

CAP GEMINI

Limited liability company (*Société Anonyme*) with a share capital of €1,377,452,000
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 18, 2016 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 2015 Company financial statements
- Review and approval of the 2015 consolidated financial statements
- Approval of the regulated agreements governed by Article L. 225-38 of the French Commercial Code
- Net income appropriation and dividend distribution
- Advisory vote on the components of compensation due or awarded in respect of fiscal year 2015 to Paul Hermelin, Chairman and Chief Executive Officer
- Board of Directors attendance fees
- Appointment of a director representing employees in accordance with Article 11-5 of the bylaws
- Appointment of a director representing employees in accordance with Article 11-5 of the bylaws (Resolution not approved by the Board of Directors)
- Appointment of Siân Herbert-Jones as a director
- Appointment of Carole Ferrand as a director
- Authorization of a share buyback program, for a period of 18 months, enabling 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 €2,230 million and a maximum purchase price of €130 per share

RESOLUTIONS PRESENTED AT THE EXTRAORDINARY SHAREHOLDERS' MEETING

- Authorization to the Board of Directors, for a period of twenty-six months, to cancel shares bought back by the Company under the share buyback programs
- Delegation of authority to the Board of Directors, for a period of twenty-six months, to increase the share capital by a maximum amount of €1.5 billion by capitalizing additional paid-in capital, reserves, profits or other amounts.
- Delegation of authority to the Board of Directors, for a period of twenty-six months to issue, with retention of pre-emptive subscription rights, ordinary shares and/or securities granting access to the Company's share capital, immediately or in the future
- Delegation of authority to the Board of Directors, for a period of twenty-six months to issue, by way of a public offer with cancellation of pre-emptive subscription rights, ordinary shares and/or securities granting access to the Company's share capital, immediately or in the future

- Delegation of authority to the Board of Directors, for a period of twenty-six 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, immediately or in the future
- Authorization to the Board of Directors, 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 per twelve-month period
- Delegation of authority to the Board of Directors, for a period of twenty-six months, to increase the number of shares to be issued in the event of a share capital increase (through the issue of ordinary shares and/or of securities granting access to the share capital immediately or in the future) with retention or cancellation of pre-emptive subscription rights and with a "green shoe" option, where subscription requests exceed the number of securities on offer
- Authorization 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 immediately or in the future, 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 powers to the Board of Directors, for a period of twenty-six months, to issue, with cancellation of pre-emptive subscription rights, ordinary shares and/or securities granting access to the Company's share capital, immediately or in the future, to members of Capgemini Group employee savings plans up to a maximum par value amount of €48 million and at a price set in accordance with the provisions of the French Labor Code
- Delegation of powers to the Board of Directors, for a period of eighteen months, to issue, with cancellation of pre-emptive subscription rights, ordinary shares and/or securities granting access to the Company's share capital, immediately or in the future, in favor of employees of certain non-French subsidiaries at terms and conditions comparable to those offered pursuant to the preceding 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 preemptive subscription rights in favor of the beneficiaries of the grants)
- Amendment of Article 11, paragraph 3) of the bylaws – Board of Directors – Staggered renewal of the Board of Directors
- Amendment of Article 11 of the bylaws – Board of Directors – new paragraph 6) enabling the appointment of directors representing employees and amendment of paragraphs 1) and 2) as a consequence
- Powers to carry out formalities

DRAFT RESOLUTIONS

I RESOLUTIONS PRESENTED AT THE ORDINARY SHAREHOLDERS' MEETING

FIRST RESOLUTION Review and approval of the 2015 Company financial statements

The 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;

approves the Company financial statements for the year ended December 31, 2015, showing net profit for the year of €1,156,946,800.03.

SECOND RESOLUTION
Review and approval of the 2015 consolidated financial statements

The 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 2015; and
 - the Statutory Auditors' report on the consolidated financial statements;
- approves the consolidated financial statements for the year ended December 31, 2015, showing net profit for the Group of €1,124 million.

THIRD RESOLUTION
Approval of the regulated agreements governed by Article L. 225-38 of the French Commercial Code

The Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings and after having read the Board of Directors' report and the Statutory Auditors' special report on regulated agreements governed by Article L. 225-38 of the French Commercial Code (Code de commerce), approves the agreements entered into during the fiscal year 2015 detailed therein, and takes due note of the information related to the commitments and agreements previously entered into and approved by the Shareholders' Meeting.

FOURTH RESOLUTION
Net income appropriation and dividend distribution

The 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 net profit for the year ended December 31, 2015 as follows:

• net profit for the year	€1,156,946,800.03
• allocation to the legal reserve	€37,099.20
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i.e. a balance of:	€1,156,909,700.83
	<hr/>
• retained earnings of previous years:	€1,449,263,790.24
i.e. distributable earnings:	€2,606,173,491.07
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• allocated to:	(1)
- payment of a dividend of €1.35 per share:	€232,445,025.00
- retained earnings for the balance:	€2,373,728,466.07
giving a total of:	€2,606,173,491.07

(1) The total amount of the distribution is calculated based on the number of shares ranking for dividends at December 31, 2015, i.e. 172,181,500 shares, and could therefore change if this number varies between January 1, 2016 and the ex-dividend date.

It should be noted that the dividend, set at €1.35 for each of the 172,181,500 shares bearing dividend rights on January 1, 2015, 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 30, 2016 and the dividend will be payable from June 1st, 2016. 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, it is recalled that dividends paid over the past three fiscal years were as follows: €196,311,538.80 for 2014 (€1.20 per share), €176,349,599.80 for 2013 (€1.10 per share), and €162,055,362 for 2012 (€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 2015 to Paul Hermelin, Chairman and Chief Executive Officer

The 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 2015 to 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 2015 to 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 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 €1,200,000.

SEVENTH RESOLUTION^{*1}

Appointment of a director representing employees in accordance with Article 11-5 of the bylaws

The Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings appoints Lucia Sinapi-Thomas as a director representing employees for a period of four years. This term of office will expire at the close of the Ordinary Shareholders' Meeting held to approve the financial statements for the year ending December 31, 2019.

RESOLUTION A*

Appointment of a director representing employees in accordance with Article 11-5 of the bylaws (Resolution not approved by the Board of Directors)

The Combined Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings appoints Tania Castillo-Pérez as a director representing employees for a period of four years. This term of office will 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 Siân Herbert-Jones as a director

At the recommendation of the Board of Directors, the Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings, appoints Siân Herbert-Jones as a director for a period of four years. This term of office will expire at the close of the Ordinary Shareholders' Meeting held to approve the financial statements for the year ending December 31, 2019.

^{*} Resolutions 7 and A: pursuant to Article 11-5) of the bylaws, as only one position of director representing employees is available, the candidate receiving the greatest number of votes will be elected.

NINTH RESOLUTION
Appointment of Carole Ferrand as a director

At the recommendation of the Board of Directors, the Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings, appoints Carole Ferrand as a director for a period of four years. This term of office will expire at the close of the Ordinary Shareholders' Meeting held to approve the financial statements for the year ending December 31, 2019.

TENTH RESOLUTION

Authorization of a share buyback program, for a period of 18 months, enabling 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 €2,230 million and a maximum purchase price of €130 per share

The 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 Board of Directors, with the power of sub-delegation to the extent authorized by law and in accordance with Articles L.225-209 et seq. of the French Commercial Code, to purchase or arrange the purchase of the Company's shares, particularly with a view to:

- the allocation or sale of shares to employees and/or corporate officers (on the terms and by the methods provided by law), in particular with a view to the allocation of free shares pursuant to the provisions of Articles L. 225-197-1 et seq. of the French Commercial Code, the allocation or sale of shares to employees under the French statutory profit-sharing scheme or the implementation of any company or group savings plan (or similar plan) on the terms provided by law, in particular Articles L. 3332-1 et seq. of the French Labor Code (Code du travail), and generally, honoring all obligations relating to share option programs or other share allocations to employees or corporate officers of the Company or a related company; or
- the delivery of shares on the exercise of rights attached to securities granting access to the share capital by redemption, conversion, exchange, presentation of a warrant or any other means; or
- the cancellation of some or all of the shares purchased; or
- the delivery of shares (in exchange, as payment, or otherwise) in connection with acquisitions, mergers, demergers or asset-for-share exchanges; or
- the management of the secondary market or maintenance of the liquidity of the Cap Gemini share by an investment services provider under a liquidity contract that complies with the ethical code recognized by the French Financial Markets Authority (Autorité des marchés financiers, AMF).

This program is also intended to enable the implementation of any market practice that may be permitted by the AMF and more generally the carrying out of any transaction that complies with prevailing regulations. In such cases, the Company will inform its shareholders by means of a press release.

