

# 8.

# TEXT OF THE DRAFT RESOLUTIONS

PRESENTED BY THE BOARD OF DIRECTORS TO  
THE COMBINED SHAREHOLDERS' MEETING OF MAY 24, 2012

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# 8.1 Resolutions presented at the Ordinary Shareholders' Meeting

## FIRST RESOLUTION

### Approval of the 2011 Company financial statements

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

- the management report of the Board of Directors,
- the special report presented by the Chairman, and,
- the Statutory Auditors' report on their audit of the Company financial statements,

approves the Company financial statements for the year ended December 31, 2011, that show profit for the year of €171,563,263.44, and gives discharge to the Board of Directors for its management of the Company's business during the year.

## SECOND RESOLUTION

### Approval of the 2011 consolidated financial statements

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

- the Group management report of the Board of Directors for 2011,
- the Statutory Auditors' report on the consolidated financial statements,

approves the consolidated financial statements for the year ended December 31, 2011, that show net profit for the year of €404 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, 2011 as follows:

• Net profit for the year	€171,563,263.44
• No allocation to the legal reserve as it is fully funded	-
i.e. a balance of:	€171,563,263.44
• Retained earnings from previous years	€387,512,560.04
i.e. distributable earnings of:	€559,075,823.48

- allocated to:

- payment of a dividend of €1 per share:	€155,770,362.00
- retained earnings for the balance:	€403,305,461.48
giving a total of:	€559,075,823.48

It should be noted that the dividend, set at €1 for each of the 155,770,362 shares bearing dividend rights on January 1, 2011, 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 June 4, 2012 and the dividend will be payable from June 7, 2012. 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: €155,770,362 for 2010 (€1 per share); €123,341,916.80 for 2009 (€0.80 per share); €145,844,938 for 2008 (€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 (\*)

### Appointment of a Director representing employee shareholders in accordance with Article 11-5 of the bylaws

The Combined Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings, appoints Mrs. Lucia Sinapi-Thomas as director representing employee shareholders for a four-year period. This term of office shall therefore expire at the close of the Ordinary Shareholders' Meeting held to approve the financial statements for the year ending December 31, 2015.

## SIXTH RESOLUTION (\*)

### Appointment of a Director representing employee shareholders in accordance with Article 11-5 of the bylaws (resolution not approved by the Board of Directors)

The Combined Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings, appoints Mrs. Carla Heimbigner as director representing employee shareholders for a four-year period. This term of office shall therefore expire at the close of the Ordinary Shareholders' Meeting held to approve the financial statements for the year ending December 31, 2015.

\* Resolutions 5 and 6: pursuant to Article 11-5 of the bylaws, only a single seat of director representing employee shareholders is available. The candidate receiving the greatest number of votes shall therefore be elected.

## SEVENTH RESOLUTION

### Renewal of the term of office as non-voting director of Mr. Pierre Hessler

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 two-year period the term of office as non-voting director of Mr. Pierre Hessler, which expires at the close of this meeting. This new term of office shall therefore expire at the close of the Ordinary Shareholders' Meeting held to approve the financial statements for the year ending December 31, 2013.

## EIGHTH RESOLUTION

### Renewal of the term of office as non-voting director of Mr. Geoff Unwin

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 two-year period the term of office as non-voting director of Mr. Geoff Unwin, which expires at the close of this meeting. This new term of office shall therefore expire at the close of the Ordinary Shareholders' Meeting held to approve the financial statements for the year ending December 31, 2013.

## NINTH RESOLUTION

### Authorization 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, 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 buy back 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 ethics charter recognized by the AMF,
- to award shares 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 allocation of shares without consideration, a company savings plan or an international employee share ownership plan,
- to 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,
- to purchase shares to be retained with a view to remitting them in the future in exchange or payment for potential external growth transactions,

- to cancel the shares thus purchased subject to adoption of the tenth resolution included in the agenda of this Combined Shareholders' Meeting.

