

# **CAP GEMINI SA**

## **Shareholders' Meeting – April 26, 2007 (to be held on second call)**

### **AGENDA**

#### **ORDINARY SHAREHOLDERS' MEETING**

- Management report of the Board of Directors; presentation of the financial statements of the Company and the Group for the year ended December 31, 2006.
- Reports by the Statutory Auditors on the financial statements for the year ended December 31, 2006 and on two agreements governed by article L.225-38 of the French Commercial Code.
- Examination and approval of
  - the 2006 Company financial statements of Cap Gemini SA,
  - the 2006 consolidated financial statements of the Capgemini group,
  - the underwriting agreement entered into with a number of banks including Lazard Frères Banque SA,
  - the registration of the two corporate officers on the list of beneficiaries of the collective pension scheme set up by the Company.
- Appropriation of profit for the year and setting of the amount of the potential dividend payout.
- Renewal of the term of office of Mr. Marcel Roulet, a non-voting director whose term of office expires on the date hereof.
- 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 .

#### **EXTRAORDINARY SHAREHOLDERS' MEETING**

- Authorization to be given to the Board of Directors to cancel shares that would have been acquired by the Company pursuant to the above authorization.
- Authorization to be given to the Board of Directors to potentially allocate shares free of consideration (whether the shares are to be issued or are shares that have been previously bought back by the Company pursuant to the above authorization) to certain employees and corporate officers of the Company and its subsidiaries.
- Updating of the bylaws further to Decree no. 2006-1566 of December 11, 2006.

## **DRAFT RESOLUTIONS**

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

#### FIRST RESOLUTION

##### **Approval of the 2006 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, 2006, which show profit for the year of €195 million, and gives discharge to the Board of Directors for its management of the Company's affairs during the year.

#### SECOND RESOLUTION

##### **Approval of the 2006 consolidated financial statements**

After hearing the following:

- the Group management report of the Board of Directors for 2006,
  - the report presented by the Statutory Auditors,
- the General Shareholders' Meeting approves the consolidated financial statements for the year ended December 31, 2006, which show profit for the year of €293 million.

#### THIRD RESOLUTION

##### **Approval of a regulated agreement relating to the underwriting agreement entered into with parties including Lazard Frères Banque SA**

After hearing the special report of the Statutory Auditors on agreements governed by article L.225-38 *et seq.* of the French Commercial Code (*Code de Commerce*), the General Shareholders' Meeting approves the agreement referred to in said report.

#### FOURTH RESOLUTION

##### **Approval of a regulated agreement relating to the registration of the two corporate officers on the list of beneficiaries of the collective pension scheme set up by the Company**

After hearing the special report of the Statutory Auditors on agreements governed by article L.225-38 *et seq.* of the French Commercial Code (*Code de Commerce*), the General Shareholders' Meeting approves the agreement referred to in said report.

## FIFTH RESOLUTION

### **Appropriation of profit for the year and approval of dividend payout**

The General Shareholders' Meeting approves the recommendations of the Board of Directors with regard to the appropriation of distributable profit for the year ended December 31, 2006 and accordingly decides to appropriate this distributable profit amounting to €194,560,397.44 as follows:

- to the legal reserve (to increase it to €115,265,446.40, i.e. 10% of the share capital at December 31, 2006), an amount of €9,999,864.00
  - as a dividend to be paid to shareholders, an amount of €0.70 per share, i.e. €100,857,266.30
  - and with the balance being allocated to retained earnings, i.e. €83,703,267.14
- Making a total of €194,560,397.44

Shareholders are reminded that the dividend accordingly set at €0.70 for each of the 144,081,809 shares bearing dividend rights at January 1, 2006 is eligible for the 40% tax rebate referred to in sub-paragraph 2 of paragraph 3 of article 158 of the French General Tax Code for individuals subject to personal income tax in France. It will be paid as from Monday, April 30, 2007. If the Company holds any of its own shares at the time of this dividend payment, the amount corresponding to the dividend that would have been paid in respect of 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 €0.50 per share (fully eligible for the 40% tax rebate) was paid for 2005 and that no dividends were paid for 2004 or 2003.

## SIXTH RESOLUTION

### **Renewal of Marcel Roulet's term of office as a non-voting director**

Based on the recommendation of the Board of Directors, the General Shareholders' Meeting renews for a two-year period the term of office of the non-voting director Marcel Roulet, whose current term of office expires at the close of this Meeting. Mr. Roulet'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, 2008.

## SEVENTH 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 European Commission Regulation no. 2273/2003 of December 22, 2003 which came into effect on October 13, 2004, 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 (in descending order of priority):

- 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 remit the shares thus purchased to holders of securities convertible, redeemable, exchangeable or otherwise exercisable for Cap Gemini SA shares upon exercise of the rights attached thereto, in accordance with the applicable Stock Exchange 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 award shares to employees and corporate officers (on the terms and by the methods provided for by law), in particular in connection with stock option plans, plans involving the allocation of shares free of consideration, or company savings plans;
- to cancel the shares thus purchased subject to adoption of the eighth 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 General Regulations of the *Autorité des marchés financiers*.

The General Shareholders' Meeting resolves that the maximum purchase price for shares under the buyback program may not exceed €70 per share and that, in accordance with article L 225-209 of the French Commercial Code, the maximum number of shares that may be acquired under this resolution may not exceed 10% of the Company's issued capital as of December 31, 2006, corresponding to 14,408,180 shares. The total funds invested in the share buybacks may therefore not exceed €1,008,572,600 (€70 x 14,408,180 shares).

In the case of a capital increase paid up by capitalizing additional paid-in capital, reserves, profit or other amounts by allocating shares free of 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.

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 during the year under this authorization.

