt to consolidated equity ratio must be less than 1 at all times,
- interest coverage (the extent to which net finance costs adjusted for certain items are covered by consolidated operating margin) must be equal to or greater than 3 at December 31 and June 30 of each year (based on the 12 months then ended).

At December 31, 2010, the Group complied with these financial ratios.

The facility agreement includes covenants restricting the Company's ability to carry out certain operations. These covenants also apply to Group subsidiaries. They include restrictions primarily relating to:

- pledging assets as collateral,
- asset sales, mergers or similar transactions.

Cap Gemini S.A. also committed to standard obligations, including an agreement to maintain *pari passu* status.

The agreement contains the usual provisions relating to early repayment, including for failure to pay sums due, misrepresentation or failure to comply with other obligations included in the agreement (subject to any applicable "grace" periods), cross defaults (in excess of a minimum threshold), insolvency and bankruptcy proceedings, change of control, or changes which would have a significant negative impact on the Group's financial position.

At the date of this report, no draw-downs had been made on this credit facility.

This facility was refinanced on January 13, 2011 with a syndicate of 18 banks and a new multi-currency credit facility was signed for an identical amount (€500 million), maturing on January 13, 2016 at the latest. The initial margin on this new credit facility is 0.90%, compared to 0.40% previously. This margin may be adjusted according to the credit rating of Cap Gemini S.A. The new facility is also subject to a fee on undrawn amounts equal to 35% of the margin (i.e. 0.315%), compared to 30% of the margin previously (i.e. 0.12%), that may be increased to 40% (35% previously) if Cap Gemini S.A.'s rating falls. An upgrade or downgrade in Cap Gemini S.A.'s credit rating would have no impact on the availability of this credit facility. The other main terms and conditions of the credit facility, in particular with respect to certain financial ratios, remain unchanged.

13. Maturity of payables at year-end

in thousands of euros		Gross amount	One year of less	More than one year
Convertible bonds		**1,069,873**	**-**	**1,069,873**
Bank loans and borrowings				
Bank overdrafts		1,263	1,263	-
Bank overdrafts (Group cash pooling arrangement)		74,527	74,527	-
Accrued interest		24,632	24,632	-
	Sub-total	**100,422**	**100,422**	**-**
Group loans and borrowings				
Payable to the Group		247,500	247,500	-
Payable to related companies		95,572	95,572	-
	Sub-total	**343,072**	**343,072**	**-**
Accounts and notes payable		**4,233**	**4,233**	**-**
Tax and social security liabilities		**2,885**	**2,885**	**-**
Other payables		**301**	**301**	**-**
TOTAL		**1,520,786**	**450,913**	**1,069,873**

The Group loan of €247,500 thousand concerns a three-month revolving loan from Capgemini U.K. Plc. It was renewed on October 22, 2010 for an amount of £220 million, maturing January 22, 2011 and pays annual interest of 0.73725%. It is hedged by a currency swap (euro/pound sterling).

14. Accrued charges

Accrued charges reported in the balance sheet can be analyzed as follows:

in thousands of euros	Amount
BORROWINGS	
Accrued interest	24,632
OTHER LIABILITIES	
Accounts and notes payable	4,233
Tax and social security liabilities	2,885
Other payables	301
TOTAL	**32,051**

15. Unrealized foreign exchange gains and losses on foreign currency receivables and payables

in thousands of euros	Reported in assets	Reported in liabilities	Provision for currency risks
On other receivables/payables	4	148	4
TOTAL	**4**	**148**	**4**

16. Net finance income (expense)

in thousands of euros	Amount
Provisions relating to financial items	
Additions	(88,022)
Reversals	6,190
Sub-total	**(81,832)**
Dividends received	53,358
Sub-total	**53,358**
Other financial income and expense	
Net income from short-term investments	7,868
Other investment income (capitalization contracts)	939
Revenue from current account loans granted and Group cash pooling arrangements	6,486
Interest on current account loans received and Group cash pooling arrangements	(2,252)
Interest on "OCEANE" bonds	(24,494)
Net foreign exchange losses	(1,252)
Other	(2)
Sub-total	**(12,707)**
NET FINANCE INCOME (EXPENSE)	**(41,183)**

The dividends of €53,358 thousand correspond to dividends paid to the Company during the period by French, Portuguese, and Hungarian subsidiaries.