Purchases of the Company's own shares may be made such that, at the date of each purchase, the total number of shares acquired by the Company since the beginning of the buyback program (including the shares subject to the current purchase) does not exceed 10% of the shares comprising the Company's share capital at that date (including transactions impacting the share capital and performed after this Shareholders' Meeting), it being stipulated that (i) the number of shares purchased with a view to their retention or presentation in a merger, demerger or asset-for-share exchange transaction may not exceed 5% of the Company's share capital; and (ii) where the shares are repurchased to improve liquidity on the terms set out in the AMF general regulations,

the number of shares taken into account in calculating the above 10% limit will be the number of shares purchased minus the number of shares resold during the authorization period.

Acquisitions, sales and transfers of shares may be performed at any time other than during the period of a public offer for the Company's shares, subject to the limits authorized by prevailing laws and regulations, on one or more occasions and by any means, and particularly on regulated markets, via a multilateral trading facility or systematic internalizer or over the counter, including by block purchases or sales, by public offer for cash or shares or using options or other forward financial instruments traded on regulated markets, via a multilateral trading facility or systematic internalizer or over the counter, either directly or through an investment services provider, or in any other manner (with no limit on the portion of the share buyback program carried out by each of these means).

The maximum purchase price of shares purchased pursuant to this resolution will be €130 per share (or the equivalent at the same date in any other currency). The Shareholders' Meeting delegates to the Board of Directors powers to adjust the aforementioned maximum purchase price in the event of a change in the par value of the share, a share capital increase by capitalizing reserves, a free share allocation, a stock split or reverse stock split, a distribution of reserves or any other assets, a share capital redemption, or any other transaction impacting share capital, to take account of the impact of such transactions on the value of the shares.

The total amount allocated to the share buyback program authorized above may not exceed €2,230 million.

The Shareholders' Meeting confers full powers on the Board of Directors, with the power of sub-delegation to the extent authorized by law, to decide and implement this authorization and if necessary to specify the conditions and determine the terms thereof, to implement the share buyback program, and in particular to place stock market orders, allocate or reallocate purchased shares to desired objectives subject to applicable legal and regulatory conditions, set any terms and conditions that may be necessary to preserve the rights of holders of securities or other rights granting access to the share capital in accordance with legal and regulatory provisions and, where applicable, any contractual terms stipulating other cases where adjustment is necessary, to make declarations to the French Financial Markets Authority or any other competent authority, to accomplish all other formalities and generally do all that is necessary.

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

It supersedes from this date, in the amount of any unused portion, the authorization granted by the 7th resolution adopted by the Combined Shareholders' Meeting of May 6, 2015.

II RESOLUTIONS PRESENTED AT THE EXTRAORDINARY SHAREHOLDERS' MEETING

ELEVENTH RESOLUTION

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

The 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 reduce the share capital, on one or more occasions, in the proportions and at the times it sees fit, by cancellation of whatever number of treasury shares it decides up to the limits authorized by law, in accordance with Articles L. 225-209 et seq. and L. 225-213 of the French Commercial Code.

At the date of each cancellation, the maximum number of shares cancelled by the Company during the twenty-four month period preceding such cancellation, including the shares subject to the current cancellation, may not exceed 10% of the shares comprising the Company's share capital at

that date, this limit being applied to a share capital amount adjusted to reflect any transactions impacting the share capital subsequent to this Shareholders' Meeting.

The Shareholders' Meeting confers full powers on the Board of Directors, with the power of sub-delegation, to carry out such cancellation(s) and reduction(s) of share capital as may be performed pursuant to this authorization, to deduct from additional paid-in capital or the distributable reserves of its choice the difference between the purchase price of the cancelled shares and their par value, to allocate the portion of the legal reserve that becomes available as a result of the capital reduction, to amend the bylaws and to carry out all necessary formalities.

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

The Shareholders' Meeting takes due note that this authorization supersedes from this date, in the amount of any unused portion, the authorization granted by the 8th resolution adopted by the Combined Shareholders' Meeting of May 6, 2015.

TWELFTH RESOLUTION

Delegation of authority to the Board of Directors, for a period of twenty-six months, to increase the share capital by a maximum amount of €1.5 billion by capitalizing additional paid-in capital, reserves, profits or other amounts

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

1. delegates to the Board of Directors, with the power of sub-delegation to the extent authorized by law, its authority to decide share capital increases, on one or more occasions, in the proportions and at the times it sees fit, by capitalizing additional paid-in capital, reserves, profits or other amounts that may be converted into share capital under the law and the Company's bylaws and by issuing new shares or increasing the par value of existing equity instruments or by a combination of both methods;

2. resolves that the maximum par value amount of share capital increases performed pursuant to this delegation may not exceed €1.5 billion or the equivalent in any other currency or currency unit established by reference to more than one currency, it being stipulated that this ceiling will be increased, where applicable, by the par value amount of shares to be issued to preserve, in accordance with legal and regulatory provisions and, where applicable, any contractual terms stipulating other cases where adjustment is necessary, the rights of holders of securities or other rights granting access to the share capital;

3. in the event the Board of Directors uses this delegation of authority, delegates to the Board full powers, with the power of sub-delegation to the extent authorized by law, to implement this delegation, and in particular to:

- determine the amount and nature of sums to be capitalized, set the number of new equity instruments to be issued and/or the amount by which the par value of existing equity instruments will be increased and decide the date, which may be retroactive, from which the new equity instruments will rank for dividends or the increase in the par value of existing equity instruments will take effect;
- decide in the event of a free allocation of equity instruments that fractional rights will not be negotiable or transferable and that the corresponding equity instruments will be sold in accordance with the methods determined by the Board of Directors, it being specified that the sale and allocation of the sales proceeds must be performed within the time period set by Article R. 225-130 of the French Commercial Code;
- set terms enabling the preservation, where applicable, of the rights of holders of securities or other rights granting access to the share capital (including by means of cash adjustments);

- duly record completion of each share capital increase and make the corresponding amendments to the bylaws;
 - generally, enter into all agreements, take all measures and accomplish all formalities for the issue, listing and financial administration of securities issued by virtue of this delegation and for the exercise of the rights attached thereto;
4. resolves that the Board of Directors may not, without prior authorization of a Shareholders' Meeting, use this delegation following a third party public offer for the Company's shares, until the end of the offer period;
5. grants this delegation for a period of twenty-six months as from the date of this Shareholders' Meeting;
6. takes due note that this delegation supersedes from this date, in the amount of any unused portion, the delegation granted by the 21st resolution adopted by the Shareholders' Meeting of May 7, 2014.

THIRTEENTH RESOLUTION

Delegation of authority to the Board of Directors, for a period of twenty-six months to issue, with retention of pre-emptive subscription rights, ordinary shares and/or securities granting access to the Company's share capital, immediately or in the future

The Shareholders' Meeting, voting in accordance with quorum and majority rules for Extraordinary Shareholders' Meetings, having read the Board of Directors' report and the statutory auditors' special report and in accordance with Articles L. 225-129 et seq. of the French Commercial Code and particularly Articles L. 225-129, L. 225-129-2, L. 225-132 to L. 225-134 and L. 228-91 et seq. of the French Commercial Code:

1. delegates to the Board of Directors, with the power of sub-delegation to the extent authorized by law, its authority to decide a share capital increase, on one or more occasions, in France or abroad, in the proportions and at the times it sees fit, with retention of pre-emptive subscription rights, in euros or in any other currency or currency unit established by reference to more than one currency, with or without a share premium, whether for valuable consideration or without consideration, by issuing (i) shares of the Company (excluding preference shares), or (ii) securities governed by Articles L. 228-92 paragraph 1, L. 228-93 paragraphs 1 and 3 or L. 228-94 paragraph 2 of the French Commercial Code granting access, immediately or in the future, at any time or at fixed dates, by subscription, conversion, exchange, redemption, presentation of a warrant or any other means, to the share capital of the Company or other companies (including companies in which the Company owns directly or indirectly more than half the share capital), it being stipulated that the shares and other securities may be subscribed in cash, by offset of debt, or by capitalizing reserves, profits or additional paid-in capital;

2. resolves to set the following limits on authorized share capital increases in the event of use by the Board of Directors of this delegation of authority:

- the maximum par value amount of immediate and/or future share capital increases that may be carried out under this delegation is set at €550 million or the equivalent in any other currency or currency unit established by reference to more than one currency, it being stipulated that the maximum aggregate par value amount of increases in the Company's share capital made under this delegation and under those delegations granted by the 14th, 15th, 16th, 17th and 18th resolutions of this Shareholders' Meeting is set at €550 million or the equivalent in any other currency or currency unit established by reference to more than one currency;
- added to those ceilings will be the par value amount of any shares to be issued to preserve, in accordance with legal and regulatory provisions and, where applicable, any contractual terms stipulating other cases where adjustment is necessary, the rights of holders of securities or other rights granting access to the share capital;