This authorization is given for a period of 18 months as from the date of this Shareholders' Meeting, and replaces the authorization given in the twentieth resolution adopted by the Ordinary Shareholders' Meeting of May 11, 2006.

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

### EIGHTH RESOLUTION

#### **Authorization to be given to the Board of Directors to cancel shares acquired by the Company pursuant to the seventh resolution**

After hearing the report of the Board of Directors and the special report of the Statutory Auditors, the General Shareholders' Meeting authorizes the Board of Directors, with the possibility of delegating such powers, 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 twenty-four months does not exceed 10% of the Company's capital; and to reduce the capital accordingly;
- charge the difference between the purchase price of the cancelled shares and their par value to additional paid-in capital or any distributable reserves.

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

This authorization is granted for a period of 24 months as from the date of this Shareholders' Meeting and replaces the authorization given in the twenty-first resolution adopted by the Extraordinary Shareholders' Meeting of May 11, 2006.

### NINTH RESOLUTION

#### **Authorization to be given to the Board of Directors to potentially allocate shares free of consideration (whether the shares are to be issued or are shares that have been previously bought back by the Company)**

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

- authorizes the Board of Directors, on one or several occasions, to allocate, free of consideration, existing shares or shares to be issued, to employees or corporate officers of the Company and/or companies or economic interest groups that are related to it under the conditions set out in article L 225-197-2 of the French Commercial Code, or to certain categories of such employees or corporate officers;
- resolves that, without prejudice to the effect of the adjustments mentioned below, the total number of shares allocated without consideration may not exceed 0.5% of the Company's share capital (i.e. 720,000 shares);
- resolves that the allocation of the shares to their beneficiaries shall only be definitive at the end of a minimum vesting period of 2 years as from the allocation of such shares by the Board of Directors. However, the shares may be definitively allocated in the event of death or incapacity of a beneficiary, corresponding to Category 2 or 3 disability as defined in article L. 341-1 of the French Social Security Code;
- sets the minimum period for retention of the shares by their beneficiaries at 2 years as from their definitive allocation. However, no minimum retention period is required in the event of

death or incapacity of a beneficiary, corresponding to the above-mentioned categories under the French Social Security Code;

- notes that, as an exception to the above minimum retention period, for shares allocated to corporate officers who fall within the scope of article L.225-197-1, II paragraph 4 of the French Commercial Code, the Board of Directors may decide that the shares may not be transferred by the beneficiaries before the termination of their duties, or may set the quantity of shares that said officers will be required to hold in registered form until the termination of their duties;
- notes that if the allocation concerns shares to be issued, this authorization will automatically entail the waiver of shareholders' pre-emptive rights to purchase such shares;
- gives powers to the Board of Directors to implement this authorization, and in particular:
  - to define the terms and conditions for the issue(s) and, in such an event, the criteria for allocating the shares and defining the beneficiaries thereof;
  - to decide, in the event that transactions are carried out during the vesting period that affect the Company's issued capital, whether or not to adjust the number of the shares allocated in order to protect the rights of the beneficiaries and, if appropriate, define the terms and conditions of such adjustment;
  - to draw any amount from the reserves and/or additional paid-in capital of the Company in order to carry out the capital increase or increases following the definitive allocations of shares to be issued, to set the entitlement dates applicable to the new shares, and to amend the by-laws accordingly;
  - to carry out all formalities and, more generally, to do whatever is necessary.

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

#### TENTH RESOLUTION

##### **Updating of the bylaws further to Decree no. 2006-1566 of December 11, 2006**

The General Shareholders' Meeting resolves to amend the third, fourth, fifth and sixth paragraphs of article 19 of the Company's bylaws (relating to Annual General Meetings) to read as follows:

*"General Shareholders' Meetings shall be called by the Board of Directors. They shall be held either at the Company's registered office or at any other premises in the same "département" or an adjoining "département", as specified in the notice of meeting.*

*The voting right attached to shares is proportionate to the capital represented by the shares. All shares have the same par value and they therefore all carry one voting right.*

*Shareholders may participate in General Meetings in person, by proxy or by casting a postal vote, subject to submitting evidence of their identity and ownership of the shares. Ownership of the shares is evidenced by an entry in the Company's share register in the name of the shareholder (or of the intermediary acting on their behalf if they are domiciled outside France), or in the register of bearer shares held by the applicable authorized intermediary. Such entries must be recorded by 12:00 a.m. (Paris time) on the third working day preceding the Meeting and any related notices must be filed at the address indicated in the notice of meeting.*

*In the case of bearer shares, the authorized intermediary shall provide a certificate of participation for the shareholders concerned.*

*Shareholders who have informed the Company that they wish to participate in a Meeting in person, by proxy or by casting a postal vote may not alter their method of participation. However, attendance at a Meeting by a shareholder in person shall cancel any proxy or postal votes cast.*

*To be taken into account, postal votes or proxy forms must be received by the Company at least three days prior to the date of the Meeting.*

*Where a shareholder has given proxy to a third party and has also sent in a postal voting form, if there is any difference in the two votes, the postal vote will be taken into account and the proxy ignored.*

*General Shareholders' Meetings shall be chaired by the Chairman of the Board of Directors or in his absence, by a director specially authorized for this purpose by the Board of Directors. If such a director has not been appointed to chair the meeting, the General Shareholders' Meeting itself shall appoint a chairman.*

*Minutes of General Shareholders' Meetings shall be drafted and copies certified and distributed in accordance with the law.*

**ELEVENTH RESOLUTION**  
**Powers to carry out formalities**

The General Shareholders' Meeting authorizes the bearer of a copy or extract of the minutes of this Meeting to execute all filing, publication and other formalities required under French law.

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