

CAP GEMINI

Limited liability company (*Société Anonyme*) with a share capital of €1,308,743,592
Head office: Paris (17th District) 11, rue de Tilsitt
330 703 844 RCS PARIS

NOTICE OF SHAREHOLDERS' MEETING

The shareholders of Cap Gemini are invited to attend the Combined Shareholders' Meeting on **Wednesday, May 6, 2015 at 10 a.m. (first notice)**, at Pavillon d'Armenonville, Allée de Longchamp, Bois de Boulogne, Paris (16th District), to deliberate the following agenda and draft resolutions:

AGENDA

RESOLUTIONS PRESENTED AT THE ORDINARY SHAREHOLDERS' MEETING

- Review and approval of the 2014 Company financial statements.
- Review and approval of the 2014 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 2014 to Mr. Paul Hermelin, Chairman and Chief Executive Officer.
- Board of Directors' attendance fees.
- Authorization to the Board of Directors, for a period of eighteen 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 €1,960 million and a maximum purchase price of €120 per share.

RESOLUTIONS PRESENTED AT THE EXTRAORDINARY SHAREHOLDERS' MEETING

- Authorization to the Board of Directors, for a period of twenty-four months, to cancel shares bought back by the Company under the share buyback programs.
- Authorization to the Board of Directors, for a period of eighteen months, to grant performance shares, existing or to be issued, to employees and corporate officers of the Company and its French and non-French subsidiaries, up to a maximum of 1% of the Company's share capital (with, in the case of shares to be issued, the waiver by shareholders of their pre-emptive subscription rights in favor of beneficiaries of the grants).
- Amendment of Article 8, paragraph 1, of the bylaws – Rights attached to shares – to provide that each share, even if held in registered form, retains entitlement to one vote.
- Amendment of Article 10, paragraph 3, of the bylaws – Disclosure thresholds – Technical amendment.

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- Amendment of Article 15 of the bylaws - Basis of the Company's General Management – Setting the maximum number of Deputy Chief Executive Officers - Technical amendment.
- Amendment of Article 19, paragraph 3, of the bylaws – General Shareholders’ Meeting – Technical amendment.
- Powers to carry out formalities.

DRAFT RESOLUTIONS

I RESOLUTIONS PRESENTED AT THE ORDINARY SHAREHOLDERS’ MEETING
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FIRST RESOLUTION

Review and approval of the 2014 Company financial statements

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, 2014, showing net profit for the year of €1,161,201,146.56.

SECOND RESOLUTION

Review and approval of the 2014 consolidated financial statements

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 2014, and
 - the Statutory Auditors’ report on the consolidated financial statements,
- approves the consolidated financial statements for the year ended December 31, 2014, showing net profit for the Group of €580 million.

THIRD RESOLUTION

Regulated agreements

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.

FOURTH RESOLUTION

Net income appropriation and dividend

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, 2014 as follows:

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• net profit for the year	€1,161,201,146.56
• no allocation to the legal reserve as it is fully funded	
i.e. a balance of:	€1,161,201,146.56
• retained earnings of previous years	€486,443,710.88
i.e. distributable earnings of :	€1,647,644,857.44
• allocated to:	
- payment of a dividend of €1.20 per share	€196,311,538.80 ⁽¹⁾
- retained earnings for the balance	€1,451,333,318.64
giving a total of:	€1,647,644,857.44

(1) The total amount of the distribution is calculated based on the number of shares ranking for dividends at December 31, 2014, i.e. 163,592,949 shares, and could therefore change if this number varies between January 1, 2015 and the ex-dividend date.

It should be noted that the dividend, set at €1.20 per share for each of the 163,592,949 shares bearing dividend rights on January 1, 2014, 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 is May 18, 2015 and the dividend will be payable from May 20, 2015. 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: €176,349,599.80 for 2013 (€1.10 per share), €162,055,362 for 2012 (€1 per share) and €155,770,362 for 2011 (€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.

