

**STATUTORY AUDITORS' REPORT ON THE CAPITAL INCREASE RESERVED FOR MEMBERS OF COMPANY SAVINGS PLANS**

(SHAREHOLDERS' MEETING OF APRIL 17, 2008 ON FIRST CALL)

*This is a free translation into English of the Statutory Auditors' special report issued in the French language and is provided solely for the convenience of English speaking readers. This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.*

To the Shareholders,

In our capacity as Statutory Auditors of Cap Gemini S.A. and in accordance with article L. 225-135 et seq. of the French Commercial Code (*Code de commerce*), we hereby present our report on the proposed delegation of authority to the Board of Directors to carry out a capital increase, on one or more occasions, via a share issue without pre-emptive subscription rights, not exceeding 6,000,000 shares reserved for members of Capgemini Group company savings plans, as submitted to you for approval.

This proposed capital increase is submitted for your approval pursuant to article L. 225-129-6 of the French Commercial Code and article L. 443-5 of the French Labor Code (*Code du travail*).

Based on its report, the Board of Directors is asking for authorization, for a period of 26 months, to decide on one or more capital increase(s). Shareholders are also asked to waive their pre-emptive subscription right to the shares that may be issued. The Board of Directors will, where appropriate, define the terms and conditions of this transaction.

The capital increase(s) decided pursuant to the 22<sup>nd</sup> and 23<sup>rd</sup> resolutions will be capped at 6,000,000 shares with a nominal value of €8 each.

The Board of Directors is responsible for preparing a report in accordance with articles R. 225-113 and R. 225-114 of the French Commercial Code. Our responsibility is to express an opinion on

the fairness of the financial information taken from the financial statements, the proposed cancellation of the shareholders' pre-emptive subscription rights and other information regarding these issues, contained in this report.

We performed the procedures we considered necessary with regard to the professional standards of the French Institute of Statutory Auditors (*Compagnie Nationale des Commissaires aux Comptes*) applicable to such transactions. These procedures consisted in reviewing the content of the Board of Directors' report in respect of these issues and the methods used to determine the share issue price.

Subject to a subsequent examination of the conditions for the proposed capital increases, we have no comment to make as regards the methods used to set the share issue price, as presented in the Board of Directors' report.

As the share issue price has not yet been set, we do not express an opinion on the final terms and conditions of the share capital increases. As a result, we do not express an opinion on the proposed cancellation of shareholders' pre-emptive subscription rights.

In accordance with article R. 225-116 of the French Commercial Code, we will issue a supplementary report, if necessary, when the Board of Directors uses these authorizations.

The Statutory Auditors

Neuilly-sur-Seine, March 14, 2008

**PricewaterhouseCoopers Audit**

Serge Villepelet      Edouard Sattler

Paris La Défense, March 14, 2008

**KPMG Audit**

*Division of KPMG S.A.*

Frédéric Quélin