

# CAP GEMINI

A *Société Anonyme* established under the laws of the Republic of France

Having a share capital of € 1,372,514,120

With its registered office at 11 rue de Tilsitt – 75017 Paris, France

330 703 844 RCS Paris

(the « Company »)

**To be taken into consideration, any form  
must be received on 6 February 2017 at  
the latest at the following address:**

BNP Paribas Securities Services  
CTS – service Assemblées Générales  
Les Grands Moulins de Pantin  
9 rue du Débarcadère  
93761 PANTIN CEDEX  
France

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## PARTICIPATION AT THE BONDHOLDERS' GENERAL MEETING ON 7 FEBRUARY 2017 AT 10:00 A.M.

*€1,250,000,000 1.750 per cent. Notes due 1 July 2020 issued on 1 July 2015*

*ISIN Code: FR0012821932*

*(the “2020 Bonds Issue”)*

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## PROXY OR MAIL VOTING FORM

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I, the undersigned,<sup>1</sup> \_\_\_\_\_ holder of:

\_\_\_\_\_ bearer bonds of the 2020 Bonds Issue, recorded in a securities account held by an authorised financial intermediary (*an attestation of book entry must be attached to this form*),

to which \_\_\_\_\_ votes are attached, acknowledge having received all the documents and information provided for by French law and regulations applicable in accordance with the terms and conditions of the 2020 Bonds Issue, for the bondholders' general meeting in respect of the 2020 Bonds Issue of the Company convened on **7 February 2017 at 10:00 a.m.**, at the following address: CAP GEMINI – 11 rue de Tilsitt – 75017 Paris (the “**Meeting**”).

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<sup>1</sup> Please indicate the following information:

- For natural persons: name, first name(s) and address.
- For legal entities: legal name, registered office and legal form.

If the signatory is not a bondholder (for example: legal agent, guardian, etc.), he/she must indicate his/her name, first name(s), and the capacity in which he/she signs this form.

I grant proxy, to represent me at the Meeting, to the agent<sup>2</sup> hereinafter appointed:

\_\_\_\_\_

residing at \_\_\_\_\_

Accordingly, the agent attending the Meeting shall sign the attendance sheets and any other documentation, take part in all deliberations, agree or not to act as teller, abstain himself/herself or vote on any matters included in the agenda and, more generally, do anything necessary.

It is indicated that this proxy shall remain in full force and effect for any second meeting subsequently convened on the same agenda, for lack of quorum or for any other reason.<sup>3</sup>

I appoint the Chairman of the Meeting as my proxy and authorize him to vote on my behalf.

I vote by mail<sup>4</sup> and express my decision on the resolutions as follows:

**RESOLUTION 1**

FOR:

AGAINST:

ABSTENTION:

**RESOLUTION 2**

FOR:

AGAINST:

ABSTENTION:

**RESOLUTION 3**

FOR:

AGAINST:

ABSTENTION:

**If amendments to the proposed resolutions are submitted to the Meeting, you are invited to choose one of the three following alternatives:**

I abstain (the abstention is equivalent to a vote against).

I grant proxy, to vote on my behalf, to \_\_\_\_\_  
residing at \_\_\_\_\_.<sup>2</sup>

I appoint the Chairman of the Meeting as my proxy to vote on my behalf.

Signed in \_\_\_\_\_, on \_\_\_\_\_

Signature

**Name, First name(s), address, capacity<sup>5</sup>**

<sup>2</sup> Any bondholder of the Bonds 2020 Issue has the right to be represented at the Meeting by an agent of his/her choice (Article L. 228-61 of the French Commercial Code), subject to legal restrictions governed by Articles L. 228-62 and L. 228-63 of the French Commercial Code.

<sup>3</sup> Article R. 225-79 paragraph 4 of the French Commercial Code (by cross-reference from Article R. 228-75 of the same).

<sup>4</sup> If you wish to vote by mail, you must tick the box "I VOTE BY MAIL". In this case, you are requested to vote separately on each resolution by blackening the box corresponding to your choice ("FOR", "AGAINST" or "ABSTENTION").

Decision at the Meeting shall be taken by a two-third majority of the votes of the holders present or represented thereat. **THE FORMS THAT PROVIDE NO VOTING INDICATIONS OR THAT EXPRESS AN ABSTENTION WILL BE COUNTED AS VOTES AGAINST.**

<sup>5</sup> For legal entities, please indicate signatory's name, first name(s) and capacity. If the signatory is not himself/herself the bondholder, please detail his name, first name(s) and the capacity in which he/she is signing.