FIFTH RESOLUTION

Advisory vote on the components of compensation due or awarded in respect of fiscal year 2014 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 2014 to Mr. Paul Hermelin, Chairman and Chief Executive Officer, as presented in the Management Report section entitled "Components of compensation due or awarded in respect of fiscal year 2014 to Mr. Paul Hermelin, Chairman and Chief Executive Officer, subject to shareholder advisory vote".

SIXTH RESOLUTION

Board of Directors' attendance fees

At the recommendation of the Board of Directors, the Combined Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings, sets the total annual amount of attendance fees allocated to the Board of Directors per fiscal year at one million euros.

SEVENTH RESOLUTION

Authorization to the Board of Directors, for a period of eighteen 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 €1,960 million and a maximum purchase price of €120 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, subject to the adoption of the eighth resolution presented to this Combined Shareholders' Meeting.

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 offers for Company shares.

The Combined Shareholders' Meeting:

- resolves that the total amount of purchases may not exceed €1,960 million and that the maximum unit purchase price may not exceed €120 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 maximum unit price will be adjusted based on the ratio of the number of shares issued and outstanding before the transaction to that number after the transaction and the maximum number of shares indicated above will be adjusted based on the ratio of the number of shares issued and outstanding after the transaction to that number before the transaction;
- 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 represent more than 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.

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

- decide and implement this authorization,
- 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 eighteen months as from the date of this Shareholders' Meeting and supersedes the authorization given in the nineteenth resolution adopted by the Combined Shareholders' Meeting of May 7, 2014.

II RESOLUTIONS PRESENTED AT THE EXTRAORDINARY SHAREHOLDERS' MEETING

EIGHTH RESOLUTION

Authorization to the Board of Directors, for a period of twenty-four months, to cancel shares bought back by the Company under the share buyback programs

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 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 twenty-four months as from the date of this Shareholders' Meeting and supersedes the authorization given in the twentieth resolution adopted by the Combined Shareholders' Meeting of May 7, 2014.

NINTH RESOLUTION

Authorization to the Board of Directors, for a period of eighteen months, to grant performance shares, existing or to be issued, to employees and corporate officers of the Company and its French and non-French subsidiaries, up to a maximum of 1% of the Company's share capital (with, in the case of shares to be issued, the waiver by shareholders of their pre-emptive subscription rights in favor of beneficiaries of the grants)

In accordance with Articles L. 225-197-1 et seq. 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. authorizes the Board of Directors (with the power of sub-delegation to the extent authorized by law) - subject to the achievement of the performance conditions defined in paragraph 4 of the

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present resolution and for a number of shares with a par value of €8 not exceeding 1% of the share capital at the date of the decision (this maximum number of shares being referred to hereafter by the letter “N”) - to allocate shares of the Company (existing or to be issued), to employees and corporate officers of the Company and its French and non-French subsidiaries,

2. resolves that up to a maximum of 10% of “N”, these performance shares may also be allocated, in accordance with applicable laws, to the Chairman and Chief Executive Officer and the Deputy Chief Executive Officers of the Company, it being specified that in this case, the Board of Directors will, in accordance with applicable laws, decide the portion of shares that must be held by each individual until the end of his/her term of office;
3. resolves that these performance shares will only vest at the end of a vesting period (the “Vesting Period”):
 - a) of at least two years, in which case the beneficiary will be required to hold the shares for an additional minimum period of two years from the date on which they vest, or,
 - b) of at least four years, in which case there will be no minimum holding requirement.