- in the case of a share capital increase by capitalizing additional paid-in capital, reserves, profits or other amounts and allocating free shares during the period of validity of this delegation, the above ceilings will be adjusted based on the ratio between the number of shares issued and outstanding before and after the transaction;

3. resolves to set the following limits on authorized debt instruments on the issue of securities representing debt instruments granting access, immediately or in the future, to the share capital of the Company or other companies:

- the maximum nominal value of debt instruments that may be issued immediately or in the future under this delegation is set at €7.5 billion or the equivalent in any other currency or currency unit established by reference to more than one currency at the issue date, it being stipulated that the maximum aggregate nominal value of debt instruments that may be issued under this delegation and under those delegations granted by the 14th, 15th, 16th, 17th and 18th resolutions of this Shareholders' Meeting is set at €7.5 billion or the equivalent in any other currency or currency unit established by reference to more than one currency;
- these limits will be increased, where applicable, for any redemption premium above par;
- these limits are independent of the amount of any debt instrument issues decided or authorized by the Board of Directors in accordance with Articles L. 228-36-A, L. 228-40, L. 228-92 paragraph 3, L. 228-93 paragraph 6 and L. 228-94 paragraph 3 of the French Commercial Code;

4. in the event the Board of Directors uses this delegation:

- resolves that the issue(s) will be reserved in priority for shareholders, who may subscribe pursuant to their priority rights in proportion to the number of shares owned by them at that time;
- takes due note that the Board of Directors has the option of instituting pro-rated subscription rights;
- takes due note that this delegation of authority involves the waiver by shareholders, in favor of holders of securities issued granting access to the Company's share capital, of their pre-emptive subscription rights to the shares to which these securities will grant entitlement immediately or in the future;
- takes due note that, in accordance with Article L. 225-134 of the French Commercial Code, if subscriptions as of right and any pro-rated subscriptions do not absorb the entire issue, the Board of Directors may use, in the conditions provided by law and in the order it sees fit, any or all of the options listed below:
 - allocate at its discretion some of all of the shares or in the case of securities granting access to the share capital, securities, whose issue has been decided but have not been subscribed;
 - offer to the public, on the French market or on a foreign market, some or all of the unsubscribed shares or in the case of securities granting access to the share capital, securities;
 - generally limit the share capital increase to the amount of subscriptions received, provided, in the case of issues of shares or securities where the primary instrument is a share, that the share capital increase reaches at least three-quarters of the amount of the share capital increase initially decided after the use, where applicable, of the above-two options;
- resolves that share subscription warrants may also be issued without consideration to holders of existing shares, it being stipulated that fractional

allotment rights and the corresponding securities will be sold under the conditions set in Article L. 228-6-1 of the French Commercial Code;

5. resolves that the Board of Directors shall have full powers, with the power of sub-delegation to the extent authorized by law, to implement this delegation of authority, and in particular to:

- decide the issue of shares and/or securities granting access to the share capital, immediately or in the future;
- determine the amount of the issue, the issue price and the amount of any premium that may be required on issue;
- determine the dates and terms of the issue, the nature, number and characteristics of the shares and/or securities to be issued;
- for issues of debt instruments, set all the terms and conditions of these securities (particularly their term, which may or may not be fixed, whether they are subordinated and their remuneration) and amend, during the life of these securities, the above terms and conditions, in compliance with applicable formalities;
- set the terms, where applicable, for the exercise of rights (rights to conversion, exchange or redemption as the case may be, including by delivery of Company assets) attached to shares or securities granting access to shares to be issued, and in particular set the date, which may be retroactive, from which the new shares will rank for dividend, and all other terms and conditions for the completion of the share capital increase;
- set the terms on which the Company, where applicable, will have the option of purchasing or exchanging on the stock market, at any time or during specified periods, securities issued or to be issued, whether or not such purchase or exchange is performed with a view to cancellation in accordance with legal provisions;
- at its sole discretion, offset the share issue costs against the related premiums and deduct from such premiums the sums necessary to increase the legal reserve;
- determine and make all adjustments to take account of the impact of transactions in the share capital or equity of the Company, in particular in the event of a change in the par value of the share, a share capital increase by capitalizing reserves, profits or additional paid-in capital, a free share allocation, a stock split or reverse stock split, a distribution of dividends, reserves, additional paid-in capital or any other assets, a share capital redemption, or any other transaction impacting share capital or equity (including in the case of a public offer for the Company's shares and/or a change in control) and set all other terms enabling the preservation, where applicable, of the rights of holders of securities or other rights granting access to the share capital (including by means of cash adjustments);
- duly record completion of each share capital increase and make the corresponding amendments to the bylaws;
- generally, enter into all agreements, in particular to ensure completion of the proposed issues, take all measures and accomplish all formalities for the issue, listing and financial administration of securities issued by virtue of this delegation and for the exercise of the rights attached thereto;

6. takes due note that, in the event the Board of Directors uses the delegation of authority granted pursuant to this resolution, the Board of Directors will report to the next Ordinary Shareholders' Meeting, in accordance with the law and regulations, on the use made of the authorizations conferred in this resolution;

7. resolves that the Board of Directors may not, without prior authorization of a Shareholders' Meeting, use this delegation following a third party public offer for the Company's shares, until the end of the offer period;

8. grants this delegation for a period of twenty-six months as from the date of this Shareholders' Meeting;

9. takes due note that this delegation supersedes from this date, in the amount of any unused portion, the delegation granted by the 23rd resolution adopted by the Shareholders' Meeting of May 7, 2014.

FOURTEENTH RESOLUTION

Delegation of authority to the Board of Directors, for a period of twenty-six months to issue, by way of a public offer with cancellation of pre-emptive subscription rights, ordinary shares and/or securities granting access to the Company's share capital, immediately or in the future

The Shareholders' Meeting, voting in accordance with quorum and majority rules for Extraordinary Shareholders' Meetings, having read the Board of Directors' report and the statutory auditors' special report and in accordance with Articles L. 225-129, L. 225-129-2, L. 225-135, L. 225-136, L. 225-148 and L. 228-91 et seq. of the French Commercial Code:

1. delegates to the Board of Directors, with the power of sub-delegation to the extent authorized by law, its authority to decide a share capital increase, on one or more occasions, in France or abroad, in the proportions and at the times it sees fit, with cancellation of pre-emptive subscription rights and by public offer, in euros or in any other currency or currency unit established by reference to more than one currency, with or without a share premium, whether for valuable consideration or without consideration, by issuing (i) shares of the Company (excluding preference shares), or (ii) securities governed by Articles L. 228-92 paragraph 1, L. 228-93 paragraphs 1 and 3 or L. 228-94 paragraph 2 of the French Commercial Code granting access, immediately or in the future, at any time or at fixed dates, by subscription, conversion, exchange, redemption, presentation of a warrant or any other means, to the share capital of the Company or other companies (including companies in which the Company owns directly or indirectly more than half the share capital), it being stipulated that the shares and other securities may be subscribed in cash, by offset of debt, or by capitalizing reserves, profits or additional paid-in capital. Such securities may be issued in particular as consideration for securities meeting the conditions laid down in Article L. 225-148 of the French Commercial Code that may be contributed to the Company in connection with a public exchange offer initiated by the Company in France or abroad under local rules (for example in connection with a reverse merger);

2. delegates to the Board of Directors, with the power of sub-delegation to the extent authorized by law, its authority to decide issues of shares or securities granting access to the Company's share capital to be carried out further to the issue, by companies in which the Company directly or indirectly owns more than half the share capital, of securities granting access to the Company's share capital.

