

*Translation for information purposes only. The French version prevails.*

**Jean-Jacques DEDOUIT**

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75008 PARIS

**CAP GEMINI**

11 rue de Tilsitt

75017 PARIS

**CONVERSION INTO A EUROPEAN COMPANY  
(*SOCIETAS EUROPAEA, SE*)**

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**Report of the Conversion Auditor**

*Appointed by Order of the  
Presiding Judge of the Paris Commercial Court  
dated December 14, 2016*

**Report of the Conversion Auditor  
on the conversion of CAP GEMINI  
into a European Company (*Societas Europaea*, SE)**

To the Shareholders,

In accordance with my appointment as conversion auditor by Order of the Presiding Judge of the Paris Commercial Court dated December 14, 2016 with respect to the conversion of CAP GEMINI (the Company) into a European Company (*Societas Europaea*, SE), I have prepared the report required by Article 37 of Council Regulation (EC) no. 2157/2001 of October 8, 2001 on the statute for a European company and Article L. 225-245-1 of the French Commercial Code (*Code de commerce*). This conversion was approved by your Board of Directors on December 7, 2016.

I have prepared this report in order to certify the amount of the Company's net assets with respect to its capital plus those reserves which must not be distributed under the law or the bylaws.

I performed the procedures that I deemed necessary in accordance with professional standards applicable in France to such engagements. These procedures consisted in verifying that the net assets of the Company are at least equivalent to its capital plus those reserves which must not be distributed under the law or the bylaws. This verification notably consisted in assessing the potential impact on the accounting value of items included in determining the net asset amount, of events between the date of the last annual accounts and the date of my report.

Based on this work, as at the date of my report, I certify that the Company has net assets at least equivalent to its capital plus those reserves which must not be distributed under the law or the bylaws.

Paris, January 20, 2017

The Conversion Auditor

Jean-Jacques Dedouit