



# Notice of Meeting

The Combined Shareholders' Meeting will be held

**on May 7, 2014 at 10:00 a.m.**

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



# You are invited to attend the Combined Shareholders' Meeting of Cap Gemini

**on May 7, 2014** at 10:00 a.m.

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

**The welcoming of participants will start at 9:30 a.m.**

For information on how to access Pavillon d'Armenonville, please refer to: **page 45**



**FOR MORE INFORMATION, PLEASE CONTACT**

## ■ Shareholders' relations service

- Hotline: **0 800 203 040** (France only)
- or **(33) 1 47 54 50 82** (France and international)
- Email: **assemblee@capgemini.com**

## Contents

|  |    |   |    |
|--|----|---|----|
| MESSAGE OF THE CHAIRMAN  | 3  | PRESENTATION OF THE COMPENSATION<br>OF THE EXECUTIVE CORPORATE OFFICER  | 16 |
| PRESENTATION OF THE BOARD OF DIRECTORS                             | 4  | REPORT OF THE BOARD OF DIRECTORS<br>AND DRAFT RESOLUTIONS OF THE COMBINED<br>SHAREHOLDERS' MEETING OF MAY 7, 2014 | 18 |
| BIOGRAPHIES OF CANDIDATES TO THE BOARD<br>OF DIRECTORS             | 7  | HOW TO PARTICIPATE<br>AT THE SHAREHOLDERS' MEETING  | 41 |
| AGENDA   | 11 | HOW TO ACCESS THE SHAREHOLDERS' MEETING   | 45 |
| SUMMARY PRESENTATION OF THE GROUP'S<br>ACTIVITY OVER THE PAST YEAR | 13 | REQUEST FOR DOCUMENTS   | 47 |
| FIVE-YEAR FINANCIAL SUMMARY SCHEDULE                               | 15 | REQUEST FOR REGISTRATION BY INTERNET  | 47 |

# Message of the Chairman



“*An independent and experienced Board of Directors, guaranteeing balanced governance*”

**PAUL HERMELIN**

Chairman and Chief Executive Officer

Dear Shareholders,

The Combined Shareholders' Meeting of Cap Gemini will be held on Wednesday, May 7 at 10 a.m. (first notice) at Pavillon d'Armenonville. The Board of Directors of Cap Gemini, its founder, Serge Kampf and I are counting on your presence at this unique moment for expressing the “*affectio societatis*” that unites the shareholders of a company and its Board of Directors and management. The meeting agenda is particularly full this year, comprising some thirty-three resolutions.

I would like to draw your attention to a certain number of these resolutions in opening this new presentation of the Notice of Meeting.

Firstly, the Board of Directors, at my recommendation, wishes to increase the dividend from €1 to €1.10 per share. I was keen to reflect the improvement in the Group's operating performance and the efficient management of its liquid assets in the dividend paid to shareholders. You have already benefited from the significant appreciation in the Capgemini share price in 2013; in my opinion it is important to adjust the dividend to ensure the share performance remains attractive.

Secondly, nine resolutions concern the ratification or appointment of directors. We present for your vote the re-election of Serge Kampf and myself. We trust that the operating results of the Company and the transfer between us of the chairmanship of the Board of Directors during the term of office coming to a close, as desired by Serge Kampf, allow us to merit your confidence once again. Seven other resolutions concern the composition of the Board of Directors and will lead to a balanced and controlled change in its make-up. Three new directors are presented for your vote: Anne Bouverot (co-opted in October 2013), Xavier Musca and Caroline Watteuw-Carlisle. They bring complementary experience to the Board of Directors, both in terms of their professional careers and personal background. While all three directors are native French speakers, which is good for the collective work of the Board, each resides and works in a different country reflecting the diversity of the Group.

Four directors who have accompanied the development of the Group over one or more terms of office - Bruno Roger, Phil Laskawy, Yann Delabrière and Laurence Dors - have accepted to continue their contribution by remaining members of the Board of Directors for the next four years.

If the Cap Gemini Combined Shareholders' Meeting follows the recommendations of the Board of Directors, the composition of the Board will be significantly renewed, with one fourth of its members sitting for less than one year, diversified in terms of cultural and professional backgrounds, more feminine with female directors making up more than one-third of the Board, above the minimum recommendation of the Copé-Zimmerman law and have a majority of independent directors as defined by the criteria set out in the AFEP-MEDEF code. An independent and experienced Board of Directors will therefore be better able to guarantee a balanced governance. The 2013 Reference Document presents in detail the changes to the governance of your Company.

Thirdly, twelve resolutions concern the financial authorizations that we present either annually, in the case of the authority to buyback and cancel shares, or every two years, in the case of the ability to issue equity or debt securities. Your Board has set very strict limits on the delegations of authority to cancel the pre-emptive subscription rights of existing shareholders. Together these resolutions provide the Group with the financial flexibility it needs to continue seeking its goals, while preserving the asset interests of shareholders.

Finally, as this is the first year I present myself for your vote as Chairman and Chief Executive Officer, it seems in my opinion particularly appropriate to present to you my compensation pursuant to the so-called “say on pay” procedure. In this respect, this brochure contains not only the information recommended by the AFEP-MEDEF code, but also a highly visual presentation, enabling you to understand at a glance the different components of this compensation.

We trust we have met our duty of transparency and information regarding these draft resolutions through the sections of the Board of Directors' report on the draft resolutions presented before each group of resolutions.

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

Paul HERMELIN  
Chairman and Chief Executive Officer

# Presentation of the Board of Directors

## PRESENTATION OF THE BOARD OF DIRECTORS AS AT DECEMBER 31, 2013

### SERGE KAMPF



**Date of birth:**  
October 13, 1934  
**Nationality:** French  
**First appointment:**  
2000  
**Expiry of term of office:**  
2014  
**Number of shares held  
as of Dec 31, 2013:**  
4,650,000

#### Offices held in 2013 and current offices

##### Principal office

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

##### Other offices

Chairman of:  
■ CAPGEMINI SERVICE S.A.S.  
■ CAPGEMINI SUISSE S.A.  
Director of:  
■ CAPGEMINI NORTH AMERICA INC. (U.S.A.)  
Sole manager of:  
■ SCI PARIS ETOILE

#### Other offices held during the last five years outside the Group

Member of the *Académie des Sports*

### PAUL HERMELIN



**Date of birth:**  
April 30, 1952  
**Nationality:** French  
**First appointment:**  
2000  
**Expiry of term of office:**  
2014  
**Number of shares held  
as of Dec 31, 2013:**  
227,048

#### Offices held in 2013 and current offices

##### Principal office

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

##### Other offices

Chairman of:  
■ CAPGEMINI AMERICA, INC. (U.S.A.)  
■ CAPGEMINI US LLC (U.S.A.)  
■ CAPGEMINI NORTH AMERICA INC. (U.S.A.)  
■ CAPGEMINI HOLDING INC. (U.S.A.)  
Chief Executive Officer of:  
■ CAPGEMINI SERVICE S.A.S.  
■ CAPGEMINI NORTH AMERICA INC. (U.S.A.)  
■ CAPGEMINI HOLDING INC. (U.S.A.)  
Director of:  
■ CGS HOLDINGS LTD (UK)  
■ SOGETI S.A. (BELGIUM)  
■ CAPGEMINI AUSTRALIA PTY LTD  
■ CAPGEMINI FINANCIAL SERVICES INTERNATIONAL INC.  
■ CPM BRAXIS S.A. (BRAZIL)  
(UNTIL APRIL 30, 2013)  
Member of the Supervisory Board of:  
■ CAPGEMINI N.V.  
Director of:  
■ AXA (since April 30, 2013)

### DANIEL BERNARD



**Date of birth:**  
February 18, 1946  
**Nationality:** French  
**First appointment:**  
2005  
**Expiry of term of office:**  
2017  
**Number of shares held  
as of Dec 31, 2013:**  
150

#### Offices held in 2013 and current offices

##### Principal office

Chairman of:  
■ PROVESTIS

##### Other offices

Chairman of the Board of Directors of:  
■ KINGFISHER plc  
■ MAF RETAIL GROUP  
Director of:  
■ ALCATEL LUCENT  
Chairman of:  
■ LA FONDATION HEC  
Senior Advisor of:  
■ TOWERBROOK CAPITAL PARTNERS, L.P.

## ANNE BOUVEROT



**Date of birth:**  
March 21, 1966  
**Nationality:** French  
**First appointment:**  
2013  
**Expiry of term of office:**  
2017  
**Number of shares held\*:**  
1,000

*\* Acquired by Anne Bouverot  
after December 31, 2013*

### Offices held in 2013 and current offices

#### Principal office

Chief Executive Officer and member  
of the Board of Directors of:  
■ GSM Association (Switzerland)

#### Other offices

Director of:  
■ GSMA LTD (U.S.A.)  
■ EDENRED

#### Other offices held during the last five years outside the Group

Vice-President for Mobile Services of:  
■ FRANCE TELECOM ORANGE Group (2009-2011)  
Member of the Scientific Committee of:  
■ FRANCE TELECOM ORANGE  
Director of:  
■ GROUPAMA S.A.  
■ ORANGE S.A.

## YANN DELABRIERE



**Date of birth:**  
December 19, 1950  
**Nationality:** French  
**First appointment:**  
2004  
**Expiry of term of office:**  
2014  
**Number of shares held  
as of Dec 31, 2013:**  
2,550

### Offices held in 2013 and current offices

#### Principal office

Chairman and Chief Executive Officer of:  
■ FAURECIA

#### Other offices

Director of:  
■ SOCIETE GENERALE

## LAURENCE DORS



**Date of birth:**  
March 16, 1956  
**Nationality:** French  
**First appointment:**  
2010  
**Expiry of term of office:**  
2014  
**Number of shares held  
as of Dec 31, 2013:**  
100

### Offices held in 2013 and current offices

#### Principal office

Senior Partner of:  
■ ANTHENOR PARTNERS

#### Other offices

Director of:  
■ CREDIT AGRICOLE S.A.  
■ EGIS S.A.  
■ INHESJ (FRENCH NATIONAL INSTITUTE FOR  
ADVANCED STUDIES IN SECURITY AND JUSTICE)  
■ IFA (FRENCH INSTITUTE OF DIRECTORS)  
Member of:  
■ IHEAL (INSTITUTE OF LATIN AMERICAN STUDIES  
STRATEGIC POLICY COMMITTEE)

#### Other offices held during the last five years outside the Group

■ DASSAULT SYSTEMES  
Corporate Secretary  
Member of the Executive Committee of:  
■ RENAULT GROUP

## PHIL LASKAWY



**Date of birth:**  
March 31, 1941  
**Nationality:** American  
**First appointment:**  
2002  
**Expiry of term of office:**  
2014  
**Number of shares held  
as of Dec 31, 2013:**  
7,600

### Offices held in 2013 and current offices

#### Principal office

Chairman (non executive) of:  
■ FANNIE MAE (USA)  
Director of:  
■ GENERAL MOTORS CORPORATION (USA)

#### Other offices

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

#### Other offices held during the last five years outside the Group

Director of:  
■ DISCOVER FINANCIAL SERVICES



## PRESENTATION OF THE BOARD OF DIRECTORS

PRESENTATION OF THE BOARD OF DIRECTORS AT DECEMBER 31, 2013

### RUUD VAN OMMEREN



**Date of birth:**  
September 11, 1936  
**Nationality:** Dutch  
**First appointment:**  
2000  
**Expiry of term of office:**  
2014  
**Number of shares held  
as of Dec 31, 2013:**  
100

#### Offices held in 2013 and current offices

##### Principal office

**Director of:**  
■ CAP GEMINI S.A.

##### Other offices

**Member of the Supervisory Board of:**  
■ WILLEM VAN RIJN B.V.

##### Other offices held during the last five years outside the Group

**Chairman of the Supervisory Board of:**  
■ GAK ONROEREND GOED V.O.F.  
**Member of the Supervisory Board of:**  
■ KONINKLIJKE GROLSCH N.V.

### TERRY OZAN



**Date of birth:**  
July 21, 1946  
**Nationality:** American  
**First appointment:**  
2000  
**Expiry of term of office:**  
2014  
**Number of shares held  
as of Dec 31, 2013:**  
11,799

#### Offices held in 2013 and current offices

##### Principal office

**Director of:**  
■ CAP GEMINI S.A.

##### Other offices

**Director of:**  
■ COHESANT INC.  
■ TFS FINANCIAL CORPORATION  
■ STATE INDUSTRIAL PRODUCTS

##### Other offices held during the last five years outside the Group

**Director of:**  
■ NOTEWORTHY MEDICAL SYSTEMS, INC.

### PIERRE PRINGUET



**Date of birth:**  
January 31, 1950  
**Nationality:** French  
**First appointment:**  
2009  
**Expiry of term of office:**  
2017  
**Number of shares held  
as of Dec 31, 2013:**  
1,700

#### Offices held in 2013 and current offices

##### Principal office

**Vice-Chairman of the Board of Directors  
and Chief Executive Officer of:**  
■ PERNOD RICARD GROUP

##### Other offices

**Director of:**  
■ ILIAD S.A.

##### Other offices held during the last five years outside the Group

**Joint Chief Executive Officer and then sole Managing Director of:**  
■ PERNOD RICARD GROUP

### BRUNO ROGER



**Date of birth:**  
August 6, 1933  
**Nationality:** French  
**First appointment:**  
2000  
**Expiry of term of office:**  
2014  
**Number of shares held  
as of Dec 31, 2013:**  
100

#### Offices held in 2013 and current offices

##### Principal office

**Chairman of:**  
■ LAZARD FRERES S.A.S.  
■ LAZARD FRERES BANQUE  
■ COMPAGNIE FINANCIERE LAZARD FRERES SAS

##### Other offices

**Chairman of:**  
■ GLOBAL INVESTMENT BANKING de LAZARD  
**Managing Partner of:**  
■ LAZARD FRERES  
■ MAISON LAZARD ET CIE  
**Member of the Deputy Chairman Committee of:**  
■ LAZARD FRERES GROUP

##### Other offices held during the last five years outside the Group

**Chairman and Chief Executive Officer of:**  
■ LAZARD FRERES BANQUE  
**Non-voting director:**  
■ EURAZEO

### LUCIA SINAPI-THOMAS



**Date of birth:**  
January 19, 1964  
**Nationality:** French  
**First appointment:**  
2012  
**Expiry of term of office:**  
2016  
**Number of shares held  
as of Dec 31, 2013:**  
6,614

#### Offices held in 2013 and current offices

##### Principal office

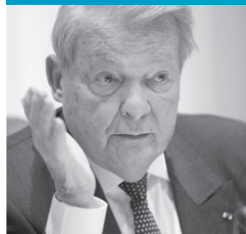
**Deputy Chief Financial Officer of:**  
■ CAP GEMINI S.A.

##### Other offices

**Chairman of:**  
■ CAPGEMINI EMPLOYEES WORLDWIDE (France)  
**Director of:**  
■ CAPGEMINI REINSURANCE INTERNATIONAL (Luxembourg)  
■ SOGETI SVERIGE AB (Sweden)  
■ SOGETI SVERIGE MITT AB (Sweden)  
■ SOGETI DANMARK AS (Denmark)  
■ SOGETI NORGE A/S (Norway)  
■ SOGETI SA (Belgium)  
**Director of:**  
■ Bureau VERITAS

# Biographies of the candidates for the Board of Directors

## SERGE KAMPF



### Biography - Employment history

In 1967 in Grenoble, Mr. Serge Kampf created Sogeti the precursor of the Capgemini Group, which he controlled and managed until July 24, 2002 when he became Chairman following the separation of the functions of Chairman of the Board of Directors and Chief Executive Officer. Mr. Kampf is Vice-Chairman of the Board of Directors of Cap Gemini S.A. since May 24, 2012. He has also been Chairman of the Ethics & Governance Committee since its creation in July 2006.

Alongside his duties within the Group's governance bodies which, incidentally, are not limited to those detailed above given his status as founder of the Group and inspirator of its values, Mr. Kampf is also Chairman of two additional entities: Capgemini Service, an inter-company service company which groups together and manages a large part of Group top management and Capgemini Switzerland, the Group's first foreign subsidiary created in 1968. He is also a director of Capgemini North America Inc. and the sole partner of S.C.I. Paris Etoile.

**Date of birth:**  
October 13, 1934  
**Nationality:** French  
**First appointment:**  
2000  
**Expiry of term of office:**  
2014  
**Number of shares held  
as of Dec 31, 2013:**  
4,650,000

### Offices held in 2013 and current offices

#### Principal office

Honorary Chairman

Vice-Chairman of the Board of Directors of:

- CAP GEMINI S.A.

#### Other offices

Chairman of:

- CAPGEMINI SERVICE S.A.S.
- CAPGEMINI SUISSE S.A.

Director of:

- CAPGEMINI NORTH AMERICA INC. (U.S.A.)

Sole manager of:

- S.C.I. PARIS ETOILE

### Other offices held during the last five years outside the Group

Member of the *Académie des Sports*

## PAUL HERMELIN



### Biography - Employment history

Mr. Paul Hermelin joined Capgemini Group in 1993 after a career with the French senior civil service. He held various management positions at French and European level before being appointed Chief Executive Officer in 2002 and then Chairman of the Board of Directors in May 2012 (he has been a member of the Board since 2000). He is the Group's only executive corporate officer.

Mr. Hermelin is also a director of AXA since 2013, a global insurance and asset management company whose head office is located in Paris.

### Offices held in 2013 and current offices

#### Principal office

Chairman and Chief Executive Officer of:

- CAP GEMINI S.A.

#### Other offices

Chairman of:

- CAPGEMINI AMERICA, INC. (U.S.A.)
- CAPGEMINI US LLC (U.S.A.)
- CAPGEMINI NORTH AMERICA INC. (U.S.A.)
- CAPGEMINI HOLDING INC. (U.S.A.)

Chief Executive Officer of:

- CAPGEMINI SERVICE S.A.S.
- CAPGEMINI NORTH AMERICA INC. (U.S.A.)
- CAPGEMINI HOLDING INC. (U.S.A.)

Director of:

- CGS HOLDINGS LTD (UK)
- SOGETI S.A. (BELGIUM)
- CAPGEMINI AUSTRALIA PTY LTD
- CAPGEMINI FINANCIAL SERVICES INTERNATIONAL INC.
- CPM BRAXIS S.A. (BRAZIL) (UNTIL APRIL 30, 2013)

Member of the Supervisory Board of:

- CAPGEMINI N.V.

Director of :

- AXA (since April 30, 2013)

### Other offices held during the last five years outside the Group

None

**Date of birth:**  
April 30, 1952  
**Nationality:** French  
**First appointment:**  
2000  
**Expiry of term of office:**  
2014  
**Number of shares held  
as of Dec 31, 2013:**  
227,048

## ANNE BOUVEROT



### Biography - Employment history

Mrs. Anne Bouverot joined the Board of Directors of Cap Gemini on October 8, 2013, replacing Mr. Bernard Liautaud. She was appointed on the same day to the Strategy & Investment Committee.

Mrs. Anne Bouverot has spent her entire professional career in the Telecoms sector, a key sector for the information technologies business, where she has held several prestigious positions. She was head of Mobile Services for France Télécom Orange Group before joining the professional association, GSM, where she is currently Chief Executive Officer and a member of the Board. She therefore holds a privileged position for enriching Capgemini Group's strategic discussions, given the impact of mobile connections on the use of technologies.

Furthermore, as a director of Edenred and a former director of Groupama, Mrs. Anne Bouverot already has significant experience as a director of Euronext listed companies.

