

# TEXT OF THE DRAFT RESOLUTIONS

## PROPOSED RESOLUTIONS PRESENTED BY THE BOARD OF DIRECTORS TO THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

### I – RESOLUTIONS PRESENTED AT THE ORDINARY SHAREHOLDERS' MEETING

#### First resolution

##### Approval of the 2004 financial statements

After hearing the following:

- the management report presented by the Board of Directors;
- the general report of the Statutory Auditors on their audit of the financial statements;

the General Shareholders' Meeting hereby approves the financial statements for the year ended December 31, 2004, which show a net loss of €948,714,553.24, and therefore gives discharge to the Board of Directors for its management of Company affairs during the year.

#### Second resolution

##### Approval of the 2004 consolidated financial statements

After hearing the following:

- the Group management report for the year ended December 31, 2004 presented by the Board of Directors;
- the report of the Statutory Auditors on their audit of these consolidated financial statements;

the General Shareholders' Meeting hereby approves the consolidated financial statements for the year ended December 31, 2004, which show a net consolidated loss of €359 million.

#### Third resolution

##### Regulated agreements

After hearing the Statutory Auditors' special report on agreements governed by article L.225-38 of the French Commercial Code (*Code de Commerce*), the General Shareholders' Meeting records that no such agreement has been entered into during the past year.

#### Fourth resolution

##### Results appropriation and treatment of the long-term capital gains reserve

The General Shareholders' Meeting approves the recommendations of the Board of Directors and resolves to deduct from additional paid-in capital both the net loss for the year of €948,714,553.24 and an amount of €41,681,723.70 recorded as a deficit in retained earnings. Therefore, additional paid-in capital will be reduced from €3,203,389,464.52 to €2,212,993,187.58.

The General Shareholders' Meeting approves the recommen-

ation of the Board of Directors not to pay a dividend for 2004. Pursuant to article 243 bis of the French General Tax Code, the General Shareholders' Meeting recalls that no dividend was paid for the previous two years (2003 and 2002) and that a dividend of €0.40 per share was paid on the 125,244,256 shares outstanding at the end of 2001.

Furthermore, the Meeting resolves, pursuant to article 39 of the Amended Finance Act for 2004, to transfer the amount of €61,345,008.61, included as of December 31, 2004 in the "special long-term capital gains reserve" accounts, to the "other reserves" account and to charge to the same account the special 2.5% tax provided for by the said article 39.

#### Fifth resolution

##### Authorization to buy back shares

In accordance with the provisions of articles L.225-209 et seq. of the French Commercial Code and European Regulation No. 2273/2003 of December 22, 2003 come into effect on October 13, 2004, after hearing the report presented by the Board of Directors and the information memorandum approved by the "Autorité des Marchés Financiers" (the "AMF"), the General Shareholders' Meeting authorizes the Board of Directors to buy back the Company's shares on the open market. The related powers may also be delegated by the Board of Directors.

This authorization is given to allow the Company in order of decreasing priority:

- to enter into a share management process with an investment services provider within the scope of a liquidity agreement in accordance with an ethics charter recognized by the AMF;
- to remit the shares thus purchased to holders of securities convertible, redeemable, exchangeable or otherwise exercisable for Cap Gemini SA shares upon exercise of the rights attached thereto, in accordance with the Stock Exchange regulations;
- to award shares to employees and corporate officers (on the terms and by the methods provided for by law), in connection with company stock option plans, plans involving the issue of bonus shares or company savings plans;
- to retain them with a view to remitting them in exchange or payment for potential external growth transactions;
- to possibly cancel the shares thus purchased subject to adoption of the ninth resolution of the Extraordinary Shareholders' Meeting to be held immediately after the Ordinary Shareholders' Meeting.

The transactions described above may be carried out by any method allowed under the applicable laws and regulations, including through the use of derivative instruments and by means of a block purchase or transfer of shares.

