

Board of Directors decided 2015 compensation of Mr. Paul Hermelin, Chairman and Chief Executive Officer

Strict application of the AFEP-MEDEF Code and “Say on Pay” principles by Capgemini

The Board of Directors decided Mr. Hermelin’s compensation for 2015 in strict application of the recommendations of the revised AFEP/MEDEF Code and “say on pay” principles, regarding the structure of compensation comprising fixed and variable components, the grant of equity instruments and supplementary pension benefits. In line with past Group practice, the Chairman and Chief Executive Officer is not entitled to termination benefits, is not covered by a non-compete clause and receives no benefits in kind. M Hermelin has also waived entitlement to receive attendance fees since 2009.

The Compensation Committee and Board of Directors ensured the appropriateness of the Chairman and Chief Executive Officer’s compensation compared with sector practice in consulting and technology services either nationally or internationally. They also took into account practice of French companies of a comparable size in terms of headcount, revenue and profitability, internationalization of activities and shareholders’ structure. As compensation publication and structure practice varies significantly between the countries and nature of competitors (listed companies, controlled companies or partnerships), CAC 40 companies represent the most relevant public benchmark.

Compensation of Mr. Paul Hermelin close to median compensation for CAC 40 companies.

Based on these elements, the Board has set the 2015 compensation of Paul Hermelin (CEO of Cap Gemini since more than 13 years) as described below. Mr. Paul Hermelin’s total compensation for 2015 was set at €2,561,479, i.e. 105.8% of the total theoretical compensation, comprising fixed compensation of €1,452,000 and variable compensation of €1,109,479.

The amount of Mr. Paul Hermelin’s fixed compensation is unchanged since 2013. This fixed compensation is paid in 12 monthly installments and represents, as does that of all key managers of the Group, 60% of the total theoretical compensation if objectives are achieved.

Therefore, variable compensation represents 40% of this total theoretical amount. This theoretical variable component is in turn split into two parts: the first part, called V1, tied to Group consolidated results and a second part, called V2, based on individual objectives set by the Board of Directors which are either quantified or measurable.

V1 – Economic and financial objectives

The economic and financial objectives underlying the V1 component for 2015 were measured against budgeted indicators set by the Board and concerned revenues, operating margin, pre-tax net profits and free-cash flow for the period, with weightings of 20% or 30% and achievement rates of between 97% and 112% for an overall weighted result of 104%. After applying the Group historical formula which accelerates up or down the weighted economic performance, the final payout applied to the V1 has been set at 113.2%.

V2 – Individual objectives

Individual objectives fall into four separate categories:

- Acquisitions
- Industrialization
- Account centricity
- Talent development

Each category has been subject to an overall detailed analysis and subsequently to a global assessment of these objectives.

With regard to **Acquisitions**, the Board highlighted the successful acquisition of iGate realized in a very short time frame with operational merger effective as of January 1, 2016. This acquisition the

biggest realized by the Group in the last 15 years fully consistent with the Group 'strategic objectives, strengthens its North American operations and brings prestigious new clients in its portfolio.

With regard to **Industrialization**, the Board took into account the favorable evolution of key profitability and productivity indicators (contribution margin%, gross margin% and production costs in % of revenue) as well as the deployment of automation structures in 2016.

With regard to **account centrality**, the Board took into consideration the transition from a significant part of the business to a new project accounting model going forward. In addition, the Board considered from a quantitative side the growth performance realized by the strategic accounts by more than 5% compared to Group growth.

With regard to **Talent development**, the Board took into account the increase of the number of newly promoted Vice-Presidents and the further improvement in the percentage of women applicant VPs. While underlying an improved management of Group key talents the Board emphasized the fact that the mobility across the Group must progress further.

Overall, for these two components of Mr. Paul Hermelin's variable compensation, the Board of Directors approved the recommendation of the Compensation Committee of an attainment rate of the variable compensation of 114.6%, with 113.2% for the V1 and 116% for the V2.

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Mr. Paul Hermelin's 2015 total compensation therefore breaks down as follows:

Compensation component	Reminder 2014 actual	Theoretical amount	Attainment %	Actual 2015 amount
Fixed	€1,452,000	€1,452,000	N/A	€1,452,000
<i>Variable V1</i>	€587,852	484,000 €	113.23%	€ 584,039
<i>Variable V2</i>	€580,800	484,000 €	116.00%	€561,440
Variable	€1,168,652	€968,000	114.61%	€1,109,479
Total	€2,620,652	€2,420,000	105.85%	€2,561,479

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In addition, it is recalled that the Board of Directors' meeting of July 29, 2015 granted 40,000 performance shares to Mr. Paul Hermelin, representing 3.7% of the total amount granted in 2015. These share grants are subject to the internal and external performance conditions adopted by the Combined Shareholders' Meeting of May 6, 2015. Mr. Paul Hermelin will also be required to hold one third of vested shares until he is no longer a corporate officer.

The 2015 Registration Document, the Management Report and the Report presenting the resolution on the compensation of the executive corporate officer to be submitted to the Combined Shareholders' Meeting of May 18, 2016, will contain a detailed presentation and the determination of Mr. Paul Hermelin's compensation for 2015.

2016 Compensation

Given the increase in Mr. Paul Hermelin's compensation decided in 2013, the Committee – in accordance with the recommendations of the AFEP-MEDEF Code – considered it was not appropriate to increase his theoretical compensation in 2016. The Board of Directors followed the recommendation of the Committee and informed Mr. Hermelin of its decision, which he accepted

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