

CAP GEMINI

Limited liability company (*Société Anonyme*) with a share capital of €1,282,542,544
Registered office: 11, rue de Tilsitt, Paris, 75017
330 703 844 RCS PARIS

NOTICE OF SHAREHOLDERS' MEETING

The shareholders of Cap Gemini will be invited to attend the Combined Shareholders' Meeting on **Wednesday, May 7, 2014 at 10 a.m. (convened on first notice)**, at Pavillon d'Armenonville, Allée de Longchamp, Bois de Boulogne, Paris, 75016, to deliberate on the following agenda and draft resolutions:

AGENDA

RESOLUTIONS PRESENTED AT THE ORDINARY SHAREHOLDERS' MEETING

- Review and approval of the 2013 Company financial statements.
- Review and approval of the 2013 consolidated financial statements.
- Regulated agreements.
- Net income appropriation and dividend.
- Advisory vote on the components of compensation due or awarded in respect of fiscal year 2013 to Mr. Paul Hermelin, Chairman and Chief Executive Officer.
- Renewal of the term of office of a principal statutory auditor.
- Renewal of the term of office of a principal statutory auditor.
- Appointment of a new substitute statutory auditor.
- Appointment of a new substitute statutory auditor.
- Ratification of the appointment of Mrs. Anne Bouverot as a director.
- Renewal of the term of office as director of Mr. Serge Kampf.
- Renewal of the term of office as director of Mr. Paul Hermelin.
- Renewal of the term of office as director of Mr. Yann Delabrière.
- Renewal of the term of office as director of Mrs. Laurence Dors.
- Renewal of the term of office as director of Mr. Phil Laskawy.
- Appointment of Mr Xavier Musca as a director.
- Renewal of the term of office as director of Mr. Bruno Roger.
- Appointment of Mrs Caroline Watteeuw-Carlisle as a director.

- Authorization to the Board of Directors, for a period of 18 months, to enable the Company to buy back its own shares within the limit of a number of shares equal to a maximum of 10% of the share capital, a total maximum amount of €1,100 million and a maximum purchase price of €75 per share.

RESOLUTIONS PRESENTED AT THE EXTRAORDINARY SHAREHOLDERS' MEETING

- Authorization to the Board of Directors, for a period of 24 months, to cancel shares held or that will be held by the Company under the share buyback programs and to reduce the share capital accordingly.
- Delegation of authority to the Board of Directors, for a period of 26 months, to increase the share capital by a maximum amount of €1.5 billion by capitalizing additional paid-in capital or reserves.
- Setting of general ceilings on the delegations of authority resulting from the following seven resolutions.
- Delegation of authority to the Board of Directors, for a period of 26 months, to issue, with pre-emptive subscription rights, ordinary shares and/or securities granting access to the Company's share capital or granting a right to allocation of debt instruments.
- Delegation of authority to the Board of Directors, for a period of 26 months, to issue, by way of a public offering with cancellation of pre-emptive subscription rights, ordinary shares and/or securities granting access to the Company's share capital or granting a right to allocation of debt instruments.
- Delegation of authority to the Board of Directors, for a period of 26 months, to issue, by way of a private placement with cancellation of pre-emptive subscription rights, ordinary shares and/or securities granting access to the Company's share capital or granting a right to allocation of debt instruments.
- Authorization to the Board of Directors, for a period of 26 months, on the issue of ordinary shares or securities granting access to the Company's share capital with cancellation of pre-emptive subscription rights, to set the issue price in accordance with the terms set by the Shareholders' Meeting, up to a maximum of 10% of the share capital by 12-month period.
- Delegation of authority to the Board of Directors, for a period of 26 months, to increase the number of securities to be issued in the event of a share capital increase with or without pre-emptive subscription rights and with a "green shoe" option, where subscription requests exceed the number of securities on offer.
- Delegation of authority to the Board of Directors, for a period of 26 months, to issue ordinary shares or securities granting access to the Company's share capital in consideration for contributions in kind to the Company of shares or securities granting access to share capital, up to a maximum of 10% of the share capital.
- Delegation of authority to the Board of Directors to issue ordinary shares and/or securities granting access to the Company's share capital or, provided that the first security is a share, granting a right to allocation of debt instruments in consideration for shares tendered to any public exchange offer made by the Company.
- Delegation of powers to the Board of Directors, for a period of 26 months, to issue ordinary shares and/or securities granting access to the Company's share capital, with cancellation of pre-emptive subscription rights, to members of Capgemini Group savings plans up to a maximum amount of €48 million and at a price set in accordance with the provisions of the Labor Code.

- Delegation of powers to the Board of Directors, for a period of 18 months, to perform a share capital increase with cancellation of pre-emptive subscription rights, in favor of employees of certain non-French subsidiaries at terms and conditions comparable to those offered pursuant to the preceding resolution.
- Amendment of paragraph 2) Article 11 of the bylaws on the minimum number of shares to be held by each director.
- Powers to carry out formalities.

DRAFT RESOLUTIONS

RESOLUTIONS PRESENTED AT THE ORDINARY SHAREHOLDERS' MEETING

FIRST RESOLUTION

Review and approval of the 2013 Company financial statements

The Combined Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings and after having read:

- the management report of the Board of Directors,
 - the Chairman's report, and
 - the Statutory Auditors' report on their audit of the Company financial statements,
- approves the Company financial statements for the year ended December 31, 2013, showing net profit for the year of €164,838,526.58.

SECOND RESOLUTION

Review and approval of the 2013 consolidated financial statements

The Combined Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings and after having read:

- the Group management report of the Board of Directors for 2013, and
 - the Statutory Auditors' report on the consolidated financial statements,
- approves the consolidated financial statements for the year ended December 31, 2013, showing net profit for the Group of €442 million.

THIRD RESOLUTION

Regulated agreements

The Combined Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings and after having read the Statutory Auditors' special report on regulated agreements governed by Article L.225-38 of the French Commercial Code (*Code de commerce*), records that no such agreement has been entered into during the past year.

FOURTH RESOLUTION
Net income appropriation and dividend

The Combined Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings, approves the recommendations of the Board of Directors to appropriate the profit for the year ended December 31, 2013 as follows:

| | |
|--|--------------------------------|
| • net profit for the year | €164,838,526.58 |
| • no allocation to the legal reserve as it is fully funded | |
| i.e. a balance of: | €164,838,526.58 |
| • retained earnings of previous years: | €495,666,917.20 |
| i.e. distributable earnings of: | €660,505,443.78 |
| • allocated to: | |
| - payment of a dividend of €1.10 per share | €176,349,599.80 ⁽¹⁾ |
| - retained earnings for the balance | €484,155,843.98 |
| giving a total of: | €660,505,443.78 |

(1) The total amount of the distribution is calculated based on the number of shares ranking for dividends at December 31, 2013, i.e. 160,317,818 shares, and could therefore change if this number varies between January 1, 2014 and the ex-dividend date.

It should be noted that the dividend, set at €1.10 per share, will be fully eligible for the 40% tax rebate referred to in Article 158.3.2 of the French Tax Code (*Code Général des Impôts*).

The ex-dividend date will be May 16, 2014 and the dividend will be payable from May 21, 2014. If, at the time of payment of the dividend, the Company holds some of its own shares, the dividend for these shares will be added to retained earnings.

Pursuant to Article 243 bis of the French Tax Code, dividends paid over the past three fiscal years were as follows: €162,055,362 for 2012 (€1 per share); €155,770,362 for 2011 (€1 per share) and €155,770,362 for 2010 (€1 per share). All of these dividends were fully eligible for the 40% tax rebate set out in Article 158.3.2 of the French Tax Code.