The share buybacks may be carried out at any time, except during the suspension periods specified in the General Regulation of the "Autorité des marchés financiers".

The General Shareholders' Meeting resolves that the maximum purchase price may not exceed €50 per share and that, in accordance with the provisions of article L 225-209 of the French Commercial Code, the maximum number of shares that may be acquired under this resolution may not exceed 10% of the Company's issued capital as of December 31, 2004, corresponding to 13,138,317 shares; the total funds invested in the share buybacks may therefore not exceed €656,915,850 (€50 x 13,138,317 shares).

In the case of a capital increase paid up by capitalizing reserves and issuing bonus shares, as well as in the case of a stock-split or reverse stock-split, the above maximum price per share will be adjusted based on the ratio between the number of shares issued and outstanding before and after the transaction.

The General Shareholders' Meetings gives full powers to the Board of Directors, including the power of delegation, to use this authorization to:

- place any and all buy and sell orders and enter into any and all agreements for the keeping of a register of share purchases and sales, in accordance with the Stock Exchange regulations;
- carry out any and all filing and other formalities and generally do whatever is necessary.

The Board of Directors will be required to report to the shareholders in each annual General Shareholders' Meeting on all of the transactions carried out during the year under this authorization.

This authorization is given for a period of 18 months as from the date of this Shareholders' Meeting and replaces the authorization given in the fifth resolution adopted by the Ordinary Shareholders' Meeting of April 29, 2004.

## **Sixth resolution**

### **Appointment of a twelfth Director**

The General Shareholders' Meeting approves the recommendation of the Board of Directors to appoint Daniel Bernard as Director for a term of six years. Daniel Bernard's term of office will therefore expire at the General Shareholders' Meeting called to approve the 2010 financial statements.

## **Seventh resolution**

### **Appointment of a thirteenth Director**

The General Shareholders' Meeting approves the recommendation of the Board of Directors to appoint Thierry de Mont-

brial as Director for a term of six years. Thierry de Montbrials terms of office will therefore expire at the General Shareholders' Meeting called to approve the 2010 financial statements.

## **Eighth resolution**

### **Appointment of a third Non-Voting Director**

The General Shareholders' Meeting approves the recommendation of the Board of Directors to appoint Marcel Roulet as Non-Voting Director for a term of six years. Marcel Roulet's terms of office will therefore expire at the General Shareholders' Meeting called to approve the 2010 financial statements.

## **II – RESOLUTIONS PRESENTED AT THE EXTRAORDINARY SHAREHOLDERS' MEETING**

## **Ninth resolution**

### **Authorization to cancel shares acquired under the buy-back program**

After hearing the report of the Board of Directors and the Statutory Auditors' special report, the General Shareholders' Meeting authorizes the Board of Directors to:

- cancel - in accordance with article L.225-209 of the Commercial Code - on one or several occasions at its sole discretion, all or some of the Cap Gemini shares held by the Company, provided that the aggregate number of shares cancelled in any given period of twenty-four months does not exceed 10% of the Company's capital, and to reduce the capital accordingly;
- charge the difference between the purchase price of the cancelled shares and their par value to additional paid-in capital or any distributable reserves.

The General Shareholders' Meeting gives full powers to the Board of Directors to use the authorization given in this resolution, to amend the bylaws to reflect the new capital and to carry out all necessary formalities. These powers may also be delegated.

This authorization is granted for a period of 24 months as from the date of this Shareholders' Meeting, and replaces the authorization given in the seventh resolution adopted by the Extraordinary Shareholders' Meeting of April 29, 2004.

## **Tenth resolution**

### **Delegation of authority to the Board of Directors to carry out a capital increase by capitalizing reserves**

In accordance with articles L 225-129-2 and L 225-130 of the French Commercial Code, and after hearing the report of the Board of Directors, the General Shareholders' Meeting:

- authorizes the Board of Directors to decide to increase the share capital on one or several occasions by capitalizing additional paid-in capital, reserves, income or other amounts in the

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form of a bonus share issue or by raising the par value of existing shares;

- but decides that, within the scope of this authorization, the nominal amount of the increases in capital by capitalizing reserves may not exceed €1.5 billion.