Net income from short-term investments (€7,868 thousand) is the result of investments during 2010 in money market funds (SICAV) for €1,289 thousand, investment funds (FCP) for €1,523 thousand, and certificates of deposit and commercial paper for €5,056 thousand.

Additions to provisions for financial items of €88,022 thousand concern provisions for impairment of equity interests in the amount of €79,059 thousand, relating to two French subsidiaries for €16,316 thousand and €24,363 thousand, respectively, and one subsidiary in the Asia Pacific region for €38,380 thousand, as well as additions to provisions for treasury shares of €83 thousand, the amortization of the redemption premium on "OCEANE 2005" bonds of €8,876 thousand and additions to provisions for currency risks of €4 thousand.

Reversals concern the provision for treasury shares in the amount of €6,143 thousand and a provision for currency risks booked in 2009 in the amount of €48 thousand.

The net financial expense for 2010 of €41,183 thousand, is mainly due to provisions for impairment of equity interests in the amount of €79,059 thousand and, to a lesser extent, the fall in the average return on short-term investments.

17. Net non-recurring income (expense)

in thousands of euros	Amount
Non-recurring income from operations	368
Net income on disposals of treasury shares under the liquidity agreement	984
Sub-total	**1,352**
Exceptional provisions	(1,869)
Other	(1,921)
Sub-total	**(3,790)**
NET NON-RECURRING INCOME	**(2,438)**

18. Income tax expense

In France, Cap Gemini S.A. is the parent company of a French tax consolidation group comprising 23 companies. In 2010, the impact of tax consolidation on the earnings of Cap Gemini S.A. is a gain of €15,848 thousand. Tax losses carried forward by Cap Gemini SA amounted to €1,170,272 thousand at December 31, 2010.

III – OTHER INFORMATION

19. Off-balance sheet commitments

a) Commitments given to subsidiaries

Guarantees, deposits and comfort letters granted by Cap Gemini S.A. to its subsidiaries at December 31, 2010 can be analyzed as follows:

in thousands of euros	Amount
Guarantees on financing facilities	326,745
Guarantees on client contracts	625,889
Tax guarantees and other	15,132
TOTAL	**967,765**

Guarantees, deposits and comfort letters granted to subsidiaries in respect of financial items provide them with access to local cash facilities in the form of credit lines. Total draw-downs on these credit lines at December 31, 2010 amounted to €91,538 thousand.

b) Other commitments

On June 26, 2003 and June 28, 2004, Cap Gemini S.A. sold a tax receivable on the French Treasury of €90 million and an additional tax receivable of €39 million to a credit institution for €74 million and €33 million, respectively. These receivables result from the option to carry back French tax losses generated in 2002. Cap Gemini S.A. agreed to indemnify the transferee for any difference between the amount of the receivables sold and the amount able to be recovered from the French Treasury, for a period up to December 31, 2011.

The Group has provided performance and/or financial guarantees for a number of major contracts. These include the contracts signed in 2004 with HM Revenue & Customs, Schneider Electric Industries and Euroclear, the contract signed in 2005 with the Metropolitan Police and the contracts signed in 2009 with Ontario Power Generation Inc., Environment Agency and Renault S.A.

Cap Gemini S.A., together with all of its subsidiaries and any entities which it directly or indirectly owns more than 50%, are insured for the financial implications of any civil or professional liability claims that may be filed against them as a result of their activities. The insurance is part of a worldwide program comprising a number of policies taken out with leading insurance companies. The terms and conditions of this insurance program (including maximum coverage) are regularly reviewed and adjusted to reflect changes in revenues, business activities and risk profiles. The program's largest policy, amounting to €30 million, has been in place for several years and is reinsured with a consolidated captive reinsurance subsidiary.

Cap Gemini SA granted a financial guarantee in connection with the agreement signed on May 25, 2004 with France Telecom to transfer the management of part of the latter's telecommunications network for a term of eight years.

During previous financial years and in 2010, the Company underwent a number of tax audits. Certain proposed adjustments have been challenged and litigation proceedings were in progress at the balance sheet date.