**Date of birth:**  
March 21, 1966  
**Nationality:** French  
**First appointment:**  
2013  
**Expiry of term of office:**  
2017  
**Number of shares held\*:**  
1,000

\* Acquired by Anne Bouverot  
after December 31, 2013

### Offices held in 2013 and current offices

#### Principal office

Chief Executive Officer and member of the Board of Directors of:

- GSM Association (Switzerland)

#### Other offices

Director of:

- GSMA LTD (U.S.A.)
- EDENRED

### Other offices held during the last five years outside the Group

Vice-President for Mobile Services of:

- FRANCE TELECOM ORANGE Group (2009-2011)

Member of the Scientific Committee of:

- FRANCE TELECOM ORANGE

Director of:

- GROUPAMA S.A.
- ORANGE S.A.

## YANN DELABRIÈRE



### Biography - Employment history

Mr. Delabrière has been a director of Cap Gemini since 2004 and brings to the Board both his extensive and proven expertise as a member of the Audit Commission, the audit body of French public administrations and as Chief Financial Officer of successively COFACE, Printemps and PSA, as well as his experience as an executive officer and director of leading French companies with a major international outlook and as Chairman and Chief Executive Officer of Faurecia since 2007 and as a director of Société Générale since 2012.

### Offices held in 2013 and current offices

#### Principal office

Chairman and Chief Executive Officer of:

- FAURECIA

#### Other offices

Director of:

- SOCIÉTÉ GÉNÉRALE

### Other offices held during the last five years outside the Group

None

**Date of birth:**  
December 19, 1950  
**Nationality:** French  
**First appointment:**  
2004  
**Expiry of term of office:**  
2014  
**Number of shares held  
as of Dec 31, 2013:**  
2,550

## LAURENCE DORS



### Biography - Employment history

Mrs. Laurence Dors joined the Board of Directors of Cap Gemini in 2010, at which time she was Corporate Secretary of Renault Group having already held the same position in EADS and Dassault Systèmes. She also sits on the Boards of Directors of Crédit Agricole S.A. and Egis S.A., an unlisted engineering company. Mrs. Laurence Dors brings to Cap Gemini her in-depth experience of the governance of international high-tech companies. She is a member of the Strategy & Investment Committee.

### Offices held in 2013 and current offices

#### Principal office

Senior Partner of:

- ANTHENOR PARTNERS

#### Other offices

Director of:

- CRÉDIT AGRICOLE S.A.
- EGIS S.A.
- INHESJ (FRENCH NATIONAL INSTITUTE FOR ADVANCED STUDIES IN SECURITY AND JUSTICE)
- IFA (FRENCH INSTITUTE OF DIRECTORS)

Member of:

- IHEAL (INSTITUTE OF LATIN AMERICAN STUDIES STRATEGIC POLICY COMMITTEE)

### Other offices held during the last five years outside the Group

Senior Executive Vice-President

Member of the Executive Committee of:

- DASSAULT SYSTEMES

Corporate Secretary

Member of the Executive Committee of:

- RENAULT GROUP

**Date of birth:**  
March 16, 1956  
**Nationality:** French  
**First appointment:**  
2010  
**Expiry of term of office:**  
2014  
**Number of shares held  
as of Dec 31, 2013:**  
100



## PHIL LASKAWY



**Date of birth:**  
March 31, 1941  
**Nationality:** American  
**First appointment:**  
2002  
**Expiry of term of office:**  
2014  
**Number of shares held  
as of Dec 31, 2013:**  
7,600

### Biography - Employment history

Mr. Phil Laskawy joined the Board of Directors of Cap Gemini in 2002 on the acquisition by Capgemini Group of the systems integration business of Ernst and Young, of which he was Chief Executive Officer. Mr. Phil Laskawy brings to the Board of Directors of Cap Gemini the outlook and experience of a highly respected individual in the economic and financial sector in the United States. He chairs the Board of Directors of a prestigious general interest financial institution, Fannie Mae, and sits on the Boards of Directors of General Motors, Loews Corporation and Lazard Ltd. He is a member of the Audit Committee and contributes to this committee and through this committee to the Board, the accounting and financial expertise amassed throughout his career with Ernst and Young.

### Offices held in 2013 and current offices

#### Principal office

Chairman (non executive) of:

- FANNIE MAE (USA)

Director of:

GENERAL MOTORS CORPORATION (USA)

#### Other offices

Director of :

- HENRY SCHEIN, INC.
- LAZARD LTD
- LOEWS CORPORATION

### Other offices held during the last five years outside the Group

Director of:

- DISCOVER FINANCIAL SERVICES

## XAVIER MUSCA



**Date of birth:**  
February 23, 1960  
**Nationality:** French  
**Number of shares held:**  
0

### Biography - Employment history

Mr. Xavier Musca spent his career in government administrations or ministerial cabinets before joining Crédit Agricole in 2012. He was Principal Private Secretary to Francis Mer, Minister for the Economy and Finance from 2002 to 2004, before being appointed Director General of the Treasury and Economic Policy in June 2005. In these positions, Xavier Musca played a key role in preparing major European and global summits from the beginning of the financial crisis. He was the French negotiator at IMF and World Bank meetings and coordinated with his European counterparts the rescue of the banking sector in the European Union. He was appointed Deputy Secretary General of the French President's Office in February 2009 and was assigned responsibility for the G20 negotiations in London on April 2, 2009, on cleaning up and controlling the global financial system and the fight against tax havens. He was appointed Secretary General of the French President's Office in February 2011.

On June 13, 2012, he joined Crédit Agricole S.A. as Deputy Chief Executive Officer in charge of International Retail Banking, Asset Management and Insurance.

Mr. Musca will bring to the Board of Directors his intimate knowledge of the financial sector, which represents over 20% of the Group's revenues, as well as his understanding of the challenges raised by the globalization of the economy.

### Offices held in 2013 and current offices

#### Principal office

Deputy Chief Executive Officer:

- CREDIT AGRICOLE S.A.

Director of:

- BANCO ESPIRITO SANTO

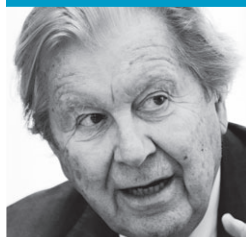
### Other offices held during the last five years outside the Group

Deputy Secretary General and Secretary General of the French President's Office

## PRESENTATION OF THE BOARD OF DIRECTORS

### BIOGRAPHIES OF THE CANDIDATES FOR THE BOARD OF DIRECTORS

#### BRUNO ROGER



##### Biography - Employment history

Mr. Bruno Roger has been a member of the Board of Directors of Cap Gemini S.A. since 2000. As managing partner of Lazard, a global investment bank specializing in merger and acquisition advisory services and asset management, Mr. Bruno Roger has accompanied the international development of Cap Gemini. Mr. Bruno Roger is Chairman of Lazard Frères Banque and has sat on the Board of Directors of several prestigious French companies, he has now chosen to concentrate solely on his duties as director of Cap Gemini.

As a patron of the arts, Mr. Bruno Roger is also Chairman of the Board of Directors of the Aix en Provence Festival of Lyric Art and the Central Union of Decorative Arts.

**Date of birth:**  
August 6, 1933  
**Nationality:** French  
**First appointment:**  
2000  
**Expiry of term of office:**  
2014  
**Number of shares held  
as of Dec 31, 2013:**  
100

##### Offices held in 2013 and current offices

###### Principal office

###### Chairman of:

- LAZARD FRERES S.A.S.
- LAZARD FRERES BANQUE
- COMPAGNIE FINANCIERE LAZARD FRERES SAS

###### Other offices

###### Chairman of:

- GLOBAL INVESTMENT BANKING de LAZARD

###### Managing Partner of:

- LAZARD FRERES
- MAISON LAZARD ET CIE

###### Member of the Deputy Chairman Committee of:

- LAZARD FRERES GROUP

##### Other offices held during the last five years outside the Group

###### Chairman and Chief Executive Officer of:

- LAZARD FRERES BANQUE

###### Non-voting director:

- EURAZEO

#### CAROLINE WATTEEUW-CARLISLE



##### Biography - Employment history

Mrs. Caroline Watteuw-Carlisle was until 2013 Global Chief Technology Officer of PepsiCo. Born in Belgium, she has spent her entire professional career in the United States as a technology officer in the financial sector and then the consumer goods sector. She has intimate knowledge of technology developments and an understanding of their impact on user companies, both on their organizations and on their relationships with clients and partners. Furthermore, Mrs. Caroline Watteuw-Carlisle's dual European and US background, gives her a perfect understanding of the two regions where the Group generates 90% of its revenues. Through both her professional experience and personal history, Mrs. Caroline Watteuw-Carlisle will be able to contribute to the Group's strategic discussions.

**Date of birth:**  
February 24, 1952  
**Nationality:** American  
**Number of shares held:**  
0

##### Offices held in 2013 and current offices

###### Principal office

###### Retired, previously Global Chief Technology Officer and Senior Vice-President of:

- Business Information Solutions, PEPSICO (2004-2013)

###### Other offices

###### Advisory Councils of:

- HP PRINTING MANAGED SERVICES BOARD OF ADVISORY COUNCIL
- INTEL CAPITAL
- ACORIO
- OCULUS360

##### Other offices held during the last five years outside the Group

Member of various Advisory Councils as expert in technology and consumer goods sector.

# Agenda

## RESOLUTIONS PRESENTED AT THE ORDINARY SHAREHOLDERS' MEETING

- ▶ Review and approval of the 2013 Company financial statements.
- ▶ Review and approval of the 2013 consolidated financial statements.
- ▶ Regulated agreements.
- ▶ Net income appropriation and dividend.
- ▶ Advisory vote on the components of compensation due or awarded in respect of fiscal year 2013 to Mr. Paul Hermelin, Chairman and Chief Executive Officer.
- ▶ Renewal of the term of office of a principal statutory auditor.
- ▶ Renewal of the term of office of a principal statutory auditor.
- ▶ Appointment of a new substitute statutory auditor.
- ▶ Appointment of a new substitute statutory auditor.
- ▶ Ratification of the appointment of Mrs. Anne Bouverot as a director.
- ▶ Renewal of the term of office as director of Mr. Serge Kampf.
- ▶ Renewal of the term of office as director of Mr. Paul Hermelin.
- ▶ Renewal of the term of office as director of Mr. Yann Delabrière.
- ▶ Renewal of the term of office as director of Mrs. Laurence Dors.
- ▶ Renewal of the term of office as director of Mr. Phil Laskawy.
- ▶ Appointment of Mr. Xavier Musca as a director.
- ▶ Renewal of the term of office as director of Mr. Bruno Roger.
- ▶ Appointment of Mrs. Caroline Watteuw-Carlisle as a director.
- ▶ Authorization to the Board of Directors, for a period of 18 months, to enable the Company to buy back its own shares within the limit of a number of shares equal to a maximum of 10% of the share capital, a total maximum amount of €1,100 million and a maximum purchase price of €75 per share.

## RESOLUTIONS PRESENTED AT THE EXTRAORDINARY SHAREHOLDERS' MEETING

- ▶ Authorization to the Board of Directors, for a period of 24 months, to cancel shares held or that will be held by the Company under the share buyback programs and to reduce the share capital accordingly.
- ▶ Delegation of authority to the Board of Directors, for a period of 26 months, to increase the share capital by a maximum amount of €1.5 billion by capitalizing additional paid-in capital or reserves.
- ▶ Setting of general ceilings on the delegations of authority resulting from the following seven resolutions.
- ▶ Delegation of authority to the Board of Directors, for a period of 26 months, to issue, with pre-emptive subscription rights, ordinary shares and/or securities granting access to the Company's share capital or granting a right to allocation of debt instruments.
- ▶ Delegation of authority to the Board of Directors, for a period of 26 months, to issue, by way of a public offering with cancellation of pre-emptive subscription rights, ordinary shares and/or securities granting access to the Company's share capital or granting a right to allocation of debt instruments.
- ▶ Delegation of authority to the Board of Directors, for a period of 26 months, to issue, by way of a private placement with cancellation of pre-emptive subscription rights, ordinary shares and/or securities granting access to the Company's share capital or granting a right to allocation of debt instruments.
- ▶ Authorization to the Board of Directors, for a period of 26 months, on the issue of ordinary shares or securities granting access to the Company's share capital with cancellation of pre-emptive subscription rights, to set the issue price in accordance with the terms set by the Shareholders' Meeting, up to a maximum of 10% of the share capital by 12-month period.
- ▶ Delegation of authority to the Board of Directors, for a period of 26 months, to increase the number of securities to be issued in the event of a share capital increase with or without pre-emptive subscription rights and with a "green shoe" option, where subscription requests exceed the number of securities on offer.
- ▶ Delegation of authority to the Board of Directors, for a period of 26 months, to issue ordinary shares or securities granting access to the Company's share capital in consideration for contributions in kind to the Company of shares or securities granting access to share capital, up to a maximum of 10% of the share capital.
- ▶ Delegation of authority to the Board of Directors to issue ordinary shares and/or securities granting access to the Company's share capital or, provided that the first security is a share, granting a right to allocation of debt instruments in consideration for shares tendered to any public exchange offer made by the Company.
- ▶ Delegation of powers to the Board of Directors, for a period of 26 months, to issue ordinary shares and/or securities granting access to the Company's share capital, with cancellation of pre-emptive subscription rights, to members of Capgemini Group savings plans up to a maximum amount of €48 million and at a price set in accordance with the provisions of the Labor Code.
- ▶ Delegation of powers to the Board of Directors, for a period of 18 months, to perform a share capital increase with cancellation of pre-emptive subscription rights, in favor of employees of certain non-French subsidiaries at terms and conditions comparable to those offered pursuant to the preceding resolution.
- ▶ Amendment of paragraph 2) Article 11 of the bylaws on the minimum number of shares to be held by each director.
- ▶ Powers to carry out formalities.

# Summary presentation of the Group's activity over the past year

## GENERAL COMMENTS

**N.B.** 2012 figures have been adjusted for the restatements following application of IAS 19, revised. In addition, the Group presents a breakdown of operating margins by region which includes the full value added of services rendered to clients.

After a slowdown in activity towards the end of 2012, fiscal year 2013 confirmed a progressive return to revenue growth, as anticipated by the Group in its forecasts at the beginning of the year. On a like-for-like basis (i.e. at constant Group structure and exchange rates), the first quarter recorded a fall of 1.7% followed by little movement in the second quarter (-0.4%), before a return to growth from the third quarter (1.6%). This trend was confirmed by a 3.9% rise in the fourth quarter. Overall, the Group generated revenues of €10,092 million in 2013, up 0.9% like-for-like compared with 2012. Adjusted for the fall in the main Group currencies against the euro, revenues are nonetheless down 1.7% on 2012 published figures.

Despite this limited organic growth and an unfavorable currency effect, Capgemini once again demonstrated its ability to improve profitability in a generally lackluster context. The 2013 operating margin rate is 8.5%, up 0.4 points on 2012 and therefore in excess of the objective of a 0.3 point increase announced at the beginning of 2013. Confirming its ability to reduce restructuring costs (€68 million in 2013 compared with €168 million in 2012), the Group reports an operating profit of €720 million, bringing the operating profit margin to 7.1% compared with 5.9% in 2012.

The net financial expense is €102 million (€127 million in 2012). The income tax expense is €182 million, compared with €135 million in 2012.

Profit for the year attributable to owners of the Company is €442 million for 2013, up 25% year-on-year.

The Group generated "organic free cash flow" <sup>(\*)</sup> of €455 million before the exceptional contribution to a United Kingdom pension fund, giving cumulated organic free cash flow for fiscal years 2012 and 2013 of €951 million, well above the Group's initial objective of between €750 million and €800 million.

## OPERATIONS BY MAJOR REGION

► **North America** reported revenues of €2,074 million in 2013 (20.5% of the Group total), a rise of 2.5% like-for-like (1.3% fall

including the depreciation of the US and Canadian dollars against the euro). The North America operating margin remained stable in 2013 at €255 million (12.3% of revenues, up 0.5 points), compared with €249 million in 2012.

► The **United Kingdom** reported revenues of €2,004 million this year (19.9% of the Group total), down 0.3% like-for-like (and 4.7% including the depreciation of the British pound against the euro). The operating margin is €175 million (8.7% of revenues, up 0.1 points), compared with €181 million in 2012.

► **France** reported revenues of €2,190 million in 2013 (21.7% of the Group total), increasing 0.4% over the year. This marked a significant improvement compared with the 2.1% decline in 2012. The 2013 operating margin is €204 million (9.3% of revenues), compared with €191 million in 2012.

► **Benelux** reported revenues of €1,080 million (10.7% of the Group total), representing a 3.3% decline in activity, with all businesses contracting over the year. However, this figure hides a steady improvement in trends over 2013. The operating margin is €105 million (9.8% of revenue, up 1.9 points on 2012).

► The **"Rest of Europe"** declined 1.4% like-for-like (1.8% on published figures), with revenues of €1,840 million (18.2% of the Group total). The operating margin is €142 million (7.7% of revenues, up 0.5 points on 2012).

► Finally, the **Asia-Pacific and Latin America** region (€904 million, 9% of Group revenues) continued to enjoy strong growth (12% like-for-like and 1.8% on published figures, with fluctuations in the Brazilian real, the Indian rupee and the Australian dollar accounting for the majority of the difference between these two rates). The operating margin is €44 million (4.9% of revenues) compared with €46 million in 2012.

## OPERATIONS BY BUSINESS

► **Consulting Services** (4.5% of Group revenues) suffered a 7.5% drop in activities on a like-for-like basis, mainly due to the economic context in Continental Europe and challenging developments in the global consulting market. The operating margin rate is 7.8% compared with 11.2% in 2012 due to a larger proportion of senior consultants hours that could not be billed.

\* Organic free cash flow is equal to cash flow from operations less acquisitions of property, plant, equipment and intangible assets (net of disposals) and adjusted for flows relating to the net interest cost.



- **Local Professional Services (SOGETI)** (14.8% of Group revenues) reported a slight 1.3% decrease in revenues over 2013 as a whole, on a like-for-like basis. The operating margin rate is 10.6%, practically stable on 2012 (10.7%).
- **Technology Services** (40.6% of Group revenues) reported revenue growth of 1.6% like-for-like in 2013. The operating margin reached 8.7% under these conditions, up 0.5 points compared with 2012.
- **Outsourcing Services** (40.1% of Group revenues) reported like-for-like revenue growth of 2.0% in 2013. The operating margin is 9.2%, representing a 1.2 point improvement on last year (8.0%).

## HEADCOUNT

At December 31, 2013, the total Group headcount is 131,430 employees compared with 125,110 employees one year earlier, representing a net increase of 5.1%.

## ORDER BOOK

New orders recorded during the year totaled €9,651 million, a fall of 3% on 2012 on a like-for-like basis.

## SIGNIFICANT EVENTS OF 2013

2013 was marked by three major events:

- **In March, the death of Michel Jalabert, Director and one of the key players in the Group's history.**
- **In July, payment of a €235 million exceptional contribution to a Group UK pension fund.**

Capgemini announced with its 2013 half-year results, the voluntary payment of a €235 million exceptional contribution to a UK pension fund. This will enable a reduction in the Group's annual finance costs and the amount of future cash contributions (by approximately €30 million per year from 2014).