FIFTH RESOLUTION

Advisory vote on the components of compensation due or awarded in respect of fiscal year 2013 to Mr. Paul Hermelin, Chairman and Chief Executive Officer

The Combined Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings, issues a favorable opinion on the components of compensation due or awarded in respect of fiscal year 2013 to Mr. Paul Hermelin, Chairman and Chief Executive Officer, as presented in the schedule entitled "Components of compensation due or awarded in respect of fiscal year 2013 to Mr. Paul Hermelin, Chairman and Chief Executive Officer, subject to shareholder advisory vote" in the Management Report appearing in the 2013 Reference Document of Cap Gemini.

SIXTH RESOLUTION

Renewal of the term of office of a principal statutory auditor

At the recommendation of the Board of Directors, the Combined Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings, renews for a six-year period the term of office as principal statutory auditor of PricewaterhouseCoopers Audit, whose registered office is located at 63, rue de Villiers, Neuilly-sur-Seine (92208), expiring today. This new term of office will therefore expire at the close of the Ordinary Shareholders' Meeting held to approve the financial statements for the year ending December 31, 2019.

SEVENTH RESOLUTION

Renewal of the term of office of a principal statutory auditor

At the recommendation of the Board of Directors, the Combined Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings, renews for a six-year period the term of office as principal statutory auditor of KPMG SA, whose registered office is located at 3, cours du Triangle, Paris–La Défense Cedex (92939), expiring today. This new term of office will therefore expire at the close of the Ordinary Shareholders' Meeting held to approve the financial statements for the year ending December 31, 2019.

EIGHTH RESOLUTION

Appointment of a new substitute statutory auditor

At the recommendation of the Board of Directors, the Combined Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings, appoints as substitute statutory auditor for PricewaterhouseCoopers Audit and for the latter's term of office, Mr. Jean-Christophe Georghiou, residing 63, rue de Villiers, Neuilly-sur-Seine (92208), to replace Mr. Etienne Boris.

NINTH RESOLUTION

Appointment of a new substitute statutory auditor

At the recommendation of the Board of Directors, the Combined Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings, appoints as substitute statutory auditor for KPMG SA and for the latter's term of office, KPMG Audit I.S. SAS, 3, cours du Triangle Immeuble Le Palatin Paris La Défense Cedex (92939), to replace Mr. Bertrand Vialatte.

TENTH RESOLUTION

Ratification of the appointment of Mrs. Anne Bouverot as a director

At the recommendation of the Board of Directors, the Combined Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings, ratifies the provisional appointment of Mrs. Anne Bouverot as a director by the Board of Directors on October 8, 2013 to replace Mr. Bernard Liautaud, who resigned from his directorship. This new term of office will therefore expire at the close of the Ordinary Shareholders' Meeting held to approve the financial statements for the year ending December 31, 2016.

ELEVENTH RESOLUTION

Renewal of the term of office as director of Mr. Serge Kampf

At the recommendation of the Board of Directors, the Combined Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings, renews for a four-year period the term of office as director of Mr. Serge Kampf, which expires at the close of this meeting. This new term of office will therefore expire at the close of the Ordinary Shareholders' Meeting held to approve the financial statements for the year ending December 31, 2017.

TWELFTH RESOLUTION

Renewal of the term of office as director of Mr. Paul Hermelin

At the recommendation of the Board of Directors, the Combined Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings, renews for a four-year period the term of office as director of Mr. Paul Hermelin, which expires at the close of this meeting. This new term of office will therefore expire at the close of the Ordinary Shareholders' Meeting held to approve the financial statements for the year ending December 31, 2017.

THIRTEENTH RESOLUTION

Renewal of the term of office as director of Mr. Yann Delabrière

At the recommendation of the Board of Directors, the Combined Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings, renews for a four-year period the term of office as director of Mr. Yann Delabrière, which expires at the close of this meeting. This new term of office will therefore expire at the close of the Ordinary Shareholders' Meeting held to approve the financial statements for the year ending December 31, 2017.

FOURTEENTH RESOLUTION

Renewal of the term of office as director of Mrs. Laurence Dors

At the recommendation of the Board of Directors, the Combined Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings, renews for a four-year period the term of office as director of Mrs. Laurence Dors, which expires at the close of this meeting. This new term of office will therefore expire at the close of the Ordinary Shareholders' Meeting held to approve the financial statements for the year ending December 31, 2017.

FIFTEENTH RESOLUTION

Renewal of the term of office as director of Mr. Phil Laskawy

At the recommendation of the Board of Directors, the Combined Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings, renews for a four-year period the term of office as director of Mr. Phil Laskawy, which expires at the close of this meeting. This new term of office will therefore expire at the close of the Ordinary Shareholders' Meeting held to approve the financial statements for the year ending December 31, 2017.

SIXTEENTH RESOLUTION

Appointment of Mr. Xavier Musca as a director

At the recommendation of the Board of Directors, the Combined Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings, appoints Mr. Xavier Musca as a director for a four-year period. This term of office will therefore expire at the close of the Ordinary Shareholders' Meeting held to approve the financial statements for the year ending December 31, 2017.

SEVENTEENTH RESOLUTION

Renewal of the term of office as director of Mr. Bruno Roger

At the recommendation of the Board of Directors, the Combined Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings, renews for a four-year period the term of office as director of Mr. Bruno Roger, which expires at the close of this meeting. This new term of office will therefore expire at the close of the Ordinary Shareholders' Meeting held to approve the financial statements for the year ending December 31, 2017.

EIGHTEENTH RESOLUTION

Appointment of Mrs. Caroline Watteuw-Carlisle as a director

At the recommendation of the Board of Directors, the Combined Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings, appoints Mrs. Caroline Watteuw-Carlisle as a director for a four-year period. This term of office will therefore expire at the close of the Ordinary Shareholders' Meeting held to approve the financial statements for the year ending December 31, 2017.

NINETEENTH RESOLUTION

Authorization to the Board of Directors, for a period of 18 months, to enable the Company to buy back its own shares within the limit of a number of shares equal to a maximum of 10% of the share capital, a maximum amount of €1,100 million and a maximum purchase price of €75 per share

In accordance with Articles L. 225-209 *et seq.* of the French Commercial Code and with European Commission Regulation No. 2273/2003 of December 22, 2003, the Combined Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings and after having read the Board of Directors' report, authorizes the Company – for the reasons and subject to the terms and conditions detailed below – to purchase or arrange the purchase of its own shares.

This authorization is given to allow the Company, if required, to:

- manage the secondary market and share liquidity through an investment services provider within the scope of a liquidity agreement in accordance with the AMAFI ethics charter recognized by the AMF (French Financial Markets Authority),
- grant or sell shares thus purchased to employees and/or corporate officers (on the terms and by the methods provided by law), in particular in connection with a plan involving the grant of shares without consideration, a company savings plan or an international employee share ownership plan,
- remit the shares thus purchased to holders of securities granting access to the Company's share capital upon exercise of the rights attached thereto, in accordance with applicable regulations,
- purchase shares to be retained with a view to remitting them in the future in exchange or payment for potential external growth transactions,
- cancel the shares thus purchased.

This program is also intended to enable the implementation of any market practice authorized in the future by the AMF and, more generally, the performance of all other transactions complying with applicable regulations.

The acquisition, disposal and transfer transactions described above may be carried out by any method in accordance with applicable laws and regulations - including through the use of derivative instruments or by means of a block purchase or transfer of shares – and be carried out at any time, except during public offerings for Company shares.