This decisions involves the waiver by shareholders, in favor of holders of securities that may be issued by companies of the Company's group, of their pre-emptive subscription rights to the shares or securities granting access to the Company's share capital to which these securities grant entitlement;

3. resolves to set the following limits on authorized share capital increases in the event of use by the Board of Directors of this delegation:

- the maximum par value amount of immediate and/or future share capital increases that may be carried out under this delegation is set at €137 million or the equivalent in any other currency or currency unit established by reference to more than one currency, it being stipulated that this amount will count towards the overall ceiling for share capital increases set in paragraph 2 of the 13th

resolution of this Shareholders' Meeting or, as the case may be, towards any overall ceiling stipulated by a resolution of the same kind that may supersede said resolution during the period of validity of this delegation;

- added to those ceilings will be the par value amount of any shares to be issued to preserve, in accordance with legal and regulatory provisions and, where applicable, any contractual terms stipulating other cases where adjustment is necessary, the rights of holders of securities or other rights granting access to the share capital;
- in the case of a share capital increase by capitalizing additional paid-in capital, reserves, profits or other amounts and allocating free shares during the period of validity of this delegation, the above ceilings will be adjusted based on the ratio between the number of shares issued and outstanding before and after the transaction;

4. resolves to set the following limits on authorized debt instruments on the issue of securities representing debt instruments granting access, immediately or in the future, to the share capital of the Company or other companies:

- the maximum nominal value of debt instruments that may be issued immediately or in the future under this delegation is set at €2.5 billion or the equivalent in any other currency or currency unit established by reference to more than one currency at the issue date, it being stipulated that this amount will count towards the overall ceiling set in paragraph 3 of the 13th resolution of this Shareholders' Meeting or, as the case may be, towards any overall ceiling stipulated by a resolution of the same kind that may supersede said resolution during the period of validity of this delegation;
- these limits will be increased, where applicable, for any redemption premium above par;
- these limits are independent of the amount of any debt instrument issues decided or authorized by the Board of Directors in accordance with Articles L. 228-36-A, L. 228-40, L. 228-92 paragraph 3, L. 228-93 paragraph 6 and L. 228-94 paragraph 3 of the French Commercial Code;

5. resolves to cancel shareholders' pre-emptive subscription rights in respect of the securities covered by this resolution, whilst however giving the Board of Directors discretion pursuant to Article L. 225-135, paragraph 5 of the French Commercial Code to grant shareholders, for a period and on terms to be set by the Board of Directors in compliance with applicable laws and regulations, and for all or part of any issue that may be carried out, a priority subscription period that does not give rise to negotiable rights and which must be exercised in proportion to the quantity of shares owned by each shareholder and which may be supplemented by an application to subscribe for shares on a pro-rated basis, it being stipulated that securities not thus subscribed will be offered to the public in France or abroad;

6. resolves that if subscriptions, including where applicable by shareholders, do not absorb the entire issue, the Board of Directors may limit the issue to the amount of subscriptions received, provided, in the case of issues of shares or securities where the primary instrument is a share, that the share capital increase reaches at least three-quarters of the amount of the issue decided;

7. takes due note that this delegation involves the waiver by shareholders, in favor of holders of securities issued granting access to the Company's share capital, of their pre-emptive subscription rights to the shares to which these securities will grant entitlement;

8. takes due note that, in accordance with Article L. 225-136 1° paragraph 1 of the French Commercial Code:

- the issue price of shares issued directly will be at least equal to the minimum stipulated by applicable regulations at the date of the issue (currently, the weighted average price of the Company's share on the Euronext Paris regulated market during the three trading days preceding the date on which the price is set,

less 5%) after making any adjustments to that average in the event of differences in dividend ranking dates;

- the issue price of securities granting access to the share capital and the number of shares to which conversion, redemption or more generally transformation of each security granting access to the share capital would confer entitlement will be such that the amount received immediately by the Company plus any amount to be received subsequently by the Company will, for each share issued as a consequence of the issue of such securities, be at least equal to the minimum subscription price defined in the previous paragraph;

9. resolves that the Board of Directors shall have full powers, with the power of sub-delegation to the extent authorized by law, to implement this delegation of authority, and in particular:

- decide the issue of shares and/or securities granting access to the share capital, immediately or in the future;
- determine the amount of the issue, the issue price and the amount of any premium that may be required on issue;
- determine the dates and terms of the issue, the nature, number and characteristics of the shares and/or securities to be issued;
- for issues of debt instruments, set all the terms and conditions of these securities (particularly their term, which may or may not be fixed, whether they are subordinated and their remuneration) and amend, during the life of these securities, the above terms and conditions, in compliance with applicable formalities;
- set the terms, where applicable, for the exercise of rights (rights to conversion, exchange or redemption as the case may be, including by delivery of Company assets) attached to shares or securities granting access to shares to be issued, and in particular set the date, which may be retroactive, from which the new shares will rank for dividend, and all other terms and conditions for the completion of the share capital increase;
- set the terms on which the Company, where applicable, will have the option of purchasing or exchanging on the stock market, at any time or during specified periods, securities issued or to be issued, whether or not such purchase or exchange is performed with a view to cancellation, in accordance with legal provisions;
- in the event of an issue of securities intended as consideration for securities contributed to the Company in connection with a public offer with an exchange component (public exchange offer), draw up a list of securities contributed to the exchange, set the conditions of the issue, the exchange ratio and the amount of any cash portion to be paid as an exception to the method for determining the price set in paragraph 8 of this resolution, and determine the terms of the issue in connection with a public exchange offer, or an alternative cash or exchange offer, or a single offer to purchase or exchange the securities in question in return for payment in securities and cash, or a principal public cash offer or public exchange offer accompanied by a subsidiary public exchange offer or public cash offer, or any other form of public offer in compliance with the laws and regulations applicable to public offers;
- at its sole discretion, offset the share issue costs against the related premiums and deduct from such premiums the sums necessary to increase the legal reserve;
- determine and make all adjustments to take account of the impact of transactions in the share capital or equity of the Company, in particular in the event of a change in the par value of the share, a share capital increase by capitalizing

reserves, profits or additional paid-in capital, a free share allocation, a stock split or reverse stock split, a distribution of dividends, reserves, additional paid-in capital or any other assets, a share capital redemption, or any other transaction impacting share capital or equity (including in the case of a public offer for the Company's shares and/or a change in control) and set all other terms enabling the preservation, where applicable, of the rights of holders of securities or other rights granting access to the share capital (including by means of cash adjustments);

- duly record completion of each share capital increase and make the corresponding amendments to the bylaws;
- generally, enter into all agreements, in particular to ensure completion of the proposed issues, take all measures and accomplish all formalities for the issue, listing and financial administration of securities issued by virtue of this delegation and for the exercise of the rights attached thereto;

10. resolves that the Board of Directors may not, without prior authorization of a Shareholders' Meeting, use this delegation following a third party public offer for the Company's shares, until the end of the offer period;

11. takes due note that, in the event the Board of Directors uses the delegation of authority granted pursuant to this resolution, the Board of Directors will report to the next Ordinary Shareholders' Meeting, in accordance with the law and regulations, on the use made of the authorizations conferred in this resolution;

12. grants this delegation for a period of twenty-six months as from the date of this Shareholders' Meeting;

13. takes due note that this delegation supersedes from this date, in the amount of any unused portion, the delegations granted by the 24th and 29th resolutions adopted by the Shareholders' Meeting of May 7, 2014.

FIFTEENTH RESOLUTION

Delegation of authority to the Board of Directors, for a period of twenty-six 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, immediately or in the future

The Shareholders' Meeting, voting in accordance with quorum and majority rules for Extraordinary Shareholders' Meetings, having read the Board of Directors' report and the statutory auditors' special report and in accordance with Articles L. 225-129, L. 225-129-2, L. 225-135, L. 225-136 and L. 228-91 et seq. of the French Commercial Code and Article L. 411-2 II of the French Monetary and Financial Code (Code monétaire et financier):

1. delegates to the Board of Directors, with the power of sub-delegation to the extent authorized by law, its authority to decide a share capital increase, on one or more occasions, in France or abroad, in the proportions and at the times it sees fit, with cancellation of pre-emptive subscription rights and by way of a private placement governed by Article L. 411-2 II of the French Monetary and Financial Code, in euros or in any other currency or currency unit established by reference to more than one currency, with or without a share premium, whether for valuable consideration or without consideration, by issuing (i) shares of the Company (excluding preference shares), or (ii) securities governed by Articles L. 228-92 paragraph 1, L. 228-93 paragraphs 1 and 3 or L. 228-94 paragraph 2 of the French Commercial Code granting access, immediately or in the future, at any time or at fixed dates, by subscription, conversion, exchange, redemption, presentation of a warrant or any other means, to the share capital of the Company or other companies (including companies in which the Company owns directly or indirectly more than half the share capital), it being stipulated that the shares and other securities may be subscribed in cash, by offset of debt, or by capitalizing reserves, profits or additional paid-in capital;

2. delegates to the Board of Directors, with the power of sub-delegation to the extent authorized by law, its authority to decide issues of shares or securities granting access to the Company's share capital to be carried out further to the issue, by companies in which the Company directly or indirectly owns more than half the share capital, of securities granting access to the Company's share capital.

