

RESOLUTIONS

I RESOLUTIONS PRESENTED AT THE ORDINARY SHAREHOLDERS' MEETING
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FIRST RESOLUTION**Approval of the 2008 Company 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 Company financial statements,
- the General Shareholders' Meeting approves the Company financial statements for the year ended December 31, 2008, which show profit for the year of €259,605,166.47, and gives discharge to the Board of Directors for its management of the Company's affairs during the year.

SECOND RESOLUTION**Approval of the 2008 consolidated financial statements**

After hearing the following:

- the Group management report of the Board of Directors for 2008,
 - the Statutory Auditors' report on the consolidated financial statements,
- the General Shareholders' Meeting approves the consolidated financial statements for the year ended December 31, 2008, which show profit for the year of €451 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**Net income appropriation and dividend**

The General Shareholders' Meeting approves the recommendations of the Board of Directors to appropriate the profit for the year totaling €259,605,166.47 as follows:

•	profit of the year	€259,605,166.47
•	to the legal reserve, which will subsequently be fully funded (10% of the capital as of December 31, 2008)	€ (335,542.40)
	making a total of:	€259,269,624.07
•	retained earnings	€537,846,405.48
	making distributable profit of:	€797,116,029.55
•	allocated to:	
-	a dividend payout of €1 per share	€145,844,938.00
-	other reserves	€350,000,000.00
-	retained earnings	€301,271,091.55
	making a total of :	€797,116,029.55

Shareholders are reminded that the dividend accordingly set at €1 for each of the 145,844,938 shares bearing dividend rights at January 1, 2008 is fully eligible for the 40% tax rebate referred to in sub-paragraph 2 of paragraph 3 of article 158 of the French General Tax Code (*Code général des impôts*) for individuals subject to personal income tax in France.

In accordance with Euronext Paris rules, the effective ex-dividend date will be May 5, 2009 and the dividend will be payable as from May 11, 2009. If the Company holds any of its own shares at the time of this dividend payment, the amount corresponding to the dividend related to these shares will be allocated to retained earnings.

Pursuant to article 243 *bis* of the French General Tax Code, the General Shareholders' Meeting notes that a dividend of €145,425,510 (i.e. €1 per share) was paid for 2007, a dividend of €100,857,266.30 (i.e. €0.70 per share) was paid for 2006 and a dividend of €65,790,989 (i.e. €0.50 per share) was paid for 2005, these dividends being fully eligible for the 40% tax rebate.

FIFTH RESOLUTION

Renewal of Daniel Bernard's term of office as a director

The General Shareholders' Meeting renews for a four-year period the term of office of Daniel Bernard, whose current term of office expires at the close of this Meeting. Mr. Bernard's new term of office will expire at the close of the General Shareholders' Meeting to be called to approve the financial statements for the year ending December 31, 2012.

SIXTH RESOLUTION

Renewal of Thierry de Montbrial's term of office as a director

The General Shareholders' Meeting renews for a four-year period the term of office of the director Thierry de Montbrial, whose current term of office expires at the close of this Meeting. Mr. de Montbrial's new term of office will expire at the close of the General Shareholders' Meeting to be called to approve the financial statements for the year ending December 31, 2012.

SEVENTH RESOLUTION

Appointment of a twelfth director

The General Shareholders' Meeting appoints Bernard Liautaud as director for a four-year period. His term of office will expire at the close of the General Shareholders' Meeting to be called to approve the financial statements for the year ending December 31, 2012.

EIGHTH RESOLUTION

Appointment of a thirteenth director

The General Shareholders' Meeting appoints Pierre Pringuet as director for a four-year period. His term of office will expire at the close of the General Shareholders' Meeting to be called to approve the financial statements for the year ending December 31, 2012.

NINTH RESOLUTION

Authorization to be given to the Board of Directors 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 its share capital

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 and after hearing the report presented by the Board of Directors, the General Shareholders' Meeting grants the Board of Directors an authorization to enable the Company to buy back its own shares on the open market.