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 offers for Company shares.

The Combined Shareholders' Meeting:

- resolves that the maximum purchase price for shares under the buyback program may not exceed €55 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 and allocating shares 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 maximum price per share will be adjusted based on the ratio of the number of shares issued and outstanding before the transaction to this number after the transaction, and the above maximum number of shares will be adjusted based on the ratio of the total number of shares representing the share capital after the transaction to this number before the transaction;
- resolves that the maximum number of shares that may be acquired under this resolution may not exceed 10% of the Company's share capital. 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 its own share capital, and
  - the number of treasury shares 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.Based on the number of shares making up the Company's share capital at December 31, 2011, the theoretical maximum amount that the Company could invest in share buybacks is €856,736,980, that is, 15,577,036 shares with a par value of €8 acquired at a maximum price per share of €55.

The Combined Shareholders' Meeting gives full powers to the Board of Directors (including the power of delegation subject to 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 applicable regulations,
- carry out any and all filings and other formalities 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 sixth resolution adopted by the Combined Shareholders' Meeting of May 26, 2011.

## 8.2 Resolutions presented at the Extraordinary Shareholders' Meeting

### TENTH RESOLUTION

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

In accordance with the provisions of 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 Cap Gemini S.A. shares held by 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 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, to amend the bylaws 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 supersedes the authorization given in the seventh resolution adopted by the Combined Shareholders' Meeting of May 26, 2011.

### ELEVENTH RESOLUTION

#### Delegation of authority to the Board of Directors to carry out a capital increase by capitalizing reserves

In accordance with Articles L. 225-129, L. 225-19-2 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:

- authorizes the Board of Directors to decide to increase the share capital on one or several occasions by capitalizing additional paid-in capital, reserves, profit or other amounts in the form of an allocation of shares without consideration or by raising the par value of existing shares,
- but decides that, within the scope of this authorization, the par value amount of the increases in capital by capitalizing reserves may not exceed €1.5 billion.

Within the scope of this authorization, the Board of Directors may 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.

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 resolution adopted by the Combined Shareholders' Meeting of May 27, 2010.

### TWELFTH RESOLUTION

#### Setting general ceilings on the delegations of authority resulting from the following six 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 or without pre-emptive subscription rights that may be carried out pursuant to the authorizations given to the Board of Directors in the six resolutions hereafter (thirteenth, fourteenth, fifteenth, sixteenth, seventeenth and eighteenth resolutions):
  - the total par value amount (excluding share premiums) of 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 €500 million (approximately 40% of the share capital at December 31, 2011), to which will be added, where applicable, the par value of the shares to be issued in order to protect the rights of holders of securities granting access to the Company's share capital, it being specified that this limit will not apply to capital increases by capitalizing additional paid-in capital, reserves, profit or other amounts. In the case of a capital increase by capitalizing additional paid-in capital, reserves, profit or other amounts by 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 maximum aggregate amount issues of securities granting access to the Company's share capital or granting a right to allocation of debt instruments may not exceed €3.5 billion.
- the total amount of share issues without pre-emptive subscription rights that may be carried out pursuant to the authorizations given to the Board of Directors in the five resolutions hereafter (fourteenth, fifteenth, sixteenth, seventeenth and eighteenth resolutions):
  - the total par value amount (excluding share premiums) of 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 €185 million (approximately 15% of the share capital at December 31, 2011), to which will be added, where applicable, the par value of the shares to be issued in order to protect the rights of holders of securities granting access to the Company's share capital, it being specified that this limit will not apply to capital increases by capitalizing additional paid-in capital, reserves, profit or other amounts. In the case of a capital increase by capitalizing additional paid-in capital, reserves, profit or

other amounts by 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 maximum aggregate amount of issues 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.