The Board of Directors may decide between the above two options and apply them alternately or concurrently, depending on regulatory provisions in force in the country of residence of the beneficiaries. However, the shares will vest before the expiry of the above periods and with no minimum holding period in the event of the death or incapacity of the beneficiary, corresponding to a Category 2 or 3 disability in France, as defined in Article L. 341-4 of the French Social Security Code (*Code de la Sécurité Sociale*),

4. resolves that the exact number of shares vesting to beneficiaries at the end of the Vesting Period, compared with the total number of shares (“Initial Allocation”) indicated in the allocation notice sent to beneficiaries will be equal to:
 - i) for half, the number of shares of the Initial Allocation, multiplied by the percentage achievement of the chosen external performance target, it being specified that:
 - unless the Board of Directors subsequently makes a duly reasoned decision to the contrary, the performance target to be met in order for the shares to vest will be the performance of the Cap Gemini share measured over a minimum three-year period compared to the average performance, measured over the same period, of a basket containing at least five shares of listed companies operating in the same sector as the Group in a minimum of five countries in which the Group is firmly established (France, the United States, etc.),
 - this relative performance will be measured by comparing the change in the stock market performance of the Cap Gemini share with the change in the average performance of the companies comprising the basket over the same period, such that:
 - the number of shares that will ultimately vest:
 - will be equal to 50% of the Initial Allocation of shares if the relative performance of the Cap Gemini share is at least equal to 110% of the basket,
 - will vary between 30% and 50% of the Initial Allocation if the relative performance of the Cap Gemini share is between 100% and 110% of the average performance of the basket, with an additional 2% of shares vesting for each additional percentage point between these limits,
 - will be equal to 30% of the Initial Allocation of shares if the relative performance of the Cap Gemini share is equal to 100% of the basket,
 - will vary between 20% and 30% of the Initial Allocation if the relative performance of the Cap Gemini share is between 90% and 100% of the average performance of the basket, with an additional 1% of shares vesting for each additional percentage point between these limits,

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- no shares will vest in respect of shares subject to this external performance condition, if, over the calculation reference period, the performance of the Cap Gemini share is less than 90% of the average performance of the basket of securities measured over the same period,
- II. for half, the number of shares of the Initial Allocation, multiplied by the percentage achievement of the chosen internal performance target, it being specified that:
- unless the Board of Directors subsequently makes a duly reasoned decision to the contrary, the performance target to be met in order for the shares to vest will be the amount of audited and published organic free cash flow for the three-year cumulative period from January 1, 2015 to December 31, 2017, excluding Group payments to make up the shortfall on its defined benefit pension funds,
 - no shares will vest in respect of this half of the Initial Allocation subject to this internal performance condition, if the cumulative organic free cash flow for the three fiscal years is less than €1,940 million,
 - the number of shares that will ultimately vest will be equal to the full amount of this half of the Initial Allocation if the cumulative organic free cash flow for the three fiscal years is at least €1,940 million and will vary on a straight-line basis between nil and half of the Initial Allocation for a cumulative organic free cash flow between these two limits; it being understood that organic free cash flow is defined as cash flow from operations less acquisitions (net of disposals) of intangible assets and property, plant and equipment, adjusted for flows relating to the net interest cost (as presented in the consolidated statement of cash flows),
5. resolves that by exception, and for an amount not exceeding 15% of "N", shares may be allocated to employees of the Company and its French (within the meaning, particularly, of Article L. 225-197-6, paragraph 1, of the French Commercial Code) and foreign subsidiaries, excluding members of the general management team (the Executive Committee) without performance conditions,
6. notes that this authorization involves the waiver by shareholders of their pre-emptive subscription rights in favor of beneficiaries of performance shares if the allocation concerns shares to be issued,
7. gives powers to the Board of Directors to implement this authorization (including the power of delegation where authorized by law), and in particular to:
- set the share allocation date,
 - draw up one or more list(s) of beneficiaries and the number of shares allocated to each beneficiary,
 - determine whether the shares granted for nil consideration are existing shares or shares to be issued and, where applicable, amend this choice before the vesting of shares,
 - decide, in the event that equity transactions are carried out before the shares vest, whether to adjust the number of shares allocated in order to protect the rights of the beneficiaries and, if so, define the terms and conditions of such adjustment,
 - perform, where the allocations concern shares to be issued, the necessary share capital increases by capitalization of reserves and/or additional paid-in capital of the Company when the shares ultimately vest, set the dates from which shares bear dividend rights, deduct from reserves and/or additional paid-in capital of the Company the amounts necessary to bring the legal reserve to 10% of the new share capital after each increase and amend the bylaws accordingly,
 - carry out all formalities and, more generally, to do whatever is necessary.

