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## COMBINED GENERAL SHAREHOLDERS' MEETING

- Shareholders approved all the proposed resolutions recommended by the Board of Directors
- Approval of the Company and consolidated financial statements for the fiscal year 2015
- Dividend of €1.35 per share, up 12.5%
- Appointment of two new directors: Siân Herbert-Jones and Carole Ferrand
- Renewal of Lucia Sinapi-Thomas's mandate as the director representing employee shareholders

Paris, May 19 2016 – The Combined General Shareholders' Meeting of Cap Gemini S.A. was held yesterday at the Pavillon d'Armenonville in Paris. A tribute was paid to its founder, Serge Kampf, who passed away on March 15.

### Shareholders approved all the proposed resolutions recommended by the Board of Directors.

During the meeting, the shareholders approved the parent company and the Group's consolidated financial statements for the fiscal year 2015. The shareholders decided to distribute a cash dividend of €1.35 per share, an increase of 12.5% compared to the previous year. The ex-dividend date on Euronext Paris will be May 30, 2016 and the dividend will be paid on or after June 1, 2016.

The General Assembly elected two new directors, Mrs Siân Herbert-Jones and Mrs Carole Ferrand, who will join the Audit Committee. Mrs Lucia Sinapi-Thomas's mandate was renewed as the representative of employee shareholders. The General Assembly also ratified the amendment of the bylaws of the Company to enable the staggering of the directors' mandates and the appointment of two directors representing employees.

Following this General Meeting, there are now considerably more women on the Board of Directors and its members are younger, with 46% being women and an average age reduced from 65 to 62 years old. The Board's independence rate with respect to the criteria of the AFEP-MEDEF code is now 69%. This will ensure a more balanced governance thanks to an enhanced complementarity of skills, both professionally and culturally.

The 5th resolution, relating to the 2015 compensation components of Paul Hermelin, Group CEO, subject to shareholder advisory vote pursuant to the "say on pay" policy, was approved at 91.56%<sup>1</sup>.

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<sup>1</sup> Corrected on June 27, 2016 further to a clerical error initially leading to underestimate votes in favor by 0.01%

## Appendix

### Biographies of the new directors elected by the Combined Shareholders' Meeting of May 18, 2016:

#### **Mrs. Carole Ferrand**

Carole Ferrand is a graduate of the Ecole des Hautes Etudes Commerciales (class of 1992). She started her career at PriceWaterhouseCoopers, where she was an auditor and later a financial advisor in the Transaction Services Division. In 2000, Carole joined Sony France, the French subsidiary of the consumer and electronics branch of the Sony Corporation group, as Financial Director before becoming Secretary General in 2002. In 2011, Carole held the position of Chief Financial Officer of the Europacorp group. Since January 2013 she has been Financial Director at Artémis Group and in charge of strategic and financial support for certain investments.

Mrs. Ferrand will bring to the Board her expertise in auditing, finance and strategical and financial transactions.



#### **Mrs. Siân Herbert-Jones**

Siân Herbert-Jones is currently a director of Air Liquide S.A., where she chairs the Audit and Accounts Committee. She has recently joined Bureau Veritas as director. A British chartered accountant, Mrs. Herbert-Jones initially worked for 15 years with PriceWaterhouseCoopers in its London and then Paris offices, where she was Director of Mergers and Acquisitions. Siân then joined the Sodexo Group, where she spent 21 years, including 15 years as Chief Financial Officer and member of the Executive Committee, before retiring on March 1, 2016.

Of British nationality, Mrs. Siân Herbert-Jones will bring strong financial expertise to the Board, as well as her experience with international transactions, particularly in the services sector, while contributing the insight of her Anglo-Saxon culture and improving the diversity of profiles on the Board.

### Membership of the Board of Directors following the Combined Shareholders' Meeting of 18 May

Mr Paul Hermelin  
Mr Daniel Bernard  
Mrs Anne Bouverot  
Mr Yann Delabrière  
Mrs Laurence Dors  
Mrs Carole Ferrand  
Mrs Siân Herbert-Jones  
Mr Phil Laskawy  
Mr Xavier Musca  
Mr Pierre Pringuet  
Mr Bruno Roger  
Mrs Lucia Sinapi-Thomas  
Mrs Caroline Watteeuw-Carlisle

Permanent guest (awaiting the assignment of the directors representing employees) - representative of the European Works Council: Mr Kevin Masters

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