This decisions involves the waiver by shareholders, in favor of holders of securities that may be issued by companies of the Company's group, of their pre-emptive subscription rights to the shares or securities granting access to the Company's share capital to which these securities grant entitlement;

3. resolves to set the following limits on authorized share capital increases in the event of use by the Board of Directors of this delegation:

- the maximum par value amount of immediate and/or future share capital increases that may be carried out under this delegation is set at €137 million or the equivalent in any other currency or currency unit established by reference to more than one currency (without exceeding the limits set by applicable regulations at the time of the issue, i.e. currently 20% of the share capital per year), it being stipulated that this amount will count towards the par value ceiling for share capital increases with cancellation of pre-emptive subscription rights set in paragraph 3 of the 14th resolution of this Shareholders' Meeting and towards the overall ceiling set in paragraph 2 of the 13th resolution or, as the case may be, towards any ceilings stipulated by resolutions of the same kind that may supersede said resolutions during the period of validity of this delegation;
- added to those ceilings will be the par value amount of any shares to be issued to preserve, in accordance with legal and regulatory provisions and, where applicable, any contractual terms stipulating other cases where adjustment is necessary, the rights of holders of securities or other rights granting access to the share capital;
- in the case of a share capital increase by capitalizing additional paid-in capital, reserves, profits or other amounts and allocating free shares during the period of validity of this delegation, the above ceilings will be adjusted based on the ratio between the number of shares issued and outstanding before and after the transaction;

4. resolves to set the following limits on authorized debt instruments on the issue of securities representing debt instruments granting access, immediately or in the future, to the share capital of the Company or other companies:

- the maximum nominal value of debt instruments that may be issued immediately or in the future under this delegation is set at €2.5 billion or the equivalent in any other currency or currency unit established by reference to more than one currency at the issue date, it being stipulated that this amount will count towards the ceiling set in paragraph 4 of the 14th resolution and the overall ceiling set in paragraph 3 of the 13th resolution of this Shareholders' Meeting or, as the case may be, towards any ceilings stipulated by resolutions of the same kind that may supersede said resolutions during the period of validity of this delegation;
- these limits will be increased, where applicable, for any redemption premium above par;
- these limits are independent of the amount of any debt instrument issue decided or authorized by the Board of Directors in accordance with Articles L. 228-36-A, L. 228-40, L. 228-92 paragraph 3, L. 228-93 paragraph 6 and L. 228-94 paragraph 3 of the French Commercial Code;

5. resolves to cancel shareholders' pre-emptive subscription rights in respect of the securities covered by this resolution;

6. resolves that if subscriptions, including where applicable by shareholders, do not absorb the entire issue, the Board of Directors may limit the issue to the amount of subscriptions received, provided, in the case of issues of shares or securities where the primary instrument is a share, that the share capital increase reaches at least three-quarters of the amount of the issue decided;

7. takes due note that this delegation involves the waiver by shareholders, in favor of holders of securities issued granting access to the Company's share capital, of their pre-emptive subscription rights to the shares to which these securities will grant entitlement;

8. takes due note that, in accordance with Article L. 225-136 1° paragraph 1 of the French Commercial Code:

- the issue price of shares issued directly will be at least equal to the minimum stipulated by applicable regulations at the date of the issue (currently, the weighted average price of the Company's share on the Euronext Paris regulated market during the three trading days preceding the date on which the price is set, less 5%) after making any adjustments to that average in the event of differences in dividend ranking dates;
- the issue price of securities granting access to the share capital and the number of shares to which conversion, redemption or more generally transformation of each security granting access to the share capital would confer entitlement will be such that the amount received immediately by the Company plus any amount to be received subsequently by the Company will, for each share issued as a consequence of the issue of such securities, be at least equal to the minimum subscription price defined in the previous paragraph;

9. resolves that the Board of Directors shall have full powers, with the power of sub-delegation to the extent authorized by law, to implement this delegation of authority, and in particular:

- decide the issue of shares and/or securities granting access to the share capital, immediately or in the future;
- determine the amount of the issue, the issue price and the amount of any premium that may be required on issue;
- determine the dates and terms of the issue, the nature, number and characteristics of the shares and/or securities to be issued;
- for issues of debt instruments, set all the terms and conditions of these securities (particularly their term, which may or may not be fixed, whether they are subordinated and their remuneration) and amend, during the life of these securities, the above terms and conditions, in compliance with applicable formalities;
- set the terms, where applicable, for the exercise of rights (rights to conversion, exchange or redemption as the case may be, including by delivery of Company assets) attached to shares or securities granting access to shares to be issued, and in particular set the date, which may be retroactive, from which the new shares will rank for dividend, and all other terms and conditions for the completion of the share capital increase;
- set the terms on which the Company, where applicable, will have the option of purchasing or exchanging on the stock market, at any time or during specified periods, securities issued or to be issued, whether or not such purchase or exchange is performed with a view to cancellation, in accordance with legal provisions;
- at its sole discretion, offset the share issue costs against the related premiums and deduct from such premiums the sums necessary to increase the legal reserve;

- determine and make all adjustments to take account of the impact of transactions in the share capital or equity of the Company, in particular in the event of a change in the par value of the share, a share capital increase by capitalizing reserves, profits or additional paid-in capital, a free share allocation, a stock split or reverse stock split, a distribution of dividends, reserves, additional paid-in capital or any other assets, a share capital redemption, or any other transaction impacting share capital or equity (including in the case of a public offer for the Company's shares and/or a change in control) and set all other terms enabling the preservation, where applicable, of the rights of holders of securities or other rights granting access to the share capital (including by means of cash adjustments);
- duly record completion of each share capital increase and make the corresponding amendments to the bylaws;
- generally, enter into all agreements, in particular to ensure completion of the proposed issues, take all measures and accomplish all formalities for the issue, listing and financial administration of securities issued by virtue of this delegation and for the exercise of the rights attached thereto;

10. resolves that the Board of Directors may not, without prior authorization of a Shareholders' Meeting, use this delegation following a third party public offer for the Company's shares, until the end of the offer period;

11. takes due note that, in the event the Board of Directors uses the delegation of authority granted pursuant to this resolution, the Board of Directors will report to the next Ordinary Shareholders' Meeting, in accordance with the law and regulations, on the use made of the authorizations conferred in this resolution;

12. grants this delegation for a period of twenty-six months as from the date of this Shareholders' Meeting;

13. takes due note that this delegation supersedes from this date, in the amount of any unused portion, the delegation granted by the 25th resolution adopted by the Shareholders' Meeting of May 7, 2014.

SIXTEENTH RESOLUTION

Authorization to the Board of Directors, 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 per twelve-month period

The Shareholders' Meeting, voting in accordance with quorum and majority rules for Extraordinary Shareholders' Meetings, having read the Board of Directors' report and the statutory auditors' special report and in accordance with Article L. 225-136 1°, paragraph 2, of the French Commercial Code:

1. authorizes the Board of Directors, with the power of sub-delegation to the extent authorized by law, in the case of a share capital increase by way of an issue with cancellation of pre-emptive subscription rights pursuant to the 14th and 15th resolutions of this Shareholders' Meeting, to set the issue price as follows:

- the issue price of shares will be at least equal to the lower of the average price of the share on the Euronext Paris regulated market, weighted for trading volumes on the last trading day preceding the setting of the issue price and the average price of the share on the 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 share capital and the number of shares to which conversion, redemption or more generally transformation of each security granting access to the share capital would confer entitlement will

be such that the amount received immediately by the Company plus any amount to be received subsequently by the Company will, for each share issued as a consequence of the issue of such securities, be at least equal to the minimum subscription price defined in the previous paragraph;

2. resolves that the par value amount of share capital increases that may be performed immediately or in the future pursuant to this authorization is set, in accordance with the law, at 10% of the share capital per 12-month period (it being stipulated that this limit will be assessed at the date of the decision to issue shares and/or securities granting access to the share capital);

3. takes due note that, in the event the Board of Directors uses this authorization, it will prepare an additional report, certified by the statutory auditors, describing the definitive terms of the transaction and providing information enabling an assessment of the effective impact on shareholder positions.