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

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TENTH RESOLUTION

Amendment of Article 8, paragraph 1, of the bylaws – Rights attached to shares – to provide that each share, even if held in registered form, retains entitlement to one vote

As authorized by Article L. 225-123, paragraph 3 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, resolves that (i) fully paid-up shares held in registered form for at least two years by the same shareholder and (ii) registered shares granted for nil consideration to a shareholder in respect of shares held in registered form for more than two years pursuant to a share capital increase by capitalization of reserves, profits and/or additional paid-in capital, will retain entitlement to one vote.

Article 8, paragraph 1, of the bylaws is amended as follows:

Former wording of Article 8, paragraph 1:

In addition to the voting right attached to each share in accordance with the law, each share carries the right to a fraction of earnings, and any liquidation surplus, based on the number and par value of outstanding shares.

New wording of Article 8, paragraph 1:

Each share carries the right to a fraction of earnings, and any liquidation surplus, based on the number and par value of outstanding shares. Each share carries entitlement to one vote, including fully paid-up shares held in registered form for at least two years by the same shareholder and registered shares granted for nil consideration to a shareholder in respect of shares held in registered form for more than two years pursuant to a share capital increase by capitalization of reserves, profits and/or additional paid-in capital.

The rest of the article remains unchanged.

ELEVENTH RESOLUTION

Amendment of Article 10, paragraph 3, of the bylaws – Disclosure thresholds – Technical amendment

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, notes that the purpose of the proposed amendment is solely to bring the wording of the bylaws into line with prevailing legal provisions and resolves to amend Article 10, paragraph 3, of the bylaws "Disclosure thresholds" in order to align the shares and voting rights deemed equivalent to shares and voting rights held by shareholders subject to disclosure obligations with legal provisions:

Former wording of Article 10, paragraph 3:

Disclosure thresholds are assessed taking into account shares held by (i) companies which own over 50% of the disclosing company, either directly or indirectly, (ii) companies which are over 50%-owned by the disclosing company, either directly or indirectly, and (iii) companies which are over 50%-owned either directly or indirectly by a company which itself directly or indirectly owns over 50% of the disclosing company.

New wording of Article 10, paragraph 3:

Disclosure thresholds are assessed taking into account shares and voting rights deemed equivalent by law to shares and voting rights held by shareholders subject to disclosure obligations.

The rest of the article remains unchanged.

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TWELFTH RESOLUTION

Amendment of Article 15 of the bylaws - Basis of the Company's General Management – Setting the maximum number of Deputy Chief Executive Officers - Technical amendment

In accordance with Article L. 225-53, paragraph 2, 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 in particular as regards the fact that in the absence of indication in the bylaws, no more than one Deputy Chief Executive Officer may be appointed and in order to retain maximum flexibility in the Company's bylaws, resolves to set the maximum number of Deputy Chief Executive Officers at five and, accordingly, adds a new paragraph 5) to Article 15 of the bylaws “Basis of the Company's General Management”, as follows:

“5) At the recommendation of the Chairman and Chief Executive Officer or the Chief Executive Officer, as appropriate, the Board of Directors may appoint, from among its members or elsewhere, one or more private individuals tasked with assisting the Chairman and Chief Executive Officer or the Chief Executive Officer, with the title of Deputy Chief Executive Officer.

The number of Deputy Chief Executive Officers may not exceed five.

The scope and term of powers entrusted to the Deputy Chief Executive Officers shall be determined by the Board of Directors, in agreement with the Chairman and Chief Executive Officer or the Chief Executive Officer.

In dealings with third parties, the Deputy Chief Executive Officer shall have the same powers as the Chairman and Chief Executive Officer or the Chief Executive Officer.”