**PROCEDURES TO PARTICIPATE IN THE BONDHOLDERS' MEETING  
ON 7 FEBRUARY 2017 AT 10:00 A.M. (Paris time)**

If you hold bonds of the 2020 Bonds Issue, you may decide to participate in the Meeting to be held on **7 February 2017 at 10:00 a.m.** (Paris time) at the registered office of the Company.

**EVIDENCE OF YOUR STATUS AS BONDHOLDER**

The bonds being in bearer form, they must be entered in your name in the bearer securities accounts held by an authorised intermediary on 3 February 2017 at 00:00 a.m. (Paris Time). The entry of the securities in bearer form is evidenced by an attestation of book entry delivered by your authorised intermediary.

**THE VARIOUS OPTIONS FOR PARTICIPATING IN THE MEETING**

**1/ Attending the Meeting in person (option 1)**

Holders of bonds in bearer form should present their attestation of book entry or attendance card on the day of the Meeting.

**2/ Vote by mail (option 2)**

In this case, you must tick the corresponding box of the form and blacken out for each resolution, one of the three boxes "FOR", "AGAINST" or "ABSTENTION".

This form must be returned together with the attestation of book entry. The mail voting form should be received by BNP Paribas Securities Services (postal or electronic address set out below) on 6 February 2017 at the latest. Any voting form received after such date will not be taken into account.

The mail voting form delivered for the Meeting is valid for successive meetings convened on the same agenda. It therefore remains valid for the meeting convened on second notice.

**3/ Appoint the proxy of your choice (subject to certain legal restrictions) (option 3)**

In this case, you have to tick the corresponding box of the form and specify the name of your proxy in accordance with Articles L. 228-61 *et seq.* of the French Commercial Code or send the form without mentioning any proxy in which case you give power of attorney to the Chairman of the Meeting.

It is hereby indicated that, in accordance with Article L. 228-62 of the French Commercial Code, managers, directors, members of the management board and supervisory board, managing directors, auditors or any employees of the debtor company or of companies that have guaranteed all or part of the commitments of this company, as well as their ascendants, descendants and spouses are not allowed to represent the bondholders at the general meetings.

Likewise, in accordance with Article L. 228-63 of the French Commercial Code, bondholders may not appoint as proxy any person prohibited from practising as a banker or who has forfeited their right to run, administer or manage a company for any reason whatsoever.

This form must be returned with the attestation of book entry. The proxy form should be received by BNP Paribas Securities Services (postal or electronic address set out below) on 6 February 2017 at the latest. Any proxy form received after such date will not be taken into account.

This proxy is revocable in the same form and manner. This power granted for the Meeting is valid for successive meetings convened on the same agenda. Accordingly, it remains valid for the meeting convened on second notice.

### **RETURN OF THIS FORM**

If you choose option 2 or 3 to attend the Meeting, you have to:

1. Request from your financial intermediary an attestation of book entry to evidence your status as bondholder
2. Send the duly completed form to:

BNP PARIBAS SECURITIES SERVICES,  
CTS – service Assemblées Générales,  
Les Grands Moulins de Pantin,  
9 rue du Débarcadère,  
93761 Pantin Cedex,  
France

Email : [paris.bp2s.cts.general.meeting@bnpparibas.com](mailto:paris.bp2s.cts.general.meeting@bnpparibas.com)

Fax : +33 1 40 14 58 90 ou +33 1 55 77 95 01

3. Enclose, in all cases, the attestation of book entry delivered by the financial intermediary holding your securities account

### **DOCUMENTS AVAILABLE TO THE PUBLIC**

The draft resolutions and the documents submitted to the Meeting will be available for inspection by the bondholders, within the legal time limits, at the registered office of CAP GEMINI, 11 rue de Tilsitt 75017 Paris, France, and at BNP PARIBAS SECURITIES SERVICES, CTS – service Assemblées Générales, Les Grands Moulins de Pantin, 9 rue du Débarcadère - 93761 Pantin Cedex – France (Email: [paris.bp2s.cts.general.meeting@bnpparibas.com](mailto:paris.bp2s.cts.general.meeting@bnpparibas.com) – Fax: +33 1 40 14 58 90 or +33 1 55 77 95 01).

## **SCHEDULE 1**

### **RATIONALE**

The Board of Directors of the Company proposes to change the legal form of the Company to a European company to reflect the international and European dimension of the Group.