The Combined Shareholders' Meeting:

- resolves that the total amount of purchases may not exceed €1.1 billion and that the maximum unit purchase price may not exceed €75 per share with a par value of €8. In the event of a share capital increase paid up by capitalizing additional paid-in capital, reserves, profit or other amounts in the form of allocating shares to shareholders without consideration during the period of validity of this authorization (as well as in the event of a stock-split or reverse stock-split), the Combined Shareholders' Meeting delegates to the Board of Directors the power to adjust, where necessary, the aforementioned maximum unit price to take account of the impact of these transactions on the share value;
- resolves that the maximum number of shares that may be acquired under this resolution may not exceed 10% of the Company's share capital at any time. It is specified, however, that:
 - within the context of this authorization, the number of treasury shares should be taken into account to ensure that the Company does not own, at any time, over 10% of the number of shares issued and outstanding at that date;
 - the number of treasury shares to be tendered in payment or exchange in the context of a merger, de-merger or contribution may not exceed 5% of the share capital; and
 - when shares are bought back to encourage liquidity under the conditions defined in the General Regulations of the AMF, the number of shares taken into account in the calculation of the 10% limit is the number of shares purchased, less the number of shares sold during the authorization period.

The Combined Shareholders' Meeting gives full powers to the Board of Directors (including the power of sub-delegation subject to applicable law) to:

- decide and implement this authorization;
- set the terms and conditions ensuring the preservation, where necessary, of the rights of holders of securities granting access to the Company's share capital or performance share allotment rights in accordance with legal, regulatory and contractual provisions;
- place any and all buy and sell orders and enter into any and all agreements, in accordance with applicable regulations;
- carry out any and all filings and other formalities, in particular the keeping of registers of share purchases and sales, and generally do whatever is necessary.

The Board of Directors will detail in its annual report to the Combined Shareholders' Meeting all transactions carried out under this authorization, which is given for a period of 18 months as from the date of this Shareholders' Meeting and supersedes the authorization given in the eighth resolution adopted by the Combined Shareholders' Meeting of May 23, 2013.

II RESOLUTIONS PRESENTED AT THE EXTRAORDINARY SHAREHOLDERS' MEETING

TWENTIETH RESOLUTION

Authorization to the Board of Directors, for a period of 24 months, to cancel shares held or that will be held by the Company under the share buyback programs and to reduce the share capital accordingly

In accordance with Article L. 225-209 of the French Commercial Code, the Combined Shareholders' Meeting, voting in accordance with quorum and majority rules for Extraordinary Shareholders' Meetings, and after having read the Board of Directors' report and the Statutory Auditors' special report, authorizes the Board of Directors to cancel, on one or several occasions at its sole discretion, all or some of the Company's shares held by it (the Company) pursuant to Article 225-209, provided that the aggregate number of shares cancelled in any given period of 24 months does not exceed 10% of the Company's share capital adjusted for any transactions performed after the date of this Combined Shareholders' Meeting and to reduce the share capital accordingly.

The Combined Shareholders' Meeting gives full powers to the Board of Directors to use the authorization given in this resolution, deduct from additional paid-in capital or any distributable reserves the difference between the purchase price of the cancelled shares and their par value, allocate the portion of the legal reserve that becomes available as a result of the capital reduction, amend the bylaws and carry out all necessary formalities.

This authorization is granted for a period of 24 months as from the date of this Shareholders' Meeting and supersedes the authorization given in the ninth resolution adopted by the Combined Shareholders' Meeting of May 23, 2013.

TWENTY-FIRST RESOLUTION

Delegation of authority to the Board of Directors, for a period of 26 months, to increase the share capital by a maximum amount of €1.5 billion by capitalizing additional paid-in capital or reserves

In accordance with Articles L. 225-129, L. 225-129-2 and L. 225-130 of the French Commercial Code, the Combined Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings and after having read the Board of Directors' report:

- delegates to the Board of Directors the authority to decide one or more share capital increases by capitalizing additional paid-in capital, reserves, profit or other amounts in the form of allocating shares without consideration or raising the par value of existing shares, or by using such two methods jointly;
- resolves that, within the scope of this authorization, the par value amount of share capital increases by capitalizing reserves may not exceed €1.5 billion, this ceiling being increased, where applicable, by the par value amount of shares to be issued to preserve the rights of holders of securities granting access to the Company's share capital or performance share allotment rights;
- authorizes the Board of Directors, with the power of sub-delegation, to implement this authorization in accordance with the conditions set by law and, in particular, to decide that fractional rights will not be transferable, that the corresponding shares will be sold and that the proceeds from the sale will be allocated to the holders of such rights, to make all necessary adjustments to take account of the impact of this transaction and to determine all other conditions ensuring the preservation, where applicable, of the rights of holders of securities granting access to the Company's share capital or performance share allotment rights.

This authorization is granted for a period of 26 months as from the date of this Shareholders' Meeting and supersedes the authorization given in the eleventh ordinary resolution adopted by the Combined Shareholders' Meeting of May 24, 2012.

TWENTY-SECOND RESOLUTION

Setting of general ceilings on the delegations of authority resulting from the following seven resolutions

The Combined Shareholders' Meeting, voting in accordance with quorum and majority rules for Extraordinary Shareholders' Meetings, and after having read the Board of Directors' report, resolves to set as follows:

- the total amount of share issues with, without or with cancellation of shareholders' pre-emptive subscription rights that may be carried out pursuant to the authorizations given to the Board of Directors in the seven resolutions hereafter: twenty-third, twenty-fourth, twenty-fifth, twenty-sixth, twenty-seventh, twenty-eighth and twenty-ninth resolutions:
 - the total par value amount (excluding share premiums) of share capital increases that may thus be carried out by issuing shares or securities granting access to the Company's share capital may not exceed €500 million (approximately 39% of the share capital at December 31, 2013), to which will be added, where applicable, the par value of the shares to be issued to preserve the rights of holders of securities granting access to the Company's share capital or performance share allotment rights, it being specified that this limit will not apply to share capital increases by capitalizing additional paid-in capital, reserves, profit or other amounts. In the case of a share capital increase by capitalizing additional paid-in capital, reserves, profit or other amounts in the form of allocating shares without consideration during the period of validity of these delegations of authority, the maximum par value amount (excluding share premiums) referred to above will be adjusted based on the ratio between the number of shares issued and outstanding before and after the transaction,
 - the total nominal amount of debt instruments authorized on the issue of securities granting access to the Company's share capital or granting a right to allocation of debt instruments, may not exceed €4.5 billion.
- the total amount of share issues without or with cancellation of pre-emptive subscription rights that may be carried out pursuant to the authorizations given to the Board of Directors in the six resolutions hereafter: twenty-fourth, twenty-fifth, twenty-sixth, twenty-seventh, twenty-eighth and twenty-ninth resolutions:
 - the total par value amount (excluding share premiums) of share capital increases that may thus be carried out by issuing shares or securities granting access to the Company's share capital may not exceed €125 million (approximately 10% of the share capital at December 31, 2013), to which will be added, where applicable, the par value of the shares to be issued to preserve the rights of holders of securities granting access to the Company's share capital or performance share allotment rights, it being specified that this limit will not apply to share capital increases by capitalizing additional paid-in capital, reserves, profit or other amounts. In the case of a share capital increase by capitalizing additional paid-in capital, reserves, profit or other amounts in the form of allocating shares without consideration during the period of validity of these delegations of authority, the maximum par value amount (excluding share premiums) referred to above will be adjusted based on the ratio between the number of shares issued and outstanding before and after the transaction,
 - the total nominal amount of debt instruments authorized on the issue of securities granting access to the Company's share capital or granting a right to allocation of debt instruments, may not exceed €1.25 billion.