- **In October, refinancing of the "OCEANE 2009" bonds (maturing in January 2014) and a ORNANE bond issue.**

On October 18, 2013, Capgemini launched a repurchase offer for the "Oceane 2009" bonds. This transaction enabled the repurchase of 84% of OCEANE bonds for €687 million and the preemptive elimination of the majority of the shareholder dilution that would have resulted from their conversion on January 1, 2014. Its partial refinancing through a convertible bond issue in the amount of €400 million preserves the Group's financial flexibility under optimized conditions (zero-coupon; conversion premium of 42.5%), using an instrument (ORNANE bonds) that allows shareholder dilution to be considerably reduced, as Capgemini can redeem the bonds at par in cash (e.g. shareholder dilution would be limited to 1.1% if the share price is €90 on maturity).

## OUTLOOK FOR 2014

Initial contracts signed by the Group at the beginning of 2014 support Capgemini's market position and its outlook for the current year. The Statoil success bears witness to the competitiveness of the Group in a market wide open to offshoring such as Norway. In Germany, Capgemini is among the winners in a large deal at Daimler AG against leading Indian and Western competitors. Finally, with Honeywell, the Group replaced an Indian competitor on the renewal of a BPO contract.

In a context of gradually improving demand, the Group forecasts for 2014 organic revenue growth of 2% to 4% and an operating margin rate between 8.8% and 9.0%. Organic free cash flow is expected to exceed €500 million.

## CONSOLIDATED INCOME STATEMENT

**Consolidated revenues** total €10,092 million for the year ended December 31, 2013, up 0.9% like-for-like compared with 2012 (and down 1.7% on published figures). Operating expense total €9,235 million, compared with €9,435 million last year.

**The operating margin** (before amortization of intangible assets recognized in business combinations) on this basis is €857 million in 2013, or 8.5% of revenues, compared with an operating margin rate of 8.1% in 2012.

**Other operating income and expense** represents an overall net expense of €107 million in 2013, well below the net expense of €186 million recorded in 2012. This improvement is mainly due to the marked reduction in restructuring costs to €68 million in 2013, compared with €168 million last year.

**Operating profit** is €720 million, or 7.1% of revenues, compared with €606 million (5.9% of revenues) in 2012. Operating profit for the year thus increased 18.8%.

**The net financial expense** is €102 million, compared with €127 million in 2012.

**The income tax expense** is €182 million, compared with €135 million last year. The effective tax rate increased from 28.2% in 2012 to 29.4% in 2013.

**Profit for the year** attributable to owners of the Company is €442 million, up 25.2% on 2012. Earnings per share is €2.76 based on the 160,317,818 shares outstanding at December 31, 2013, representing an increase of 26.6% on last year.

**Net cash and cash equivalents** totaled €678 million at December 31, 2013.

## CAP GEMINI S.A. INCOME STATEMENT

The Company reported **operating income** for the year ended December 31, 2013 of €241 million (including €233 million in royalties received from subsidiaries) compared with €230 million last year (including €218 million in royalties).

**Operating profit** is €182 million, compared with €174 million in 2012.

**Net financial income** totaled €160 million (compared with €97 million in 2012).

This €63 million increase in net financial income year-on-year was mainly due to net reversals of provisions for equity interests, as well as dividends received from subsidiaries and foreign exchange gains on the pooling of currency risk at Group level.

The **net non-recurring expense** is €188 million compared with €1 million in 2012 and mainly comprises the discount on the repurchase on the market of 14,280,305 "OCEANE 2009" convertible bonds in October 2013 (€187 million).

After **income tax income** of €11 million (compared with an income tax expense of €22 million in 2012), reflecting the gain arising on the tax consolidation of its subsidiaries, the Company reported a **net profit** of €165 million.

## FIVE-YEAR FINANCIAL SUMMARY SCHEDULE

| <i>in thousand of euros</i>                                  | 2009        | 2010        | 2011        | 2012        | 2013                            |
|--|-------------|-------------|-------------|-------------|---------------------------------|
| <b>I-SHARE CAPITAL AT YEAR-END</b>                           |             |             |             |             |                                 |
| Share capital  | 1,233,419   | 1,246,163   | 1,246,163   | 1,294,163   | 1,282,543                       |
| Number of common shares outstanding                          | 154,177,396 | 155,770,362 | 155,770,362 | 161,770,362 | 160,317,818                     |
| Maximum number of future shares to be created:               |             |             |             |             |                                 |
| - through exercise of equity warrants                        | 9,655,432   | 9,079,500   | 6,484,125   | 5,242,822   | 5,910,064                       |
| - through conversion of convertible bonds                    | 32,583,691  | 28,722,575  | 26,372,575  | 16,911,765  | 5,961,483                       |
| <b>II-OPERATIONS AND RESULTS OF THE CURRENT YEAR</b>         |             |             |             |             |                                 |
| Operating revenue  | 198,567     | 201,567     | 241,094     | 230,370     | 241,145                         |
| Operating revenue and financial revenue                      | 297,617     | 278,822     | 339,560     | 763,415     | 700,839                         |
| Income before taxes, amortization and provisions             | 213,622     | 208,598     | 225,363     | 189,839     | 38,404                          |
| Income tax   | (27,418)    | (15,740)    | 2,962       | 21,562      | (11,344)                        |
| Net income / (losses)  | 224,022     | 136,889     | 171,563     | 247,759     | 164,839                         |
| Distributed income   | 123,342     | 155,770     | 155,770     | 161,770     | 176,349*                        |
| <b>III-EARNINGS PER SHARE (in euros)</b>                     |             |             |             |             |                                 |
| Earnings after taxes, but before amortization and provisions | 1.56        | 1.44        | 1.43        | 1.04        | 0.31                            |
| Net earnings   | 1.45        | 0.88        | 1.10        | 1.53        | 1.03                            |
| Dividend per share   | 0.80        | 1.00        | 1.00        | 1.00        | 1.10*                           |
| <b>IV-EMPLOYEE DATA</b>                                      |             |             |             |             |                                 |
| Average number of employee during the year                   |             |             |             |             |                                 |
| Total payroll  |             |             |             |             | Cap Gemini S.A. has no employee |
| Total benefits   |             |             |             |             |                                 |

(\*) Subject to approval by the Combined Shareholders' Meeting of May 7, 2014.

# Presentation of the compensation of Paul Hermelin, Chairman and Chief Executive Officer

The procedures for setting the compensation of the Chairman and Chief Executive Officer comply with the recommendations of the revised AFEF/MEDEF Code issued in June 2013. These principles are regularly reviewed and discussed by the Selection & Compensation Committee which submits a report on its work and its resulting proposals to the Board of Directors for approval.

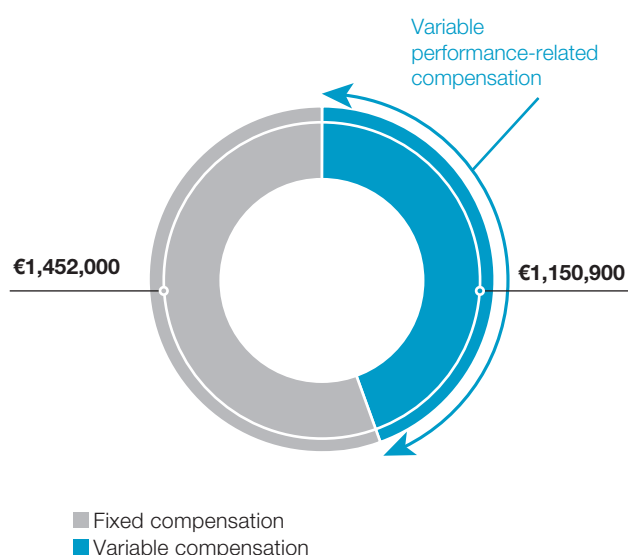
The Selection & Compensation Committee refers in particular to comparative studies to ensure the consistency of both compensation structure and calculation methods with market practice.

The Committee's recommendations take account of executive management compensation levels and components in CAC 40 companies as well as observed practice in leading French and foreign Group competitors in the IT services and consulting sector.

More detailed information on the components of Mr. Paul Hermelin's 2013 compensation presented for shareholders' vote can be found on page 20 of this Notice of Meeting and in the Corporate Governance section of the Cap Gemini 2013 Reference Document.

## 2013 COMPENSATION OF THE CHAIRMAN AND CHIEF EXECUTIVE OFFICER

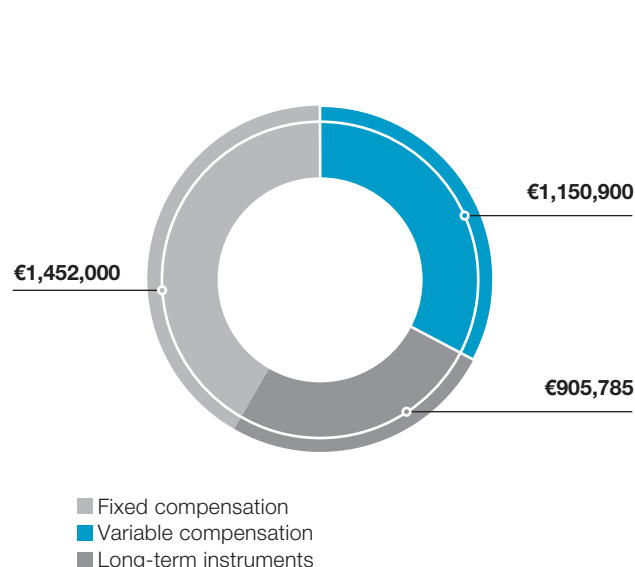
### FIXED AND VARIABLE COMPENSATION



|                 |
|-----------------|
| Attendance fees |
| €0              |

|                  |
|------------------|
| Benefits in kind |
| €3,600           |

### TOTAL COMPENSATION INCLUDING LONG-TERM INSTRUMENTS



|                    |
|--------------------|
| Performance shares |
| 50,000             |

→ valued at €905,785 under IFRS  
→ internal and external performance conditions

|                        |
|------------------------|
| Severance compensation |
| €0                     |

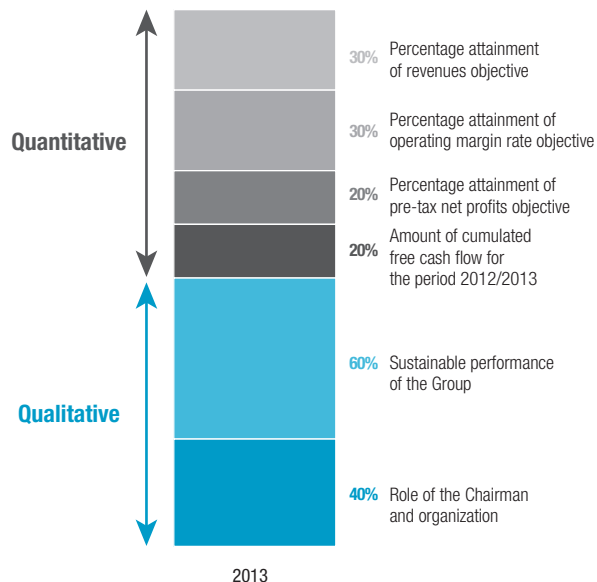
|                    |
|--------------------|
| Non-compete clause |
| €0                 |

## 2013 VARIABLE COMPENSATION

### VARIABLE COMPENSATION PERFORMANCE CONDITIONS

The theoretical variable compensation component is split into two parts: one part tied to Group performance indicators and consolidated results and a second part based on individual objectives set by the Board of Directors. Each part of the variable component can vary between 0% and a ceiling of 200% of the theoretical amount.

The level of attainment of objectives and the amount of the variable compensation component was decided pursuant to the recommendation of the Selection & Compensation Committee by the Board of Directors' meeting held to approve the financial statements for fiscal year 2013. The Committee met on several occasions before the Board of Directors' meeting to appraise the percentage attainment by Paul Hermelin of his objectives.



### VARIABLE COMPENSATION PAID IN RESPECT OF 2013

The quantitative criteria were assessed with respect to the objectives set by the Board of Directors' meeting of February 20, 2013 and attainment rates of between 90% and 123% led to compensation of €473,300.

The Board validated the Selection & Compensation Committee's assessment of the analysis and level of attainment of the qualitative

criteria and set the amount of corresponding compensation at €677,600.

The variable compensation in respect of 2013 is therefore €1,150,900, i.e. 79% of the fixed compensation for the same year and 118.9% of the theoretical variable compensation.

# Draft resolutions of the Combined Shareholders' Meeting of May 7, 2014

Each draft resolution is preceded by the corresponding section of the report of the Board of Directors on the draft resolutions.

"Unofficial translation from French. The English translation is for information purpose only. In the event of discrepancies, the French language version of this document shall prevail."

## I RESOLUTIONS PRESENTED AT THE ORDINARY SHAREHOLDERS' MEETING

### RESOLUTION 1

#### REVIEW AND APPROVAL OF THE 2013 COMPANY FINANCIAL STATEMENTS

In this resolution, we ask you to approve the Company financial statements of Cap Gemini for the year ended December 31, 2013, which show a profit for the year of €164,838,526.58.

#### FIRST RESOLUTION

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

- ▶ the management report of the Board of Directors,
- ▶ the Chairman's report, and

- ▶ the Statutory Auditors' report on their audit of the Company financial statements, approves the Company financial statements for the year ended December 31, 2013, showing net profit for the year of €164,838,526.58.

### RESOLUTION 2

#### REVIEW AND APPROVAL OF THE 2013 CONSOLIDATED FINANCIAL STATEMENTS

In this resolution, we ask you to approve the consolidated financial statements of Cap Gemini for the year ended December 31, 2013, which show a profit for the year attributable to owners of the Company of €442 million.

#### SECOND RESOLUTION

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

- ▶ the Group management report of the Board of Directors for 2013, and

- ▶ the Statutory Auditors' report on the consolidated financial statements, approves the consolidated financial statements for the year ended December 31, 2013, showing net profit for the Group of €442 million.

### RESOLUTION 3

#### REGULATED AGREEMENTS

In this resolution, we ask that you duly note the absence of any new regulated agreement during the year.

#### THIRD RESOLUTION

The Combined Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings and after having read the Statutory Auditors' special report on regulated

agreements governed by Article L.225-38 of the French Commercial Code (*Code de commerce*), records that no such agreement has been entered into during the past year.



## RESOLUTION 4

## NET INCOME APPROPRIATION AND DIVIDEND

During its meeting of February 19, 2014, the Board of Directors decided to recommend to the next Ordinary Shareholders' Meeting that the dividend be set at €1.10 per share for a total of €176,349,599.80.

Remaining distributable earnings for the year, i.e., €484,155,843.98, are allocated to retained earnings.

This dividend of €1.10 for each of the 160,317,818 shares bearing dividend rights on January 1, 2013, will be fully eligible for the 40% tax rebate referred to in Article 158.3.2 of the French Tax Code (*Code Général des Impôts*). Taking account of the recommendations of certain investors, and so as not to encourage security lending/borrowing transactions around the date of the Shareholders' Meeting, the Board of Directors proposes an ex-dividend date of Friday, May 16, 2014 and a dividend payment date of Wednesday, May 21, 2014.

## FOURTH RESOLUTION

The Combined Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings, approves the recommendations of the Board of Directors to

appropriate the profit for the year ended December 31, 2013 as follows:

|  |                                |
|--|--------------------------------|
| ■ net profit for the year                                  | €164,838,526.58                |
| ■ no allocation to the legal reserve as it is fully funded |                                |
| i.e. a balance of:   | €164,838,526.58                |
| ■ retained earnings of previous years:                     | €495,666,917.20                |
| i.e. distributable earnings of:                            | €660,505,443.78                |
| ■ allocated to:  |                                |
| payment of a dividend of €1.10 per share                   | €176,349,599.80 <sup>(1)</sup> |
| retained earnings for the balance                          | €484,155,843.98                |
| giving a total of:   | €660,505,443.78                |

(1) The total amount of the distribution is calculated based on the number of shares ranking for dividends at December 31, 2013, i.e. 160,317,818 shares, and could therefore change if this number varies between January 1, 2014 and the ex-dividend date.

It should be noted that the dividend, set at €1.10 per share, will be fully eligible for the 40% tax rebate referred to in Article 158.3.2 of the French Tax Code (*Code Général des Impôts*).

The ex-dividend date will be May 16, 2014 and the dividend will be payable from May 21, 2014. If, at the time of payment of the dividend, the Company holds some of its own shares, the dividend for these shares will be added to retained earnings.

Pursuant to Article 243 bis of the French Tax Code, dividends paid over the past three fiscal years were as follows: €162,055,362 for 2012 (€1 per share); €155,770,362 for 2011 (€1 per share) and €155,770,362 for 2010 (€1 per share). All of these dividends were fully eligible for the 40% tax rebate set out in Article 158.3.2 of the French Tax Code.

## RESOLUTION 5

## ADVISORY VOTE ON THE COMPONENTS OF COMPENSATION DUE OR AWARDED IN RESPECT OF FISCAL YEAR 2013 TO MR. PAUL HERMELIN, CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Pursuant to the revised AFEP MEDEF Code issued in June 2013 with which Capgemini complies, the compensation of each executive corporate officer due or awarded in respect of fiscal year 2013 must be presented to the Shareholders' Meeting for an advisory vote. The following table summarizes the 2013 compensation components to Mr. Paul Hermelin, subject to shareholder advisory vote pursuant to the "say on pay" policy.