Guarantees in respect of tax items totaled €17,010 thousand at December 31, 2010.

c) Financial instruments

Currency hedges / Derivative instruments

At December 31, 2010, currency hedges entered into in respect of foreign currency denominated internal financial arrangements and the rebilling of brand royalties concern a total notional amount of €428 million, broken down as follows:

- USD 187 million (€134 million);
- GBP 223 million (€252 million);
- AUD 13 million (€9 million);
- SEK 307 million (€33 million).

These hedges take the form of currency swaps and forwards maturing in 2011. At December 31, 2010, these derivatives had a negative value of €629 thousand, representing primarily the net balance of.

- a euro/pound sterling swap on a loan between Capgemini UK and the Company with a positive value of €8,079 thousand
- a euro/US dollar swap on a loan between the Company and Capgemini North America with a negative value of €6,568 thousand
- a euro/Swedish krona swap on a loan between the Company and Capgemini AB with a negative value of €1,369 thousand
- a euro/Australian dollar swap on a loan between the Company and Capgemini Australia with a negative value of €811 thousand.

20. Related companies

in thousands of euros	Total	of which related companies
Balance sheet items		
Equity interests	14,147,695	14,147,695
Receivable from controlled entities	333,904	333,904
Payable to controlled entities	247,500	247,500
Related companies		
- Receivable	194,566	194,566
- Payable	95,572	95,572
Income Statement items		
Investment income	53,358	53,358
Income on Group loans	4,493	4,493
Other interest income	7,988	1,723
Interest expense	26,750	2,006

21. Consolidating company

Cap Gemini S.A. is the consolidating company for the Capgemini Group.

22. Subsequent events

At the Combined Shareholders' Meeting, the Board of Directors will recommend a dividend payment of €1 per share in respect of 2010.
As disclosed in Note 13 above, on January 13, 2011, Cap Gemini S.A. refinanced its €500 million multi-currency credit facility secured on November 14, 2005 and which expires on November 14, 2011. The new credit facility, of the same amount, expires on January 13, 2016 at the latest.

23. Remuneration of members of the Board of Directors

The total amount of attendance fees paid to Directors and non-voting directors in 2010 is €641,500 (or €579,000 after deduction of withholding tax for non-resident beneficiaries).

24. Fees paid to the statutory auditors and members of their network

in thousands of euros	Amount
Statutory audit of the consolidated and separate financial statements	657
Other services directly related to the statutory audit engagement (*)	1,143
Sub-total	**1,800**
Other services	
Legal, tax and employee-related advisory services	-
Other	-
Sub-total	**-**
TOTAL	**1,800**

(*) Other services directly related to the statutory audit engagement consist of buyer due diligence procedures.