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

- to enter into a share management process with an investment services provider within the scope of a liquidity agreement in accordance with the ethics charter recognized by the AMF,
- to award the shares thus purchased to employees and/or corporate officers (on the terms and by the methods provided for by law), in particular in connection with a plan involving the allocation of shares without consideration, a company savings plan or an international employee stock ownership plan,
- to remit the shares thus purchased to holders of securities convertible, redeemable, exchangeable or otherwise exercisable for Cap Gemini S.A. shares upon exercise of the rights attached thereto, in accordance with the applicable regulations,
- to purchase shares to be retained with a view to remitting them in future in exchange or payment for potential external growth transactions,
- to cancel the shares thus purchased subject to adoption of the tenth resolution of the Extraordinary Shareholders' Meeting included in the agenda of this 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 applicable laws and regulations.

The General Shareholders' Meeting resolves that 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, 2008, corresponding to 14,584,493 shares with a nominal value of €8 each. It is specified, however, that (i) within the context of this authorization, treasury stock should be taken into account to ensure that the Company does not own, at any time, over 10% of its own share capital, and (ii) treasury stock to be tendered in payment or exchange in the context of a merger, de-merger or contribution may not represent more than 5% of the share capital.

The General Shareholders' Meeting resolves that the maximum purchase price for shares under the buyback program may not exceed €51 per share of a nominal value of €8 and that the total funds invested in the share buybacks may therefore not exceed €743,809,143 (€51 x 14,584,493 shares).

In the case of a capital increase paid up by capitalizing additional paid-in capital, reserves, profit or other amounts by allocating shares without consideration during the period of validity of this authorization, 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, and the above maximum number of shares will be adjusted based on the ratio between the total number of shares representing the capital after and before the transaction.

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

- implement this authorization,
- place any and all buy and sell orders and enter into any and all agreements, in particular for the keeping of registers of share purchases and sales, in accordance with the applicable Stock Exchange regulations,
- carry out any and all filings and other formalities and generally do whatever is necessary.

The Board of Directors will be required to report to the shareholders at each Annual General Meeting on all of the transactions carried out 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 eleventh resolution adopted by the Ordinary Shareholders' Meeting of April 17, 2008.

II RESOLUTIONS PRESENTED AT THE EXTRAORDINARY SHAREHOLDERS' MEETING

TENTH RESOLUTION

Authorization to be given to the Board of Directors to cancel shares acquired by the Company under the share buyback programs

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 French Commercial Code – on one or several occasions at its sole discretion, all or some of the Capgemini shares held by the Company, provided that the aggregate number of shares cancelled in any given period of 24 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 nominal 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.

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 twelfth resolution adopted by the Extraordinary Shareholders' Meeting of April 17, 2008.

ELEVENTH RESOLUTION

Amendment of articles 14 and 15 of the bylaws regarding the age limit for the Chairman of the Board of Directors and the Chief Executive Officer

The General Shareholders' Meeting resolves to:

- reduce the age limit of the Chairman of the Board of Directors from 75 to 70 if he/she also holds the position of Chief Executive Officer (P.D.G.),
- increase this age limit from 75 to 79 if the positions of Chairman of the Board of Directors and Chief Executive Officer are dissociated (non-executive Chairman),
- reduce the age limit of the Chief Executive Officer from 75 to 70, whether or not he/she is a director,

and amend articles 14 and 15 of the bylaws accordingly, as follows:

First paragraph of article 14 (Chairman of the Board of Directors)

The Board of Directors shall choose one of its members, necessarily an individual, to be Chairman, who shall be appointed for a term of office not exceeding his/her term of office as a director but may be re-appointed. For holding the position of Chairman, the age limit is set at:

- *seventy (70) years of age when he/she also holds the position of Chief Executive Officer (P.D.G.),*
- *seventy-nine (79) years of age when he/she does not hold the position of Chief Executive Officer.*

In both cases, his/her term of office shall expire at the end of the first Ordinary Shareholders' Meeting following his/her birthday.

Third paragraph of article 15 (Exercise of the Company's General Management)

If the positions of Chairman and Chief Executive Officer are dissociated, the latter - who is not mandatorily a director - shall be appointed for a term set freely by the Board of Directors. However, if the Chief Executive Officer is also a director, his/her term of office shall not exceed that of his/her term of office as director.

In both cases, the Chief Executive Officer's term of office shall expire at the first Ordinary Shareholders' Meeting following his 70th birthday.