This delegation of authority is granted for a period of 26 months as from the date of this Shareholders' Meeting.

### **Eleventh resolution**

#### **Delegation of authority to the Board of Directors to issue shares and/or securities convertible, redeemable, exchangeable or otherwise exercisable for new shares of the Company or granting a right to allocation of debt instruments with pre-emptive subscription rights**

In accordance with articles L 225-129-2 and L 228-92 of the French Commercial Code, and after hearing the report of the Board of Directors and the Statutory Auditors' special report, the General Shareholders' Meeting:

- authorizes the Board of Directors to decide, on one or several occasions, on the issue, in France or other countries, of new shares and/or securities convertible, redeemable, exchangeable or otherwise exercisable for shares, immediately and/or in the future, or granting a right to allocation of debt instruments issued by the Company; these securities may be denominated either in euros, or in foreign currencies, or in any monetary unit established by reference to several currencies;
- resolves that the shares and securities issued within the scope of this authorization are subject to the following ceilings:
  - the total nominal amount (excluding the share premium) of capital increases that may thus be carried out by issuing shares or securities convertible, redeemable, exchangeable or otherwise exercisable for shares may not exceed €450 million, to which will be added, where applicable, the additional amount of the shares to be issued in order to preserve the rights of bearers of securities convertible, redeemable, exchangeable or otherwise exercisable for shares as provided for by law;
  - the aggregate amount of the issue of securities convertible, redeemable, exchangeable or otherwise exercisable for shares or granting a right to allocation of debt instruments may not exceed €3 billion;
- resolves that, if the Board of Directors makes use of this delegation of authority, the shareholders will have a pre-emptive right, in proportion to the amount of their shares, to sub-

scribe for issues of shares or securities issued pursuant to this resolution, it being specified that if the subscriptions by shareholders pursuant to their priority rights pro rata to their existing holdings, as well as to any shares not taken up by other shareholders, do not cover the total value of the share issue, the Board of Directors may notably offer all or some of the shares not subscribed to the public, pursuant to the provisions of article L 225-134 of the French Commercial Code;

- gives powers to the Board of Directors to charge the share issuance costs against the related premiums.

This delegation of authority is granted for a period of 26 months as from the date of this Shareholders' Meeting and replaces the delegations of authority given in the fourteenth and sixteenth resolutions adopted by the Extraordinary Shareholders' Meeting of May 7, 2003, and in the eighth, eleventh and thirteenth resolutions adopted by the Extraordinary Shareholders' Meeting of April 29, 2004.

### **Twelfth resolution**

#### **Delegation of authority to the Board of Directors to issue shares and/or securities convertible, redeemable, exchangeable or otherwise exercisable for new shares of the Company or granting a right to allocation of debt instruments without pre-emptive subscription rights**

In accordance with articles L 225-129-2, L 225-135 and L 228-92 of the French Commercial Code, and after hearing the report of the Board of Directors and the Statutory Auditors' special report, the General Shareholders' Meeting:

- authorizes the Board of Directors to decide, on one or several occasions, on the issue, in France or other countries, of new shares and/or securities convertible, redeemable, exchangeable or otherwise exercisable for shares, immediately and/or in the future, or granting a right to the allocation of debt instruments issued by the Company; these securities may be denominated either in euros, or in foreign currencies, or in any monetary unit established by reference to several currencies;
- resolves that, within the scope of this authorization, the total nominal amount (excluding the share premium) of capital increases that may thus be carried out by issuing shares or securities convertible, redeemable, exchangeable or otherwise exercisable for shares may not exceed €300 million and the aggregate amount of the issue of securities convertible, redeemable, exchangeable or otherwise exercisable for shares or granting a right to allocation of debt instruments may not exceed €2 billion;