7.4. Subsidiaries and investments

in millions of euros	Capital	Other shareholders' equity (including net income for the year)	% interest	Number of shares owned	Book value of shares Gross	Book value of shares Net	Loans & advances granted	Guarantees given [1]	2010 Revenue	Dividends received
SUBSIDIARIES										
Capgemini North America Inc	1	2,977	100.00%	982,000	6,618	2,350	125	-	-	-
CGS HOLDINGS Ltd	617	1	100.00%	558,777,061	721	721	-	-	-	-
Gemini Consulting Holding Ltd	0	9	100.00%	1,083	23	23	-	-	-	-
Capgemini Oldco Ltd	12	25	100.00%	1,033,938,857	801	264	-	-	-	-
Capgemini AB (Suède)	3	320	100.00%	25,861	387	387	-	9	-	-
Capgemini NV (Benelux)	2	299	100.00%	21,582,376	1,467	1,239	143	-	-	-
Capgemini Business services BV	0	2	100.00%	485	19	19	-	-	-	-
Capgemini Shared Services BV	0	0	100.00%	1,053	3	3	-	-	-	-
Capgemini Deutschland Holding GmbH	129	1	95.59%	3	629	629	-	12	-	-
Capgemini Consulting Österreich AG	0	1	100.00%	36,791	44	32	-	-	34	-
Capgemini Suisse AG	0	1	100.00%	500	39	32	-	44	44	-
Capgemini Polska Sp Z.o.o (Pologne)	4	25	100.00%	129,160	25	16	-	55	118	-
Capgemini Magyarorszag Kft	0	1	100.00%	1	2	2	-	-	5	-
capgemini Czech Republic s r o	1	3	98.77%	21,255	8	8	-	-	9	-
Capgemini France S.A.S.	63	238	100.00%	4,063,722	843	843	-	-	9	42
Capgemini Télécom Media Défense S.A.S.	17	-12	98.00%	1,090,762	171	146	-	-	172	-
Capgemini Technology Services Maroc	3	1	99.99%	329,996	3	3	-	-	8	-
SOGETI S.A.	0	1	100.00%	619	0	0	-	-	-	8
SOGETI S.A.S.	261	295	100.00%	52,106,876	754	754	-	-	29	-
Capgemini Italia S.p.A.	11	-1	100.00%	2,200,000	513	20	-	12	139	-
Capgemini España S.L. (Sociedad Unipersonal)	25	-6	76.02%	191,706	234	234	-	-	254	-
Capgemini Portugal, Serviços de Consultoria e Informatica, SA	8	4	100.00%	1,698,842	44	44	-	-	28	2
Capgemini Business Services Guatemala S.A.	0	1	99.99%	12,925,876	1	1	-	-	10	-
Capgemini Argentina S.A.	2	2	1.51%	126,278	0	0	-	-	21	-
Capgemini Asia Pacific Pte. Ltd. (Singapour)	23	-1	100.00%	17,421,299	148	11	-	-	1	-
Capgemini Australia Pty Ltd (Australie)	145	-144	100.00%	1,502,342	172	60	9	26	82	-
Capgemini Business Services (India)	0	15	99.90%	4,995	25	25	-	1	44	-
Capgemini Service S.A.S	8	7	100.00%	8,000,000	134	15	-	15	227	-
S.C.I. Paris Etoile	0	5	99.99%	9,999	48	31	-	-	3	2
Immobilière les Fontaines S.A.R.L	2	-10	99.84%	619,000	32	32	-	35	7	-
Capgemini Université S.A.S.	0	0	100.00%	2,500	0	0	-	-	14	-
Capgemini Gouvieux S.A.S.	0	0	100.00%	10,000	0	0	-	-	21	-
CAP SOGETI 2005	229	0	100.00%	22,864,750	237	237	-	-	-	-
Other French compagnies	na	na	na	na	0	0	-	nm	na	-
Other foreign compagnies	na	na	na	na	0	0	-	-	na	-
INVESTMENTS										
As of December 31, 2010, investments held by Cap Gemini SA are not material.										

na: not applicable

The net income of subsidiaries and investments is not provided because disclosure would be prejudicial to the Company's commercial and financial strategy.

7.5 Five-year financial summary

(in thousand of euros)	2006	2007	2008	2009	2010
I - SHARE CAPITAL AT YEAR-END					
Share capital	1,152,654	1,163,404	1,166,760	1,233,419	1,246,163
Number of common shares outstanding	144,081,808	145,425,510	145,844,938	154,177,396	155,770,362
Maximum number of future shares to be created :					
- through exercise of equity warrants	10,518,710	10,291,173	8,696,637	9,655,432	9,079,500
- through conversion fo convertible bonds	20,830,416	20,830,416	20,830,416	32,583,691	28,722,575
II - OPERATIONS AND RESULTS OF THE CURRENT YEAR					
Operating revenue	183,111	203,711	202,017	198,567	201,567
Operating revenue and financial revenue	375,552	639,994	382,207	297,617	278,822
Income before taxes, amortization and provisions	202,467	235,834	240,322	213,622	208,598
Income tax	(23,104)	(32,227)	(29,419)	(27,418)	(15,740)
Net income / (losses)	194,560	496,620	259,605	224,022	136,889
Distributed income	100,857	145,426	145,845	123,342	155,770 (1)
III - EARNINGS PER SHARE (in euros)					
Earnings after taxes, but before amortization and provisions	1.57	1.84	1.85	1.56	1.44
Net earnings	1.35	3.41	1.78	1.45	0.88
Dividend per share	0.70	1.00	1.00	0.80	1.00 (1)
IV - EMPLOYEE DATA					
Average number of employee during the year	Cap Gemini S.A. does not have any employees				
Total payroll					
Total benefits					

(1) Subject to approval by the Combined shareholders' Meeting of May 26, 2011.