SEVENTEENTH RESOLUTION

Delegation of authority to the Board of Directors, for a period of twenty-six months, to increase the number of shares to be issued in the event of a share capital increase (through the issue of ordinary shares and/or of securities granting access to the share capital immediately or in the future) with retention or cancellation of pre-emptive subscription rights and with a “green shoe” option, where subscription requests exceed the number of securities on offer

The Shareholders' Meeting, voting in accordance with quorum and majority rules for Extraordinary Shareholders' Meetings, having read the Board of Directors' report and the statutory auditors' special report and in accordance with Articles L. 225-129-2 and L. 225-135-1 of the French Commercial Code:

1. delegates to the Board of Directors, with the power of sub-delegation to the extent authorized by law, its authority to decide to increase the number of shares to be issued in the event of a share capital increase (through the issue of ordinary shares and/or of securities granting access to the share capital immediately or in the future) with retention or cancellation of pre-emptive subscription rights, at the same price as that of the initial issue, within the limits as to time and quantity specified in applicable regulations at the date of the issue (currently, within thirty days of the closure of subscriptions and up to a maximum of 15% of the initial issue), in particular with a view to granting a greenshoe option in accordance with market practices;

2. resolves that the par value amount of share capital increases decided pursuant to this resolution shall count towards the ceiling stipulated in the resolution pursuant to which the initial issue is decided and the overall ceiling set in paragraph 2 of the 13th resolution of this Shareholders' Meeting and that the nominal value of debt instruments issued pursuant to this resolution shall count towards the ceiling stipulated in the resolution pursuant to which the initial issue is decided and the overall ceiling set in paragraph 3 of the 13th resolution of this Shareholders' Meeting or, as the case may be, towards the ceilings stipulated by resolutions of the same kind that may supersede said resolutions during the period of validity of this delegation;

3. resolves that the Board of Directors may not, without prior authorization of a Shareholders' Meeting, use this delegation following a third party public offer for the Company's shares, until the end of the offer period;

4. grants this delegation for a period of twenty-six months as from the date of this Shareholders' Meeting;

5. takes due note that this delegation supersedes from this date, in the amount of any unused portion, the delegation granted by the 27th resolution adopted by the Shareholders' Meeting of May 7, 2014.

EIGHTEENTH RESOLUTION**Authorization 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 immediately or in the future, 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**

The Shareholders' Meeting, voting in accordance with quorum and majority rules for Extraordinary Shareholders' Meetings, having read the Board of Directors' report and the statutory auditors' special report and in accordance with Articles L. 225-129, L. 225-129-2, L. 225-147 and L. 228-91 et seq. of the French Commercial Code:

1. authorizes the Board of Directors, with the power of sub-delegation to the extent authorized by law, to perform a share capital increase, on one or more occasions, by issuing (i) shares of the Company (excluding preference shares), or (ii) securities governed by Articles L. 228-92 paragraph 1, L. 228-93 paragraphs 1 and 3 or L. 228-94 paragraph 2 of the French Commercial Code granting access, immediately or in the future, at any time or at fixed dates, by subscription, conversion, exchange, redemption, presentation of a warrant or any other means, to the share capital of the Company or other companies (including companies in which the Company owns directly or indirectly more than half the share capital), as consideration for assets transferred to the Company comprising equity instruments or securities granting access to share capital, in cases where Article L. 225-148 of the French Commercial Code does not apply;

2. resolves to set the following limits on authorized share capital increases in the event of use by the Board of Directors of this authorization:

- the maximum par value amount of immediate and/or future share capital increases that may be carried out under this authorization is set at €137 million or the equivalent in any other currency or currency unit established by reference to more than one currency (without exceeding the limits set by applicable regulations at the time of the issue, i.e. currently 10% of the share capital), it being stipulated that this amount will count towards the par value ceiling for share capital increases with cancellation of pre-emptive subscription rights authorized by this Shareholders' Meeting in paragraph 3 of the 14th resolution and towards the overall ceiling set in paragraph 2 of the 13th resolution or, as the case may be, towards the ceilings stipulated by resolutions of the same kind that may supersede said resolutions during the period of validity of this authorization;
- added to those ceilings will be the par value amount of any shares to be issued to preserve, in accordance with legal and regulatory provisions and, where applicable, any contractual terms stipulating other cases where adjustment is necessary, the rights of holders of securities or other rights granting access to the share capital;
- in the case of a share capital increase by capitalizing additional paid-in capital, reserves, profits or other amounts and allocating free shares during the period of validity of this delegation, the above ceilings will be adjusted based on the ratio between the number of shares issued and outstanding before and after the transaction;

3. resolves to set the following limits on authorized debt instruments on the issue of securities representing debt instruments granting access, immediately or in the future, to the share capital of the Company or other companies:

- the maximum nominal value of debt instruments that may be issued immediately or in the future under this authorization is set at €2.5 billion or the equivalent in any other currency or currency unit established by reference to more than one currency at the issue date, it being stipulated that this amount will count towards the ceiling set in paragraph 4 of the 14th resolution and the overall ceiling set in paragraph 3 of the 13th resolution of this Shareholders'

Meeting or, as the case may be, towards any ceilings stipulated by resolutions of the same kind that may supersede said resolutions during the period of validity of this authorization;

- these limits will be increased, where applicable, for any redemption premium above par;
- these limits are independent of the amount of any debt instrument issues decided or authorized by the Board of Directors in accordance with Articles L. 228-36-A, L. 228-40, L. 228-92 paragraph 3, L. 228-93 paragraph 6 and L. 228-94 paragraph 3 of the French Commercial Code;

4. resolves that the Board of Directors shall have full powers, with the power of sub-delegation to the extent authorized by law, to implement this delegation of authority, and in particular:

- decide the issue of shares and/or securities granting access to the share capital, immediately or in the future, in consideration of assets transferred;
- draw up a list of the equity instruments and securities granting access to the share capital transferred to the Company, approve the valuation of the contributions in kind, set the terms of issues of shares and/or securities performed in consideration for said contributions and the amount of any cash portion to be paid, approve the grant of any specific benefits and reduce, if the contributors agree, the valuation of contributions or the remuneration of specific benefits;
- determine the terms and conditions of shares and/or securities presented in consideration for contributions in kind and amend, during the life of these securities, the above terms and conditions, in compliance with applicable formalities;
- determine and make all adjustments to take account of the impact of transactions in the share capital or equity of the Company, in particular in the event of a change in the par value of the share, a share capital increase by capitalizing reserves, profits or additional paid-in capital, a free share allocation, a stock split or reverse stock split, a distribution of dividends, reserves, additional paid-in capital or any other assets, a share capital redemption, or any other transaction impacting share capital or equity (including in the case of a public offer for the Company's shares and/or a change in control) and set all other terms enabling the preservation, where applicable, of the rights of holders of securities or other rights granting access to the share capital (including by means of cash adjustments);
- at its sole discretion, offset the share issue costs against the related premiums and deduct from such premiums the sums necessary to increase the legal reserve;
- duly record completion of each share capital increase and make the corresponding amendments to the bylaws;
- generally, take all measures and accomplish all formalities for the issue, listing and financial administration of securities issued by virtue of this authorization and for the exercise of the rights attached thereto;

5. resolves that the Board of Directors may not, without prior authorization of a Shareholders' Meeting, use this authorization following a third party public offer for the Company's shares, until the end of the offer period;

6. grants this authorization for a period of twenty-six months as from the date of this Shareholders' Meeting;

7. takes due note that this authorization supersedes from this date, in the amount of any unused portion, the authorization granted by the 28th resolution adopted by the Shareholders' Meeting of May 7, 2014.

NINETEENTH RESOLUTION

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

The Shareholders' Meeting, voting in accordance with quorum and majority rules for Extraordinary Shareholders' Meetings, having read the Board of Directors' report and the statutory auditors' special report and in accordance with Articles L. 225-129-1, L. 225-129-6, L. 225-138-1 and L. 228-91 et seq. of the French Commercial Code and Articles L. 3332-18 to L. 3332-24 of the French Labor Code:

1. delegates to the Board of Directors, with the power of sub-delegation to the extent authorized by law, the powers necessary to increase the share capital, on one or more occasions, in France or abroad, in the proportions and at the times it sees fit, with cancellation of pre-emptive subscription rights, in euros or in any other currency or currency unit established by reference to more than one currency, with or without a share premium, whether for valuable consideration or without consideration, by issuing (i) shares of the Company (excluding preference shares), or (ii) securities governed by Articles L. 228-92 paragraph 1, L. 228-93 paragraphs 1 and 3 or L. 228-94 paragraph 2 of the French Commercial Code granting access, immediately or in the future, at any time or at fixed dates, by subscription, conversion, exchange, redemption, presentation of a warrant or any other means, to the share capital of the Company, reserved for members of one or more employee savings plans (or any other plan for whose members a share capital increase may be reserved on equivalent terms under Articles L. 3332-1 et seq. of the French Labor Code or any analogous law or regulation) implemented within a company or a group of French or non-French companies within the scope of the consolidated or combined financial statements of the Company pursuant to Article L. 3344-1 of the French Labor Code, it being further stipulated that this resolution may be used to implement leveraged schemes;

2. resolves to set the following limits on authorized share capital increases in the event of use by the Board of Directors of this delegation:

- the maximum par value amount of immediate and/or future share capital increases that may be carried out under this delegation is set at €48 million or the equivalent in any other currency or currency unit established by reference to more than one currency;
- added to this ceiling will be the par value amount of any shares to be issued to preserve, in accordance with legal and regulatory provisions and, where applicable, any contractual terms stipulating other cases where adjustment is necessary, the rights of holders of securities or other rights granting access to the share capital;
- in the case of a share capital increase by capitalizing additional paid-in capital, reserves, profits or other amounts and allocating free shares during the period of validity of this delegation, the above ceiling will be adjusted based on the ratio between the number of shares issued and outstanding before and after the transaction;