- resolves to eliminate the shareholders' pre-emptive subscription right to these shares and securities convertible, redeemable, exchangeable or otherwise exercisable for shares to be issued under this delegation of authority, by giving the Board of Directors the power to provide for a priority right for the shareholders to subscribe for said shares pursuant to the provisions of article L 225-135 of the French Commercial Code and to set, in such event, the period for exercising the priority right;
- resolves that the price of the shares, or securities convertible, redeemable, exchangeable or otherwise exercisable for shares, which are issued in accordance with this authorization shall be at least equal to the weighted average price for the company's shares during the three trading days preceding the date on which the price is set. This price may be reduced by a discount of up to 5%;
- gives powers to the Board of Directors to charge the share issuance costs against the related premiums.

This delegation of authority is granted for a period of 26 months as from the date of this Shareholders' Meeting and replaces the delegations of authority given in the fifteenth and seventeenth resolutions adopted by the Extraordinary Shareholders' Meeting of May 7, 2003, and in the ninth and fourteenth resolutions adopted by the Extraordinary Shareholders' Meeting of April 29, 2004.

### **Thirteenth resolution**

#### **Delegation of authority to the Board of Directors to increase the amount of the issues in the scope of options for over-allocation ("Greenshoe" options)**

After hearing the report of the Board of Directors, the General Shareholders' Meeting resolves that, within the scope of the issues decided based on the authorizations granted to the Board of Directors pursuant to the eleventh and twelfth resolutions above, the number of shares to be issued as provided for in the issue may be increased, if demand is high, under the conditions and within the limits provided for by article L 225-135-1 of the French Commercial Code and its implementing decree and within the limit of the ceilings provided for in such resolutions.

### **Fourteenth resolution**

#### **Delegation of authority to the Board of Directors to issue shares and/or securities convertible, redeemable, exchangeable or otherwise exercisable for new shares of the Company or granting a right to allocation of debt instruments as payment for shares tendered to any public exchange offer made by the Company or for contributions in kind to the Company of shares or securities convertible, redeemable, exchangeable or otherwise exercisable for new shares**

In accordance with articles L 225-147, L 225-148, L 225-129 and L 228-92 of the French Commercial Code, and after hea-

ring the report of the Board of Directors and the Statutory Auditors' special report, the General Shareholders' Meeting:

- resolves that the Board of Directors may use the authorization granted to it pursuant to the twelfth resolution above within the limit of the same ceilings, in order to issue shares and/or securities convertible, redeemable, exchangeable or otherwise exercisable for new shares of the Company or granting a right to the allocation of debt instruments as payment for shares tendered to any public exchange offer made by the Company in France or any other country concerning the shares of another company traded on one of the regulated markets set out in the said article L. 225-148;
- delegates to the Board of Directors the powers required to carry out, within a limit of 10% of the Company's current share capital, an issue of shares and/or securities convertible, redeemable, exchangeable or otherwise exercisable for shares or granting the right to allocation of debt instruments, as payment for contributions in kind made to the Company composed of shares or securities convertible, redeemable, exchangeable or otherwise exercisable for new shares, where the provisions of article L 225-148 of the French Commercial Code do not apply;
- notes that existing shareholders of the Company shall not have a pre-emptive right to subscribe to any shares and/or other securities issued pursuant to this authorization, as the exclusive purpose of said issues shall be to provide payment for contributions in kind and to the holders of securities tendered to public exchange offers made by the Company;
- notes that the price of any shares and other securities issued under this authorization shall be set based on the laws applicable to contributions in kind or public exchange offers, and therefore resolves that the rules relating to setting the issue prices of Company shares provided for in the eighth resolution above shall not apply;
- gives powers to the Board of Directors, or a representative duly authorized in accordance with the law, to utilize this authorization and to charge the share issuance costs against the related premiums.

This delegation of authority is granted for a period of 26 months as from the date of this Shareholders' Meeting.