7

7.6 Statutory auditors' reports

STATUTORY AUDITORS' REPORT ON THE FINANCIAL STATEMENTS
(Year ended December 31, 2010)

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

To the Shareholders,

In compliance with the assignment entrusted to us by your Annual General Meeting, we hereby report to you, for the year ended December 31, 2010, on:

- the audit of the accompanying financial statements of Cap Gemini S.A.,
- the justification of our assessments,
- the specific verifications and information required by law.

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

I - Opinion on the financial statements

We conducted our audit in accordance with professional standards applicable in France. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. An audit includes verifying, on a test basis or by other selection methods, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

In our opinion, the financial statements give a true and fair view of the Company's financial position and its assets and liabilities as of December 31, 2010, and of the results of its operations for the year then ended in accordance with the accounting rules and principles applicable in France.

II - Justification of our assessments

In accordance with the requirements of Article L.823-9 of the French Commercial Code (Code de commerce) relating to the justification of our assessments, we bring to your attention the following matters:
Equity interests as reported in the balance sheet amounted to €8,183 million at December 31, 2010. The accounting principles used to determine the value in use of these investments are described in Note I to the financial statements. As part of our assessments, we verified whether the approach applied was correct and that the assumptions used and resulting valuations were consistent overall.
These assessments were made in the context of our audit of the financial statements taken as a whole, and therefore contributed to the opinion we formed which is expressed in the first part of this report.

III- Specific verifications and information

In accordance with professional standards applicable in France, we have also performed the specific verifications required by law.
We have no matters to report to you as to the fair presentation and consistency with the financial statements of the information given in the Management Report of the Board of Directors and in the documents addressed to the shareholders with respect to the financial position and the financial statements.
Concerning the information disclosed pursuant to Article L.225-102-1 of the French Commercial Code on the remuneration and benefits paid to corporate officers and any other commitments made in their favor, we have verified its consistency with the financial statements or the information used as a basis for preparing the financial statements and, where appropriate, with the elements gathered by your Company from companies controlling your Company or controlled by it. Based on these procedures, we attest to the accuracy and fairness of such information.

In accordance with the law, we have verified that the management report contains the appropriate disclosures concerning the acquisition of investments and controlling interests and the identity of shareholders and holders of voting rights.

The Statutory Auditors

Neuilly-sur-Seine, March 15, 2011	Paris La Défense, March 15, 2011
PricewaterhouseCoopers Audit	KPMG Audit Division of KPMG S.A.
Serge Villepelet Edouard Sattler	Jean-Luc Decornoy, Partner Jacques Pierre, Partner

STATUTORY AUDITORS' SPECIAL REPORT ON REGULATED AGREEMENTS AND COMMITMENTS

(Shareholders' Meeting held to approve the financial statements for the year ended December 31, 2010)

This is a free translation into English of the Statutory Auditors' special report on regulated agreements and commitments that is issued in the French language and is provided solely for the convenience of English speaking readers. This report on regulated agreements and commitments should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France. It should be understood that the agreements reported on are only those provided by French corporate law (Code de Commerce) and that the report does not apply to those related party transactions described in IAS 24 or other equivalent accounting standards.

To the Shareholders

In our capacity as statutory auditors of your Company, we hereby report to you on regulated agreements and commitments.

The terms of our engagement require us to communicate to you, based on information provided to us, the principal terms and conditions of those agreements and commitments brought to our attention or which we may have discovered during the course of our audit, without expressing an opinion on their usefulness and appropriateness or identifying such other agreements and commitments, if any. It is your responsibility, pursuant to Article R.225-31 of the French Commercial Code *(Code de commerce)*, to assess the interest involved in respect of the conclusion of these agreements and commitments for the purpose of approving them.

Our role is also to provide you with the information stipulated in Article R.225-31 of the French Commercial Code relating to the implementation during the past year of agreements and commitments previously approved by the shareholders' meeting, if any.

We conducted the procedures we deemed necessary in accordance with the professional guidelines of the French National Institute of Statutory Auditors *(Compagnie Nationale des Commissaires aux Comptes)* relating to this engagement. These procedures consisted in agreeing the information provided to us with the relevant source documents.