3. resolves that the issue price of the new shares or securities granting access to the share capital will be determined in accordance with the terms set out in Articles L. 3332-18 et seq. of the French Labor Code and will be at least equal to 80% of the Reference Price (as defined below) or 70% of the Reference Price where the lock-up period stipulated by the plan in application of Articles L. 3332-25 and L. 3332-26 of the French Labor Code is ten years or more; for the purposes of this paragraph the Reference Price refers to an average listed price of the Company's share on the Euronext Paris regulated market over the 20 trading days preceding the decision

setting the subscription opening date for members of a company or group employee savings plan (or similar plan);

4. authorizes the Board of Directors to allocate, without consideration, to the beneficiaries indicated above, in addition to shares or securities granting access to the share capital subscribed for cash, shares or securities granting access to the share capital to be issued or already issued in full or partial substitution of the discount in the Reference Price and/or as an employer's contribution, it being stipulated that the benefit resulting from this allocation may not exceed the applicable legal or regulatory limits;

5. resolves to waive in favor of the aforementioned beneficiaries the pre-emptive subscription rights of shareholders to the shares and securities granting access to the share capital issued pursuant to this delegation, said shareholders also waiving, in the event of the free allocation to such beneficiaries of shares or securities granting access to the share capital, any rights to such shares or securities granting access to the share capital, including the portion of reserves, profits, or additional paid-in capital capitalized as a result of the free allocation of securities on the basis of this resolution;

6. authorizes the Board of Directors, under the terms specified in this delegation, to sell shares as permitted under Article L. 3332-24 of the French Labor Code to members of a company or group employee savings plan (or similar plan), it being stipulated that the aggregate par value amount of shares sold at a discount to members of one or more of the employee savings plans covered by this resolution will count towards the ceilings mentioned in paragraph 2 of this resolution;

7. resolves that the Board of Directors shall have full powers to implement this delegation, with the power of sub-delegation to the extent authorized by law, within the aforementioned limits and terms, and in particular:

- decide the issue of shares and/or securities granting access to the share capital, immediately or in the future;
- draw up in accordance with the law a list of companies from which the beneficiaries indicated above may subscribe for shares or securities granting access to the share capital thus issued and who, where applicable, may receive free allocations of shares or securities granting access to the share capital;
- decide that subscriptions may be made directly by beneficiaries belonging to a company or group savings plan (or similar plan), or via dedicated employee savings mutual funds (FCPE) or other vehicles or entities permitted under applicable laws and regulations ;
- for issues of debt instruments, set all the terms and conditions of these securities (particularly their term, which may or may not be fixed, whether they are subordinated and their remuneration) and amend, during the life of these securities, the above terms and conditions, in compliance with applicable formalities;
- set the terms, where applicable, for the exercise of rights (rights to conversion, exchange or redemption as the case may be) attached to shares or securities granting access to shares to be issued, and in particular set the date, which may be retroactive, from which the new shares will rank for dividend, and all other terms and conditions for the completion of the share capital increase;
- set the amounts of issues to be made under this authorization and in particular determine the issue prices, dates, time limits, terms and conditions of subscription, payment, delivery and date of ranking for dividend of the securities (which may be retroactive), rules for pro-rating in the event of over-subscription and any other terms and conditions of the issues, subject to prevailing legal and regulatory limits;
- determine and make all adjustments to take account of the impact of transactions in the share capital or equity of the Company, in particular in the event of a change in the par value of the share, a share capital increase by capitalizing reserves, profits or additional paid-in capital, a free share allocation,

a stock split or reverse stock split, a distribution of dividends, reserves, additional paid-in capital or any other assets, a share capital redemption, or any other transaction impacting share capital or equity (including in the case of a public offer for the Company's shares and/or a change in control) and set all other terms enabling the preservation, where applicable, of the rights of holders of securities or other rights granting access to the share capital (including by means of cash adjustments);

- in the event of the free allocation of shares or securities granting access to the share capital, determine the nature and number of shares or securities granting access to the share capital to be issued, as well as their terms and conditions and the number to be granted to each beneficiary, and determine the dates, time limits, and terms and conditions of allocation of such shares or securities granting access to the share capital subject to prevailing legal and regulatory limits, and in particular choose to either wholly or partially substitute the allocation of such shares or securities granting access to the share capital for the discount in the Reference Price specified above or offset the equivalent value of such shares or securities against the total amount of the employer's contribution or a combination of both options;
 - duly record the completion of share capital increases in the amount of shares actually subscribed;
 - where applicable, 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 after the share capital increases;
 - enter into all agreements and accomplish directly or indirectly via an agent all transactions and formalities, including formalities required following the share capital increases and the corresponding amendments to the bylaws;
 - generally, enter into all agreements, in particular to ensure completion of the proposed issues, take all measures and decisions and accomplish all formalities for the issue, listing and financial administration of securities issued by virtue of this delegation and for the exercise of the rights attached thereto or required as a result of the share capital increases;
 - decide to postpone performance of the share capital increase;
8. grants this delegation for a period of twenty-six months;
9. resolves that this delegation supersedes from this date, in the amount of any unused portion, the delegation granted by the 30th resolution adopted by the Shareholders' Meeting of May 7, 2014.

TWENTIETH RESOLUTION

Delegation of powers to the Board of Directors, for a period of eighteen months, to issue, with cancellation of pre-emptive subscription rights, ordinary shares and/or securities granting access to the Company's share capital, immediately or in the future, in favor of employees of certain non-French subsidiaries at terms and conditions comparable to those offered pursuant to the preceding resolution

The Shareholders' Meeting, voting in accordance with quorum and majority rules for Extraordinary Shareholders' Meetings, having read the Board of Directors' report and the statutory auditors' special report and in accordance with Articles L. 225-129-1, L. 225-138 and L. 228-91 et seq. of the French Commercial Code:

1. takes due note that in certain countries legal and/or tax context can make it inadvisable or difficult to implement employee shareholding schemes directly or through a mutual fund (the active, early retired and retired employees and corporate officers referred to in Articles L. 3332-1 and L. 3332-2 of the French Labor Code of Capgemini Group companies whose registered offices are located in one of these countries are referred to below as "non-French Employees"; the "Capgemini Group" comprises the Company and the French and non-French

companies related to the Company within the meaning of Article L. 225-180 of the French Commercial Code and Article L. 3344-1 et seq. of the French Labor Code) and that the implementation in favor of certain non-French Employees of alternative schemes to those performed pursuant to the nineteenth resolution submitted to this Shareholders' Meeting;

2. delegates to the Board of Directors, with the power of sub-delegation to the extent authorized by law, its powers to increase the share capital, on one or more occasions, in France or abroad, in the proportions and at the times it sees fit, with cancellation of pre-emptive subscription rights, in euros or in any other currency or currency unit established by reference to more than one currency, with or without a share premium, whether for valuable consideration or without consideration, by issuing (i) shares of the Company (excluding preference shares), or (ii) securities governed by Articles L. 228-92 paragraph 1, L. 228-93 paragraphs 1 and 3 or L. 228-94 paragraph 2 of the French Commercial Code granting access, immediately or in the future, at any time or at fixed dates, by subscription, conversion, exchange, redemption, presentation of a warrant or any other means, to the share capital of the Company, reserved for one of the following categories of beneficiary: (i) non-French Employees, (ii) 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 non-French Employees, and/or (iii) any bank or entity controlled by a bank within the meaning of Article L. 233-3 of the French Commercial Code that has set-up at the Company's request a structured offer for non-French employees 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 Shareholders' Meeting;

3. resolves to set the following limits on authorized share capital increases in the event of use by the Board of Directors of this delegation:

- the maximum par value amount of immediate and/or future share capital increases that may be carried out under this delegation is set at €48 million or the equivalent in any other currency or currency unit established by reference to more than one currency, it being stipulated that this amount will count towards the ceiling set in paragraph 2 of the 19th resolution of this Shareholders' Meeting (subject to its approval) or, as the case may be, towards any ceiling stipulated by a resolution of the same kind that may supersede said resolution during the period of validity of this delegation;
- added to those ceilings will be the par value amount of any shares to be issued to preserve, in accordance with legal and regulatory provisions and, where applicable, any contractual terms stipulating other cases where adjustment is necessary, the rights of holders of securities or other rights granting access to the share capital;
- in the case of a share capital increase by capitalizing additional paid-in capital, reserves, profits or other amounts and allocating free shares during the period of validity of this delegation, the above ceilings will be adjusted based on the ratio between the number of shares issued and outstanding before and after the transaction;

4. resolves to cancel pre-emptive subscription rights to the shares that may be issued pursuant to this delegation, in favor of the aforementioned beneficiary categories;

5. resolves that this delegation of powers may only be used in the event of the use of the delegation granted pursuant to the 19th resolution and solely in order to achieve the objective set out in this resolution;

6. resolves that the issue price of new shares or securities granting access to the share capital to be issued pursuant to this delegation will be set by the Board of Directors based on the listed price of the Company's share on the Euronext Paris regulated market; this price will be at least equal to an average listed price of the Company's share over the 20 trading days preceding

the decision setting the subscription opening date for a share capital increase performed pursuant to the 19th resolution, less a 20% discount;

7. resolves that the Board of Directors shall have the same powers, with the power of sub-delegation to the extent authorized by law, as those conferred on the Board of Directors by paragraph 7 of the 19th resolution (including the power to postpone performance of the share capital increase) and the power to draw up the list of beneficiaries of the cancellation of pre-emptive subscription rights within the above defined category, and the number of shares and securities granting access to the share capital to be subscribed by each beneficiary;

8. grants this delegation for a period of eighteen months as from the date of this Shareholders' Meeting.