### **Fifteenth resolution**

#### **Authorization granted to the Board of Directors to grant stock options to certain employees and corporate officers of the Company and Group companies**

In accordance with articles L 225-177 et seq. of the French Commercial Code, and after hearing the report of the Board of Directors and the Statutory Auditors' special report, the General Shareholders' Meeting:

- authorizes the Board of Directors to grant, on one or several occasions, to designated beneficiaries among the Company's employees and corporate officers as well as those of certain French or non-French companies or economic interest groups that are related to it under the conditions laid down

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in article L 225-180 of the French Commercial Code, stock options for new shares in the Company, issued in the scope of a capital increase, or options granting the right to purchase existing shares of the Company held by the Company under the conditions laid down by law and the regulations;

- notes that this authorization automatically entails, with respect to the recipients of stock options, the waiver by shareholders of their pre-emptive right to subscribe for the shares to be issued as and when the stock options are exercised;
- resolves that, if stock options are granted for the purchase of shares of the Company, the purchase price for the existing shares may not be less than the average of the opening prices quoted for the Company's shares over the twenty trading days preceding the date of their allocation by the Board of Directors, or less than the average purchase price for the shares held by the Company pursuant to articles L 225-208 and L 225-209 of the French Commercial Code;
- notes that, in the event of transactions carried out by the Company governed by article L 225-181 of the French Commercial Code, an adjustment shall be made to the subscription or purchase price and the number of shares covered by options without this adjustment leading to a decrease in the subscription price to below the par value of the share;
- gives powers to the Board of Directors to establish, in compliance with the applicable laws and regulations and the provisions of this resolution, all the terms and conditions for the allocation of stock options and the exercise of such options and, in particular, to:
  - designate the beneficiaries of the different kinds of stock options;
  - set the prices for the subscription of the new shares or the purchase of existing shares, the period or periods for exercise of the options during the term of validity of the options that may not exceed six years;
  - stipulate, where applicable, a ban on resale of all or some of the shares subscribed or acquired through the exercise of the options for a time period which may not exceed three months as from the date of exercise of the option;
  - where applicable, set the periods of temporary suspension of the exercise of the options, as required by certain financial transactions;
  - note the capital increases resulting from the exercise of stock options; amend the by-laws accordingly; carry out all formalities, directly or via a duly authorized representative;
  - more generally, take all appropriate measures and do whatever is necessary;
- resolves finally that, without prejudice to the impact of the adjustment referred to above, the total number of shares

underlying the options granted pursuant to this authorization may not exceed 6,000,000.

This authorization is granted for a period of 38 months as from the date of this Shareholders' Meeting, and replaces the authorization given in the twenty-fourth resolution adopted by the Extraordinary Shareholders' Meeting of May 23, 2000.

### Sixteenth resolution

#### **Authorization granted to the Board of Directors to allocate existing free shares or free shares to be issued to certain employees and corporate officers of the Company and Group companies**

In accordance with articles L 225-197-1 et seq. of the French Commercial Code, and after hearing the report of the Board of Directors and the Statutory Auditors' special report, the General Shareholders' Meeting:

- authorizes the Board of Directors to make, on one or several occasions, allocations of existing bonus shares of the Company or bonus shares to be issued, to employees or corporate officers of the Company and/or companies or economic interest groups that are related to it under the conditions set out in article L 225-197-2 of the French Commercial Code or certain categories of such employees or corporate officers;
- resolves that, without prejudice to the effect of the adjustments mentioned below, the total number of bonus shares allocated may not exceed 2,000,000 shares;
- resolves that the allocation of the shares to their beneficiaries shall only be definitive at the end of a vesting period of 2 years as from the allocation of such shares by the Board of Directors;
- sets the minimum period for retention of the shares by their beneficiaries at 2 years as from their definitive allocation;
- gives powers to the Board of Directors to implement this authorization, and in particular:
  - to define the terms and conditions for the issue and, where necessary, the criteria for allocating the shares and defining the beneficiaries thereof;
  - to decide, in the event that transactions are carried out during the vesting period that affect the Company's issued capital, whether or not to adjust the number of the shares allocated in order to protect the rights of the beneficiaries and, if appropriate, define the terms and conditions of such adjustment;
  - to draw any amount from the reserves and/or additional paid-in capital of the Company in order to carry out the capital increase or increases following the definitive allocations of shares to be issued, to set the entitlement dates