Agreements and commitments submitted to the approval of the Shareholders' Meeting

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

Agreements and commitments previously approved by Shareholders' Meeting

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

Type:
Supplementary collective defined benefit pension scheme set up by the Company in favor of certain senior executives regarded as having made a significant and lasting contribution to the Group's development.

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

Messrs. Serge Kampf, Chairman of the Board of Directors and Paul Hermelin, Chief Executive Officer of the Company, have been registered as beneficiaries of this plan. During 2010, these corporate officers did not receive any compensation pursuant to this agreement.

The Statutory Auditors

Neuilly-sur-Seine, March 15, 2011	Paris La Défense, March 15, 2011
PricewaterhouseCoopers Audit	KPMG Audit Division of KPMG S.A.
Serge Villepelet Edouard Sattler	Jean-Luc Decornoy, Partner Jacques Pierre, Partner

STATUTORY AUDITORS' REPORT ON THE CAPITAL DECREASE THROUGH THE CANCELLATION OF SHARES BOUGHT BACK BY THE COMPANY
(Combined Shareholders' Meeting of May 26, 2011 – 7th resolution)

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

To the Shareholders,

In our capacity as Statutory Auditors of your Company and in accordance with Article L. 225-209 of the French Commercial Code *(Code de commerce)* relating to the decrease in capital through cancellation of shares bought back by the Company, we hereby present our report with our comments on the reasons for and terms of the proposed capital decrease, as submitted to you for approval.
Shareholders are also asked to grant the Board of Directors for a 24-month period commencing the date of this Combined Shareholders' Meeting, full powers to cancel the shares acquired under the Company's share buyback program pursuant to the provisions of the aforementioned article, provided that the aggregate number of shares cancelled in any given 24-month period does not exceed 10% of the Company's share capital
We performed the procedures we considered necessary with regard to the professional standards of the French Institute of Statutory Auditors *(Compagnie Nationale des Commissaires aux Comptes)* applicable to such transactions. These procedures consisted in verifying that the reasons for and terms of the proposed capital decrease, which does not undermine shareholder equality, comply with applicable legal provisions.

We have no comments to make on the reasons for and terms and conditions of the proposed capital decrease.

The Statutory Auditors

Neuilly-sur-Seine, April 6, 2011

PricewaterhouseCoopers Audit

Serge Villepelet
Partner

Edouard Sattler
Partner

Paris La Défense, April 6, 2011

KPMG Audit
Division of KPMG S.A.

Jean-Luc Decornoy
Partner

Jacques Pierre
Partner

STATUTORY AUDITORS' REPORT ON THE ISSUE OF SHARES OR SECURITIES GRANTING ACCESS TO THE COMPANY'S SHARE CAPITAL
(Combined Shareholders' Meeting of May 26, 2011 – 8th resolution)

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

To the Shareholders,

In our capacity as Statutory Auditors of your Company and in accordance with the French Commercial Code *(Code de commerce)* and particularly Articles L.225-135, L.225-138 and L.228-92 thereof, we hereby present our report on the proposed issue of shares or securities granting access to the Company's share capital, reserved for members of the Capgemini Group's Company Savings Plans *(Plans d'Épargne d'Entreprise)*, as submitted to you for approval.

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

Based on its report, the Board of Directors is asking for authorization, for a 26-month period commencing the date of this Combined Shareholders' Meeting, to set the terms and conditions of this transaction and to cancel preferential subscription rights of shareholders for the shares to be issued.

Pursuant to this resolution, the number of new shares issued as a result of the proposed capital increases, immediately or in the future, may not exceed 6,000,000 shares with a par value of €8 each.

The Board of Directors is responsible for preparing a report on the proposed transaction in accordance with Articles R. 225-113 and R. 225-114 of the French Commercial Code. Our responsibility is to express an opinion on (i) the fairness of the financial information taken from the financial statements, (ii) the proposed cancellation of preferential subscription rights of shareholders, and (iii) other information regarding the issues contained in this report.

We performed the procedures we considered necessary with regard to the professional standards of the French Institute of Statutory Auditors *(Compagnie Nationale des Commissaires aux Comptes)* applicable to such transactions. These procedures consisted in reviewing the content of the Board of Directors' report relating to these transactions and the methods used to determine the share issue price.