Further information on this conversion may be found in particular in the draft terms of conversion available on the Company's website ([www.capgemini.com](http://www.capgemini.com)).

### **DRAFT RESOLUTIONS**

*First resolution (Approval of the conversion of the corporate form of the Company through adoption of the European company statute and the Draft Terms of Conversion (as defined below))*

The general meeting, acting in accordance with the quorum and majority requirements for bondholders' meetings, having examined:

- the draft terms of the Company's conversion into a European company prepared by the Board of Directors, dated 7 December 2016 and filed with the clerk of the Paris Commercial Court (*greffe du Tribunal de commerce de Paris*) on 9 December 2016, which explain and substantiate the legal and business aspects of the Company's conversion into a European company and which indicate its consequences for the shareholders, the employees and the creditors of the Company (the "**Draft Terms of Conversion**");
- the report of the Board of Directors;
- the report of Mr. Jean-Jacques Dedouit, the auditor appointed by order of the President of the Paris Commercial Court (*Président du Tribunal de commerce de Paris*) on 14 December 2016 in the context of the conversion;

After having duly noted that:

- the company meets the conditions required by the provisions of Council Regulation EC No. 2157/2001 of 8 October 2001 on the statute for a European company, and in particular those specified in Articles 2§4 and 37 of the said Regulation, as well as of Article L. 225-245-1 of the French Commercial Code relating to the conversion of French *société anonyme* into an European company;
- the conversion into a European company shall not result in either the winding-up of the Company or in the creation of a new legal entity;
- following the conversion, the Company's corporate name shall be followed by the words "*société européenne*" or the initials "SE";
- the Company's term, its corporate purpose and registered office shall not undergo any change;
- the company's share capital shall remain of the same amount and of the same number of shares with a par value of eight euros each; these shall remain listed on the regulated market of Euronext in Paris;
- the length of the current fiscal year will not undergo any change as a result of the adoption of the European company form and the financial statements of this fiscal year will be prepared, presented and audited according to the conditions defined by the Company's bylaws under its new legal form and the provisions of the French Commercial Code relating to the European company;
- all authorizations and delegations of authority and of powers that have been granted to the Board of Directors of the Company under its current form as a *société anonyme* by any shareholders general meeting of the Company and in force on the date of the Company's registration as a European

company, shall *ipso facto* apply to the Board of Directors of the Company under its new legal form as a European company;

- each of the Company's Directors and statutory auditors shall continue to serve the Company for the remaining duration of their terms of office under the same conditions as those applying before the Company's registration in the form of a European company.
- the contemplated conversion of the corporate form of the Company through adoption of the European company statute shall be submitted to the approval of the shareholders general meeting of the Company;
- in accordance with Article 12§2 of the aforementioned Regulation, the Company shall not be registered as a European company unless the procedure relating to employee involvement, as provided for in Articles L. 2351-1 *et seq.* of the French Labor Code, has been completed;

Decides to approve the conversion of the Company's legal form into a European company with a Board of Directors, and to approve the Draft Terms of the Conversion,

Takes note that this conversion of the Company into a European company shall take effect upon the Company's registration as a European company with the Paris Commercial and Companies Registry (*Registre du commerce et des sociétés de Paris*), which shall take place once negotiations relating to employee involvement have been completed and subject to the approval by the shareholders general meeting of the Company of the contemplated conversion of the corporate form through adoption of the European company statute.

***Second resolution (Filing of the documents relating to the Meeting)***

The general meeting, acting in accordance with the quorum and majority requirements for bondholders' meetings, decides that all the documents and reports relating to its notice of meeting, its deliberations and its decisions will be filed at the registered office of the Company.

***Third resolution (Powers)***

The general meeting, acting in accordance with the quorum and majority requirements for bondholders' meetings, authorizes and grants all powers to the representative of the Company to, as the case may be, take any measures and enter into any agreements as necessary in order to implement these resolutions, and to the bearer of a copy or extracts of the minutes recording these resolutions for the purpose of completing any and all legal or administrative formalities.

## SCHEDULE 2

### **FRENCH APPLICABLE LAWS AND REGULATIONS** **(EXTRACTS FROM THE FRENCH COMMERCIAL CODE)**

#### **Article L. 228-61 of the French Commercial Code**

If there are several bodies (*masse*) of bondholders, they shall not in any circumstances hold a joint meeting.

All bondholders are entitled to participate in the meeting or to be represented by the representative of their choice.

Any bondholder may vote by mail using a form as prescribed in a decree. Any provisions to the contrary contained in the by-laws shall be null and void.