### COMPONENTS OF COMPENSATION DUE OR AWARDED IN RESPECT OF FISCAL YEAR 2013 TO MR. PAUL HERMELIN, CHAIRMAN AND CHIEF EXECUTIVE OFFICER, SUBJECT TO SHAREHOLDERS' ADVISORY VOTE

|                                       | Amount or accounting value subject to vote | Presentation   |
|---------------------------------------|--|--|
| <b>Fixed compensation</b>             | <b>€1,452,000 (paid in 2013)</b>           | The gross fixed compensation of €1,452,000 for fiscal year 2013 was approved by the Board of Directors on February 20, 2013 at the recommendation of the Selection & Compensation Committee. This amount was increased by 10% to reflect the change in Mr. Hermelin's role who became Chairman and Chief Executive Officer at the end of the Combined Shareholders' Meeting of May 24, 2012, the extension of his responsibilities and changes in and the internationalization of the Group since 2008, when his compensation was last modified. This increase is in line with the recommendations of the AFEP-MEDEF Code which state that changes to fixed compensation should be performed at relatively long intervals and it is on this basis that the 2014 compensation remains unchanged. The annualized increase in his theoretical compensation over the period is +1.9%. In addition, this compensation falls within the average for CAC 40 executives.   |
| <b>Annual variable compensation</b>   | <b>€1,150,900 (paid in 2014)</b>           | <p>During the Board of Directors' meeting of February 19, 2014, the Board, based on the audited and approved accounts and at the recommendation of the Selection &amp; Compensation Committee, assessed the amount of Mr. Paul Hermelin's variable compensation for fiscal year 2013. The V1 component was calculated in accordance with quantifiable criteria and the following respective weightings, all relating to the financial results:</p> <ol style="list-style-type: none"> <li>1) % attainment of the revenue objective: 30% weighting</li> <li>2) % attainment of the operating margin rate: 30% weighting</li> <li>3) % attainment of pre-tax net profit: 20% weighting</li> <li>4) cumulated Free Cash Flow over the period 2012/2013: 20% weighting.</li> </ol> <p>Objectives 1, 2 and 3) were calculated with respect to the budget objectives approved by the Board of Directors' meeting of February 20, 2013 and objective 4) was assessed with respect to the range presented to the market at the beginning of the year. The attainment rates for these four objectives were 97.42%, 90.21%, 92.51% and 122.71%, respectively, giving total V1 compensation of €473,300. The six qualitative objectives determining the V2 component fell into two main categories of three objectives "Role of the Chairman and Organization" (40%) and "Sustainable performance of the Group" (60%). For the first category concerning the steady improvement in the Group's governance and the activities of the Board of Directors and the Group Management Board, the Selection &amp; Compensation Committee focused particularly on the appraisal of the Board of Directors activities undertaken by an external consultant. For the second category of objectives, the Committee based its recommendations as far as possible on objective items and particularly: i) the Group 2015 strategic transformation management report, a quantitative tool comprising key transformation indicators approved by the Board of Directors in its 3-year plan and comprising an annualized market plan; ii) the realization of the ambitious optimization of the balance sheet financial structure. The Board highlighted in this respect the transactions performed during the year impacting the financial structure of the Group, with in particular the early redemption of the OCEANE bonds and the ORNANE bond issue acclaimed by the market and the €235 million contribution in the first half of the year to finance the funding shortfall on a UK pension fund; and iii) measurement of his personal involvement in the development of relations with the Group's key strategic clients and partners, measured by the frequency of client visits and the success of the Group "Rencontres" conference in San Francisco, with the material presence of the Group's major partners. The Board validated the Committee's assessment of the analysis and level of attainment of these six objectives and set the amount of V2 compensation at €677,600 accordingly.</p> <p>In summary, the variable compensation approved by the Board for 2013 is €1,150,900, i.e. 79% of his fixed compensation for the same year and 118.9% of his theoretical variable compensation. Total fixed and variable compensation for 2013 is therefore €2,602,900, i.e. 107.75% of the theoretical compensation.</p> <p>The variable compensation due in respect of a given year is calculated based on the audited accounts approved by the Board at the beginning of Y+1 and is generally paid at the end of the first quarter of Y+1, or in the present case in March 2014.</p> |
| <b>Deferred variable compensation</b> | <b>N/A</b>                                 |  |

|  | Amount or accounting value subject to vote                   | Presentation   |
|--|--|--|
| <b>Multi-year variable compensation</b>  | <b>N/A</b>   | There is no multi-year variable compensation mechanism.  |
| <b>Exceptional compensation</b>  | <b>N/A</b>   | No exceptional compensation was paid.  |
| <b>Stock options, performance shares or any other form of long-term compensation</b> | <b>Performance shares<br/>€905,785</b><br>(accounting value) | 50,000 shares granted subject to performance and presence conditions.<br>The vesting of performance shares is contingent on the realization of both an external performance condition and an internal performance condition. The external performance condition accounts for 50% of the grant and is based on the comparative performance of the Cap Gemini share over a two year period against the average performance of a basket of 9 comparable companies in the same business sector and from at least 5 countries (Accenture/CSC/Atos/Tieto/Steria/CGI Group/Infosys/Sopra and Cognizant). Accordingly, no shares vest if the relative performance of the Cap Gemini share is less than 90% of the performance of the basket of comparable companies, while 100% of shares vest only if this relative performance is at 110% or above. The internal performance condition accounts for 50% of the grant and is based on Organic Free Cash Flow (OFCF) over the three-year period from 2012 to 2014. The minimum amount necessary for shares to vest is €750 million. Above this threshold, shares vest progressively on a straight-line basis, with the maximum grant requiring OFCF of €1 billion or more. The number of shares that may vest to the executive corporate officer may not exceed 0.03% of the share capital.<br>Authorized by the Combined Shareholders' Meeting of May 24, 2012.<br>Nineteenth resolution<br>Grant authorized by the Board of Directors on February 20, 2013 |
| <b>Attendance fees</b>   | <b>Voluntary waiver</b>                                      | The Board of Directors took due note of Paul Hermelin's decision to waive his right to collect attendance fees as a Director of Cap Gemini S.A. in respect of 2013 (as both Serge Kampf and he did for the last four years).   |
| <b>Valuation of benefits in kind</b>   | <b>€3,600</b><br><b>Contributions paid</b>                   | Unemployment insurance contributions paid on behalf of Paul Hermelin.  |

For more information on the compensation policy regarding Mr. Paul Hermelin, including any information components of his compensation which are not submitted to the vote of this Shareholders' meeting in compliance with the "say on pay" procedure, please refer to the Cap Gemini 2013 Reference Document, which will be available on the Company website: <http://www.capgemini.com/investor/financial-report>

## FIFTH RESOLUTION

### Advisory vote on the components of compensation due or awarded in respect of fiscal year 2013 to Mr. Paul Hermelin, Chairman and Chief Executive Officer

The Combined Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings, issues a favorable opinion on the components of compensation due or awarded in respect of fiscal year 2013 to Mr. Paul Hermelin, Chairman and Chief Executive Officer, as presented in the schedule

entitled "Components of compensation due or awarded in respect of fiscal year 2013 to Mr. Paul Hermelin, Chairman and Chief Executive Officer, subject to shareholders' advisory vote" in the Management Report appearing in the 2013 Reference Document of Cap Gemini.

## RESOLUTIONS 6 TO 9

## RENEWAL OF THE TERMS OF OFFICE OF THE PRINCIPAL STATUTORY AUDITORS AND APPOINTMENT OF NEW SUBSTITUTE STATUTORY AUDITORS

The terms of office of the principal statutory auditors and substitute statutory auditors will expire at the end of the Shareholders' Meeting of May 7, 2014.

The purpose of the sixth, seventh, eighth and ninth resolutions presented at the Ordinary Shareholders' Meeting is to renew the six-year term for the principal statutory auditors and appoint new substitute statutory auditors for the same term.

The Board of Directors recommends to the Shareholders' Meeting that the term of office of PricewaterhouseCoopers Audit and KPMG SA as principal statutory auditors be renewed for six years and that Mr. Jean-Christophe Georghiou and KPMG Audit I.S SAS be appointed as substitute statutory auditors.

The new signatory partners will be Françoise Garnier for PricewaterhouseCoopers Audit and Frédéric Quélin for KPMG SA.

The signatory partners for the principal statutory auditors, PricewaterhouseCoopers Audit and KPMG SA may not carry out continuously their duties beyond a term of six years and may be replaced by the latter at any time.

#### Information on the principal statutory auditors whose term of office will expire

PricewaterhouseCoopers Audit

Member of the *Compagnie Régionale des Commissaires aux Comptes de Versailles*

63, rue de Villiers, 92208 Neuilly-Sur-Seine Cedex

First appointed at the Ordinary Shareholders' Meeting of May 24, 1996

Signatory partner: Mrs. Françoise Garnier

KPMG S.A.

Member of the *Compagnie Régionale des Commissaires aux Comptes de Versailles*

Immeuble le Palatin, 3, cours du Triangle, 92939 Paris La Défense Cedex

First appointed at the Ordinary Shareholders' Meeting of April 25, 2002

Signatory partner: Mr. Jacques Pierre

Total fees received during the previous year by each principal statutory auditor and the members of their networks are indicated in the Reference Document.

#### Information on the substitute statutory auditors whose term of office will expire

Mr. Etienne Boris

63, rue de Villiers, 92208 Neuilly-Sur-Seine Cedex

Substitute statutory auditor of PricewaterhouseCoopers Audit

Appointed at the Ordinary Shareholders' Meeting of April 17, 2008

Mr. Bertrand Vialatte <sup>(1)</sup>

1, cours Valmy, 92923 Paris La Défense Cedex

Substitute statutory auditor of KPMG S.A.

Appointed at the Ordinary Shareholders' Meeting of April 17, 2008.

#### Information on the selection process

The Board of Directors informs you that the terms of office of the two principal statutory auditors, PricewaterhouseCoopers Audit (statutory auditors of the Group for 18 years) and KPMG (statutory auditors of the Group for 12 years) expire at the end of this Shareholders' Meeting.

The Audit Committee closely studied the position of your statutory auditors and the appropriateness of performing a call for bids. Given:

- ▶ the existence of joint statutory auditors,
- ▶ the implementation of a comprehensive internal rotation process between the two firms in 2012 (change in regions audited by each firm), which they intend to repeat during the future term of office,
- ▶ the quality of the work performed and the reactivity and professionalism of both firms is recognized by local operating entities throughout the world and at Group level. The added value provided to the Group (through their knowledge of our businesses and of the operation of the Group) during a period of transformation of the finance function, is a key asset,

The Audit Committee recommended to the Board of Directors the renewal of the terms of office of the two statutory audit firms. This proposal is in line with the recent European audit reform which accepts total terms of office of up to 24 years where there is a joint statutory audit.

(1) Died February 8, 2014

**SIXTH RESOLUTION****Renewal of the term of office of a principal statutory auditor**

At the recommendation of the Board of Directors, the Combined Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings, renews for a six-year period the term of office as principal statutory auditor of PricewaterhouseCoopers Audit, whose registered office is located at 63, rue de Villiers, Neuilly-sur-Seine (92208), expiring today. This new term of office will therefore expire at the close of the Ordinary Shareholders' Meeting held to approve the financial statements for the year ending December 31, 2019.

**SEVENTH RESOLUTION****Renewal of the term of office of a principal statutory auditor**

At the recommendation of the Board of Directors, the Combined Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings, renews for a six-year period the term of office as principal statutory auditor of KPMG SA, whose registered office is located at 3, cours du Triangle, Paris-La Défense Cedex (92939), expiring today. This new term of office will therefore expire at the close of the Ordinary Shareholders' Meeting held to approve the financial statements for the year ending December 31, 2019.

**EIGHTH RESOLUTION****Appointment of a new substitute statutory auditor**

At the recommendation of the Board of Directors, the Combined Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings, appoints as substitute statutory auditor for PricewaterhouseCoopers Audit and for the latter's term of office, Mr. Jean-Christophe Georghiou, residing 63, rue de Villiers, Neuilly-sur-Seine (92208), to replace Mr. Etienne Boris.

**NINTH RESOLUTION****Appointment of a new substitute statutory auditor**

At the recommendation of the Board of Directors, the Combined Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings, appoints as substitute statutory auditor for KPMG SA and for the latter's term of office, KPMG Audit I.S. SAS, whose registered office is located at 3, cours du Triangle Immeuble Le Palatin Paris La Défense Cedex (92939), to replace Mr. Bertrand Vialatte.



## RESOLUTIONS 10 TO 18

## GOVERNANCE – BOARD OF DIRECTORS' COMPOSITION

In the tenth resolution, the Board of Directors asks you to ratify the directorship of Mrs. Anne Bouverot, coopted by the Board of Directors on October 8, 2013 to replace Mr. Bernard Liautaud for the remaining term of his office, that is until the Ordinary Shareholders' Meeting held to approve the financial statements for the year ending December 31, 2016.

Mrs. Anne Bouverot meets the criteria of an independent director. Director General of the global association of mobile network operators (*GSM Association*) and before that Vice President for Mobile Services with France Telecom Group, Mrs. Anne Bouverot brings her expertise in the mobile phone sector to the Board.

In the eleventh to eighteenth resolutions you are asked to vote on:

- ▶ the renewal of the term of office as director of Mr. Serge Kampf, Honorary Chairman and founder of Capgemini Group, for a period of four years, that is until the close of the Ordinary Shareholders' Meeting held to approve the financial statements for the year ending December 31, 2017. The founder of the Group in 1967, which he chaired until May 24, 2012 and of which he is currently the Vice-Chairman of the Board of Directors, Mr. Serge Kampf plays an essential role in affirming the Group's ambitions mindful of its founding values. He has chaired the Ethics & Governance Committee since its creation;
- ▶ the renewal of the term of office as director of Mr. Paul Hermelin, Chairman and Chief Executive Officer, for a period of four years, that is until the close of the Ordinary Shareholders' Meeting held to approve the financial statements for the year ending December 31, 2017. If the Shareholders' Meeting renews his term of office, the Board of Directors intends to confirm him in his duties of Chairman of the Board and Chief Executive Officer;
- ▶ the renewal of the term of office as director of Mr. Yann Delabrière, for a period of four years, that is until the close of the Ordinary Shareholders' Meeting held to approve the financial statements for the year ending December 31, 2017. Mr. Yann Delabrière meets the criteria of an independent director. He is Chairman of the Cap Gemini Audit Committee. He brings to the Board his significant experience as a director and executive manager of international groups in both the industrial and financial sectors. The Audit Committee benefits from his authority and significant experience in accounting and financial issues;
- ▶ the renewal of the term of office as director of Mrs. Laurence Dors, for a period of four years, that is until the close of the Ordinary Shareholders' Meeting held to approve the financial statements for the year ending December 31, 2017. Mrs. Laurence Dors meets the criteria of an independent director. She is a member of the Strategy & Investment Committee. She brings to the Board extensive experience in governance and compliance issues acquired through her executive management positions and on the Boards of Directors of listed and unlisted companies;
- ▶ the renewal of the term of office as director of Mr. Phil Laskawy, for a period of four years, that is until the close of the Ordinary Shareholders' Meeting held to approve the financial statements for the year ending December 31, 2017. Mr. Phil Laskawy meets the criteria of an independent director until the expiry of the term of his current office. He is a member of the Audit Committee and contributes through his extensive financial expertise to the work of this committee. He also brings his knowledge of the US economic and financial environment to the Board of Directors;
- ▶ the appointment of Mr. Xavier Musca, for a period of four years, that is until the close of the Ordinary Shareholders' Meeting held to approve the financial statements for the year ending December 31, 2017. Mr. Xavier Musca will meet the criteria of an independent director. Born in 1960, Mr. Musca commenced his professional career with the Inspectorate General of Finance, before transferring to the Treasury Department, where he became Director General in 2007. He later joined the office of the President of the Republic as Deputy Secretary General and then Secretary General from 2009 to 2012. In these various roles Mr. Musca was a key player in international monetary and financial negotiations of recent years. Since 2012, he is Deputy Chief Executive Officer of Crédit Agricole S.A. responsible, in particular, for international retail banking, asset management and insurance. He has considerable experience in financial services sector regulations and activities, a sector where the Group realizes over one-fifth of its revenues;
- ▶ the renewal of the term of office as director of Mr. Bruno Roger, for a period of four years, that is until the close of the Ordinary Shareholders' Meeting held to approve the financial statements for the year ending December 31, 2017. Mr. Bruno Roger is a member of the Ethics & Governance Committee and the Strategy & Investment Committee. He brings to the Board his highly reputed expertise gained as a director of global companies and through his responsibilities in an international financial group, as well as his expertise in merger and acquisition transactions; and
- ▶ the appointment of Mrs. Caroline Watteeuw-Carlisle, for a period of four years, that is until the close of the Ordinary Shareholders' Meeting held to approve the financial statements for the year ending December 31, 2017. Mrs. Caroline Watteeuw-Carlisle will meet the criteria of an independent director. A US national of Belgian origin, Mrs. Watteeuw-Carlisle was until recently Chief Technology Officer of PepsiCo Group, which she joined in 2004. She has considerable experience in technologies and their uses, particularly in serving consumer goods companies, whether in the management of production or client relationship processes, a key innovation area for social and digital networks. Her experience in this area will make a key contribution to the Group's strategic thinking.

If the Combined Shareholders' Meeting of Cap Gemini follows the recommendations of the Board of Directors, the latter's composition will be renewed, with one-third of directors present for less than one year and more feminine, with female directors making up more than one-third of the Board, well above the minimum requirement of the Copé-Zimmerman Law. There will also be seven independent directors as defined by the criteria set out in the AFEP-MEDEF code. The Board will bring together a range of complementary professional and cultural profiles.

Based on an external assessment performed in 2013, the Board of Directors also noted that its structure enabled a controlled transition between the Founding Chairman, Mr. Serge Kampf, and his successor, Mr. Paul Hermelin. Should the latter's term of office be renewed by the Combined Shareholders' Meeting, the Board has decided that the Governance of the Group should comprise sustainable checks and balances between Executive Management and the Board of Directors. Accordingly, the composition of the Ethics & Governance Committee will be widened to ensure a majority of members are independent directors and the chair will be entrusted to an independent director. This individual will also be established as a "lead independent director", with rights and responsibilities that will be defined in the Internal Rules of the Board of Directors.

Mr. Serge Kampf, Honorary Chairman and founder of Capgemini Group, will continue, as Vice-Chairman of the Board of Directors, to play a key role in affirming the Group's ambitions mindful of its founding values, within both the Board of Directors and the Ethics & Governance Committee.

**TENTH RESOLUTION****Ratification of the appointment of Mrs. Anne Bouverot as a director**

At the recommendation of the Board of Directors, the Combined Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings, ratifies the provisional appointment of Mrs. Anne Bouverot as a director by the Board of Directors on October 8, 2013 to replace Mr. Bernard Liautaud, who resigned from his directorship. This new term of office will therefore expire at the close of the Ordinary Shareholders' Meeting held to approve the financial statements for the year ending December 31, 2016.

**ELEVENTH RESOLUTION****Renewal of the term of office as director of Mr. Serge Kampf**

At the recommendation of the Board of Directors, the Combined Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings, renews for a four-year period the term of office as director of Mr. Serge Kampf, which expires at the close of this meeting. This new term of office will therefore expire at the close of the Ordinary Shareholders' Meeting held to approve the financial statements for the year ending December 31, 2017.

**TWELFTH RESOLUTION****Renewal of the term of office as director of Mr. Paul Hermelin**

At the recommendation of the Board of Directors, the Combined Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings, renews for a four-year period the term of office as director of Mr. Paul Hermelin, which expires at the close of this meeting. This new term of office will therefore expire at the close of the Ordinary Shareholders' Meeting held to approve the financial statements for the year ending December 31, 2017.

**THIRTEENTH RESOLUTION****Renewal of the term of office as director of Mr. Yann Delabrière**

At the recommendation of the Board of Directors, the Combined Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings, renews for a four-year period the term of office as director of Mr. Yann Delabrière, which expires at the close of this meeting. This new term of office will therefore expire at the close of the Ordinary Shareholders' Meeting held to approve the financial statements for the year ending December 31, 2017.

**FOURTEENTH RESOLUTION****Renewal of the term of office as director of Mrs. Laurence Dors**

At the recommendation of the Board of Directors, the Combined Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings, renews for a four-year period the term of office as director of Mrs. Laurence Dors, which expires at the close of this meeting. This new term of office will therefore expire at the close of the Ordinary Shareholders' Meeting held to approve the financial statements for the year ending December 31, 2017.

**FIFTEENTH RESOLUTION****Renewal of the term of office as director of Mr. Phil Laskawy**

At the recommendation of the Board of Directors, the Combined Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings, renews for a four-year period the term of office as director of Mr. Phil Laskawy, which expires at the close of this meeting. This new term of office will therefore expire at the close of the Ordinary Shareholders' Meeting held to approve the financial statements for the year ending December 31, 2017.

**SIXTEENTH RESOLUTION****Appointment of Mr. Xavier Musca as a director**

At the recommendation of the Board of Directors, the Combined Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings, appoints Mr. Xavier Musca as a director for a four-year period. This term of office will therefore expire at the close of the Ordinary Shareholders' Meeting held to approve the financial statements for the year ending December 31, 2017.

**SEVENTEENTH RESOLUTION****Renewal of the term of office as director of Mr. Bruno Roger**

At the recommendation of the Board of Directors, the Combined Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings, renews for a four-year period the term of office as director of Mr. Bruno Roger, which expires at the close of this meeting. This new term of office will therefore expire at the close of the Ordinary Shareholders' Meeting held to approve the financial statements for the year ending December 31, 2017.

**EIGHTEENTH RESOLUTION****Appointment of Mrs. Caroline Watteuw-Carlisle as a director**

At the recommendation of the Board of Directors, the Combined Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings, appoints Mrs. Caroline Watteuw-Carlisle as a director for a four-year period.

This term of office will therefore expire at the close of the Ordinary Shareholders' Meeting held to approve the financial statements for the year ending December 31, 2017.

