

Translation for information purpose only. This document is an English-language translation of the notice of meeting (*avis de convocation*) published by Cap Gemini on 7 February 2017. In the event of any differences between this English-language translation and the French *avis de convocation*, the French *avis de convocation* shall prevail.

CAP GEMINI

A *Société Anonyme* established under the laws of the Republic of France

Having a share capital of €1,372,514,120

With its registered office at 11, rue de Tilsitt - 75017 Paris, France

330 703 844 R.C.S. PARIS

Paris, 7 February 2017

Notice of meeting of the holders of bonds issued by Cap Gemini

Second notice

The general meetings of holders of bonds issued by Cap Gemini (« **Cap Gemini** » or the « **Company** ») convened at the Company's registered office, on 7 February 2017, in the context of the conversion of the corporate form of the Company through the adoption of the European company statute, was unable to deliberate on the following agenda, due to lack of quorum.

Consequently, the Board of Directors has decided to convene the general meetings of the holders of such bonds, as listed below, at the Company's registered office located 11 rue de Tilsitt, 75017 Paris, France, on 22 February 2017, at the times referred to below:

Bond issue	ISIN Code	Time of meeting on February 22, 2017 (Paris time)
€500,000,000 0.5 per cent. Notes due 9 November 2021 issued on 9 November 2016	FR0013218138	9.00 a.m.
€1,000,000,000 2.500 per cent. Notes due 1 July 2023 issued on 1 July 2015	FR0012821940	9.30 a.m.
€1,250,000,000 1.750 per cent. Notes due 1 July 2020 issued on 1 July 2015	FR0012821932	10.00 a.m.
€500,000,000 Floating Rate Notes due 2 July 2018 issued on 1 July 2015	FR0012821924	10.30 a.m.

Each meeting of bondholders is convened, on second call, in order to deliberate on the same agenda and on the same draft resolutions as the general meetings convened on first call, as laid down hereafter:

Agenda

- Approval of the conversion of the Company's corporate form through adoption of the European company statute and the Draft Terms of Conversion (as defined below).

- Filing of the documents relating to the meeting.
- Powers.

Draft resolutions

First resolution (*Approval of the conversion of the corporate form of the Company through adoption of the European company statute and the Draft Terms of Conversion (as defined below)*)

The general meeting, acting in accordance with the quorum and majority requirements for bondholders' meetings, having examined:

- the draft terms of the Company's conversion into a European company prepared by the Board of Directors, dated 7 December 2016 and filed with the clerk of the Paris Commercial Court (*greffe du Tribunal de commerce de Paris*) on 9 December 2016, which explain and substantiate the legal and business aspects of the Company's conversion into a European company and which indicate its consequences for the shareholders, the employees and the creditors of the Company (the "**Draft Terms of Conversion**");
- the report of the Board of Directors;
- the report of Mr. Jean-Jacques Dedout, the auditor appointed by order of the President of the Paris Commercial Court (*Président du Tribunal de commerce de Paris*) on 14 December 2016 in the context of the conversion;

After having duly noted that:

- the company meets the conditions required by the provisions of Council Regulation EC No. 2157/2001 of 8 October 2001 on the statute for a European company, and in particular those specified in Articles 2§4 and 37 of the said Regulation, as well as of Article L. 225-245-1 of the French Commercial Code relating to the conversion of French *société anonyme* into an European company;
- the conversion into a European company shall not result in either the winding-up of the Company or in the creation of a new legal entity;
- following the conversion, the Company's corporate name shall be followed by the words "*société européenne*" or the initials "SE";
- the Company's term, its corporate purpose and registered office shall not undergo any change;
- the company's share capital shall remain of the same amount and of the same number of shares with a par value of eight euros each; these shall remain listed on the regulated market of Euronext in Paris;
- the length of the current fiscal year will not undergo any change as a result of the adoption of the European company form and the financial statements of this fiscal year will be prepared, presented and audited according to the conditions defined by the Company's bylaws under its new legal form and the provisions of the French Commercial Code relating to the European company;

- all authorizations and delegations of authority and of powers that have been granted to the Board of Directors of the Company under its current form as a *société anonyme* by any shareholders general meeting of the Company and in force on the date of the Company's registration as a European company, shall *ipso facto* apply to the Board of Directors of the Company under its new legal form as a European company;
- each of the Company's Directors and statutory auditors shall continue to serve the Company for the remaining duration of their terms of office under the same conditions as those applying before the Company's registration in the form of a European company.
- the contemplated conversion of the corporate form of the Company through adoption of the European company statute shall be submitted to the approval of the shareholders general meeting of the Company;
- in accordance with Article 12§2 of the aforementioned Regulation, the Company shall not be registered as a European company unless the procedure relating to employee involvement, as provided for in Articles L. 2351-1 *et seq.* of the French Labor Code, has been completed;

Decides to approve the conversion of the Company's legal form into a European company with a Board of Directors, and to approve the Draft Terms of the Conversion,

Takes note that this conversion of the Company into a European company shall take effect upon the Company's registration as a European company with the Paris Commercial and Companies Registry (*Registre du commerce et des sociétés de Paris*), which shall take place once negotiations relating to employee involvement have been completed and subject to the approval by the shareholders general meeting of the Company of the contemplated conversion of the corporate form through adoption of the European company statute.