TWENTY-THIRD RESOLUTION

Delegation of authority to the Board of Directors, for a period of twenty-six months, to issue, with pre-emptive subscription rights, ordinary shares and/or securities granting access to the Company's share capital or granting a right to allocation of debt instruments

In accordance with Articles L. 225-129, L. 225-129-2, L. 225-132, L. 228-92 and L. 228-93 of the French Commercial Code, the Combined Shareholders' Meeting, voting in accordance with quorum and majority rules for Extraordinary Shareholders' Meetings, and after having read the Board of Directors' report and the Statutory Auditors' special report:

- delegates to the Board of Directors the authority to issue, on one or several occasions, in such proportions and at such times and by the methods and on the terms that it deems fit, in France and/or other countries, in euros or any other currency or unit of account established by reference to several currencies, ordinary shares of the Company and/or securities granting access to the Company's share capital, immediately and/or in the future, or granting a right to the allocation of debt instruments issued by the Company,
- resolves that the shares and securities issued within the scope of this authorization will be subject to the following ceilings, in addition to the general ceilings set in indent one of the twenty-second resolution:
 - the total par value amount (excluding share premiums) of share capital increases that may thus be carried out by issuing shares or securities granting access to the Company's share capital may not exceed €500 million (approximately 39% of the share capital at December 31, 2013), to which will be added, where applicable, the par value of the shares to be issued to preserve the rights of holders of securities granting access to the Company's share capital or performance share allotment rights. In the case of a share issue by capitalizing additional paid-in capital, reserves, profit or other amounts in the form of allocating shares without consideration during the period of validity of this delegation of authority, the maximum par value amount (excluding share premiums) referred to above will be adjusted based on the ratio between the number of shares issued and outstanding before and after the transaction,
 - the total nominal amount of debt instruments authorized on the issue of securities granting access to the Company's share capital or granting a right to allocation of debt instruments, may not exceed €4.5 billion;
- resolves that, if the Board of Directors makes use of this delegation of authority:
 - shareholders will have a pre-emptive right and may subscribe, pursuant to their priority rights, for ordinary shares and securities issued pursuant to this resolution in proportion to the number of shares held by them, and the Board of Directors is authorized to establish pre-emptive subscription rights for excess shares and to provide for an extension clause exclusively aimed at satisfying pre-emptive subscription orders for excess shares that could not be satisfied,
 - if 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 amount of the share issue, the Board of Directors may implement, in the order it determines, some or all of the options offered by Article L. 225-134 of the French Commercial Code and particularly offer to the public all or some of the shares not subscribed;
- resolves that share subscription warrants may also be issued without consideration to holders of existing shares pursuant to this authorization and that the Board of Directors may decide that fractional rights may not be traded or transferred and that the corresponding shares will be sold;
- authorizes the Board of Directors, with the power of sub-delegation, to implement this authorization in accordance with the conditions set by law and, in particular, to decide the terms and conditions of securities issued (and amend, where applicable, said terms and conditions during the life of the relevant securities in accordance with applicable formalities), to determine the conditions ensuring the preservation of the rights of holders of securities granting access to

the Company's share capital or performance share allotment rights and to offset the share issue costs against the related premiums and deduct from these issue premiums the amounts necessary to bring the legal reserve to one-tenth of the new share capital after each increase.

This authorization is granted for a period of 26 months as from the date of this Shareholders' Meeting and supersedes the authorization given in the thirteenth resolution adopted by the Combined Shareholders' Meeting of May 24, 2012.

TWENTY-FOURTH RESOLUTION

Delegation of authority to the Board of Directors, for a period of 26 months, to issue, by way of a public offering with cancellation of pre-emptive subscription rights, ordinary shares and/or securities granting access to the Company's share capital or granting a right to allocation of debt instruments

In accordance with Articles L. 225-129, L. 225-129-2, L. 225-135, L. 225-136, L. 228-92 and L. 228-93 of the French Commercial Code, the Combined Shareholders' Meeting, voting in accordance with quorum and majority rules for Extraordinary Shareholders' Meetings, and after having read the Board of Directors' report and the Statutory Auditors' special report:

delegates to the Board of Directors the authority to issue by way of a public offering, on one or several occasions, in such proportions and at such times and by the methods and on the terms that it deems fit, in France and/or other countries, in euros or any other currency or unit of account established by reference to several currencies, ordinary shares of the Company and/or securities granting access to the Company's share capital, immediately and/or in the future, or granting a right to the allocation of debt instruments issued by the Company;

- resolves that the shares and securities issued within the scope of this authorization will be subject to the following ceilings, in addition to the general ceilings set in indents one and two of the twenty-second resolution:
 - the total par value amount (excluding share premiums) of share capital increases that may thus be carried out by issuing shares or securities granting access to the Company's share capital may not exceed €125 million (approximately 10% of the share capital at December 31, 2013), to which will be added, where applicable, the par value of the shares to be issued to preserve the rights of holders of securities granting access to the Company's share capital or performance share allotment rights. In the case of a share issue by capitalizing additional paid-in capital, reserves, profit or other amounts in the form of allocating shares without consideration during the period of validity of this delegation of authority, the maximum par value amount (excluding share premiums) referred to above will be adjusted based on the ratio between the number of shares issued and outstanding before and after the transaction,
 - the total nominal amount of debt instruments authorized on the issue of securities granting access to the Company's share capital or granting a right to allocation of debt instruments, may not exceed €1.25 billion;
- resolves to cancel pre-emptive subscription rights to these shares and securities granting access to the Company's share capital that may be issued pursuant to this authorization, giving the Board of Directors the power, however, to provide for a priority right for the shareholders to all or part of the issue, during the period and by the methods that it deems fit in accordance with applicable legal and regulatory provisions;
- resolves that the price of the ordinary shares issued, or the shares to which the securities granting access to the Company's share capital issued in accordance with this authorization may confer entitlement, will be at least equal to the minimum provided by prevailing regulatory provisions at the issue date (currently, the weighted average price of the Company's share on the NYSE Euronext Paris regulated market during the three trading days preceding the date on which the price is set, potentially reduced by a discount of up to 5%);

- resolves that the issue price of securities granting access to the Company's share capital will be such that the amount immediately collected by the Company plus, where applicable, any amount that is likely to be collected subsequently by the Company, is, for each share issued as a result of the issue of these securities, at least equal to the amount set out in the preceding paragraph;
- resolves that if subscriptions do not cover the total amount of the share issue, the Board of Directors may restrict the amount of the transaction to the amount of subscriptions received, provided this amount is at least equal to three-quarters of the issue decided;
- authorizes the Board of Directors, with the power of sub-delegation, to implement this authorization in accordance with the conditions set by law and, in particular, to decide the terms and conditions of securities issued (and amend, where applicable, said terms and conditions during the life of the relevant securities in accordance with applicable formalities), to determine, if necessary, the conditions ensuring the preservation of the rights of holders of securities granting access to the Company's share capital or performance share allotment rights and to offset the share issue costs against the related premiums and deduct from these issue premiums the amounts necessary to bring the legal reserve to one-tenth of the new share capital after each increase.

This authorization is granted for a period of 26 months as from the date of this Shareholders' Meeting and supersedes the authorization given in the extraordinary fourteenth resolution adopted by the Combined Shareholders' Meeting of May 24, 2012.

