

Results of the Votes

Ordinary and Extraordinary Shareholders' Meeting of May 7, 2014

Quorum AGO : 60.78%

Quorum AGE : 60.76%

Resolution	Type	Description	Votes		Against		Abstention		Results
			In favor	%		%		%	
1	OSM	Review and approval of the 2013 Company financial statements	95 736 168	99.55%	380 419	0.40%	49 436	0.05%	Approved
2	OSM	Review and approval of the 2013 consolidated financial statements	95 703 010	99.52%	380 824	0.40%	82 189	0.09%	Approved
3	OSM	Regulated agreements	95 432 416	99.24%	725 965	0.75%	7 642	0.01%	Approved
4	OSM	Net income appropriation and dividend	95 748 042	99.57%	415 569	0.43%	2 412	0.00%	Approved
5	OSM	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	93 118 179	96.83%	3 041 360	3.16%	6 484	0.01%	Approved
6	OSM	Renewal of the term of office of a principal statutory auditor	86 213 012	89.65%	9 925 695	10.32%	27 316	0.03%	Approved
7	OSM	Renewal of the term of office of a principal statutory auditor	93 022 384	96.73%	3 138 966	3.26%	4 673	0.00%	Approved
8	OSM	Appointment of a new substitute statutory auditor	92 700 922	96.40%	3 462 191	3.60%	2 910	0.00%	Approved
9	OSM	Appointment of a new substitute statutory auditor	93 107 917	96.82%	2 983 071	3.10%	75 035	0.08%	Approved
10	OSM	Ratification of the appointment of Mrs Anne Bouverot as a director	95 080 458	98.87%	1 084 607	1.13%	958	0.00%	Approved
11	OSM	Renewal of the term of office as director of Mr Serge Kampf	92 869 929	96.57%	3 290 169	3.42%	5 925	0.01%	Approved
12	OSM	Renewal of the term of office as director of Mr Paul Hermelin	72 405 774	75.29%	23 755 043	24.70%	5 206	0.01%	Approved
13	OSM	Renewal of the term of office as director of Mr Yann Delabrière	92 352 896	96.03%	3 755 785	3.91%	57 342	0.06%	Approved
14	OSM	Renewal of the term of office as director of Mrs Laurence Dors	94 862 828	98.64%	1 301 686	1.35%	1 509	0.00%	Approved
15	OSM	Renewal of the term of office as director of Mr Phil Laskawy	77 493 562	80.58%	18 661 061	19.41%	11 400	0.01%	Approved
16	OSM	Appointment of Mr Xavier Musca as a director	93 580 542	97.31%	2 529 419	2.63%	56 062	0.06%	Approved
17	OSM	Renewal of the term of office as director of Mr Bruno Roger	86 538 861	89.99%	9 620 260	10.00%	6 902	0.01%	Approved
18	OSM	Appointment of Mrs Caroline Watteeuw-Carlisle as a director	95 563 687	99.37%	598 886	0.62%	3 450	0.00%	Approved
19	OSM	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	95 223 813	99.02%	921 916	0.96%	20 294	0.02%	Approved
20	ESM	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	95 639 145	99.48%	480 591	0.50%	20 271	0.02%	Approved
21	ESM	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 of reserves	91 371 300	95.04%	4 767 925	4.96%	782	0.00%	Approved
22	ESM	Setting of general ceilings on the delegations of authority resulting from the following seven resolutions	88 595 366	92.15%	7 521 109	7.82%	23 532	0.02%	Approved
23	ESM	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.	88 705 558	92.27%	7 414 166	7.71%	20 283	0.02%	Approved
24	ESM	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.	85 943 612	89.39%	10 171 544	10.58%	24 851	0.03%	Approved
25	ESM	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	78 764 983	81.93%	17 346 494	18.04%	28 530	0.03%	Approved

26	ESM	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.	83 356 327	86.70%	12 766 583	13.28%	17 097	0.02%	Approved
27	ESM	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.	79 202 067	82.38%	16 903 170	17.58%	34 770	0.04%	Approved
28	ESM	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.	88 319 834	91.87%	7 780 128	8.09%	40 045	0.04%	Approved
29	ESM	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	89 431 217	93.02%	6 698 375	6.97%	10 415	0.01%	Approved
30	ESM	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	88 234 080	91.78%	7 902 671	8.22%	3 256	0.00%	Approved
31	ESM	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	89 786 067	93.39%	6 351 296	6.61%	2 644	0.00%	Approved
32	ESM	Amendment of paragraph 2) Article 11 of the bylaws on the minimum number of shares to be held by each director.	94 975 439	98.79%	1 141 279	1.19%	23 289	0.02%	Approved
33	ESM	Powers to carry out formalities	95 892 649	99.74%	192 901	0.20%	54 457	0.06%	Approved