When calculating the quorum, only forms received by the company before the meeting shall be taken into account subject to the conditions set out in a decree. Forms not indicating any vote or expressing an abstention shall be considered vote against.

If the by-laws so provides, bondholders who participate in the meeting via videoconferencing or via a telecommunications medium which permits their identification are deemed to be present for calculation of the quorum and the majority. The nature of the acceptable technical media and the implementing regulations for this provision are determined in a decree.

The holders of redeemed bonds that were not repaid on account of the failure of the debtor company or a dispute relating to the conditions of repayment may participate in the meeting.

A company which holds at least 10% of the debtor company's capital shall not vote with the bonds it holds at the meeting.

#### **Article L. 228-62 of the French Commercial Code**

Managers, directors, members of the management board and supervisory board, managing directors, auditors or employees of the debtor company or companies acting as guarantor for all or part of the commitments of the said company, as well as their ascendants, descendants and spouses, may not represent bondholders at general meetings.

#### **Article L. 228-63 of the French Commercial Code**

The representation of a bondholder may not be entrusted to persons who are prohibited from practising the profession of banker or who are disqualified from running, administering or managing any type of company.

#### **Article R. 228-68 of the French Commercial Code**

Section 3 of Chapter V of Title II of this book relating to videoconferencing, telecommunications medium, electronic vote and mail vote shall be applicable to this section.

#### **Article R. 228-75 of the French Commercial Code**

Article R 225-79 shall be applicable to proxy granted by bondholders to be represented at general meetings.

#### **Article R. 225-77 of the French Commercial Code**

The date after which forms received by the company will not be taken into account shall not exceed three days prior to the date of the general meeting, subject to any shorter timeframe provided by the by-laws. However, electronic mail voting forms may be received by the company until the day before the holding of the general meeting, no later than 3 p.m., Paris time.

Mail voting forms received by the company shall include:

- 1° The name, first name and address of the shareholder;
- 2° The form, registered or bearer, under which the securities are held together with their number, as well as an indication which evidenced the entry of the securities either in the registered accounts held by the company or in the bearer accounts held by an intermediary mentioned in Article L. 211-3 of the French Monetary and Financial Code. The attestation of attendance provided in Article R. 225-85 shall be attached to the form.
- 3° The signature, or the electronic signature as the case may be, of the shareholder or of its legal or judicial agent. When the company decides, in accordance with its by-laws, to allow the shareholders to participate in general meetings by electronic communication medium, the signature of the shareholder, or its legal or judicial

agent, may result from a reliable identification process which guarantee its connection with the mail voting form related thereto.

The mail voting form sent to the company for a general meeting remain in full force and effect for any subsequent meeting convened on the same agenda.

**Article R. 225-79 of the French Commercial Code**

The proxy granted by a shareholder to be represented at a general meeting shall be signed by him/her, by following an electronic signature procedure as the case may be, and shall indicate him/her name, first name and address. It may indicate the name of the agent, who shall not appoint a substitute.

For the purposes of the first paragraph, when the company decides, in accordance with its by-laws, to allow the shareholders to participate in general meetings by electronic communication medium, the signature of the shareholder, or its legal or judicial agent, may result from a reliable identification process which guarantee its connection with the mail voting form related thereto.

The proxy is granted for one general meeting only. However, it may be granted for two general meetings, one ordinary and the other extraordinary, held the same day or within a fifteen-day period of time.

The proxy granted for a general meeting remain in full force and effect for any subsequent meeting convened on the same agenda.

The proxy is revocable in the same form and manner as those applicable to its appointment.

Listed companies allow the notification of the appointment or the revocation of the proxy by electronic medium.



**SCHEDULE 3**  
**REQUEST FORM**

In my capacity as holder of bearer bonds issued under the 2020 Bonds Issue<sup>6</sup>, I the undersigned \_\_\_\_\_, hereby request CAP GEMINI to send me the information mentioned in Article R. 225-83 of the French Commercial Code,

At the following postal address: \_\_\_\_\_, or

At the following email : \_\_\_\_\_.

The request shall only be satisfied if made between the date of notice of the Meeting and the fifth day inclusive prior to the Meeting.

Bondholders only need to make one single request to obtain from CAP GEMINI the above-mentioned information in the eventuality of any other bondholder meetings to come.

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<sup>6</sup> Subject to the delivery of an attestation of book entry in the bearer securities accounts held by an intermediary mentioned in Article L. 211-3 of the French Monetary and Financial Code.