**RESOLUTION 19****AUTHORIZATION TO BUY BACK THE COMPANY'S SHARES**

Shareholders are reminded that last year, the Ordinary Shareholders' Meeting renewed the authorization granted to the Company to buy back its shares. This authorization was used in 2013 in connection with the liquidity agreement entered into on February 15, 2010. The purpose of this agreement is to improve the liquidity of the Cap Gemini share and stabilize the share price. At the year-end, the liquidity account balance comprised 68,800 shares (0.04% of the share capital).

Excluding the liquidity agreement, the Company held 2,368,839 of its own shares at December 31, 2012. At December 31, 2013, and following the various transactions described below, the Company no longer held any of its own shares, excluding the liquidity agreement:

- ▶ Purchase of 2,005,613 shares in January, February and April 2013;
- ▶ Cancellation of the aforementioned shares and 920,098 shares purchased in December 2012;
- ▶ Transfer of 548 shares to employees under the free share grant program;
- ▶ Transfer of 7,796 shares to holders of redeemable share subscription or purchase warrants (BSAAR) who exercised their share allotment rights in 2013;
- ▶ Transfer of 1,440,397 shares to holders of "OCEANE 2009" bonds who exercised their share allotment rights in 2013.

On November 25, 2013, the Chief Executive Officer decided to reallocate these shares held since 2008 for grant to employees and corporate officers. They are now held for grant to holders of securities granting access to the Company's share capital and, in particular, holders of "OCEANE 2014" bonds.

As the authorization granted by the Ordinary Shareholders' Meeting of May 23, 2013 is only valid for eighteen months, we are asking shareholders to replace it with a similar authorization to allow the Company to:

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

The Board of Directors is therefore seeking an authorization for the Company to buy back shares representing up to 10% of its share capital, during a period of eighteen months. The total amount of such purchases may not exceed €1.1 billion and the maximum authorized unit purchase price is €75 per share, these purchases taking place within the scope of Articles L. 225-209 et seq. of the French Commercial Code and European Regulation 2273/2003 of December 22, 2003 pursuant to Directive 2003/6/EC of January 28, 2003, known as the «Market Abuse» directive in relation to buy-back programs and the stabilization of financial instruments.

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

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

It forms part of the active management of dilution.

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

## NINETEENTH RESOLUTION

**Authorization to the Board of Directors, for a period of 18 months, to enable the Company to buy back its own shares within the limit of a number of shares equal to a maximum of 10% of the share capital, a maximum amount of €1,100 million and a maximum purchase price of €75 per share**

In accordance with Articles L. 225-209 et seq. of the French Commercial Code and with European Commission Regulation No. 2273/2003 of December 22, 2003, the Combined Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings and after having read the Board of Directors' report, authorizes the Company – for the reasons and subject to the terms and conditions detailed below – to purchase or arrange the purchase of its own shares.

This authorization is given to allow the Company, if required, to:

- ▶ manage the secondary market and share liquidity through an investment services provider within the scope of a liquidity agreement in accordance with the AMAFI ethics charter recognized by the AMF (French Financial Markets Authority),
- ▶ grant or sell shares thus purchased to employees and/or corporate officers (on the terms and by the methods provided by law), in particular in connection with a plan involving the grant of shares without consideration, a company savings plan or an international employee share ownership plan,
- ▶ remit the shares thus purchased to holders of securities granting access to the Company's share capital upon exercise of the rights attached thereto, in accordance with applicable regulations,
- ▶ purchase shares to be retained with a view to remitting them in the future in exchange or payment for potential external growth transactions,
- ▶ cancel the shares thus purchased.

This program is also intended to enable the implementation of any market practice authorized in the future by the AMF and, more generally, the performance of all other transactions complying with applicable regulations.

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

The Combined Shareholders' Meeting:

- ▶ resolves that the total amount of purchases may not exceed €1.1 billion and that the maximum unit purchase price may not

exceed €75 per share with a par value of €8. In the event of a share capital increase paid up by capitalizing additional paid-in capital, reserves, profit or other amounts in the form of allocating shares to shareholders without consideration during the period of validity of this authorization (as well as in the event of a stock-split or reverse stock-split), the Combined Shareholders' Meeting delegates to the Board of Directors the power to adjust, where necessary, the aforementioned maximum unit price to take account of the impact of these transactions on the share value;

- ▶ resolves that the maximum number of shares that may be acquired under this resolution may not exceed 10% of the Company's share capital at any time. It is specified, however, that:
  - within the context of this authorization, the number of treasury shares should be taken into account to ensure that the Company does not own, at any time, over 10% of the number of shares issued and outstanding at that date;
  - the number of treasury shares to be tendered in payment or exchange in the context of a merger, de-merger or contribution may not exceed 5% of the share capital; and
  - when shares are bought back to encourage liquidity under the conditions defined in the General Regulations of the AMF, the number of shares taken into account in the calculation of the 10% limit is the number of shares purchased, less the number of shares sold during the authorization period.

The Combined Shareholders' Meeting gives full powers to the Board of Directors (including the power of sub-delegation subject to applicable law) to:

- ▶ decide and implement this authorization;
- ▶ set the terms and conditions ensuring the preservation, where necessary, of the rights of holders of securities granting access to the Company's share capital or performance share allotment rights in accordance with legal, regulatory and contractual provisions;
- ▶ place any and all buy and sell orders and enter into any and all agreements, in accordance with applicable regulations;
- ▶ carry out any and all filings and other formalities, in particular the keeping of registers of share purchases and sales, and generally do whatever is necessary.

The Board of Directors will detail in its Annual Report to the Combined Shareholders' Meeting all transactions carried out under this authorization, which is given for a period of 18 months as from the date of this Shareholders' Meeting and supersedes the authorization given in the eighth resolution adopted by the Combined Shareholders' Meeting of May 23, 2013.

## II RESOLUTIONS PRESENTED AT THE EXTRAORDINARY SHAREHOLDERS' MEETING

### RESOLUTION 20

#### AUTHORIZATION TO CANCEL SHARES PURCHASED UNDER THE BUYBACK PROGRAMS AND REDUCE THE SHARE CAPITAL ACCORDINGLY

The Shareholders' Meeting of May 23, 2013 authorized the Board of Directors to cancel, up to a maximum of 10% of the share capital, on one or several occasions, at its sole discretion, all or some of the Cap Gemini shares held by the Company pursuant to Article L 225-209 of the French Commercial Code and to reduce the share capital accordingly.

This authorization was used twice in 2013 for a total of 2,925,711 shares:

- ▶ On February 20, 2013 by the Board of Directors: cancellation of 1,937,647 Cap Gemini shares bringing the share capital to €1,278,661,720 divided into 159,832,715 shares;
- ▶ On May 22, 2013 by the Board of Directors: cancellation of 988,064 Cap Gemini shares bringing the share capital to €1,273,037,208 divided into 159,129,651 shares.

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

### TWENTIETH RESOLUTION

#### Authorization to the Board of Directors, for a period of 24 months, to cancel shares held or that will be held by the Company under the share buyback programs and to reduce the share capital accordingly

In accordance with Article L. 225-209 of the French Commercial Code, the Combined Shareholders' Meeting, voting in accordance with quorum and majority rules for Extraordinary Shareholders' Meetings, and after having read the Board of Directors' report and the Statutory Auditors' special report, authorizes the Board of Directors to cancel, on one or several occasions at its sole discretion, all or some of the Company's shares held by it (the Company) pursuant to Article L. 225-209, provided that the aggregate number of shares cancelled in any given period of 24 months does not exceed 10% of the Company's share capital adjusted for any transactions performed

after the date of this Combined Shareholders' Meeting and to reduce the share capital accordingly.

The Combined Shareholders' Meeting gives full powers to the Board of Directors to use the authorization given in this resolution, deduct from additional paid-in capital or any distributable reserves the difference between the purchase price of the cancelled shares and their par value, allocate the portion of the legal reserve that becomes available as a result of the capital reduction, amend the bylaws and carry out all necessary formalities.

This authorization is granted for a period of 24 months as from the date of this Shareholders' Meeting and supersedes the authorization given in the ninth resolution adopted by the Combined Shareholders' Meeting of May 23, 2013.



## RESOLUTIONS 21 TO 29

## FINANCIAL AUTHORIZATIONS

A breakdown of the financial delegations of authority currently granted to the Board of Directors is summarized in the table of current authorizations appended to the Management report integrated in the 2013 Reference Document of Cap Gemini. These delegations of authority were granted by the Extraordinary Shareholders' Meeting of May 24, 2012 for a period of twenty-six months, expiring July 24, 2014.

Shareholders are reminded that during 2013, the Board of Directors used the fifteenth resolution adopted by the extraordinary session of the Combined Shareholders' Meeting of May 24, 2012 in October 2013 to issue by way of a private placement, 5,958,587 bonds redeemable in cash and or in new shares and/or in existing shares (ORNANE) representing a nominal amount of €47,668,696 (i.e. just over 25% of the authorized maximum amount of €185 million) and an issue amount of €399,999,945.

This issue, performed under particularly favorable terms and conditions for Cap Gemini (zero coupon and issue premium of 42.5%), was used to partially finance the repurchase of approximately 85% of OCEANE bonds convertible and/or exchangeable for new or existing shares maturing on January 1, 2014 in the amount of €687 million.

The Board of Directors asks you to grant new delegations of authority for a period of twenty-six months, enabling it to perform the issues authorized by prevailing regulations, in order to continue its strategy and access resources tailored to the development of Capgemini Group.

Generally speaking, these delegations seek to allow the Board of Directors to decide the issue of new shares and the issue of securities granting access to the Company's share capital, either through the issue of ordinary shares or the presentation of existing shares. These securities granting access to the Company's share capital may take the form of debt or equity securities. Finally, these delegations will enable the Board of Directors to issue securities granting a right to allocation of debt instruments.

For the purposes of these new financial authorizations, you are asked in the twenty-first and twenty-second resolutions to set the following general ceilings:

- ▶ a maximum par value amount for share capital increases by capitalizing additional paid-in capital, reserves, profits or other amounts, unchanged of €1.5 billion,
- ▶ a maximum par value amount for share capital increases carried out by issuing ordinary shares and/or securities granting access to the Company's share capital with, without or with cancellation of pre-emptive subscription rights, unchanged of €500 million (approximately 39% of the Company's share capital at December 31, 2013) and a maximum issue amount for issues of securities granting access to the Company's share capital or granting a right to allocation of debt instruments with, without or with cancellation of pre-emptive subscription rights increased to €4.5 billion given share price trends (from €3.5 billion previously);
- ▶ a maximum par value amount for share capital increases without or with cancellation of pre-emptive subscription rights reduced to €125 million (i.e. just under 10% of the Company's share capital at December 31, 2013 instead of 15% previously) and a maximum issue amount for issues of securities granting access to the Company's share capital or granting a right to allocation of debt instruments without or with cancellation of pre-emptive subscription rights, unchanged of €1.25 billion.

The resolutions concerning employee share ownership contain their own separate ceilings and are not concerned by these general ceilings.

Those delegations of authority, if adopted by shareholders, will supersede, from the date of the Combined Shareholders' Meeting, the delegations with the same effect granted previously.

Pursuant to the AMF recommendation, we present for your vote separate resolutions seeking delegations of authority to the Board of Directors for each type of transaction.

Should the Board of Directors use one or more of these delegations of authority, the statutory auditors will issue a special report for the attention of the Shareholders' Meeting.

**Delegation of authority to the Board of Directors to increase the share capital by a maximum amount of €1.5 billion by capitalizing additional paid-in capital or reserves (twenty-first resolution)**

This resolution seeks to renew the delegation of authority granted to the Board of Directors to increase the share capital by a maximum amount of €1.5 billion by capitalizing additional paid-in capital, reserves, profit or other amounts

It is an extraordinary resolution subject to quorum and majority rules for Ordinary Shareholders' Meetings.

It seeks to allow the issue of new shares and their allocation without consideration to shareholders and/or an increase in the par value of existing shares.

**TWENTY-FIRST RESOLUTION****Delegation of authority to the Board of Directors, for a period of 26 months, to increase the share capital by a maximum amount of €1.5 billion by capitalizing additional paid-in capital or reserves**

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

- ▶ delegates to the Board of Directors the authority to decide one or more share capital increases by capitalizing additional paid-in capital, reserves, profit or other amounts in the form of allocating shares without consideration or raising the par value of existing shares, or by using such two methods jointly;
- ▶ resolves that, within the scope of this authorization, the par value amount of share capital increases by capitalizing reserves may not exceed €1.5 billion, this ceiling being increased, where applicable,

by the par value amount of shares to be issued to preserve the rights of holders of securities granting access to the Company's share capital or performance share allotment rights;

- ▶ authorizes the Board of Directors, with the power of sub-delegation, to implement this authorization in accordance with the conditions set by law and, in particular, to decide that fractional rights will not be transferable, that the corresponding shares will be sold and that the proceeds from the sale will be allocated to the holders of such rights, to make all necessary adjustments to take account of the impact of this transaction and to determine all other conditions ensuring the preservation, where applicable, of the rights of holders of securities granting access to the Company's share capital or performance share allotment rights.

This authorization is granted for a period of 26 months as from the date of this Shareholders' Meeting and supersedes the authorization given in the eleventh ordinary resolution adopted by the Combined Shareholders' Meeting of May 24, 2012.

**TWENTY-SECOND RESOLUTION****Setting of general ceilings on the delegations of authority resulting from the following seven resolutions**

The Combined Shareholders' Meeting, voting in accordance with quorum and majority rules for Extraordinary Shareholders' Meetings, and after having read the Board of Directors' report, resolves to set as follows:

- ▶ the total amount of share issues with, without or with cancellation of shareholders' pre-emptive subscription rights that may be carried out pursuant to the authorizations given to the Board of Directors in the seven resolutions hereafter: twenty-third, twenty-fourth, twenty-fifth, twenty-sixth, twenty-seventh, twenty-eighth and twenty-ninth resolutions:
- the total par value amount (excluding share premiums) of share capital increases that may thus be carried out by issuing shares or securities granting access to the Company's share capital may not exceed €500 million (approximately 39% of the share capital at December 31, 2013), to which will be added, where applicable, the par value of the shares to be issued to preserve the rights of holders of securities granting access to the Company's share capital or performance share allotment rights, it being specified that this limit will not apply to share capital increases by capitalizing additional paid-in capital, reserves, profit or other amounts. In the case of a share capital increase by capitalizing additional paid-in capital, reserves, profit or other amounts in the form of allocating shares without consideration during the period of validity of these delegations of authority, the maximum par value amount (excluding share premiums) referred to above will be adjusted based on the ratio between the number of shares issued and outstanding before and after the transaction,
- the total nominal amount of debt instruments authorized on the issue of securities granting access to the Company's share capital or granting a right to allocation of debt instruments, may not exceed €4.5 billion;
- ▶ the total amount of share issues without or with cancellation of pre-emptive subscription rights that may be carried out pursuant to the authorizations given to the Board of Directors in the six resolutions hereafter: twenty-fourth, twenty-fifth, twenty-sixth, twenty-seventh, twenty-eighth and twenty-ninth resolutions:
- the total par value amount (excluding share premiums) of share capital increases that may thus be carried out by issuing shares or securities granting access to the Company's share capital may not exceed €125 million (approximately 10% of the share capital at December 31, 2013), to which will be added, where applicable, the par value of the shares to be issued to preserve the rights of holders of securities granting access to the Company's share capital or performance share allotment rights, it being specified that this limit will not apply to share capital increases by capitalizing additional paid-in capital, reserves, profit or other amounts. In the case of a share capital increase by capitalizing additional paid-in capital, reserves, profit or other amounts in the form of allocating shares without consideration during the period of validity of these delegations of authority, the maximum par value amount (excluding share premiums) referred to above will be adjusted based on the ratio between the number of shares issued and outstanding before and after the transaction,
- the total nominal amount of debt instruments authorized on the issue of securities granting access to the Company's share capital or granting a right to allocation of debt instruments, may not exceed €1.25 billion.

### **Delegation of authority to the Board of Directors to issue, with pre-emptive subscription rights, ordinary shares and/or securities granting access to the Company's share capital or granting a right to allocation of debt instruments (twenty-third resolution)**

This resolution seeks to renew the delegation of authority granted to the Board of Directors to issue, with pre-emptive subscription rights, ordinary shares and/or securities granting access to the Company's share capital or granting a right to allocation of debt instruments, subject to the following ceilings in addition to the general ceilings detailed above:

- ▶ a maximum par value amount for share capital increases likely to result from the issue of shares or securities granting access to the Company's share capital of €500 million (i.e. approximately 39% of the Company's share capital at December 31, 2013); and
- ▶ a maximum issue amount for securities granting access to the Company's share capital or granting a right to allocation of debt instruments of €4.5 billion.

In principle, shareholders have a "pre-emptive subscription right" to all issues of ordinary shares or securities granting access to the Company's share capital, that may be detached and traded during the subscription period. More specifically, this means that each shareholder has the right to subscribe, during a period of at least five trading days following the opening of the subscription period, for a number of new shares proportionate to his/her existing interest in the share capital.

Share subscription warrants may also be issued pursuant to this delegation, through the free grant of existing shares to warrant holders.

## **TWENTY-THIRD RESOLUTION**

### **Delegation of authority to the Board of Directors, for a period of 26 months, to issue, with pre-emptive subscription rights, ordinary shares and/or securities granting access to the Company's share capital or granting a right to allocation of debt instruments**

In accordance with Articles L. 225-129, L. 225-129-2, L. 225-132, L. 228-92 and L. 228-93 of the French Commercial Code, the Combined Shareholders' Meeting, voting in accordance with quorum and majority rules for Extraordinary Shareholders' Meetings, and after having read the Board of Directors' report and the Statutory Auditors' special report:

- ▶ delegates to the Board of Directors the authority to issue, on one or several occasions, in such proportions and at such times and by the methods and on the terms that it deems fit, in France and/or other countries, in euros or any other currency or unit of account established by reference to several currencies, ordinary shares of the Company and/or securities granting access to the Company's share capital, immediately and/or in the future, or granting a right to the allocation of debt instruments issued by the Company;
- ▶ resolves that the shares and securities issued within the scope of this authorization will be subject to the following ceilings, in addition to the general ceilings set in indent one of the twenty-second resolution:
  - the total par value amount (excluding share premiums) of share capital increases that may thus be carried out by issuing shares or securities granting access to the Company's share capital may not exceed €500 million (approximately 39% of the share capital at December 31, 2013), to which will be added, where applicable, the par value of the shares to be issued to preserve the rights of holders of securities granting access to the Company's share capital or performance share allotment rights. In the case of a share issue by capitalizing additional paid-in capital, reserves, profit or other amounts in the form of allocating shares without consideration during the period of validity of this delegation of authority, the maximum par value amount (excluding share premiums) referred to above will be adjusted based on the ratio between the number of shares issued and outstanding before and after the transaction,
  - the total nominal amount of debt instruments authorized on the issue of securities granting access to the Company's share capital

or granting a right to allocation of debt instruments, may not exceed €4.5 billion;

- ▶ resolves that, if the Board of Directors makes use of this delegation of authority:
  - shareholders will have a pre-emptive right and may subscribe, pursuant to their priority rights, for ordinary shares and securities issued pursuant to this resolution in proportion to the number of shares held by them, and the Board of Directors is authorized to establish pre-emptive subscription rights for excess shares and to provide for an extension clause exclusively aimed at satisfying pre-emptive subscription orders for excess shares that could not be satisfied,
  - if subscriptions by shareholders pursuant to their priority rights pro rata to their existing holdings, as well as to any shares not taken up by other shareholders, do not cover the total amount of the share issue, the Board of Directors may implement, in the order it determines, some or all of the options offered by Article L. 225-134 of the French Commercial Code and particularly offer to the public all or some of the shares not subscribed;
- ▶ resolves that share subscription warrants may also be issued without consideration to holders of existing shares pursuant to this authorization and that the Board of Directors may decide that fractional rights may not be traded or transferred and that the corresponding shares will be sold;
- ▶ authorizes the Board of Directors, with the power of sub-delegation, to implement this authorization in accordance with the conditions set by law and, in particular, to decide the terms and conditions of securities issued (and amend, where applicable, said terms and conditions during the life of the relevant securities in accordance with applicable formalities), to determine the conditions ensuring the preservation of the rights of holders of securities granting access to the Company's share capital or performance share allotment rights and to offset the share issue costs against the related premiums and deduct from these issue premiums the amounts necessary to bring the legal reserve to one-tenth of the new share capital after each increase.