TWENTY-FIFTH RESOLUTION

Delegation of authority to the Board of Directors, for a period of 26 months, to issue, by way of a private placement with cancellation of pre-emptive subscription rights, ordinary shares and/or securities granting access to the Company's share capital or granting a right to allocation of debt instruments

In accordance with Articles L. 225-129-2, L. 225-135, L. 225-136, L. 228-92 and L. 228-93 of the French Commercial Code, the Combined Shareholders' Meeting, voting in accordance with quorum and majority rules for Extraordinary Shareholders' Meetings, and after having read the Board of Directors' report and the Statutory Auditors' special report:

- delegates to the Board of Directors the authority to issue by way of an offering as set out in paragraph II of Article L. 411-2 of the French Monetary and Financial Code (*Code monétaire et financier*), on one or several occasions, in such proportions and at such times and by the methods and on the terms that it deems fit, in France and/or other countries, in euros or any other currency or unit of account established by reference to several currencies, ordinary shares of the Company and/or securities granting access to the Company's share capital, immediately and/or in the future, or granting a right to the allocation of debt instruments issued by the Company;
- resolves that the shares and securities issued within the scope of this authorization will be subject to the following ceilings, in addition to the general ceilings set in indents one and two of the twenty-second resolution:
 - the total par value amount (excluding share premiums) of share capital increases that may thus be carried out by issuing shares or securities granting access to the Company's share capital may not exceed €125 million (approximately 10% of the share capital at December 31, 2013), to which will be added, where applicable, the par value of the shares to be issued to preserve the rights of holders of securities granting access to the Company's share capital or performance share allotment rights. In the case of a share issue by capitalizing additional paid-in capital, reserves, profit or other amounts in the form of allocating shares without consideration during the period of validity of this delegation of authority, the maximum par

- value amount (excluding share premiums) referred to above will be adjusted based on the ratio between the number of shares issued and outstanding before and after the transaction,
- the total nominal amount of debt instruments authorized on the issue of securities granting access to the Company's share capital or granting a right to allocation of debt instruments, may not exceed €1.25 billion;
- resolves to cancel pre-emptive subscription rights to these shares and securities that may be issued pursuant to this authorization;
- resolves that the price of the ordinary shares issued, or the shares to which the securities granting access to the Company's share capital issued in accordance with this authorization may confer entitlement, will be at least equal to the minimum provided by prevailing regulatory provisions at the issue date (currently, the weighted average price of the Company's share on the NYSE Euronext Paris regulated market during the three trading days preceding the date on which the price is set, potentially reduced by a discount of up to 5%);
- resolves that the issue price of securities granting access to the Company's share capital will be such that the amount immediately collected by the Company plus, where applicable, any amount that is likely to be collected subsequently by the Company, is, for each share issued as a result of the issue of these securities, at least equal to the amount set out in the preceding paragraph;
- resolves that if subscriptions do not cover the total amount of the share issue, the Board of Directors may restrict the amount of the transaction to the amount of subscriptions received, provided this amount is at least equal to three-quarters of the issue decided;
- authorizes the Board of Directors, with the power of sub-delegation, to implement this authorization in accordance with the conditions set by law and, in particular, to decide the terms and conditions of securities issued (and amend, where applicable, said terms and conditions during the life of the relevant securities in accordance with applicable formalities), to determine, if necessary, the conditions ensuring the preservation of the rights of holders of securities granting access to the Company's share capital or performance share allotment rights and to offset the share issue costs against the related premiums and deduct from these issue premiums the amounts necessary to bring the legal reserve to one-tenth of the new share capital.

This authorization is granted for a period of 26 months as from the date of this Shareholders' Meeting and supersedes the authorization given in the fifteenth extraordinary resolution adopted by the Combined Shareholders' Meeting of May 24, 2012.

TWENTY-SIXTH RESOLUTION

Authorization to the Board of Directors, for a period of 26 months, on the issue of ordinary shares or securities granting access to the Company's share capital with cancellation of pre-emptive subscription rights, to set the issue price in accordance with the terms set by the Shareholders' Meeting, up to a maximum of 10% of the share capital by 12-month period

In accordance with Article L. 225-136 of the French Commercial Code, the Combined Shareholders' Meeting, voting in accordance with quorum and majority rules for Extraordinary Shareholders' Meetings, and after having read the Board of Directors' report and the Statutory Auditors' special report, authorizes the Board of Directors, on the implementation of the twenty-fourth or twenty-fifth resolutions, to derogate from the conditions for setting the issue price of ordinary shares of the Company provided in said resolutions and to set the issue price as follows:

- the issue price of ordinary shares of the Company will be, at the initiative of the Board of Directors, at least equal to:

- (i) the average price of the Company's share on the NYSE Euronext Paris regulated market, weighted for trading volumes on the last trading day preceding the setting of the issue price, or
 - (ii) the average price of the Company's share on the NYSE Euronext Paris regulated market, weighted for trading volumes on the trading day when the issue price is set, in both cases potentially reduced by a discount of up to 5%.
- the issue price of securities granting access to the Company's share capital, immediately or in the future, will be such that the amount immediately collected by the Company plus, where applicable, any amount that is likely to be collected subsequently by the Company, is, for each share issued as a result of the issue of these securities, at least equal to the amount set out in the preceding paragraph,
 - the maximum par value amount of the share capital increase resulting from the implementation of this resolution may not exceed 10% of the share capital by 12-month period, as well as the ceilings set in the twenty-second resolution against which it is offset.

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

TWENTY-SEVENTH RESOLUTION

Delegation of authority to the Board of Directors, for a period of 26 months, to increase the number of securities to be issued in the event of a share capital increase with or with cancellation of pre-emptive subscription rights and with a "green shoe" option, where subscription requests exceed the number of securities on offer

The Combined Shareholders' Meeting, voting in accordance with quorum and majority rules for Extraordinary Shareholders' Meetings, and after having read the Board of Directors' report and the Statutory Auditors' special report, delegates its authority to the Board of Directors (including the power of sub-delegation subject to applicable law), within the scope of issues performed with or without pre-emptive subscription rights and decided based on the authorizations granted to the Board of Directors pursuant to the four preceding resolutions (twenty-third, twenty-fourth, twenty-fifth and twenty-sixth resolutions), to increase the number of securities initially offered under the conditions and within the limits provided for by Articles L. 225-135-1 and R. 225-118 of the French Commercial Code and within the limit of the ceilings provided for in such resolutions and for the term of such resolutions.

TWENTY-EIGHTH RESOLUTION

Delegation of authority to the Board of Directors, for a period of 26 months, to issue ordinary shares or securities granting access to the Company's share capital in consideration for contributions in kind to the Company of shares or securities granting access to share capital, up to a maximum of 10% of the share capital

In accordance with Articles L. 225-129 *et seq.*, L. 225-147 and L. 228-92 of the French Commercial Code, the Combined Shareholders' Meeting, voting in accordance with quorum and majority rules for Extraordinary Shareholders' Meetings, and after having read the Board of Directors' report and the Statutory Auditors' special report:

- delegates to the Board of Directors, with the power of sub-delegation, to the extent authorized by law) the authority to issue, up to a maximum of 10% of the share capital, ordinary shares or securities granting access to the Company's share capital in consideration for contributions in kind to the Company of shares or securities granting access to share capital where the provisions of Article L.225-148 of the French Commercial Code do not apply; it is specified that this ceiling will be increased, where applicable, by the par value amount of shares to be issued to preserve the rights of holders of securities granting access to the Company's share capital or performance share allotment rights;

- resolves that the shares and securities issued within the scope of this authorization will be offset against the general ceilings set in indents one and two of the twenty-second resolution;
- notes that existing shareholders of the Company will not have a pre-emptive right to subscribe for any shares and/or securities issued pursuant to this authorization, as the exclusive purpose of such issues will be to provide payment for contributions in kind;
- authorizes the Board of Directors to implement this authorization and, in particular, to decide the terms and conditions of securities issued (and amend, where applicable, said terms and conditions during the life of the relevant securities in accordance with applicable formalities), to determine, if necessary, the conditions ensuring the preservation of the rights of holders of securities granting access to the Company's share capital or performance share allotment rights, to approve the value of contributions, to issue such shares or securities, to offset the share issue costs against the related premiums and deduct from these issue premiums the amounts necessary to bring the legal reserve to one-tenth of the new share capital after each increase and to amend the bylaws accordingly.