### THIRTEENTH 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 granting a right to allocation of debt instruments with pre-emptive subscription rights**

In accordance with Articles L. 225-129, L. 225-129-2, L. 225-132 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 the issue, on one or several occasions, by the methods and on the terms that it deems fit, in France or other countries, of new 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. These securities may be denominated either in euros, or in foreign currencies, or in any monetary unit established by reference to several currencies,
- 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 twelfth resolution:
  - the total par value amount (excluding share premiums) of capital increases that may thus be carried out as a result of issuing shares or securities granting access to the Company's share capital may not exceed €500 million (approximately 40% of the share capital at December 31, 2011), to which will be added, where applicable, the par value of the shares to be issued in order to preserve the rights of holders of securities granting access to the Company's share capital. In the case of a share issue by capitalizing additional paid-in capital, reserves, profit or other amounts by 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 aggregate amount of issues of securities granting access to the Company's share capital or granting a right to allocation of debt instruments may not exceed €3.5 billion,
- resolves that, if the Board of Directors makes use of this delegation of authority:
  - the 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 notably offer to the public all or some of the shares not subscribed,
- authorizes the Board of Directors 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 delegation of authority is granted for a period of 26 months as from the date of this Shareholders' Meeting and supersedes the delegation of authority given in the twentieth resolution adopted by the Combined Shareholders' Meeting of May 27, 2010.

### FOURTEENTH RESOLUTION

#### **Delegation of authority to the Board of Directors to issue, in the form of a public offering, ordinary shares and/or securities granting access to the Company's share capital or granting a right to allocation of debt instruments without pre-emptive subscription rights**

In accordance with Articles L. 225-129, L. 225-129-2, L. 225-135, L. 225-136 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:

- authorizes the Board of Directors to decide on the issue, in the form of a public offering, on one or several occasions, by the methods and on the terms that it deems fit, in France or other countries, of ordinary shares of the Company and/or securities granting access to ordinary shares of the Company, immediately and/or in the future, or granting a right to the allocation of debt instruments issued by the Company. These securities may be denominated either in euros, or in foreign currencies, or in any monetary unit established by reference to several currencies,

- 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 the twelfth resolution:
  - the total par value amount (excluding share premiums) of capital increases that may thus be carried out by issuing shares or securities granting access to the Company's share capital may not exceed €185 million, (approximately 15% of the share capital at December 31, 2011), to which will be added, where applicable, the par value of the shares to be issued in order to preserve the rights of holders of securities granting access to the Company's share capital. In the case of a share issue by capitalizing additional paid-in capital, reserves, profit or other amounts by 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 aggregate amount of 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 shareholder pre-emptive subscription rights to these shares and securities granting access to the Company's share capital that may be issued under this delegation of authority, 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,
- 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, shall be at least equal to the weighted average price of the Company's shares during the three trading days preceding the date on which the price is set. This price may be 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,
- authorizes the Board of Directors 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 delegation of authority is granted for a period of 26 months as from the date of this Shareholders' Meeting and supersedes the delegation of authority given in the twenty-first resolution adopted by the Combined Shareholders' Meeting of May 27, 2010.

#### FIFTEENTH RESOLUTION

##### **Delegation of authority to the Board of Directors to issue, in the form of a private placement, ordinary shares and/or securities granting access to the Company's share capital or granting a right to allocation of debt instruments without pre-emptive subscription rights**

In accordance with Articles L. 225-129-2, L. 225-135, L. 225-136 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:

- authorizes the Board of Directors to decide, on one or several occasions, on the issue carried out in the form 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*), in France or other countries, of ordinary shares of the Company and/or securities granting access to ordinary shares of the Company, immediately and/or in the future, or granting a right to the allocation of debt instruments issued by the Company. These securities may be denominated either in euros, or in foreign currencies, or in any monetary unit established by reference to several currencies,
- 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 the twelfth resolution:
  - the total par value amount (excluding share premiums) of capital increases that may thus be carried out by issuing shares or securities granting access to the Company's share capital may not exceed €185 million, (approximately 15% of the share capital at December 31, 2011), to which will be added, where applicable, the par value of the shares to be issued in order to preserve the rights of holders of securities granting access to the Company's share capital. In the case of a share issue by capitalizing additional paid-in capital, reserves, profit or other amounts by 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 aggregate amount of issues 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 shareholder pre-emptive subscription rights to these shares and securities that may be issued under this delegation of authority,
- 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, shall be at least be equal to the weighted average price of the Company's shares during