The rest of the article remains unchanged.

THIRTEENTH RESOLUTION

Amendment of Article 19, paragraph 3, of the bylaws – General Shareholders' Meeting – Technical amendment

In accordance with Article R. 225-71 *et seq.* 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, resolves to amend Article 19, paragraph 3, of the bylaws, “General Shareholders' Meeting”, as follows:

Former wording of Article 19, paragraph 3:

The right to participate in Shareholders' Meetings is evidenced by an accounting entry for the shares in the name of the shareholder (or of the intermediary acting on his/her behalf if domiciled outside France) in the Company's share register or in the register of bearer shares held by the applicable authorized intermediary. Such entries must be recorded by 12:00 a.m. (Paris time) on the third working day preceding the Meeting and any related notices must be filed at one of the addresses indicated in the notice of meeting.

In the case of bearer shares, the authorized intermediary shall provide a participation certificate.

New wording of Article 19, paragraph 3:

The right to participate in Shareholders' Meetings is evidenced by the registration of the shares in the name of the shareholder (or of the intermediary acting on his/her behalf if domiciled outside France) in the Company's share register or in the register of bearer shares held by the applicable authorized intermediary. Such registration must be recorded within the time period set by applicable laws and regulations and any related notices must be filed at one of the addresses indicated in the notice of meeting.

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In the case of bearer shares, the authorized intermediary shall provide a participation certificate.

The rest of the article remains unchanged.

FOURTEENTH 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; or
- 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 registration 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 second working day preceding the Shareholders' Meeting, that is 12.00 a.m., Paris time on May 4, 2015.

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

For **registered shareholders**, the registration of their shares in a named securities accounts at 12.00 a.m., Paris time on May 4, 2015 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 registration 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 second working day preceding the Shareholders' Meeting, that is by 12.00 a.m., Paris time on May 4, 2015.

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

- if the registration in the share register evidencing the sale is performed before 12.00 a.m., Paris time, on the second working day preceding the Shareholders' Meeting, that is 12.00 a.m., Paris time on May 4, 2015, 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;
- if the registration in the share register evidencing the sale is performed after 12.00 a.m., Paris time, on the second working day preceding the Shareholders' Meeting, that is 12.00 a.m., Paris time on May 4, 2015, 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 29, 2015.

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 3, 2015.

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 6, 2015. 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 6 Shareholders' 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.

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The VOTACCESS site shall be open from April 17, 2015 to 3 p.m., Paris time, on May 5, 2015, 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 or 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, 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, 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 9, 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 3, 2015. 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.

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.

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, no later than the fourth working day preceding the Shareholders' Meeting, that is by April 29, 2015. 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.

Requests to include points or draft resolutions on the agenda

Requests to include points or draft resolutions on the agenda of this Shareholders' Meeting, presented by shareholders satisfying the applicable legal conditions, must be sent by registered letter, with acknowledgement of receipt, to the head office of the Company, or by email to assemblee@capgemini.com, arriving no later than the 25th day preceding the Shareholders' Meeting. Furthermore, requests may not be addressed more than 20 days following the date of publication of this notice.

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Requests to include draft resolutions must be accompanied by the text of these draft resolutions, a brief presentation stating the grounds for the request and a certificate attesting to the registration in a share account of the required minimum shareholding.

Requests to include points on the agenda must duly state the grounds for the request and be accompanied by a certificate attesting to the registration in a share account of the required minimum shareholding.

The review of the points or the resolutions by the Shareholders' Meeting is contingent on the authors of the request communicating a new certificate attesting to the registration of the shares in a share account at 12.00 a.m., Paris time, on the second working day preceding the Shareholders' Meeting.

All mandatory shareholder information may be found at the following dedicated website: <http://www.capgemini.com/investor/events/annual-general-meeting>. The Board of Directors' Report on the draft resolutions is also available online on this site.

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 9.

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 15, 2015 at the latest (that is 21 days before the Shareholders' Meeting).

The Board of Directors