Subject to a subsequent review of the terms and conditions of the proposed issue, we have no comments to make as regards the methods used to set the share issue price, as presented in the Board of Directors' report.

As the share issue price of the shares to be issued has not yet been set, we do not express an opinion on the final terms and conditions of the share capital increases that may be decided. As a result, we do not express an opinion on the proposed cancellation of preferential subscription rights of shareholders.

In accordance with Article R. 225-116 of the French Commercial Code, we will issue a supplementary report, if necessary, when the Board of Directors performs this transaction.

The Statutory Auditors

Neuilly-sur-Seine, April 6, 2011	Paris La Défense, April 6, 2011
PricewaterhouseCoopers Audit	KPMG Audit Division of KPMG S.A.
Serge Villepelet Partner Edouard Sattler Partner	Jean-Luc Decornoy Partner Jacques Pierre Partner

STATUTORY AUDITORS' REPORT ON THE CAPITAL INCREASE RESERVED FOR CERTAIN EMPLOYEES AND CORPORATE OFFICERS OF FOREIGN SUBSIDIARIES

(Combined Shareholders' Meeting of May 26, 2011 – 9th resolution)

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

To the Shareholders,

In our capacity as Statutory Auditors of your Company and in accordance with Articles L.225-135 and L.225-138 of the French Commercial Code *(Code de commerce)*, we hereby present our report on the proposed capital increase, without preferential subscription rights, reserved for certain employees and corporate officers of foreign subsidiaries of Capgemini group, as submitted to you for approval.

Based on its report, the Board of Directors is asking for authorization, for an 18-month period commencing the date of this Combined Shareholders' Meeting, to set the terms and conditions of this transaction and to cancel preferential subscription rights of shareholders.

Share capital issues performed immediately or in the future pursuant to this resolution may not exceed 2,000,000 shares with a par value of €8 each and the total amount of share capital increases performed immediately or in the future pursuant to this resolution and the 8th resolution, may not confer entitlement to subscribe for more than 6,000,000 shares.

The Board of Directors is responsible for preparing a report on the proposed transaction in accordance with Articles R. 225-113 and R. 225-114 of the French Commercial Code. Our responsibility is to express an opinion on (i) the fairness of the financial information taken from the financial statements, (ii) the proposed cancellation of preferential subscription rights of shareholders, and (iii) other information regarding the issues contained in this report.

We performed the procedures we considered necessary with regard to the professional standards of the French Institute of Statutory Auditors *(Compagnie Nationale des Commissaires aux Comptes)* applicable to such transactions. These procedures consisted in reviewing the content of the Board of Directors' report relating to these transactions and the methods used to determine the share issue price.

Subject to a subsequent review of the terms and conditions of the proposed capital increase, we have no comments to make as regards the methods used to set the share issue price, as presented in the Board of Directors' report.

As the share issue price has not yet been set, we do not express an opinion on the final terms and conditions of the share capital increases that may be decided. As a result, we do not express an opinion on the proposed cancellation of preferential subscription rights of shareholders.

In accordance with Article R. 225-116 of the French Commercial Code, we will issue a supplementary report, if necessary, when the Board of Directors performs a capital increase.

The Statutory Auditors

Neuilly-sur-Seine, April 6, 2011

PricewaterhouseCoopers Audit

Serge Villepelet
Partner

Edouard Sattler
Partner

Paris La Défense, April 6, 2011

KPMG Audit
Division of KPMG S.A.

Jean-Luc Decornoy
Partner

Jacques Pierre
Partner

STATUTORY AUDITORS' REPORT ON THE ISSUE OF REDEEMABLE SHARE SUBSCRIPTION OR PURCHASE WARRANTS (BSAAR) RESERVED FOR CERTAIN EMPLOYEES AND CORPORATE OFFICERS
(Combined Shareholders' Meeting of May 26, 2011 – 10th resolution)

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

To the Shareholders,

In our capacity as Statutory Auditors of your Company and in accordance with the French Commercial Code *(Code de commerce)* and particularly Articles L.225-135, L.225-138 and L.228-92 thereof, we hereby present our report on the proposed issue of redeemable share subscription or purchase warrants (BSAAR), reserved for certain employees or corporate officers of your Company and its subsidiaries, as submitted to you for approval.