This authorization is granted for a period of 26 months as from the date of this Shareholders' Meeting and supersedes the authorization given in the extraordinary seventeenth resolution adopted by the Combined Shareholders' Meeting of May 27, 2012.

TWENTY-NINTH RESOLUTION

Delegation of authority to the Board of Directors to issue ordinary shares and/or securities granting access to the Company's share capital or, provided that the first security is a share, granting a right to allocation of debt instruments in consideration for shares tendered to any public exchange offering made by the Company

In accordance with Articles L. 225-148, L. 225-129 and L. 228-92 of the French Commercial Code, the Combined Shareholders' Meeting, voting in accordance with quorum and majority rules for Extraordinary Shareholders' Meetings, and after having read the Board of Directors' report and the Statutory Auditors' special report:

- delegates to the Board of Directors the authority to decide, on one or several occasions, the issue of ordinary shares and/or securities granting access to the Company's share capital or, provided that the first security is as share, granting a right to allocation of debt instruments in consideration for shares tendered to any public offering with an exchange component made by the Company in France or another country in accordance with local rules (e.g. as part of a "reverse merger") for securities satisfying the conditions set out in Article L. 225-148 of the French Commercial Code;
- resolves that the shares and securities issued within the scope of this authorization will be subject to the following ceilings, in addition to the general ceilings set in indents one and two of the twenty-second resolution:
 - the total par value amount (excluding share premiums) of share capital increases that may thus be carried out by issuing ordinary shares or securities granting access to the Company's share capital may not exceed €125 million (approximately 10% of the share capital at December 31, 2013), to which will be added, where applicable, the par value of the shares to be issued to preserve the rights of holders of securities granting access to the Company's share capital or performance share allotment rights. In the case of a share issue by capitalizing additional paid-in capital, reserves, profit or other amounts in the form of allocating shares without consideration during the period of validity of this delegation of authority, the maximum par value amount (excluding share premiums) referred to above will be adjusted based on the ratio between the number of shares issued and outstanding before and after the transaction,

- the total nominal amount of debt instruments authorized on the issue of securities granting access to the Company's share capital or granting a right to allocation of debt instruments, may not exceed €1.25 billion;
- notes that existing shareholders of the Company will not have a pre-emptive right to subscribe for any shares and/or securities issued pursuant to this authorization, as the exclusive purpose of such issues will be to provide payment for securities tendered to public offerings with an exchange component made by the Company;
- notes that the price of the shares and securities issued under this authorization will be set based on the laws applicable to public exchange offers;
- authorizes the Board of Directors (with the power of sub-delegation) to implement this authorization in accordance with the conditions set by law and, in particular, to decide the terms and conditions of securities issued (and amend, where applicable, said terms and conditions during the life of the relevant securities in accordance with applicable formalities), to determine, if necessary, the conditions ensuring the preservation of the rights of holders of securities granting access to the Company's share capital or performance share allotment rights and to offset the share issue costs against the related premiums and deduct from these issue premiums the amounts necessary to bring the legal reserve to one-tenth of the new share capital after each increase.

This authorization is granted for a period of 26 months as from the date of this Shareholders' Meeting and supersedes the authorization given in the eighteenth extraordinary resolution adopted by the Combined Shareholders' Meeting of May 24, 2012.

THIRTIETH RESOLUTION

Delegation of powers to the Board of Directors, for a period of 26 months, to issue ordinary shares and/or securities granting access to the Company's share capital, with cancellation of pre-emptive subscription rights, to members of Capgemini Group savings plans up to a maximum amount of €48 million and at a price set in accordance with the provisions of the French Labor Code

In accordance with Articles L. 225-129-1 and L. 225-138-1 of the French Commercial Code and Article L. 3332-1 *et seq.* of the French Labor Code and in order also to satisfy the provisions of Article L. 225-129-6 of the French Commercial Code, the Combined Shareholders' Meeting, voting in accordance with quorum and majority rules for Extraordinary Shareholders' Meetings, and after having read the Board of Directors' report and the Statutory Auditors' special report:

1. delegates to the Board of Directors the authority to perform a share capital increase, on one or several occasions, by issuing shares or securities granting access to the Company's share capital reserved for members of a Group savings plan (*Plan d'Epargne d'Entreprise*), it being specified that the Board of Directors may also, where applicable, allocate, without consideration, shares or securities granting access to the Company's share capital in full or partial substitution for the discount referred to in sub-paragraph 3 and/or in respect of the employer contribution subject to the conditions and limits set out in Article L. 3332-21 of the French Labor Code,
2. resolves that the number of shares that may be issued pursuant to this authorization, including as a result of shares or securities granting access to the Company's share capital potentially allocated without consideration in full or partial substitution of the discount and/or the employer contribution in accordance with the conditions set by Article L. 3332-21 of the French Labor Code, may not exceed six million (6,000,000) shares with a par value of eight (8) euros and that this amount does not take account of any additional shares to be issued, in accordance with applicable legislative, regulatory and, where applicable, contractual provisions, providing for other adjustments to preserve the rights of holders of securities and other rights granting access to the share capital;

3. resolves that the issue price of the new shares may neither exceed the average price of the Company's share on the NYSE Euronext Paris market over the 20 trading days preceding the decision of the Board of Directors nor be lower than this average by more than 20%, it being specified that the Board of Directors or Chief Executive Officer may, where applicable, reduce or cancel the discount potentially decided to take account, in particular, of legal and tax regimes applicable outside France or choose to substitute in full or in part the allocation, without consideration, of shares and/or securities granting access to the Company's share capital for this maximum 20% discount;
4. resolves to cancel in favor of members of a Group savings plan(s), pre-emptive subscription rights to the shares and securities granting access to the Company's share capital that may be issued under this authorization and to waive entitlement to any shares and securities granting access to the Company's share capital that may be allocated without consideration pursuant to this resolution;
5. authorizes the Board of Directors, under the conditions of this authorization, to sell shares to members of a company or group savings plan (or equivalent) as provided in Article L. 3332-24 of the French Labor Code, it being specified that the par value amount of any shares sold with a discount to members of one or several employee savings plans covered by this resolution will be deducted from the ceiling set in paragraph 2 above;
6. delegates full powers to the Board of Directors, including the power of sub-delegation subject to applicable law, in particular to:
 - resolve whether the shares or securities will be subscribed directly by employee members of the Group savings plans or through an Employee Savings Mutual Fund (*Fonds Commun de Placement d'Entreprise*, FCPE),
 - determine the companies whose employees may benefit from the subscription offer,
 - determine whether employees should be granted a period to pay up their securities,
 - set the opening and closing subscription dates and the issue price of the securities,
 - allocate, within the limits set by Article L. 3332-21 of the French Labor Code, shares without consideration or securities granting access to the Company's share capital and set the nature and amount of reserves, profits and additional paid-in capital to be capitalized,
 - determine the number of new shares to be issued and the reduction rules applicable in the event of over-subscription,
 - set the conditions ensuring the preservation of the rights of holders of securities granting access to the Company's share capital or performance share allotment rights,
 - offset share issue costs and the cost of issuing securities granting access to the Company's share capital against the related premiums and deduct from these issue premiums the amounts necessary to bring the legal reserve to one-tenth of the new share capital after each increase.
 - decide to postpone performance of the share capital increase.