the three trading days preceding the date on which the price is set. This price may be 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,
- authorizes the Board of Directors 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 delegation of authority is granted for a period of 26 months as from the date of this Shareholders' Meeting and supersedes the delegation of authority given in the twenty-second resolution adopted by the Combined Shareholders' Meeting of May 27, 2010.

#### SIXTEENTH RESOLUTION

##### **Delegation of authority to the Board of Directors to increase the number of securities to be issued within the scope of over-allotment options ("Greenshoe" options)**

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 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 three preceding resolutions (thirteenth, fourteenth and fifteenth 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.

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

#### SEVENTEENTH RESOLUTION

##### **Delegation of authority to the Board of Directors to issue ordinary shares and/or securities granting access to the Company's share capital for contributions in kind to the Company of shares or securities granting access to share capital**

In accordance with Articles 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 the authority required to carry out an issue of ordinary shares or securities granting access to the Company's share capital, as payment for contributions in kind made to the Company comprised 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,
- resolves that the shares and securities issued within the scope of this authorization will be subject to a ceiling of 10% of the Company's current share capital, in addition to the general ceilings set in the twelfth resolution,
- notes that existing shareholders of the Company shall not have a pre-emptive right to subscribe for any shares and/or other securities issued pursuant to this authorization, as the exclusive purpose of such issues shall be to provide payment for contributions in kind,
- authorizes the Board of Directors to use this authorization, approve the valuation of contributions, issue such shares or securities, offset the share issue costs against the related premiums and amend the bylaws accordingly.

This delegation of authority is granted for a period of 26 months as from the date of this Shareholders' Meeting and supersedes the delegation of authority given in the twenty-fifth resolution adopted by the Combined Shareholders' Meeting of May 27, 2010.

#### EIGHTEENTH 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 granting a right to allocation of debt instruments as payment for shares tendered to any public exchange offer 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, on the issue of ordinary shares and/or securities granting access to ordinary shares of the Company or, provided that the first debt instrument constitutes shares, granting a right to the allocation of debt instruments as payment for shares tendered to any public exchange offer made by the Company in France or other countries for the shares of another company traded on one of the regulated markets set out in Article L. 225-148,

- 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 the twelfth resolution:
  - the total par value amount (excluding share premiums) of capital increases that may thus be carried out by issuing shares or securities granting access to the Company's share capital may not exceed €185 million (approximately 15% of the share capital at December 31, 2011), to which will be added, where applicable, the par value of the shares to be issued in order to preserve the rights of holders of securities granting access to the Company's share capital. In the case of a share issue by capitalizing additional paid-in capital, reserves, profit or other amounts by 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 aggregate amount of issues 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 shall not have a pre-emptive right to subscribe for any shares and/or other securities issued pursuant to this authorization, as the exclusive purpose of such issues shall be to provide payment for securities tendered to public exchange offers made by the Company,
- notes that the price of the shares and other securities issued under this authorization will be set based on the laws applicable to public exchange offers,
- authorizes the Board of Directors, or a representative duly authorized in accordance with the law, to use this authorization and to offset the share issue costs against the related premiums.

This delegation of authority is granted for a period of 26 months as from the date of this Shareholders' Meeting and supersedes the delegation of authority given in the twenty-sixth resolution adopted by the Combined Shareholders' Meeting of May 27, 2010.