TWELFTH RESOLUTION

Authorization to be given to the Board of Directors to allocate performance shares to employees and corporate officers of the Company and its French and non-French subsidiaries

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:

1. authorizes the Board of Directors – subject to the achievement of the performance target defined below and for a number of shares not exceeding 1% of the share capital as of the date of the decision - to allocate shares of the Company (existing or to be issued), to employees of the Company and its French and non-French subsidiaries;
2. resolves that up to 5% of this total number of performance shares may also be allocated, in accordance with the applicable legal provisions, to the Chairman of the Board of Directors, the Chief Executive Officer and the Deputy Chief Executive Officers of the Company, it being specified that in this case, the shares may not be transferred by their beneficiary until the end of the beneficiary's term of office;
3. resolves that these performance shares will only vest at the end of:
 - a) a period of two years, in which case the beneficiary will be required to hold the shares for an additional period of at least two years from the date on which they vest, or
 - b) a period of four years, in which case there will be no minimum holding requirement.The Board of Directors may decide between the above two options and apply them alternately or concurrently, depending on regulatory provisions in force in the country of residence of the beneficiaries. However, the shares will vest before the expiration of the above periods and with no minimum holding period in the event of the death or incapacity of a beneficiary, corresponding to a Category 2 or 3 disability in France, as defined in article L. 341-4 of the French Social Security Code;
4. resolves that the exact number of shares vesting at the end of the two- or four-year period (depending on whether option 3a) or option 3b) is chosen) following the date of initial notification of the allocation, will be equal to the number of shares indicated on the allocation notice, multiplied by the percentage of achievement of the chosen performance target, it being specified that:
 - unless the Board of Directors subsequently makes a duly reasoned decision to the contrary, the performance target to be met in order for the shares to vest will be the performance of the Cap Gemini share measured over a minimum one-year period compared to the average performance, measured over the same period, of a basket of at least five shares of listed companies operating in the same sector as the Group in a minimum of five countries in which the Group is firmly established (France, the United States, India, etc.),
 - this performance will be measured by comparing the market capitalization of Cap Gemini with the average market capitalization (expressed in euros and based on constant exchange rates) of the companies comprising the basket,
 - no shares will vest if, during the period used as the reference for the calculation, the performance of the Cap Gemini share is less than 90% of said average performance,
 - the number of shares which vest will be equal to:
 - 60% of the number of shares initially allocated if the performance of the Cap Gemini share is at least equal to 90% of said average performance,
 - 100% of the number of shares initially allocated if the performance of the Cap Gemini share is higher than or equal to 110% of said average performance,and where the performance of Cap Gemini varies between 90% and 110% of said average performance, 2% of additional shares will vest for each tenth of a percentage point within said range;
5. resolves that, by derogation, shares not subject to performance conditions may be allocated to certain employees, excluding members of the Group Management Board. These shares will be

limited to 15% of the total number of shares allocated pursuant to this authorization and to 1,000 shares per beneficiary;

6. gives powers to the Board of Directors to implement this authorization, and in particular:
 - to set the share allocation date,
 - to draw up one or more list(s) of beneficiaries,
 - to decide, in the event that transactions are carried out before the shares vest that affect the Company's issued capital, whether to adjust the number of the shares allocated in order to protect the rights of the beneficiaries and, if so, to 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, and to amend the bylaws accordingly,
 - to carry out all formalities and, more generally, to do whatever is necessary.

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

THIRTEENTH RESOLUTION

Delegation of authority to the Board of Directors to carry out a capital increase reserved for members of the Capgemini Group's company savings plans (plans d'épargne d'entreprise or PEE)

In accordance with articles L. 225-129-2 and L. 225-138-1 of the French Commercial Code and articles L. 3332-1 et seq. of the French Labor Code (*Code du Travail*), and also in order to comply with the provisions of article L. 225-129-6 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:

1. delegates to the Board of Directors the authority to (i) decide on the increase, on one or several occasions, of the Company's share capital through the issuance of shares or securities convertible, redeemable, exchangeable or otherwise exercisable for Cap Gemini S.A. shares, reserved for members of the Capgemini Group's company savings plans (*Plans d'Epargne d'Entreprise* or "PEE") and (ii) to carry out, if applicable, allocations of shares or securities convertible, redeemable, exchangeable or otherwise exercisable for Cap Gemini S.A. shares, without consideration, in total or partial substitution of the discount discussed in paragraph 3 below and under the conditions and in compliance with the thresholds set forth in article L. 3332-21 of the French Labor Code;
2. resolves that the number of shares that could potentially be issued pursuant to this delegation of authority, including those shares derived from shares or securities convertible, redeemable, exchangeable or otherwise exercisable for Cap Gemini S.A. shares that might be allocated without consideration in total or partial substitution of the discount under the conditions set forth by article L. 3332-21 of the French Labor Code, must not exceed six million (6,000,000) shares with a nominal value of eight (8) euros each and that this amount does not take into account the additional shares to be issued, in accordance with applicable legislative and regulatory provisions and, if applicable, with contractual stipulations providing for other adjustments, in order to protect the rights of holders of securities or other rights or entitlements granting access to the share capital;
3. resolves that (i) the issuance price of the new shares may neither be higher than an average of the listed prices of the share on the Eurolist market of Euronext Paris during the twenty trading days preceding the date of the Board of Directors' decision or the Chief Executive Officer's decision setting the opening date of the subscription period, nor lower than this average by more than 20%, it being specified that the Board of Directors or the Chief Executive Officer will, as the case may be, have the ability to reduce or eliminate the discount that could possibly be applied in order to account for, in particular, legal and tax regimes applicable outside of France, or choose to undertake an allocation of shares and/or securities convertible, redeemable, exchangeable or otherwise exercisable for Cap Gemini S.A. shares, without consideration, in total or partial substitution of the maximum 20% discount and that (ii) the issuance price of the

securities convertible, redeemable, exchangeable or otherwise exercisable for Cap Gemini S.A. shares not admitted to trading on a regulated market will be determined under the conditions set forth in articles L. 3332-20 and R. 3332-22 of the French Labor Code;

4. resolves to eliminate, in favor of members of the Group's company savings plan(s), the preemptive subscription right granted to shareholders with respect to the subscription of shares or securities convertible, redeemable, exchangeable or otherwise exercisable for Cap Gemini S.A. shares that could be issued pursuant to this delegation of authority and to forfeit any right to shares and securities convertible, redeemable, exchangeable or otherwise exercisable for Cap Gemini S.A. shares that could be allocated without consideration pursuant to this resolution;
5. gives full powers to the Board of Directors (including the power of sub-delegation subject to the applicable law), in particular for the purposes of:
 - deciding whether the shares or securities should be subscribed directly by employee members of the Group's savings plans or whether they must be subscribed via a *Fonds Commun de Placement d'Entreprise* (French employee savings vehicle, or "FCPE") or a *Société d'Investissement à Capital Variable d'Actionariat Salarié* (French open-ended collective investment scheme for employee shareholding, or "SICAVAS"),
 - determining the companies whose employees will be able to benefit from the subscription plan,
 - determining, if necessary, whether or not to set a timeframe for employees for the payment of their securities,
 - setting the opening and closing dates of the subscription period and the issuance price of the securities,
 - carrying out, within the limits set forth in article L. 3332-21 of the French Labor Code, the allocation of shares or securities convertible, redeemable, exchangeable or otherwise exercisable for Cap Gemini S.A. shares, without consideration, and setting the type and amount of reserves, profits or premiums to include in the capital,
 - setting the number of new shares to be issued and the reduction rules to be applied in the event of oversubscription,
 - deducting the costs of the share capital increases, and of the issuances of other securities convertible, redeemable, exchangeable or otherwise exercisable for Cap Gemini S.A. shares, from the amount of premiums associated with these increases and withhold from this amount the necessary sums such that the legal reserve is equal to one-tenth of the new amount of share capital following each increase.

This delegation of authority is granted for a period of 26 months as from the date of this General Shareholders' Meeting and replaces the delegation of authority granted in the twenty-second resolution adopted by the Extraordinary Shareholders' Meeting of April 17, 2008.