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

THIRTY-FIRST RESOLUTION

Delegation of powers to the Board of Directors, for a period of 18 months, to perform a share capital increase with cancellation of pre-emptive subscription rights, in favor of employees of certain non-French subsidiaries at terms and conditions comparable to those offered pursuant to the preceding resolution

In accordance with Articles L. 225-129-1 and L. 225-138 of the French Commercial Code, the Combined Shareholders' Meeting, voting in accordance with quorum and majority rules for Extraordinary Shareholders' Meetings, and after having read the Board of Directors' report and the Statutory Auditors' report:

1. notes that for employees of certain non-French companies of Capgemini Group, related to the Company within the meaning of Article L.225-180 of the French Commercial Code and Article L.3344-1 of the French Labor Code, the applicable legal and/or tax regulations of the country in which these companies have their registered offices, make it difficult to implement the shareholding schemes proposed to Group employees pursuant to share capital increases performed under the preceding resolution;
2. delegates to the Board of Directors the authority to increase the share capital of the Company, on one or several occasions, in such proportions and at such times that it deems fit, by issuing shares with cancellation of pre-emptive subscription rights to the categories of beneficiary defined below;
3. resolves to cancel pre-emptive subscription rights to the shares issued pursuant to this authorization and to reserve subscription rights to categories of beneficiary satisfying the following characteristics: (i) employees and corporate officers of companies related to the Company within the meaning of Article 225-180 of the French Commercial Code and Article 3341-1 of the French Labor Code, whose head offices are located outside France; (ii) and/or employee shareholding UCITS or other vehicles, with or without a legal personality, invested in shares of the Company, where the holders of units or shares are the individuals referred to in point (i) of this paragraph; and/or (iii) any bank or bank subsidiary that has set-up at the Company's request a structured offer for employees or corporate officers of companies related to the Company within the meaning of Article 225-180 of the French Commercial Code and Article L.3344-1 of the French Labor Code, whose registered offices are located outside France, presenting an economic profile comparable to that of an employee shareholder scheme set-up pursuant to a share capital increase performed under the preceding resolution presented to this Combined Shareholders' Meeting;
4. resolves that where this authorization is used, the issue price of the new shares to be issued pursuant to this authorization may neither be more than 20% below the average price of the Company's share over the 20 trading days preceding the decision of the Board of Directors or the Chief Executive Officer setting the subscription opening date for a share capital increase performed pursuant to the preceding resolution adopted by this Combined Shareholders' Meeting, nor exceed this average; the Board of Directors or Chief Executive Officer may reduce or cancel any discount granted, where it is deemed appropriate, in particular to take account of legal, accounting and tax regimes applicable locally;
5. resolves that the share capital increase(s) decided pursuant to this authorization may not confer entitlement to subscribe to more than two million (2,000,000) shares and that this amount does not take account of any additional shares to be issued, in accordance with applicable legislative, regulatory and, where appropriate, contractual provisions, providing for other adjustments to preserve the rights of holders of securities and other rights granting access to the Company's share capital; it is specified that the total of all share capital increases decided pursuant to this resolution and the preceding resolution may not confer entitlement to subscribe to more than six million (6,000,000) shares with a par value of eight (8) euros;
6. delegates full powers to the Board of Directors (including the power of delegation subject to applicable law) to use this authorization, on one or several occasions, in particular to:
 - set the list of beneficiaries, from among the above categories, for each issue and the number of shares to be subscribed by each beneficiary,
 - determine the subscription package to be presented to employees in each country, taking account of applicable local legal constraints and select the countries among those where the Group has subsidiaries and the said subsidiaries whose employees can participate in the operation,
 - decide the maximum number of shares to be issued, within the limits set in this resolution and note the definitive amount of each share capital increase,
 - set the dates and all other terms and conditions of such share capital increases in accordance with applicable law,

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- set the conditions ensuring the preservation of the rights of holders of securities granting access to the Company's share capital or performance share allotment rights,
- offset share issue costs against the related premiums and deduct from these issue premiums the amounts necessary to bring the legal reserve to one-tenth of the new share capital,
- decide to postpone performance of the share capital increase.

This authorization is granted for a period of 18 months as from the date of this Shareholders' Meeting.

THIRTY-SECOND RESOLUTION

Amendment of paragraph 2) Article 11 of the bylaws on the minimum number of shares to be held by each director

The Combined Shareholders' Meeting, voting in accordance with quorum and majority rules for Extraordinary Shareholders' Meetings, and after having read the Board of Directors' report, resolves to amend paragraph 2) of Article 11 of the bylaws, "Board of Directors", as follows:

"2) Each director must hold at least one thousand (1,000) Company shares throughout their term of office."

The rest of the article remains unchanged.

THIRTY-THIRD RESOLUTION

Powers to carry out formalities

The Combined Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings, 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.

How to participate at the Shareholders' Meeting

The Shareholders' Meeting is open to all shareholders, regardless of the number of shares they hold.

Shareholders may choose between one of three means of participating:

- a) attend personally the Shareholders' Meeting by requesting an admission card;
- b) vote by correspondence;
- c) grant a proxy to the Chairman of the Shareholders' Meeting or any other individual or legal entity of their choice.

All shareholders may be represented at the Shareholders' Meeting by another shareholder or their spouse or civil union partner. They may also be represented by any other individual or legal entity of their choice.

Justification of the right to participate at the Shareholders' Meeting

In order to attend this Shareholders' Meeting in person, by proxy or by casting a correspondence vote, shareholders must present evidence of the recording of their shares in their name (or that of the intermediary acting on their behalf if they are domiciled outside France) in the register kept by Caceis - CT, or in the register of bearer shares kept by their authorized intermediary, at 12.00 a.m., Paris time, on the third working day preceding the Shareholders' Meeting, that is 12.00 a.m., Paris time on May 2, 2014.

Only those shareholders satisfying the requisite conditions at this date will be authorized to participate at the Shareholders' Meeting.

For **registered shareholders**, the recording of their shares in a named securities accounts at 12.00 a.m., Paris time on May 2, 2014 is sufficient to enable them to participate at the Shareholders' Meeting.

For **bearer shares**, the authorized intermediary must deliver an attendance certificate. This certificate must be forwarded to the Company or CACEIS Corporate Trust together with the remote voting form, the proxy form or the request for an admission card issued in the name of the shareholder or on his/her behalf if he/she is not resident in France, to enable the recording in the register of the shares to be duly noted. A certificate will also be delivered to any shareholders wishing to attend the Shareholders' Meeting in person, who have not received an admission card by 12.00 a.m., Paris time, on the third working day preceding the Shareholders' Meeting, that is by 12.00 a.m., Paris time on May 2, 2014.

The shareholder may, nonetheless, subsequently sell some or all of his/her shares. In such a case:

- where the sale is performed before 12.00 a.m., Paris time, on the third working day preceding the Shareholders' Meeting, that is 12.00 a.m., Paris time on May 2, 2014, the Company will invalidate or modify the remote vote cast, the proxy granted or the admission card or attendance certificate and the authorized account keeper intermediary must, to this end, notify the sale to the Company or its agent and communicate the necessary information;
- where the sale is performed after 12.00 a.m., Paris time, on the third working day preceding the Shareholders' Meeting, that is 12.00 a.m., Paris time on May 2, 2014, it need not be notified by the authorized intermediary or taken into account by the Company, notwithstanding any agreement to the contrary.