TWENTY-FIRST 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 preemptive subscription rights in favor of the beneficiaries of the grants)

In accordance with Articles L. 225-197-1 et seq. of the French Commercial Code, the Shareholders' Meeting, voting in accordance with quorum and majority rules for Extraordinary Shareholders' Meetings, 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 this resolution and for a total number of shares 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 of the Company and employees and corporate officers of its French and non-French subsidiaries; in the case of a share capital increase by capitalizing additional paid-in capital, reserves, profits or other amounts and allocating free shares during the period of validity of this delegation, the above ceiling will be adjusted based on the ratio between the number of shares issued and outstanding before and after the transaction;

2. resolves that up to a maximum 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") of at least three years, it being stipulated that the Board of Directors may introduce, where applicable, a lock-in period following the vesting of the shares the duration of which may vary depending on the country of tax residence of the beneficiary; in those countries where a lock-in period is applied it will be of a minimum period of one year;

However, the shares will vest before the expiry of the above periods and may be freely sold 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, subject to the powers conferred on the Board of Directors by law and this resolution, 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:
 - 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 stock market performance of the Cap Gemini S.A. share with the average share price performance of 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 25% 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 2.5% of shares vesting for each percentage point between these limits,
 - will be equal to 25% 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 15% and 25% 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 percentage point between these limits,
 - 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:
 - 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, 2016 to December 31, 2018, 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 €2,400 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 €2,700 Million and will vary on a straight-line basis between 15% 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 non-French subsidiaries,

excluding members of the general management team (the Executive Committee) without performance conditions,

6. takes due note 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. takes due note that the Board of Directors has, pursuant to the law, the power to amend the performance conditions set out in paragraph 4 above by way of a duly reasoned decision made after this decision and before the share allocations;

8. gives powers to the Board of Directors to implement this authorization (with the power of sub-delegation to the extent 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,
- set the share allocation terms and conditions, including with respect to performance conditions,
- determine whether the shares allocated 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 transactions are carried out before the shares vest that affect the Company's equity, whether to adjust the number of the 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 or additional paid-in capital of the Company when the shares ultimately vest, set the dates from which shares bear dividend rights, deduct from available reserves or additional paid-in capital of the Company the amounts necessary to increase the legal reserve to 10% of the new share capital amount following these share capital increases and amend the bylaws accordingly,
- carry out all formalities and, more generally, to do whatever is necessary.

9. resolves that this authorization is granted for a period of eighteen months as from the date of this Shareholders' Meeting and supersedes from this date, in the amount of any unused portion, the delegation granted by the 9th resolution adopted by the Shareholders' Meeting of May 6, 2015.

TWENTY-SECOND RESOLUTION

Amendment of Article 11, paragraph 3) of the bylaws – Board of Directors – Staggered renewal of the Board of Directors

The 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 introduce the rolling renewal of members of the Board of Directors and to amend paragraph 3) of Article 11 of the bylaws, "Board of Directors", as follows:

Former wording of Article 11, paragraph 3):

"The length of the terms of office of the directors shall be four years, expiring at the close of the General Shareholders' Meeting held to approve the accounts for the year preceding the expiry of their term.

Any director appointed as a replacement for another director shall only exercise his/her functions for the remaining period of his/her predecessor's term of office."

New wording of Article 11, paragraph 3):

"The length of the terms of office of the directors shall be four years. Directors, other than directors representing employees or employee shareholders appointed in accordance with the law or these bylaws, shall be appointed or reappointed on a rolling basis to ensure the staggered renewal of terms of office in as equal fractions as possible. Exceptionally, and solely for the purposes of this rolling renewal, the General Shareholders' Meeting may appoint one or more directors for a term of one, two or three years.

The terms of office of directors shall expire at the close of the General Shareholders' Meeting held to approve the accounts for the year preceding the expiry of their term, subject to specific provisions provided for by law or these Bylaws applicable to directors representing employees or employee shareholders.

Any director appointed as a replacement for another director shall only exercise his/her functions for the remaining period of his/her predecessor's term of office."

TWENTY-THIRD RESOLUTION

Amendment of Article 11 of the bylaws – Board of Directors – new paragraph 6) enabling the appointment of directors representing employees and amendment of paragraphs 1) and 2) as a consequence

The Shareholders' Meeting, voting in accordance with quorum and majority rules for Extraordinary Shareholders' Meetings, and having read the Board of Directors' report, and in accordance with the provisions of Articles L.225-27-1 et seq. of the French Commercial Code, resolves to:

- amend Article 11, paragraphs 1) and 2) of the bylaws, "Board of Directors", as follows:

Former wording of Article 11, paragraphs 1) and 2):

"1) The Company shall have a Board of Directors comprised of a minimum of three and a maximum of eighteen members. Members of the Board of Directors must be individuals.

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

New wording of Article 11, paragraphs 1) and 2):

"1) The Company shall have a Board of Directors comprised of a minimum of three and a maximum of eighteen members and, where appropriate, one or more members representing employees and/or employee shareholders appointed in accordance with the law or these bylaws. Members of the Board of Directors must be individuals.

2) Each director must hold at least one thousand (1,000) Company shares throughout their term of office. This obligation does not apply to directors representing employees or employee shareholders appointed in accordance with the law or these bylaws."

- amend Article 11 of the bylaws, "Board of Directors", to include a new sixth paragraph on the method of appointing directors representing employees, as follows:

Article 11, paragraph 6):

“6) Directors representing employees:

1. The Board of Directors comprises a director representing employees appointed by the union body which obtained the most votes at the first round of the elections referred to in Articles L.2122-1 and L. 2122-4 of the French Labor Code, organized by the Company and direct or indirect subsidiaries whose registered office is located in France.
2. The Board of Directors comprises a second director representing employees appointed by the European Group Council (known as the International Works Council in Capgemini Group).
3. Pursuant to Article 11. 3), the term of office of any director appointed pursuant to Article 11, paragraphs 6.1 or 6.2 is four years, expiring at the close of the Ordinary Shareholders' Meeting held to approve the accounts for the year preceding the expiry of his or her term. It is renewable.
4. The term of office of directors representing employees may be terminated at the close of the Shareholders' Meeting held to approve the accounts for a year during which the application conditions of Article L.225-27-1- I of the French Commercial Code cease to be met, or should this article be repealed.
5. Should the office of a director representing employees become vacant for whatever reason, the replacement appointed by the union body which obtained the most votes at the first round of the elections or the European Group Council will take office for the remaining period of the term of office of his/her predecessor. The Board of Directors may validly meet and deliberate until the date of this replacement.”

TWENTY-FOURTH RESOLUTION
Powers to carry out formalities

The 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.

1) 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 16, 2016.

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 16, 2016 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 16, 2016.

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 16, 2016, 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 16, 2016, it need not be notified by the authorized intermediary or taken into account by the Company, notwithstanding any agreement to the contrary.

2) 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).

3) Voting by proxy or correspondence

A) 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 May 12, 2016.

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 15, 2016.

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

B) 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 18, 2016. 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 18 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.

The VOTACCESS site shall be open from April 27, 2016 to 3 p.m., Paris time, on May 17, 2016, 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.

C) 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 15, 2016. 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 acknowledgement of receipt, or by email to assemblee@capgemini.com, no later than the fourth working day preceding the Shareholders' Meeting, that is by May 12, 2016. 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.

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/combined-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/combined-general-meeting>, by April 27, 2016 at the latest (that is 21 days before the Shareholders' Meeting).

The Board of Directors