This authorization is granted for a period of 26 months as from the date of this Shareholders' Meeting and supersedes the authorization given in the thirteenth resolution adopted by the Combined Shareholders' Meeting of May 24, 2012.

### Delegations of authority to the Board of Directors to issue ordinary shares and/or securities granting access to the Company's share capital or granting a right to the allocation of debt instruments, with cancellation of pre-emptive subscription rights (twenty-fourth to twenty-sixth resolutions)

Depending on market conditions and the category of investor concerned by the issue and the type of securities issued (institutional investors, private individuals, France, international), it may be preferable, or even necessary, to cancel pre-emptive subscription rights in order to place the securities under the best conditions, particularly where the speed of the transaction is key to its success, or where the issue is performed on foreign financial markets. This cancellation can facilitate the Company's access to capital through more favorable issue conditions.

The Board of Directors is therefore asking you today to provide it with the ability to cancel pre-emptive subscription rights for certain of these resolutions.

The **twenty-fourth resolution** seeks the renewal of the delegation of authority granted to the Board of Directors to issue, by way of a public offering with cancellation of pre-emptive subscription rights, ordinary shares and/or securities granting access to the Company's share capital or granting a right to allocation of debt instruments.

Pursuant to this delegation, the Board of Directors may introduce, in favor of shareholders, a **priority right** for the period and by the methods it deems fit. As for pre-emptive subscription rights, the priority right applies proportionally to the number of existing shares held, however, it cannot be traded. The exercise period for this right will be set by the Board of Directors but cannot be less than the minimum period provided for by prevailing regulatory provisions at the issue date (currently at least three trading days).

The **twenty-fifth resolution** seeks the renewal of the delegation of authority granted to the Board of Directors to issue, with cancellation of pre-emptive subscription rights, ordinary shares and/or securities granting access to the Company's share capital or granting a right to allocation of debt instruments, by way of a private placement solely targeting providers of portfolio management investment services for the account of third parties or qualified investors or a restricted group of investors, provided such investors are acting on their own account.

This delegation provides the Company with greater flexibility in accessing the market, by enabling it to rapidly access qualified investors as defined by regulations. This flexibility will allow the Company to perform placements under the most favorable conditions, particularly where rapid performance is key to success. For example, this delegation was used for the ORNANE bond issue in October 2013, performed at particularly favorable terms and conditions for Cap Gemini.

Pursuant to the delegations covered by the **twenty-fourth and twenty-fifth resolutions**, the price of ordinary shares issued or the shares to which the securities issued in accordance with these delegations may confer entitlement, must be at least equal to the minimum provided for by prevailing regulatory provisions at the issue date (currently, the weighted average price of the Company's share on the NYSE Euronext Paris regulated market during the three trading days preceding the date on which the price is set, potentially reduced by a discount of up to 5%). The issue price of securities granting access to the Company's share capital will be such that the amount immediately collected by the Company plus, where applicable, any amount that is likely to be collected subsequently by the Company, will be, for each share issued as a result of the issue of these securities, at least equal to this amount.

In addition to the aforementioned general ceilings, these two resolutions are subject to the following ceilings:

- ▶ a maximum par value amount for share capital increases likely to result from the issue of shares or securities granting access to the Company's share capital of €125 million (i.e. just under 10% of the Company's share capital at December 31, 2013); and
- ▶ a maximum nominal amount of debt instruments authorized on the issue of securities granting access to the Company's share capital or granting a right to allocation of debt instruments of €1.25 billion.

Pursuant to these two resolutions, where subscriptions do not cover the total amount of the share issue, the Board of Directors may restrict the amount of the transaction to the amount of subscriptions received, provided this amount is at least equal to three-quarters of the issue decided.

The **twenty-sixth resolution** seeks to authorize, as permitted by law, the Board of Directors on the issue of ordinary shares of the Company or securities granting access to the Company's share capital, with cancellation of pre-emptive subscription rights, by public offering or private placement in application of the twenty-fourth or twenty-fifth resolutions, to derogate from the minimum issue price for ordinary shares provided for by regulatory provisions as indicated above, by setting the issue price for ordinary shares of the Company, at the initiative of the Board of Directors, at least equal to:

- (i) the average price of the Company's share on the NYSE Euronext Paris regulated market, weighted for trading volumes on the last trading day preceding the setting of the issue price, or
- (ii) the average price of the Company's share on the NYSE Euronext Paris regulated market, weighted for trading volumes on the trading day when the issue price is set,

in both cases potentially reduced by a discount of up to 5%.

In certain market situations, high volatility can be an obstacle to performing a placement under the conditions provided for by regulations, in terms of the 5% discount on the 3-day average share price. This delegation would provide more flexibility in the performance of placements by reducing the benchmark period while maintaining a maximum discount of 5%.

The issue price of securities granting access to the Company's share capital will be such that the amount immediately collected by the Company plus, where applicable, any amount that is likely to be collected subsequently by the Company, is, for each share issued as a result of the issue of these securities, at least equal to this amount.

The maximum par value amount of the share capital increase resulting from the implementation of this resolution may not exceed 10% of the share capital. The securities issued pursuant to this resolution will, of course, also be offset against the ceilings set in the two aforementioned draft resolutions and the general ceilings set in the twenty-second resolution.

## TWENTY-FOURTH RESOLUTION

**Delegation of authority to the Board of Directors, for a period of 26 months, to issue, by way of a public offering with cancellation of pre-emptive subscription rights, ordinary shares and/or securities granting access to the Company's share capital or granting a right to allocation of debt instruments**

In accordance with Articles L. 225-129, L. 225-129-2, L. 225-135, L. 225-136, L. 228-92 and L. 228-93 of the French Commercial Code, the Combined Shareholders' Meeting, voting in accordance with quorum and majority rules for Extraordinary Shareholders' Meetings, and after having read the Board of Directors' report and the Statutory Auditors' special report:

- ▶ delegates to the Board of Directors the authority to issue by way of a public offering, on one or several occasions, in such proportions and at such times and by the methods and on the terms that it deems fit, in France and/or other countries, in euros or any other currency or unit of account established by reference to several currencies, ordinary shares of the Company and/or securities granting access to the Company's share capital, immediately and/or in the future, or granting a right to the allocation of debt instruments issued by the Company;
- ▶ resolves that the shares and securities issued within the scope of this authorization will be subject to the following ceilings, in addition to the general ceilings set in indents one and two of the twenty-second resolution:
  - the total par value amount (excluding share premiums) of share capital increases that may thus be carried out by issuing shares or securities granting access to the Company's share capital may not exceed €125 million (approximately 10% of the share capital at December 31, 2013), to which will be added, where applicable, the par value of the shares to be issued to preserve the rights of holders of securities granting access to the Company's share capital or performance share allotment rights. In the case of a share issue by capitalizing additional paid-in capital, reserves, profit or other amounts in the form of allocating shares without consideration during the period of validity of this delegation of authority, the maximum par value amount (excluding share premiums) referred to above will be adjusted based on the ratio between the number of shares issued and outstanding before and after the transaction,
  - the total nominal amount of debt instruments authorized on the issue of securities granting access to the Company's share capital or granting a right to allocation of debt instruments, may not exceed €1.25 billion;

- ▶ resolves to cancel pre-emptive subscription rights to these shares and securities granting access to the Company's share capital that may be issued pursuant to this authorization, giving the Board of Directors the power, however, to provide for a priority right for the shareholders to all or part of the issue, during the period and by the methods that it deems fit in accordance with applicable legal and regulatory provisions;
- ▶ resolves that the price of the ordinary shares issued, or the shares to which the securities granting access to the Company's share capital issued in accordance with this authorization may confer entitlement, will be at least equal to the minimum provided by prevailing regulatory provisions at the issue date (currently, the weighted average price of the Company's share on the NYSE Euronext Paris regulated market during the three trading days preceding the date on which the price is set, potentially reduced by a discount of up to 5%);
- ▶ resolves that the issue price of securities granting access to the Company's share capital will be such that the amount immediately collected by the Company plus, where applicable, any amount that is likely to be collected subsequently by the Company, is, for each share issued as a result of the issue of these securities, at least equal to the amount set out in the preceding paragraph;
- ▶ resolves that if subscriptions do not cover the total amount of the share issue, the Board of Directors may restrict the amount of the transaction to the amount of subscriptions received, provided this amount is at least equal to three-quarters of the issue decided;
- ▶ authorizes the Board of Directors, with the power of sub-delegation, to implement this authorization in accordance with the conditions set by law and, in particular, to decide the terms and conditions of securities issued (and amend, where applicable, said terms and conditions during the life of the relevant securities in accordance with applicable formalities), to determine, if necessary, the conditions ensuring the preservation of the rights of holders of securities granting access to the Company's share capital or performance share allotment rights and to offset the share issue costs against the related premiums and deduct from these issue premiums the amounts necessary to bring the legal reserve to one-tenth of the new share capital after each increase.

This authorization is granted for a period of 26 months as from the date of this Shareholders' Meeting and supersedes the authorization given in the extraordinary fourteenth resolution adopted by the Combined Shareholders' Meeting of May 24, 2012.



## TWENTY-FIFTH RESOLUTION

**Delegation of authority to the Board of Directors, for a period of 26 months, to issue, by way of a private placement with cancellation of pre-emptive subscription rights, ordinary shares and/or securities granting access to the Company's share capital or granting a right to allocation of debt instruments**

In accordance with Articles L. 225-129-2, L. 225-135, L. 225-136, L. 228-92 and L. 228-93 of the French Commercial Code, the Combined Shareholders' Meeting, voting in accordance with quorum and majority rules for Extraordinary Shareholders' Meetings, and after having read the Board of Directors' report and the Statutory Auditors' special report:

- ▶ delegates to the Board of Directors the authority to issue by way of an offering as set out in paragraph II of Article L. 411-2 of the French Monetary and Financial Code (Code monétaire et financier), on one or several occasions, in such proportions and at such times and by the methods and on the terms that it deems fit, in France and/or other countries, in euros or any other currency or unit of account established by reference to several currencies, ordinary shares of the Company and/or securities granting access to the Company's share capital, immediately and/or in the future, or granting a right to the allocation of debt instruments issued by the Company;
- ▶ resolves that the shares and securities issued within the scope of this authorization will be subject to the following ceilings, in addition to the general ceilings set in indents one and two of the twenty-second resolution:
  - the total par value amount (excluding share premiums) of share capital increases that may thus be carried out by issuing shares or securities granting access to the Company's share capital may not exceed €125 million (approximately 10% of the share capital at December 31, 2013), to which will be added, where applicable, the par value of the shares to be issued to preserve the rights of holders of securities granting access to the Company's share capital or performance share allotment rights. In the case of a share issue by capitalizing additional paid-in capital, reserves, profit or other amounts in the form of allocating shares without consideration during the period of validity of this delegation of authority, the maximum par value amount (excluding share premiums) referred to above will be adjusted based on the ratio between the number of shares issued and outstanding before and after the transaction,

- the total nominal amount of debt instruments authorized on the issue of securities granting access to the Company's share capital or granting a right to allocation of debt instruments, may not exceed €1.25 billion;
- ▶ resolves to cancel pre-emptive subscription rights to these shares and securities that may be issued pursuant to this authorization;
- ▶ resolves that the price of the ordinary shares issued, or the shares to which the securities granting access to the Company's share capital issued in accordance with this authorization may confer entitlement, will be at least equal to the minimum provided by prevailing regulatory provisions at the issue date (currently, the weighted average price of the Company's share on the NYSE Euronext Paris regulated market during the three trading days preceding the date on which the price is set, potentially reduced by a discount of up to 5%);
- ▶ resolves that the issue price of securities granting access to the Company's share capital will be such that the amount immediately collected by the Company plus, where applicable, any amount that is likely to be collected subsequently by the Company, is, for each share issued as a result of the issue of these securities, at least equal to the amount set out in the preceding paragraph;
- ▶ resolves that if subscriptions do not cover the total amount of the share issue, the Board of Directors may restrict the amount of the transaction to the amount of subscriptions received, provided this amount is at least equal to three-quarters of the issue decided;
- ▶ authorizes the Board of Directors, with the power of sub-delegation, to implement this authorization in accordance with the conditions set by law and, in particular, to decide the terms and conditions of securities issued (and amend, where applicable, said terms and conditions during the life of the relevant securities in accordance with applicable formalities), to determine, if necessary, the conditions ensuring the preservation of the rights of holders of securities granting access to the Company's share capital or performance share allotment rights and to offset the share issue costs against the related premiums and deduct from these issue premiums the amounts necessary to bring the legal reserve to one-tenth of the new share capital.

This authorization is granted for a period of 26 months as from the date of this Shareholders' Meeting and supersedes the authorization given in the fifteenth extraordinary resolution adopted by the Combined Shareholders' Meeting of May 24, 2012.

## TWENTY-SIXTH RESOLUTION

**Authorization to the Board of Directors, for a period of 26 months, on the issue of ordinary shares or securities granting access to the Company's share capital with cancellation of pre-emptive subscription rights, to set the issue price in accordance with the terms set by the Shareholders' Meeting, up to a maximum of 10% of the share capital by 12-month period**

In accordance with Article L. 225-136 of the French Commercial Code, the Combined Shareholders' Meeting, voting in accordance with quorum and majority rules for Extraordinary Shareholders' Meetings, and after having read the Board of Directors' report and the Statutory Auditors' special report, authorizes the Board of Directors, on the implementation of the twenty-fourth or twenty-fifth resolutions, to derogate from the conditions for setting the issue

price of ordinary shares of the Company provided in said resolutions and to set the issue price as follows:

- ▶ the issue price of ordinary shares of the Company will be, at the initiative of the Board of Directors, at least equal to:
  - (i) the average price of the Company's share on the NYSE Euronext Paris regulated market, weighted for trading volumes on the last trading day preceding the setting of the issue price, or (ii) the average price of the Company's share on the NYSE Euronext Paris regulated market, weighted for trading volumes on the trading day when the issue price is set, in both cases potentially reduced by a discount of up to 5%;
- ▶ the issue price of securities granting access to the Company's share capital, immediately or in the future, will be such that the



amount immediately collected by the Company plus, where applicable, any amount that is likely to be collected subsequently by the Company, is, for each share issued as a result of the issue of these securities, at least equal to the amount set out in the preceding paragraph;

- ▶ the maximum par value amount of the share capital increase resulting from the implementation of this resolution may not

exceed 10% of the share capital by 12-month period, as well as the ceilings set in the twenty-second resolution against which it is offset.

This authorization is granted for a period of 26 months as from the date of this Shareholders' Meeting.

#### **Delegation of authority to the Board of Directors to increase the number of securities to be issued in the event of a share capital increase with or with cancellation of pre-emptive subscription rights (twenty-seventh resolution)**

In the event of a share capital increase with or with cancellation of pre-emptive subscription rights performed pursuant to the twenty-third, twenty-fourth, twenty-fifth or twenty-sixth resolutions, this resolution seeks to delegate to the Board of Directors the authority to perform an additional issue often referred to as a "green shoe" option.

Where this option is exercised, the additional issue must take place within 30 days of the subscription closure and is limited to 15% of the initial issue. The issue price of the new securities shall be identical to the price of the initial issue.

The additional securities issued pursuant to this "green shoe" option will, of course, be offset against the ceilings set in the four aforementioned draft resolutions and the general ceilings set in the twenty-second resolution.

### **TWENTY-SEVENTH RESOLUTION**

#### **Delegation of authority to the Board of Directors, for a period of 26 months, to increase the number of securities to be issued in the event of a share capital increase with or with cancellation of pre-emptive subscription rights and with a «green shoe» option, where subscription requests exceed the number of securities on offer**

The Combined Shareholders' Meeting, voting in accordance with quorum and majority rules for Extraordinary Shareholders' Meetings, and after having read the Board of Directors' report and the Statutory Auditors' special report, delegates its authority to the

Board of Directors (including the power of sub-delegation subject to applicable law), within the scope of issues performed with or without pre-emptive subscription rights and decided based on the authorizations granted to the Board of Directors pursuant to the four preceding resolutions (twenty-third, twenty-fourth, twenty-fifth and twenty-sixth resolutions), to increase the number of securities initially offered under the conditions and within the limits provided for by Articles L. 225-135-1 and R. 225-118 of the French Commercial Code and within the limit of the ceilings provided for in such resolutions and for the term of such resolutions.

#### **Delegation of authority to the Board of Directors to issue ordinary shares or securities granting access to the Company's share capital in consideration for contributions in kind to the Company of shares or securities granting access to share capital (twenty-eighth resolution)**

This resolution seeks to enable the Company to remunerate contributions in kind with ordinary shares or securities granting access to the Company's share capital rapidly, without having to convene a new Extraordinary Shareholders' Meeting, which would require a substantial amount of time and represent a significant cost. In this context, the Board of Directors will be able to decide the terms and conditions of securities issued, approve the value of securities contributed to the Company based on the Reporting Accountant's report, issue such shares or securities and amend the bylaws accordingly.

These issues decided pursuant to the twenty-eighth resolution would be limited to 10% of the share capital and will, of course, be offset against the general ceilings set in the twenty-second resolution.

### **TWENTY-EIGHTH RESOLUTION**

#### **Delegation of authority to the Board of Directors, for a period of 26 months, to issue ordinary shares or securities granting access to the Company's share capital in consideration for contributions in kind to the Company of shares or securities granting access to share capital, up to a maximum of 10% of the share capital**

In accordance with Articles L. 225-129 et seq., L. 225-147 and L. 228-92 of the French Commercial Code, the Combined Shareholders' Meeting, voting in accordance with quorum and majority rules for Extraordinary Shareholders' Meetings, and after

having read the Board of Directors' report and the Statutory Auditors' special report:

- ▶ delegates to the Board of Directors, with the power of sub-delegation, to the extent authorized by law) the authority to issue, up to a maximum of 10% of the share capital, ordinary shares or securities granting access to the Company's share capital in consideration for contributions in kind to the Company of shares or securities granting access to share capital where the provisions of Article L.225-148 of the French Commercial Code do not apply; it is specified that this ceiling will be increased, where applicable, by the par value amount of shares to be issued to preserve the

rights of holders of securities granting access to the Company's share capital or performance share allotment rights;

- ▶ resolves that the shares and securities issued within the scope of this authorization will be offset against the general ceilings set in indents one and two of the twenty-second resolution;
- ▶ notes that existing shareholders of the Company will not have a pre-emptive right to subscribe for any shares and/or securities issued pursuant to this authorization, as the exclusive purpose of such issues will be to provide payment for contributions in kind;
- ▶ authorizes the Board of Directors to implement this authorization and, in particular, to decide the terms and conditions of securities issued (and amend, where applicable, said terms and conditions during the life of the relevant securities in accordance with

applicable formalities), to determine, if necessary, the conditions ensuring the preservation of the rights of holders of securities granting access to the Company's share capital or performance share allotment rights, to approve the value of contributions, to issue such shares or securities, to offset the share issue costs against the related premiums and deduct from these issue premiums the amounts necessary to bring the legal reserve to one-tenth of the new share capital after each increase and to amend the bylaws accordingly.