Attending the Shareholders' Meeting

Shareholders wishing to attend this Shareholders' Meeting should submit a written request to their account-holding institution. An admission card will be addressed directly following this request. They may also request an admission card using the VOTACCESS platform (see below).

Voting by proxy or correspondence

Voting by proxy or correspondence using the single paper format proxy/correspondence voting form

Registered shareholders: A single remote/proxy voting form and appendices will be addressed to all registered shareholders who have not subscribed to the e-notice service (see below).

Bearer shareholders: Holders of bearer shares wishing to cast a remote vote or vote by proxy can obtain the aforementioned form and its appendices at the Company's head office or from Caceis Corporate Trust, Assemblées Générales Centralisées, 14 rue Rouget de Lisle, 92862 Issy-les-Moulineaux Cedex 09; requests should be submitted in writing and received at least six days prior to the date of the Shareholders' Meeting, that is by April 30, 2014.

Correspondence and proxy votes will only be taken into account if received at least three days prior to the date of the Shareholders' Meeting at the Company's head office or at Caceis Corporate Trust, Assemblées Générales Centralisées, 14 rue Rouget de Lisle, 92862 Issy-les-Moulineaux Cedex 09, that is by May 4, 2014.

Holders of bearer shares should enclose the attendance certification with the form.

Participation at the Shareholders' Meeting via Internet Use of the VOTACCESS platform

Cap Gemini shareholders may use the internet VOTACCESS voting platform for the purposes of the Combined Shareholders' Meeting of May 7, 2014. This platform enables shareholders, **prior to the Shareholders' Meeting, to communicate voting instructions, request an admission card or appoint or remove an agent**, as follows:

Custody-only registered shareholders: custody-only registered shareholders who wish to communicate their method of participation at the Shareholders' Meeting or voting instructions by internet prior to the Shareholders' Meeting can access VOTACCESS via the OLIS-Actionnaire website; they can connect using the login ID and password communicated to them and already used to consult their registered securities account on the OLIS-Actionnaire website (<https://www.nomi.olisnet.com>); they may then vote, request an admission card or appoint or remove an agent via the VOTACCESS site. The login ID will be indicated on the correspondence voting form or the electronic notice of meeting.

Administered registered shareholders: administered registered shareholders who wish to communicate their voting instructions by internet prior to the Shareholders' Meeting can also access VOTACCESS via the OLIS-Actionnaire website; they will receive from Caceis Corporate Trust by mail, together with the notice of the May 7, meeting, a login ID enabling them to connect to OLIS-Actionnaire (<https://www.nomi.olisnet.com>); shareholders must then select "first-time login" on the home page and follow the instructions on screen to obtain their password; they may then vote, request an admission card or appoint or remove an agent via the VOTACCESS site. The login ID will be indicated on the correspondence voting form or the electronic notice of meeting.

Bearer shareholders: this option is only available to holders of bearer shares whose account-holding institution is a member of the VOTACCESS system and that proposes this service for this Shareholders' Meeting.

If the account-holding institution is connected to the VOTACCESS site, the shareholder must identify him/herself on the internet portal of their accounting-holding institution with their usual access codes. They must then follow the instructions on screen to access the VOTACCESS site and vote, request an admission card or appoint or remove an agent.

Accordingly, bearer shareholders interested in this service are invited to contact their account-holding institution to obtain the terms and conditions of use.

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The VOTACCESS site shall be open from April 18, 2014 to 3 p.m., Paris time, on May 6, 2014, the eve of the Shareholders' Meeting.

Shareholders possessing their login ID and access code are recommended not to wait until the last few days to communicate their method of participation, in order to avoid congestion.

Notification of the appointment of removal of an agent electronically, pursuant to Article R. 225-79 of the French Commercial Code (Code de Commerce),

The appointment or removal of an agent may also be notified electronically in accordance with the following procedures:

- for registered shareholders: by sending an email to assemblee@capgemini.com, specifying their surname, first name, address and Caceis Corporate Trust identification number for custody only registered shareholders (information presented on the top left-hand corner of the share account statement) or their financial intermediary identification number for administered registered shareholders, together with the surname and first name of the agent appointed or removed;
- for bearer shareholders: by sending an e-mail to assemblee@capgemini.com, specifying their surname, first name, address and full bank details, as well as the surname, first name and address of the agent appointed or removed; shareholders must also ask the financial intermediary holding their share account to send written confirmation (by mail) to Caceis Corporate Trust, Service Assemblée Générale, 14 rue Rouget de Lisle, 92862 Issy-les-Moulineaux Cedex 9, France (or by fax to 01.49.08.05.82).

Account may only be taken of notifications of the appointment or removal of agents duly signed, completed and received at least three days prior to the date of the Shareholders' Meeting, that is by May 4, 2014. Furthermore, only notifications of the appointment or removal of agents may be forwarded to the above email address, all other requests and notifications concerning other matters may not be taken into account and/or processed.

Shareholders who have chosen their method of participation at the Shareholders' Meeting (attendance in person, by remote vote or by granting a proxy to an individual or legal entity of their choice) and informed the Company thereof, may not subsequently change their method of participation. However, attendance at the Shareholders' Meeting by the shareholder in person cancels any proxy or remote vote cast.

Written questions

Written questions that shareholders may have, should be addressed to the Chairman of the Board at the Company's head office by registered letter, with acknowledgment of receipt, or by email to assemblee@capgemini.com, no later than the fourth working day preceding the Shareholders' Meeting, that is by April 30, 2014. The questions should be accompanied by a certificate attesting to the registration of shares either in a registered share account held by Caceis CT, or in bearer share accounts held by an authorized intermediary.

Requests to include points or draft resolutions on the agenda

Requests to include points or draft resolutions on the agenda of this Shareholders' Meeting, presented by shareholders satisfying the applicable legal conditions, must be sent by registered letter, with acknowledgement of receipt, to the head office of the Company, or by email to assemblee@capgemini.com, arriving no later than the 25th day preceding the Shareholders' Meeting. Furthermore, requests may not be addressed more than 20 days following the date of publication of this notice.

This translation is a translation of a legal announcement in the French Official Gazette, only for information purposes. Only the French version has legal force.

Requests to include draft resolutions must be accompanied by the text of these draft resolutions, a brief presentation stating the grounds for the request and a certificate attesting to the registration in a share account of the required minimum shareholding.

Requests to include points on the agenda must duly state the grounds for the request and be accompanied by a certificate attesting to the registration in a share account of the required minimum shareholding.

The review of the points or the resolutions by the Shareholders' Meeting is contingent on the authors of the request communicating a new certificate attesting to the registration in an account of the shares at 12.00 a.m., Paris time, on the third working day preceding the Shareholders' Meeting.

All mandatory shareholder information may be found at the following dedicated website: <http://www.capgemini.com/investor/events/annual-general-meeting>. The Board of Directors' Report on the draft resolutions will also be available online on this site.

In accordance with the law, all documents that must be communicated at the Shareholders' Meeting will be made available to shareholders at the Company's head office, within the legal time periods, or on request to **CACEIS Corporate Trust, Service Assemblées Générales Centralisées – 14, rue Rouget de Lisle – 92862 Issy-les-Moulineaux Cedex 9.**

Furthermore, the documents to be presented to the Shareholders' Meeting and all other information and documents set out in Article R.225-73-1 of the French Commercial Code will be available on the Company's website, <http://www.capgemini.com/investor/events/annual-general-meeting>, by April 16, 2014 at the latest (that is 21 days before the Shareholders' Meeting).

The Board of Directors