Second resolution (*Filing of the documents relating to the Meeting*)

The general meeting, acting in accordance with the quorum and majority requirements for bondholders' meetings, decides that all the documents and reports relating to its notice of meeting, its deliberations and its decisions will be filed at the registered office of the Company.

Third resolution (*Powers*)

The general meeting, acting in accordance with the quorum and majority requirements for bondholders' meetings, authorizes and grants all powers to the representative of the Company to, as the case may be, take any measures and enter into any agreements as necessary in order to implement these resolutions, and to the bearer of a copy or extracts of the minutes recording these resolutions for the purpose of completing any and all legal or administrative formalities.

Conditions to participate in each of the general meetings

Prior formalities to be carried out in order to participate in a general meeting

Each bondholder, regardless of the number of bonds held, have the right to participate in the general meeting of the holders of the bonds it holds.

In accordance with Article R. 228-71 of the French Commercial Code and with the terms and conditions of each of the bond issues, the right of each bondholder to participate in the relevant general meeting will be evidenced by the entries in the books of the relevant authorized account holder in the name of such bondholder on the second business day in Paris preceding the date set for the general meeting at 00.00 a.m., *i.e.*, 20 February 2017 at 00.00 a.m. (Paris Time) (the “**Record Date**”).

To evidence their right, bondholders will be required to deliver an attestation of book entry, dated no later than the Record Date.

To attend a general meeting, this attestation of book entry must be either sent to BNP Paribas Securities Services (contact details below) with a view to obtaining an admission card, or presented on the day of the said general meeting by the bondholder who has not received his admission card.

Bondholders are entitled to assign all or part of their bonds at any time. However, only the bonds recorded at the Record Date give right to the bondholders to participate to a general meeting. If a bondholder assigns its bonds before the Record Date, the Company will invalidate or modify accordingly the attestation of book entry provided to such bondholder by its authorized account holder prior to the Record Date. The relevant authorized account holder shall notify such assignment to the Company with all necessary information.

Voting procedures

Each bondholder or Proxy (as defined below) is entitled to one vote for each bond held or represented by it, it being specified that any bondholder entitled to more than one vote shall not be required to cast all of such votes in the same manner.

Each bondholder has the right to participate in the relevant general meeting in person, by proxy or by correspondence.

In the event a bondholder cannot personally attend the relevant general meeting, he may choose between one of the following possibilities:

1. A bondholder may by executing an instrument in writing, appoint any person by means of a written notification (a “**Proxy**”) to act on its behalf in connection with the general meeting, provided, however, that, in accordance with Articles L. 228-62 and L. 228-63 of the French Commercial Code, a bondholder shall be prohibited from appointing as Proxy certain persons, including, without limitation, the directors, auditors and employees of the Company. The Proxy, together with the attestation of book entry, must be received by 20 February 2017 at the latest.
2. A bondholder may also choose to give proxy to the chairman of the general meeting.
3. If a bondholder wishes to vote on the Resolutions and does not want to attend the general meeting or appoint a Proxy to act on its behalf in accordance with paragraph

1. above, it may vote by correspondence. Mail voting forms, together with attestations of book entry, must be received by 20 February 2017 at the latest.

4. If a bondholder wishes to vote on the resolutions and the bonds it owns are held by a financial intermediary, it must contact such financial intermediary and instruct it to vote in respect of its bonds on its behalf pursuant to the procedures of that custodian.

Information request, proxy and mail voting forms as well as attendance cards are available on request from BNP Paribas Securities Services (contact details below). Proxy or mail voting forms received for a general meeting convened on first call, on 7 February 2017, remain valid for the general meeting convened on second call.

A bondholder having submitted a completed mail voting or proxy form will not be prohibited from assigning all or part of its bonds, provided, however, that if such assignment takes place before the Record Date, the Company will invalidate or modify accordingly such mail voting or proxy form. The relevant authorized account holder shall notify such assignment to the Company with all necessary information.

Quorum and adjournment

In accordance with Articles L. 228-65 and L. 225-98 of the French Commercial Code and the terms and conditions of each of the bonds issues, no quorum shall be required on second convening. Decisions at a general meeting shall be taken by a two-third (2/3) majority of votes held by bondholders attending such Bondholders' general meeting or represented thereat.

Contact details of BNP Paribas Securities Services

BNP Paribas Securities Services,
CTS – Assemblées,
Les Grands Moulins de Pantin,
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France
Email : PARIS_BP2S_CTS_GENERAL_MEETING@bnpparibas.com