This authorization is granted for a period of 26 months as from the date of this Shareholders' Meeting and supersedes the authorization given in the extraordinary seventeenth resolution adopted by the Combined Shareholders' Meeting of May 27, 2012.

**Delegation of authority to the Board of Directors to issue ordinary shares and/or securities granting access to the Company's share capital or, provided that the first security is a share, granting a right to allocation of debt instruments in consideration for shares tendered to any public exchange offering made by the Company (twenty-ninth resolution)**

This resolution seeks to enable the Company to remunerate shares tendered to any public exchange offering made by the Company in France or another country in accordance with local rules, for the securities of a company whose shares are traded on a regulated market of a member State of the EEA or the OECD.

In addition to the general ceilings set in the twenty-second resolution, issues decided pursuant to the twenty-ninth resolution will be subject to the following ceilings:

- ▶ the total par value amount (excluding share premiums) of share capital increases that may thus be carried out by issuing ordinary shares or securities granting access to the Company's share capital may not exceed €125 million (i.e. just under 10% of the Company's share capital at December 31, 2013),
- ▶ the total nominal amount of debt instruments authorized on the issue of securities granting access to the Company's share capital or granting a right to allocation of debt instruments, may not exceed €1.25 billion.

## TWENTY-NINTH RESOLUTION

**Delegation of authority to the Board of Directors to issue ordinary shares and/or securities granting access to the Company's share capital or, provided that the first security is a share, granting a right to allocation of debt instruments in consideration for shares tendered to any public exchange offering made by the Company**

In accordance with Articles L. 225-148, L. 225-129 and L. 228-92 of the French Commercial Code, the Combined Shareholders' Meeting, voting in accordance with quorum and majority rules for Extraordinary Shareholders' Meetings, and after having read the Board of Directors' report and the Statutory Auditors' special report:

- ▶ delegates to the Board of Directors the authority to decide, on one or several occasions, the issue of ordinary shares and/or securities granting access to the Company's share capital or, provided that the first security is a share, granting a right to allocation of debt instruments in consideration for shares tendered to any public offering with an exchange component made by the Company in France or another country in accordance with local rules (e.g. as part of a "reverse merger") for securities satisfying the conditions set out in Article L. 225-148 of the French Commercial Code;
- ▶ resolves that the shares and securities issued within the scope of this authorization will be subject to the following ceilings, in addition to the general ceilings set in indents one and two of the twenty-second resolution:
  - the total par value amount (excluding share premiums) of share capital increases that may thus be carried out by issuing ordinary shares or securities granting access to the Company's share capital may not exceed €125 million (approximately 10% of the

share capital at December 31, 2013), to which will be added, where applicable, the par value of the shares to be issued to preserve the rights of holders of securities granting access to the Company's share capital or performance share allotment rights. In the case of a share issue by capitalizing additional paid-in capital, reserves, profit or other amounts in the form of allocating shares without consideration during the period of validity of this delegation of authority, the maximum par value amount (excluding share premiums) referred to above will be adjusted based on the ratio between the number of shares issued and outstanding before and after the transaction,

- the total nominal amount of debt instruments authorized on the issue of securities granting access to the Company's share capital or granting a right to allocation of debt instruments, may not exceed €1.25 billion;
- ▶ notes that existing shareholders of the Company will not have a pre-emptive right to subscribe for any shares and/or securities issued pursuant to this authorization, as the exclusive purpose of such issues will be to provide payment for securities tendered to public offerings with an exchange component made by the Company;
- ▶ notes that the price of the shares and securities issued under this authorization will be set based on the laws applicable to public exchange offers;
- ▶ authorizes the Board of Directors (with the power of sub-delegation) to implement this authorization in accordance with the conditions set by law and, in particular, to decide the terms and conditions of securities issued (and amend, where applicable, said

terms and conditions during the life of the relevant securities in accordance with applicable formalities), to determine, if necessary, the conditions ensuring the preservation of the rights of holders of securities granting access to the Company's share capital or performance share allotment rights and to offset the share issue costs against the related premiums and deduct from these issue premiums the amounts necessary to bring the legal reserve to one-tenth of the new share capital after each increase.

This authorization is granted for a period of 26 months as from the date of this Shareholders' Meeting and supersedes the authorization given in the eighteenth extraordinary resolution adopted by the Combined Shareholders' Meeting of May 24, 2012.

## RESOLUTIONS 30 & 31

### DELEGATIONS OF POWERS TO DEVELOP EMPLOYEE SHARE OWNERSHIP (THIRTIETH AND THIRTY-FIRST RESOLUTIONS)

Pursuant to the provisions of Article L.225-102 of the French Commercial Code, the Board of Directors reminds you that employees and corporate officers who subscribed to this operation (ESOP 2012) and the operation in 2009 (ESOP 2009) under a Capgemini Group Company Savings Plan, together held 6.35% of the Company's share capital at December 31, 2013.

As part of its employee incentive policy and in order to align employee interests with those of shareholders, the Board of Directors wishes to continue making the Company's share capital accessible to a large number of employees in accordance with legislation applicable in the countries where the Group operates.

To this end, the Board of Directors asks you today (thirtieth resolution) to delegate to it, for a period of 26 months, the authority to issue ordinary shares or securities granting access to the Company's share capital reserved for members of Capgemini Group savings plans. The Board of Directors may also, where appropriate, allocate, without consideration, shares or securities granting access to the Company's share capital in full or partial substitution for the 20% discount referred to below and/or in respect of the employer contribution subject to the conditions and limits set out in Article L. 3332-21 of the Labor Code.

Pursuant to this resolution, you are asked to cancel in favor of members of a Group savings plan, pre-emptive subscription rights to the shares and securities granting access to the Company's share capital that may be issued under this authorization and to waive entitlement to any shares and securities granting access to the Company's share capital that may be allocated without consideration pursuant to this resolution.

Subscription price: pursuant to the law, the issue price of the new shares may neither exceed the average price of the Company's share on the NYSE Euronext Paris market over the 20 trading days preceding the decision of the Board of Directors nor be lower than this average by more than 20%, it being specified that the Board of Directors or Chief Executive Officer may, where applicable, reduce or cancel the discount potentially decided to take account, in particular, of legal and tax regimes applicable outside France or choose to substitute in full or in part the allocation, without consideration, of shares and/or securities granting access to the Company's share capital for this maximum 20% discount. Note that for the 2009 and 2012 operations, the Board of Directors set the discount at only 15%.

Ceiling: the number of shares that may be issued pursuant to this authorization, including as a result of shares or securities granting access to the Company's share capital potentially allocated without consideration in full or partial substitution of the discount and/or the employer contribution in accordance with the conditions set by Article L. 3332-21 of the Labor Code, may not exceed six million shares with a par value of €8 (i.e. approximately 3.75% of the share capital at December 31, 2013).

This delegation (thirtieth resolution) is completed by a second resolution (thirty-first resolution), for a period of eighteen months, which seeks to delegate powers to the Board of Directors to enable employees of certain non-French companies whose head offices are located in countries where applicable legal and/or tax regulations make it difficult to implement shareholding schemes, to benefit from an employee savings operation at economic terms and conditions comparable to those offered to other employees.

The share capital increases decided pursuant to this authorization may not confer entitlement to subscribe to more than two million shares, it being specified that the total of all share capital increases decided pursuant to this resolution and the preceding resolution may not confer entitlement to subscribe to more than six million shares with a par value of €8.

Pursuant to this delegation, you are asked to cancel pre-emptive subscription rights to the shares issued pursuant to this authorization and to reserve subscription rights to categories of beneficiary satisfying the following characteristics:

- (i) employees and corporate officers of companies related to the Company;
- (ii) employee shareholding UCITS or other vehicles, with or without a legal personality, invested in shares of the Company;
- (iii) any bank or bank subsidiary that has set-up at the Company's request a structured offer for employees or corporate officers of companies related to the Company, whose head offices are located outside France, presenting an economic profile comparable to that of an employee shareholder scheme set-up pursuant to a share capital increase performed under the preceding resolution.

## THIRTIETH RESOLUTION

**Delegation of powers to the Board of Directors, for a period of 26 months, to issue ordinary shares and/or securities granting access to the Company's share capital, with cancellation of pre-emptive subscription rights, to members of Capgemini Group savings plans up to a maximum amount of €48 million and at a price set in accordance with the provisions of the French Labor Code**

In accordance with Articles L. 225-129-1 and L. 225-138-1 of the French Commercial Code and Article L. 3332-1 et seq. of the French Labor Code and in order also to satisfy the provisions of Article L. 225-129-6 of the French Commercial Code, the Combined Shareholders' Meeting, voting in accordance with quorum and majority rules for Extraordinary Shareholders' Meetings, and after having read the Board of Directors' report and the Statutory Auditors' special report:

1. delegates to the Board of Directors the authority to perform a share capital increase, on one or several occasions, by issuing shares or securities granting access to the Company's share capital reserved for members of a Group savings plan (*Plan d'Epargne d'Entreprise*), it being specified that the Board of Directors may also, where applicable, allocate, without consideration, shares or securities granting access to the Company's share capital in full or partial substitution for the discount referred to in sub-paragraph 3 and/or in respect of the employer contribution subject to the conditions and limits set out in Article L. 3332-21 of the French Labor Code;
2. resolves that the number of shares that may be issued pursuant to this authorization, including as a result of shares or securities granting access to the Company's share capital potentially allocated without consideration in full or partial substitution of the discount and/or the employer contribution in accordance with the conditions set by Article L. 3332-21 of the French Labor Code, may not exceed six million (6,000,000) shares with a par value of eight (8) euros and that this amount does not take account of any additional shares to be issued, in accordance with applicable legislative, regulatory and, where applicable, contractual provisions, providing for other adjustments to preserve the rights of holders of securities and other rights granting access to the share capital;
3. resolves that the issue price of the new shares may neither exceed the average price of the Company's share on the NYSE Euronext Paris market over the 20 trading days preceding the decision of the Board of Directors nor be lower than this average by more than 20%, it being specified that the Board of Directors or Chief Executive Officer may, where applicable, reduce or cancel the discount potentially decided to take account, in particular, of legal and tax regimes applicable outside France or choose to substitute in full or in part the allocation, without

consideration, of shares and/or securities granting access to the Company's share capital for this maximum 20% discount;

4. resolves to cancel in favor of members of a Group savings plan(s), pre-emptive subscription rights to the shares and securities granting access to the Company's share capital that may be issued under this authorization and to waive entitlement to any shares and securities granting access to the Company's share capital that may be allocated without consideration pursuant to this resolution;
5. authorizes the Board of Directors, under the conditions of this authorization, to sell shares to members of a company or group savings plan (or equivalent) as provided in Article L. 3332-24 of the French Labor Code, it being specified that the par value amount of any shares sold with a discount to members of one or several employee savings plans covered by this resolution will be deducted from the ceiling set in paragraph 2 above;
6. delegates full powers to the Board of Directors, including the power of sub-delegation subject to applicable law, in particular to:
  - ▶ resolve whether the shares or securities will be subscribed directly by employee members of the Group savings plans or through an Employee Savings Mutual Fund (Fonds Commun de Placement d'Entreprise, FCPE),
  - ▶ determine the companies whose employees may benefit from the subscription offer,
  - ▶ determine whether employees should be granted a period to pay up their securities,
  - ▶ set the opening and closing subscription dates and the issue price of the securities,
  - ▶ allocate, within the limits set by Article L. 3332-21 of the French Labor Code, shares without consideration or securities granting access to the Company's share capital and set the nature and amount of reserves, profits and additional paid-in capital to be capitalized,
  - ▶ determine the number of new shares to be issued and the reduction rules applicable in the event of over-subscription,
  - ▶ set the conditions ensuring the preservation of the rights of holders of securities granting access to the Company's share capital or performance share allotment rights,
  - ▶ offset share issue costs and the cost of issuing securities granting access to the Company's share capital against the related premiums and deduct from these issue premiums the amounts necessary to bring the legal reserve to one-tenth of the new share capital after each increase.
  - ▶ decide to postpone performance of the share capital increase.

This authorization is granted for a period of 26 months as from the date of this Shareholders' Meeting.



## THIRTY-FIRST RESOLUTION

**Delegation of powers to the Board of Directors, for a period of 18 months, to perform a share capital increase with cancellation of pre-emptive subscription rights, in favor of employees of certain non-French subsidiaries at terms and conditions comparable to those offered pursuant to the preceding resolution**

In accordance with Articles L. 225-129-1 and L. 225-138 of the French Commercial Code, the Combined Shareholders' Meeting, voting in accordance with quorum and majority rules for Extraordinary Shareholders' Meetings, and after having read the Board of Directors' report and the Statutory Auditors' report:

1. notes that for employees of certain non-French companies of Capgemini Group, related to the Company within the meaning of Article L.225-180 of the French Commercial Code and Article L.3344-1 of the French Labor Code, the applicable legal and/or tax regulations of the country in which these companies have their registered offices, make it difficult to implement the shareholding schemes proposed to Group employees pursuant to share capital increases performed under the preceding resolution;
2. delegates to the Board of Directors the authority to increase the share capital of the Company, on one or several occasions, in such proportions and at such times that it deems fit, by issuing shares with cancellation of pre-emptive subscription rights to the categories of beneficiary defined below;
3. resolves to cancel pre-emptive subscription rights to the shares issued pursuant to this authorization and to reserve subscription rights to categories of beneficiary satisfying the following characteristics: (i) employees and corporate officers of companies related to the Company within the meaning of Article L. 225-180 of the French Commercial Code and Article L. 3341-1 of the French Labor Code, whose head offices are located outside France; (ii) and/or employee shareholding UCITS or other vehicles, with or without a legal personality, invested in shares of the Company, where the holders of units or shares are the individuals referred to in point (i) of this paragraph; and/or (iii) any bank or bank subsidiary that has set-up at the Company's request a structured offer for employees or corporate officers of companies related to the Company within the meaning of Article L. 225-180 of the French Commercial Code and Article L.3344-1 of the French Labor Code, whose registered offices are located outside France, presenting an economic profile comparable to that of an employee shareholder scheme set-up pursuant to a share capital increase performed under the preceding resolution presented to this Combined Shareholders' Meeting;
4. resolves that where this authorization is used, the issue price of the new shares to be issued pursuant to this authorization may neither be more than 20% below the average price of

the Company's share over the 20 trading days preceding the decision of the Board of Directors or the Chief Executive Officer setting the subscription opening date for a share capital increase performed pursuant to the preceding resolution adopted by this Combined Shareholders' Meeting, nor exceed this average; the Board of Directors or Chief Executive Officer may reduce or cancel any discount granted, where it is deemed appropriate, in particular to take account of legal, accounting and tax regimes applicable locally;

5. resolves that the share capital increase(s) decided pursuant to this authorization may not confer entitlement to subscribe to more than two million (2,000,000) shares and that this amount does not take account of any additional shares to be issued, in accordance with applicable legislative, regulatory and, where appropriate, contractual provisions, providing for other adjustments to preserve the rights of holders of securities and other rights granting access to the Company's share capital; it is specified that the total of all share capital increases decided pursuant to this resolution and the preceding resolution may not confer entitlement to subscribe to more than six million (6,000,000) shares with a par value of eight (8) euros;
6. delegates full powers to the Board of Directors (including the power of delegation subject to applicable law) to use this authorization, on one or several occasions, in particular to:
  - ▶ set the list of beneficiaries, from among the above categories, for each issue and the number of shares to be subscribed by each beneficiary,
  - ▶ determine the subscription package to be presented to employees in each country, taking account of applicable local legal constraints and select the countries among those where the Group has subsidiaries and the said subsidiaries whose employees can participate in the operation,
  - ▶ decide the maximum number of shares to be issued, within the limits set in this resolution and note the definitive amount of each share capital increase,
  - ▶ set the dates and all other terms and conditions of such share capital increases in accordance with applicable law,
  - ▶ set the conditions ensuring the preservation of the rights of holders of securities granting access to the Company's share capital or performance share allotment rights,
  - ▶ offset share issue costs against the related premiums and deduct from these issue premiums the amounts necessary to bring the legal reserve to one-tenth of the new share capital,
  - ▶ decide to postpone performance of the share capital increase.

This authorization is granted for a period of 18 months as from the date of this Shareholders' Meeting.

**Amendment of paragraph 2 of Article 11 of the bylaws on the minimum number of shares to be held by each director (thirty-second resolution)**

Article 11.2) of the Company's bylaws states that each director must hold at least one hundred (100) Company shares throughout their term of office.

The Board of Directors proposes this year to increase the minimum number of shares to be held by each director throughout their term of office to one thousand (1,000) shares, instead of one hundred (100) shares.

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

**THIRTY-SECOND RESOLUTION****Amendment of paragraph 2) of Article 11 of the bylaws on the minimum number of shares to be held by each director**

The Combined Shareholders' Meeting, voting in accordance with quorum and majority rules for Extraordinary Shareholders' Meetings, and after having read the Board of Directors' report, resolves to

amend paragraph 2) of Article 11 of the bylaws, "Board of Directors", as follows:

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

The rest of the article remains unchanged.

**THIRTY-THIRD RESOLUTION****Powers to carry out formalities**

The Combined Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings, authorizes the bearer of a copy or extract of the minutes of this

meeting to execute all filing, publication and other formalities required under French law.



# How to participate at the Shareholders' Meeting

*The Shareholders' Meeting is open to all shareholders, regardless of the number of shares they hold.*

*Shareholders may choose between one of three means of participating:*

- a) attend personally the Shareholders' Meeting by requesting an admission card;*
- b) vote by correspondence;*
- c) grant a proxy to the Chairman of the Shareholders' Meeting or any other individual or legal entity of their choice.*

*All shareholders may be represented at the Shareholders' Meeting by another shareholder or their spouse or civil union partner. They may also be represented by any other individual or legal entity of their choice.*

## JUSTIFICATION OF THE RIGHT TO PARTICIPATE AT THE SHAREHOLDERS' MEETING

In order to attend this Shareholders' Meeting in person, by proxy or by casting a correspondence vote, shareholders must present evidence of the recording of their shares in their name (or that of the intermediary acting on their behalf if they are domiciled outside France) in the register kept by Caceis - CT, or in the register of bearer shares kept by their authorized intermediary, at 12.00 a.m., Paris time, on the third working day preceding the Shareholders' Meeting, that is 12.00 a.m., Paris time on May 2, 2014.

Only those shareholders satisfying the requisite conditions at this date will be authorized to participate at the Shareholders' Meeting.

For **registered shareholders**, the recording of their shares in a named securities accounts at 12.00 a.m., Paris time on May 2, 2014 is sufficient to enable them to participate at the Shareholders' Meeting.

For **bearer shares**, the authorized intermediary must deliver an attendance certificate. This certificate must be forwarded to the Company or CACEIS Corporate Trust together with the remote voting form, the proxy form or the request for an admission card issued in the name of the shareholder or on his/her behalf if he/she is not resident in France, to enable the recording in the register of

the shares to be duly noted. A certificate will also be delivered to any shareholders wishing to attend the Shareholders' Meeting in person, who have not received an admission card by 12.00 a.m., Paris time, on the third working day preceding the Shareholders' Meeting, that is by 12.00 a.m., Paris time on May 2, 2014.