Based on its report, the Board of Directors is asking for authorization, with the power of sub-delegation, to set the terms and conditions of this transaction and to cancel preferential subscription rights of shareholders. This authorization is requested for an 18-month period commencing the date of this Combined Shareholders' Meeting.

It is noted that:
- the Board of Directors will issue, on one or more occasions, redeemable share subscription or purchase warrants;
- the maximum par value amount of capital increases performed pursuant to this delegation is €8 million, representing a maximum of 1 million ordinary shares with a par value of €8 each.

The Board of Directors is responsible for preparing a report on the proposed transaction in accordance with Articles R. 225-113 and R. 225-114 of the French Commercial Code. Our responsibility is to express an opinion on (i) the fairness of the financial information taken from the financial statements, (ii) the proposed cancellation of preferential subscription rights of shareholders, and (iii) other information regarding the issues contained in this report.

We performed the procedures we considered necessary with regard to the professional standards of the French Institute of Statutory Auditors *(Compagnie Nationale des Commissaires aux Comptes)* applicable to such transactions. These procedures consisted in reviewing the content of the Board of Directors' report relating to these transactions and the methods used to determine the share issue price.

Subject to a subsequent review of the terms and conditions of the proposed issue, we have no comments to make as regards the methods used to set the share issue price, as presented in the Board of Directors' report.

As the share issue price of the shares to be issued has not yet been set, we do not express an opinion on the final terms and conditions of the share capital increases that may be decided. As a result, we do not express an opinion on the proposed cancellation of preferential subscription rights of shareholders.

In accordance with Article R. 225-116 of the French Commercial Code, we will issue a supplementary report, if necessary, when the Board of Directors performs this transaction.

The Statutory Auditors

Neuilly-sur-Seine, April 6, 2011	Paris La Défense, April 6, 2011
PricewaterhouseCoopers Audit	KPMG Audit Division of KPMG S.A.
Serge Villepelet, Partner — Edouard Sattler, Partner	Jean-Luc Decornoy, Partner — Jacques Pierre, Partner

STATUTORY AUDITOR'S REPORT ON THE FREE GRANT OF EXISTING SHARES OR SHARES TO BE ISSUED TO EMPLOYEES AND CORPORATE OFFICERS
(Combined Shareholders' Meeting of May 26, 2011 – 11th resolution)

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

To the Shareholders,

In our capacity as Statutory Auditors of your Company and in accordance with Article L.225-197-1 of the French Commercial Code *(Code de commerce)*, we hereby present our report on the proposed free grant of existing shares or shares to be issued, subject to performance conditions, to employees of Cap Gemini S.A. and its affiliated French and foreign subsidiaries, as defined in Article L.225-197-2 of the French Commercial Code, and to corporate officers of Cap Gemini S.A..

Shareholders are asked to authorize the Board of Directors to perform a free grant of existing shares or shares to be issued. The Board of Directors is responsible for preparing a report on this transaction which it wishes to perform. Our role is to express our comments, if any, on the information presented on the proposed transaction.

The Board of Directors' report states that the grant of existing shares or shares to be issued to employees of Cap Gemini S.A. and its French and foreign subsidiaries, will be subject to a maximum of 1 million shares with a par value of €8 each. It also states that the grant of shares to corporate officers of Cap Gemini S.A. will be limited to 5% of the aforementioned amount. The performance conditions are presented in the Board of Directors' report.

We performed the procedures we considered necessary with regard to the professional standards of the French Institute of Statutory Auditors *(Compagnie Nationale des Commissaires aux Comptes)* applicable to such transactions. These procedures primarily consisted in verifying that the proposed terms and conditions presented in the Board of Directors' report comply with applicable legal provisions.

We have no comments to make on the information presented in the Board of Directors' report on the proposed free share grant.

The Statutory Auditors

Neuilly-sur-Seine, April 6, 2011		Paris La Défense, April 6, 2011	
PricewaterhouseCoopers Audit		KPMG Audit Division of KPMG S.A.	
Serge Villepelet Partner	Edouard Sattler Partner	Jean-Luc Decornoy Partner	Jacques Pierre Partner