FOURTEENTH RESOLUTION

Delegation of authority granted to the Board of Directors for the purposes of carrying out the share capital increase reserved for certain categories of beneficiaries, thereby allowing the Group to offer an employee savings plan to employees of certain non-French subsidiaries under similar conditions as those offered pursuant to the preceding resolution

In accordance with the provisions of articles L. 225-129-2 and L. 225-138 of the French Commercial Code and after hearing the report of the Board of Directors and the Statutory Auditors' report, the General Shareholders' Meeting:

1. acknowledges that the employees of certain non-French Capgemini Group companies, related to the Company under the conditions set forth in article L.225-180 of the French Commercial Code and in article L.3344-1 of the French Labor Code, the corporate headquarters of which are located in countries where the applicable legal and/or tax regulatory framework would render difficult the implementation of the shareholding options proposed to the Group's employees through a capital increase carried out pursuant to the preceding resolution, are defined by the words "Employees of Non-French Companies";
2. delegates to the Board of Directors its authority to decide on the undertaking of Company share capital increases, on one or several occasions, according to the proportions and at the times it

sees fit, through the issuance of shares without pre-emptive subscription rights, for the benefit of categories of beneficiaries defined hereafter;

3. resolves to eliminate the pre-emptive subscription right of shareholders associated with the shares issued under this delegation of authority and to reserve the right to subscribe such shares to the following categories of beneficiaries: (i) employees and corporate officers of the companies related to the Company under the conditions set forth in article L. 225-180 of the French Commercial Code and in article L. 3341-1 of the French Labor Code and with corporate headquarters located outside of France, and/or (ii) employee shareholding OPCVMs (*Organismes de Placement Collectif en Valeurs Mobilières*, or French UCITS) or other vehicles, irrespective of whether or not they are corporate entities, invested in Company securities, the unitholders or shareholders of which will be composed of the persons referred to in (i) of this paragraph, and/or (iii) any banking institution or subsidiary of such institution intervening at the Company's request for the implementation of a structured offering to employees and corporate officers of the companies related to the Company under the conditions set forth in articles L.225-180 of the French Commercial Code and article L.3344-1 of the French Labor Code and with corporate headquarters located outside of France, presenting an economic profile that is comparable to an employee shareholding scheme that would be implemented within the framework of a capital increase executed in application of the preceding resolution;
4. resolves that in the event that this delegation of authority is used, the issuance price of the new shares to be issued pursuant to this delegation may neither be lower by more than 20%, than an average of the listed prices of the Company's share during the twenty trading days on the French stock exchange preceding the date of the Board of Directors' or the Chief Executive Officer's decision setting the opening date of the subscription period for a capital increase carried out pursuant to the preceding resolution, adopted by this General Shareholders' Meeting, nor higher than this average; the Board of Directors or the Chief Executive Officer will, as the case may be, if considered appropriate, have the ability to reduce or eliminate any discount granted in this way in particular in order to account for, legal, accounting, tax and social security regimes that are applicable locally;
5. resolves that the capital increase(s) decided on pursuant to this delegation of authority shall not grant the right to subscribe more than two million (2,000,000) shares and that the total amount of the capital increases decided on pursuant to this resolution and the preceding one shall not grant the right to subscribe more than six million (6,000,000) shares with a nominal value of eight (8) euros each;
6. resolves that the Board of Directors will have all powers (including the power of sub-delegation subject to the applicable law), to use this delegation on one or several occasions, in particular for the purposes of:
 - listing all beneficiaries, within the categories of beneficiaries defined above, for each issuance and the number of shares to be subscribed by each of them,
 - determining the subscription options that will be offered to employees in each country concerned while taking into account local legal restrictions, and selecting the countries among those where the Group has subsidiaries as well as those said subsidiaries whose employees can participate in the transaction,
 - deciding on the maximum number of shares to be issued, subject to the limits set by this resolution and recording the final amount of each capital increase,
 - setting the dates and all other terms and conditions applicable to this type of capital increase under the conditions provided for by law,
 - deducting the costs of such capital increase from the amount of premiums associated with the capital increase and withhold from this amount the necessary sums such that the legal reserve is equal to one-tenth of the new amount of share capital resulting from this increase.

This delegation of authority is granted for a period of 18 months as from the date of this General Shareholders' Meeting and replaces the delegation of authority granted in the twenty-third resolution adopted by the Extraordinary Shareholders' Meeting of April 17, 2008.

FIFTEENTH RESOLUTION
Powers to carry out formalities

After hearing the report of the Board of Directors, 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.

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