The shareholder may, nonetheless, subsequently sell some or all of his/her shares. In such a case:

- ▶ where the sale is performed before 12.00 a.m., Paris time, on the third working day preceding the Shareholders' Meeting, that is 12.00 a.m., Paris time on May 2, 2014, the Company will invalidate or modify the remote vote cast, the proxy granted or the admission card or attendance certificate and the authorized account keeper intermediary must, to this end, notify the sale to the Company or its agent and communicate the necessary information;
- ▶ where the sale is performed after 12.00 a.m., Paris time, on the third working day preceding the Shareholders' Meeting, that is 12.00 a.m., Paris time on May 2, 2014, it need not be notified by the authorized intermediary or taken into account by the Company, notwithstanding any agreement to the contrary.

## ATTENDING THE SHAREHOLDERS' MEETING

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

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

## VOTING BY PROXY OR CORRESPONDENCE

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

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

Bearer shareholders: Holders of bearer shares wishing to cast a remote vote or vote by proxy can obtain the aforementioned form and its appendices at the Company's head office or from Caceis Corporate Trust, Assemblées Générales Centralisées, 14 rue Rouget de Lisle, 92862 Issy-les-Moulineaux Cedex 09; requests should be submitted in writing and received at least six days prior to the date of the Shareholders' Meeting, that is by April 30, 2014.

Correspondence and proxy votes will only be taken into account if received at least three days prior to the date of the Shareholders' Meeting at the Company's head office or at Caceis Corporate Trust, Assemblées Générales Centralisées, 14 rue Rouget de Lisle, 92862 Issy-les-Moulineaux Cedex 09, that is by May 4, 2014.

Holders of bearer shares should enclose the attendance certification with the form.

### PARTICIPATION AT THE SHAREHOLDERS' MEETING VIA INTERNET / USE OF THE VOTACCESS PLATFORM

**Cap Gemini shareholders may use the internet VOTACCESS voting platform for the purposes of the Combined Shareholders' Meeting of May 7, 2014. This platform enables shareholders, prior to the Shareholders' Meeting, to communicate voting instructions, request an admission card or appoint or remove an agent, as follows:**

Custody-only registered shareholders: custody-only registered shareholders who wish to communicate their method of participation at the Shareholders' Meeting or voting instructions by internet prior to the Shareholders' Meeting can access VOTACCESS via the OLIS-Actionnaire website; they can connect using the login ID

and password communicated to them and already used to consult their registered securities account on the OLIS-Actionnaire website (<https://www.nomi.olisnet.com>); they may then vote, request an admission card or appoint or remove an agent via the VOTACCESS site. The login ID will be indicated on the correspondence voting form or the electronic Notice of Meeting.

Administered registered shareholders: administered registered shareholders who wish to communicate their voting instructions by internet prior to the Shareholders' Meeting can also access VOTACCESS via the OLIS-Actionnaire website; they will receive from Caceis Corporate Trust by mail, together with the notice of the May 7, meeting, a login ID enabling them to connect to OLIS-Actionnaire (<https://www.nomi.olisnet.com>); shareholders must then select "first-time login" on the home page and follow the instructions on screen to obtain their password; they may then vote, request an admission card or appoint or remove an agent via the VOTACCESS site.

The login ID will be indicated on the correspondence voting form or the electronic Notice of Meeting.

Bearer shareholders: this option is only available to holders of bearer shares whose account-holding institution is a member of the VOTACCESS system and that proposes this service for this Shareholders' Meeting.

If the account-holding institution is connected to the VOTACCESS site, the shareholder must identify him/herself on the internet portal of their accounting-holding institution with their usual access codes. They must then follow the instructions on screen to access the VOTACCESS site and vote, request an admission card or appoint or remove an agent.

Accordingly, bearer shareholders interested in this service are invited to contact their account-holding institution to obtain the terms and conditions of use.

The VOTACCESS site shall be open from **April 18, 2014 to 3 p.m., Paris time, on May 6, 2014, the eve of the Shareholders' Meeting.**

Shareholders possessing their login ID and access code are recommended not to wait until the last few days to communicate their method of participation, in order to avoid congestion.

## NOTIFICATION OF THE APPOINTMENT OF REMOVAL OF AN AGENT ELECTRONICALLY, PURSUANT TO ARTICLE R. 225-79 OF THE FRENCH COMMERCIAL CODE (CODE DE COMMERCE)

The appointment or removal of an agent may also be notified electronically in accordance with the following procedures:

- ▶ for registered shareholders: by sending an email to [assemblee@capgemini.com](mailto:assemblee@capgemini.com), specifying their surname, first name, address and Caceis Corporate Trust identification number for custody only registered shareholders (information presented on the top left-hand corner of the share account statement) or their financial intermediary identification number for administered registered shareholders, together with the surname and first name of the agent appointed or removed;
- ▶ for bearer shareholders: by sending an e-mail to [assemblee@capgemini.com](mailto:assemblee@capgemini.com), specifying their surname, first name, address and full bank details, as well as the surname, first name and address

of the agent appointed or removed; shareholders must also ask the financial intermediary holding their share account to send written confirmation (by mail) to Caceis Corporate Trust, Service Assemblée Générale, 14 rue Rouget de Lisle, 92862 Issy-les-Moulineaux Cedex 09, France (or by fax to 01.49.08.05.82).

Account may only be taken of notifications of the appointment or removal of agents duly signed, completed and received at least three days prior to the date of the Shareholders' Meeting, that is by May 4, 2014. Furthermore, only notifications of the appointment or removal of agents may be forwarded to the above email address, all other requests and notifications concerning other matters may not be taken into account and/or processed.

## HOW TO COMMUNICATE REVERSE TRANSACTIONS AND SIMILAR SHARE TRANSACTIONS

### CAP GEMINI DRAWS YOUR ATTENTION TO THE PROVISIONS OF ARTICLE L.225-126 I OF THE FRENCH COMMERCIAL CODE.

Pursuant to this article, any person holding\*, alone or in concert, a number of shares that represents more than 0.5% of voting rights following one or more reverse transactions in the Company's shares, or similar transactions within the meaning of the article, must inform the Company and the French Financial Markets Authority (the AMF) thereof no later than 12 a.m. Paris time on the third working day preceding the Shareholders' Meeting, when the agreement that organized this transaction remains effective on that date.

### AMF REPORTING PROCEDURE

The persons concerned by Article L.225-126 I of the French Commercial Code shall send an email containing the information set out in the aforementioned article to the AMF at the following address: [declarationpretsempunts@amf-france.org](mailto:declarationpretsempunts@amf-france.org)

### AMF REPORTING FORMAT

Reverse transactions in the shares of Cap Gemini reported pursuant to Article L.225-126 I of the French Commercial Code:

- ▶ Identity of the reporting party:
  - Name or company name
  - Contact (name, position, telephone number, email address)
- ▶ Identity of the transferor: Name or company name
- ▶ Transaction type
- ▶ Number of shares purchased under the transaction
- ▶ ISIN code of the share listed on the NYSE Euronext Paris market: FR0000125338
- ▶ Transaction expiry date
- ▶ Voting arrangement (if any)

### COMPANY REPORTING PROCEDURE

The reporting shareholder shall send an email to the following address containing the above information:

[declarationdeparticipation.fr@capgemini.com](mailto:declarationdeparticipation.fr@capgemini.com)

Note that should you fail to inform your Company or the AMF of such transactions in accordance with the conditions set out in the French Commercial Code, the shares purchased under one of the aforementioned transactions shall be stripped of voting rights at the Shareholders' Meeting concerned and at all subsequent Shareholders' Meetings until the sale or return of the shares concerned.

\* Excluding investment service providers as covered by Article L.233-7-IV 3 of the French Commercial Code.

## HOW TO PARTICIPATE AT THE SHAREHOLDERS' MEETING

### HOW TO VOTE

Shareholders who have chosen their method of participation at the Shareholders' Meeting (attendance in person, by remote vote or by granting a proxy to an individual or legal entity of their choice) and informed

the Company thereof, may not subsequently change their method of participation. However, attendance at the Shareholders' Meeting by the shareholder in person cancels any proxy or remote vote cast.

### HOW TO FILL IN THE VOTING FORM?

**STEP 1**

Request an admission card to attend the Meeting OR Vote by correspondence on the resolutions OR Grant a proxy to the Chairman of the Meeting OR Grant a proxy to a person of your choice, indicating his/her name and address

**A** IMPORTANT : Avant d'exercer votre choix, veuillez prendre connaissance des instructions situées au verso - Important : Before selecting please refer to instructions on reverse side  
Quelle que soit l'option choisie, noircir comme ceci ☒ la ou les cases correspondantes, dater et signer au bas du formulaire - Whichever option is used, shade box(es) like this ☒, date and sign at the bottom of the form.

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

**CAPGEMINI**  
CONSULTING. TECHNOLOGY. OUTSOURCING  
**CAP GEMINI**  
Société Anonyme au capital de 1 282 542 544 €  
Siège social : 11, rue de Tilsitt  
75017 PARIS  
330 703 844 R.C.S. PARIS

**ASSEMBLÉE GÉNÉRALE MIXTE DU 7 MAI 2014**  
**COMBINED GENERAL MEETING ON MAY 7<sup>th</sup>, 2014**

**CADRE RÉSERVÉ À LA SOCIÉTÉ - FOR COMPANY'S USE ONLY**  
Identifiant - Account  
Nombre d'actions / Number of shares  
Nominatif / Registered  
Porteur / Bearer  
Vote simple / Single vote  
Vote double / Double vote  
Nombre de voix - Number of voting rights

**B1** ☐ JE VOTE PAR CORRESPONDANCE // I VOTE BY POST  
Cf. au verso (2) - See reverse (2)  
Je vote OUI à tous les projets de résolutions présentés ou agréés par le Conseil d'Administration ou le Directoire ou la Gérance, à l'EXCEPTION de ceux que je signale en noircissant comme ceci ☒ la case correspondante et pour lesquels je vote NON ou je m'abstiens.  
I vote YES all the draft resolutions approved by the Board of Directors, EXCEPT those indicated by a shaded box - like this ☒, for which I vote NO or I abstain.

**B2** ☐ JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE  
Cf. au verso (3)  
I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE GENERAL MEETING  
See reverse (3)

**B3** ☐ JE DONNE POUVOIR À : Cf. au verso (4)  
I HEREBY APPOINT: See reverse (4)  
M. Mme ou Mlle, Raison Sociale / Mr, Mrs or Miss, Corporate Name  
Adresse / Address

**ATTENTION** : s'il s'agit de titres au porteur, les présentes instructions ne seront valables que si elles sont directement retournées à votre banque.  
**CAUTION** : If it is about bearer securities, the present instructions will be valid only if they are directly returned to your bank.

**D** Nom, prénom, adresse de l'actionnaire (si ces informations figurent déjà, vérifiez et corrigez éventuellement). Cf. au verso (1)  
Surname, first name, address of the shareholder (if this information is already supplied, please verify and correct if necessary). See reverse (1)

**STEP 2** **DATE and SIGN here, whichever option you have chosen**

**STEP 3** **VERIFY YOUR DETAILS and amend them if necessary**

**C** Date & Signature

Si des amendements ou des résolutions nouvelles étaient présentés en assemblée / In case amendment  
- Je donne pouvoir au Président de l'assemblée générale de voter en mon nom. / I appoint the Chairman  
- Je m'abstiens (l'abstention équivaut à un vote contre). / I abstain from voting (is equivalent to vote NO)  
- Je donne procuration [cf. au verso n°(4)] à M. Mme ou Mlle, Raison Sociale pour voter en mon nom  
/ I appoint (see reverse (4)) Mr, Mrs or Miss, Corporate Name to vote on my behalf

Pour être prise en considération, toute formule doit parvenir au plus tard :  
In order to be considered, this completed form must be returned at the latest:

sur 1<sup>ère</sup> convocation / on 1st notification 4 mai 2014 sur 2<sup>ème</sup> convocation / on 2nd notification

à la banque / to the bank  
à la société / to the company

### STEP 4

**RETURN THE FORM**  
using the enclosed pre-paid envelope



- If you are a registered shareholder (custody-only or administered), return the form directly to:  
CACEIS Corporate Trust - Assemblées Générales Centralisées  
14, rue Rouget-de-Lisle - 92862 Issy-les-Moulineaux Cedex 09
- If you are a bearer shareholder, return the form to your account-holding institution which will forward it to Cap Gemini.

Forms received after **midnight on May 4, 2014** will not be taken into account in the Meeting vote.



All mandatory shareholder information may be found at the following dedicated website: <http://www.capgemini.com/investor/events/annual-general-meeting>.

In accordance with the law, all documents that must be communicated at the Shareholders' Meeting will be made available to shareholders at the Company's head office, within the legal time periods.

The preliminary Notice of Meeting was published in the BALO official journal on March 14, 2014 (no. 32).

# How to access the Shareholders' Meeting?

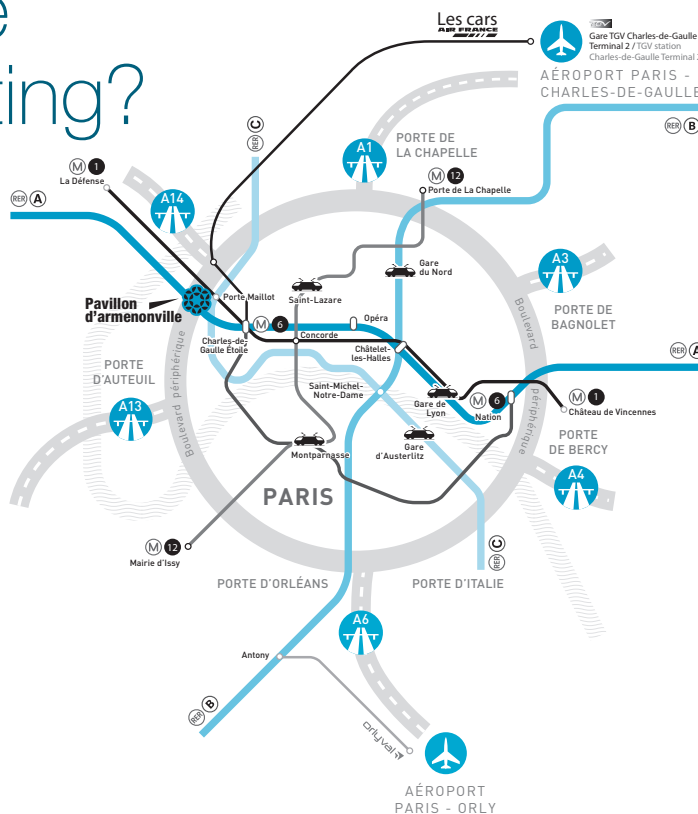
**PAVILLON D'ARMENONVILLE,  
ALLÉE DE LONGCHAMP,  
BOIS DE BOULOGNE, 75016, PARIS**

## ► ACCESS BY CAR

- Ring Road Exit: Porte Maillot
- Drive towards the Bois de Boulogne  
- Pont de Suresnes  
(approximately 2 to 3 minutes)

## ► ACCESS BY SUBWAY

- Subway Station: Porte Maillot (line 1)
- Exit no. 6 - avenue Charles de Gaulle  
(at the head of the platform towards La Défense)
- Direction Bois de Boulogne - Pont de Suresnes  
(approximately 5 to 7 minutes walk)



## WRITTEN QUESTIONS

Written questions that shareholders may have, should be addressed to the Chairman of the Board at the Company's head office by registered letter, with acknowledgment of receipt, or by email to [assemblee@capgemini.com](mailto:assemblee@capgemini.com), no later than the fourth working day preceding the Shareholders' Meeting, that is by April 30, 2014. The questions should be accompanied by a certificate attesting to the registration of shares either in a registered share account held by Caceis CT, or in bearer share accounts held by an authorized intermediary.

All mandatory shareholder information may be found at the following dedicated website: <http://www.capgemini.com/investor/events/annual-general-meeting>.

In accordance with the law, all documents that must be communicated at the Shareholders' Meeting will be made available to shareholders at the Company's head office, within the legal time periods, or on request to **CACEIS Corporate Trust Service Assemblées Générales Centralisées - 14, rue Rouget de Lisle - 92862 Issy-les-Moulineaux Cedex 09**.

Furthermore, the documents to be presented to the Shareholders' Meeting and all other information and documents set out in Article R.225-73-1 of the French Commercial Code will be available on the Company's website, <http://www.capgemini.com/investor/events/annual-general-meeting>, by April 16, 2014 at the latest (that is 21 days before the Shareholders' Meeting).





## Request for documents



I, undersigned (all fields are mandatory)

☐ Mr. ☐ Mrs. (please tick the box)

**THIS FORM SHOULD BE RETURNED TO:**

**CACEIS Corporate Trust – Service Assemblées Générales centralisées**  
**14, rue Rouget de Lisle – 92862 Issy les Moulineaux Cedex 09**

Name: \_\_\_\_\_

Surnames: \_\_\_\_\_

No.: \_\_\_\_\_ Street: \_\_\_\_\_

Zip code: \_\_\_\_\_ Town: \_\_\_\_\_

Country: \_\_\_\_\_

Please find below my email address (to be completed in capital letters)

\_\_\_\_\_ @ \_\_\_\_\_

Acknowledge having received the documents relating to the **Combined General Meeting of May 7, 2014** and referred to in article R. 225-81 of the French Commercial Code, i.e. the agenda, the proposed resolutions, the general comments on the Group's activity over the past year (including the five-year financial summary).

Would ask Cap Gemini to send me, before the Combined General Meeting \*, the documents and information referred to in article R. 225-83 of the French Commercial Code\*\* :

☐ Documents to be sent in hard copy

☐ Documents to be sent in electronic format

Done at: \_\_\_\_\_, on: \_\_\_\_\_ 2014

Signature

\* The registered shareholders may, if they have not already done so, obtain from the Company, copies of the documents and information referred to in articles R.225-81 and R.225-83 for each subsequent General Meeting, by making a single request.

\*\* Information relating to Cap Gemini and to the holding of this General Meeting are included in the 2013 Reference Document which you may consult on the website [www.capgemini.com](http://www.capgemini.com).



## Request for registration by internet



**WARNING, this document can only be used by the registered shareholders (whether direct or administered)**

**We propose to send you the next Notice of Meeting file electronically for upcoming years.**

If you would be interested in participating in this approach, we invite you to send back the document below duly completed and signed to:

**CACEIS Corporate Trust – Service Assemblées Générales centralisées**  
**14, rue Rouget de Lisle – 92862 Issy les Moulineaux Cedex 09**

In future, I wish to receive the « Cap Gemini » Notice of Meeting via the internet at my email address shown below.

To this end, please find below my contact details (all fields are mandatory)

☐ Mr. ☐ Mrs. (please tick the box)

Name: \_\_\_\_\_

Surnames: \_\_\_\_\_

Date of birth: \_\_\_\_\_

Commune and department of birth: \_\_\_\_\_

Country of birth: \_\_\_\_\_

Please find below my email address (to be completed in capital letters)

\_\_\_\_\_ @ \_\_\_\_\_

Done at: \_\_\_\_\_, on: \_\_\_\_\_ 2014

Signature



CAP GEMINI

Société Anonyme with share capital of €1,282,542,544

Registered office 11, rue de Tilsitt, 75017, Paris

330 703 844 RCS PARIS

[www.capgemini.com](http://www.capgemini.com)

People matter, results count.