

Decisions of the Board of Directors on the strengthening of the share buyback program, the Audit Committee and the legal form of the Company

Paris, December 8, 2016 – The Board of Directors of Cap Gemini SA, the parent company of the Capgemini group, met on December 7, 2016 and decided to strengthen the Company's share buyback program, to appoint Mr. Xavier Musca as Chairman of the Audit Committee and to launch the process of changing the legal form of the Company to a "European company" (*Societas Europaea*).

STRENGTHENING OF THE SHARE BUYBACK PROGRAM

As part of the active management of the share capital, the Board of Directors has decided to increase the Company's multi-year share buyback program by €500 million.

The Group has already used €250 million out of the initial buyback program of €600 million approved in February 2016. The terms of this buy-back program fall within the scope of the authorization granted by the Shareholders' Meeting of May 18, 2016 or of any subsequent authorization.

CHAIRMAN OF THE AUDIT COMMITTEE

Mr Yann Delabrière, director since 2004 and Chairman of the Audit Committee, announced to the Board of Directors he wished to offer his resignation from his office as Chairman of the Audit Committee given the new provisions of the AFEP-MEDEF code relative to the independence of directors. Mr. Delabrière undertook to assist the Audit Committee for a transition period, at least until the approval of the accounts for the year ended December 31, 2016.

The Board of Directors, after warmly thanking Mr. Delabrière for the work accomplished during the last years as Chairman of the Audit Committee, decided to appoint Mr. Xavier Musca as the new Chairman of the Audit Committee with immediate effect. Mr. Musca has been a director of the Company since May 7, 2014 and a member of the Audit Committee since that date.

LEGAL FORM OF A EUROPEAN COMPANY

The Board of Directors of Cap Gemini SA proposes to change the legal form of the Company to a "European Company" (*Societas Europaea*, SE) to reflect the international and European dimension of the Group.

This new legal form would better reflect the reality of the Group, which is both firmly international, with a presence in over 40 countries, and deeply rooted in Europe. Founded in 1967 in Grenoble, France, the Company expanded internationally from the outset, with the Group present in 21 European countries by 1975. The Capgemini Group is a global leader in consulting and IT services; it is a leading multi-cultural group, with over 120 nationalities represented worldwide.

With this plan to become an SE, the Company would adopt a legal form common to all European Union countries, where the Group generates 60% of its revenues (including the United Kingdom and Ireland) and has around one-third of its headcount at September 30, 2016. This legal form, which is being increasingly adopted by European companies and companies listed on the Paris stock market, is consistent with the economic reality of the Group and its market. The Company would retain its registered office and corporate headquarters in Paris. The governance, business activities, organizational structure, tax regime and shareholding structure of the Group would remain unchanged. The Company's shares would continue to be listed on the Paris stock exchange without any change. The conversion of the Company would lead to a change in its legal form without reducing the current rights of the shareholders.

This conversion would only affect the Group's parent company, Cap Gemini SA. The individual and collective rights of Group employees, employed by subsidiaries of the Company, would not be affected. In particular, employment contracts and collective employee agreements would not be modified. This change in legal form would require the creation of a Special Negotiating Body, composed of representatives of employees of the various Member States of the European Economic Area, whose task would be to negotiate the status of the future European Works Council.

In order to align its corporate name with that of the Group, the Company's name would change from "Cap Gemini" to "Capgemini" at the time of this conversion.

The proposed conversion into a European company would enter into effect after approval by the Shareholders' Meeting to be held on May 10, 2017.

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