- applicable to the new shares, to note the capital increase or increases carried out pursuant to this authorization, and to amend the by-laws accordingly;
- to carry out all formalities and, more generally, to do whatever is necessary.

This authorization is granted for a period of 38 months as from the date of this General Shareholders' Meeting.

## Seventeenth resolution

### **Delegation of authority to the Board of Directors to decide whether an employee share issue should take place by offering shares for subscription by Group employees participating in a Company Savings Plan (PEE) to be set up at that time**

In accordance with articles L 225-129-6 and L 225-138 of the French Commercial Code and articles L.433-1 et seq. of the French Labor Code, and after hearing the report of the Board of Directors and the Statutory Auditors' special report, the General Shareholders' Meeting:

- authorizes the Board of Directors to decide whether an employee share issue should take place by offering shares for subscription by Group employees participating in a Company Savings Plan (PEE) to be set up at that time, particularly if the Board decides to use the authorizations granted in the tenth, eleventh, twelfth, fifteenth and sixteenth resolutions above;
- resolves that any employee share issue carried out in accordance with this authorization may not represent more than 3,500,000 new shares;
- resolves that the issue price of the new shares, determined in accordance with the provisions of article L.443-5 of the French Labor Code, may neither be higher than the average of the opening prices quoted for the Company's shares on the Paris Stock Exchange over the twenty trading days preceding the date of the decision by the Board of Directors or the Chief Executive Officer setting the opening date for the subscription period, nor more than 20% lower than the said average;
- notes that this authorization automatically entails the waiver by the shareholders of their pre-emptive right to subscribe for the shares to be offered to employees for subscription;
- gives powers to the Board of Directors, or a representative duly authorized in accordance with the law, under the conditions and within the limits provided for above, to:
  - decide whether the shares should be directly subscribed by the employees concerned or through a corporate mutual fund (FCPE) or an employee share ownership mutual fund (SICAVAS);

- draw up the list of beneficiaries;
- set the opening and closing dates of the subscription period and the issue price of the shares, as well as the payment period;
- set the number of new shares to be issued and the applicable rules in the event of oversubscription;
- charge the share issuance costs against the related premiums; and more generally do whatever is necessary.

This delegation of authority is granted for a period of 18 months as from the date of this Shareholders' Meeting and replaces the delegation of authority given in the tenth resolution adopted by the Extraordinary Shareholders' Meeting of April 29, 2004.

## Eighteenth resolution

### **General ceiling on financial authorizations**

After hearing the report of the Board of Directors, the General Shareholders' Meeting resolves that the total amount of share issues that may be carried out pursuant to the authorizations given to the Board of Directors in the eleventh, twelfth, thirteenth and fourteenth resolutions above shall be as follows:

- the total nominal amount (excluding the share premium) of capital increases that may thus be carried out by issuing shares or securities convertible, redeemable, exchangeable or otherwise exercisable for shares may not exceed €450 million, to which will be added, where applicable, the additional amount of the shares to be issued in order to protect the rights of bearers of securities convertible, redeemable, exchangeable or otherwise exercisable for shares as provided for by law, it being specified that this limit will not apply to capital increases by capitalizing additional paid-in capital, reserves, income or other amounts;
- the aggregate amount of the issue of securities convertible, redeemable, exchangeable or otherwise exercisable for shares or granting a right to allocation of debt instruments may not exceed €3 billion.

## Nineteenth resolution

### **Powers to carry out formalities**

The General Shareholders' Meeting 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.