### **NINETEENTH 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, 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. authorizes the Board of Directors - subject to the achievement of the performance targets defined in paragraph 4 of the present resolution and for a number of shares with a par value of €8 not exceeding 1.5% of the share capital at the date of the decision (this maximum number of shares being referred to hereafter by the letter "N") - to allocate shares of the Company (existing or to be issued), to employees and corporate officers of the Company and its French and non-French subsidiaries;
2. resolves that up to a maximum of 10% of "N", these performance shares may also be allocated, in accordance with applicable laws, 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 at least two years, in which case the beneficiary will be required to hold the shares for an additional minimum period of two years from the date on which they vest, or
  - b) a period of at least 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 expiry 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 (*Code de la Sécurité Sociale*);
4. resolves that the exact number of shares vesting at the end of the minimum period of at least two or four years (depending on whether option 3a) or option 3b) is chosen) following the date of initial notification of the allocation, will be:
  - i) for half, equal to the number of shares indicated on the allocation notice, multiplied by the percentage of achievement of the chosen external 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 S.A. share measured over a minimum two-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 relative performance will be measured by comparing the stock market performance of the Cap Gemini S.A. share with the average share price performance of the companies

comprising the basket over the same period, such that:

- the number of shares that will ultimately vest:
  - will be equal to 50% of the number of shares initially allocated if the relative performance of the Cap Gemini S.A. share is at least equal to 110% of the basket,
  - will vary between 30% and 50% of the initial allocation if the relative performance of the Cap Gemini S.A. share is between 100% and 110% of the average performance of the basket, with an additional 2% of shares vesting for each tenth of a point between these limits,
  - will be equal to 30% of the number of shares initially allocated if the relative performance of the Cap Gemini S.A. share is equal to 100% of the basket,
  - will vary between 20% and 30% of the initial allocation if the relative performance of the Cap Gemini S.A. share is between 90% and 100% of the average performance of the basket, with an additional 1% of shares vesting for each tenth of a point between these limits,
- no shares will vest if, over the period used as the reference for the calculation, the performance of the Cap Gemini S.A. share is less than 90% of the average performance of the basket of securities over the same period,

ii) for half, equal to the number of shares indicated on the allocation notice, multiplied by the percentage of achievement of the chosen internal 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 amount of audited and published organic free cash flow for the three-year cumulative period from January 1, 2012 to December 31, 2014, excluding Group payments to make up the shortfall on its defined benefit pension funds,
- no shares will vest if the cumulative organic cash flow for the three fiscal years is less than €750 million;
- the number of shares that will ultimately vest will be equal to 50% of the initial allocation if the cumulative organic cash flow for the three fiscal years is at least €1 billion and will vary on a straight-line basis between nil and half of the initial allocation for a cumulative organic free cash flow between these two limits;

it being understood that "organic free cash flow" is defined as cash flow from operations less acquisitions (net of disposals) of intangible assets and property, plant and equipment, adjusted for flows relating to the net interest cost (as presented in the consolidated statement of cash flows);

5. resolves that by exception, and for an amount not exceeding 15% of "N", shares may be allocated to employees of the Company and its French (pursuant to Article L. 225-197-6, paragraph 1, of the French Commercial Code) and foreign subsidiaries –excluding members of Group Management– without performance conditions;

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 and the number of shares allocated to each beneficiary,
- 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 perform, where the allocations concern shares to be issued, the necessary share capital increases by capitalization of reserves and/or additional paid-in capital of the Company when the shares ultimately vest, to set the dates from which shares bear dividend rights and to amend the bylaws accordingly,
- to carry out all formalities and, more generally, to do whatever is necessary.

This authorization is granted for a period of 18 months as from the date of this Shareholders' Meeting and supersedes the authorization given in the eleventh resolution adopted by the Combined Shareholders' Meeting of May 26, 2011.

## TWENTIETH RESOLUTION

### Amendment of Article 19 of the bylaws to allow shareholders to vote using the internet

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, decides to amend Article 19 of the bylaws "Shareholders' Meetings" as follows:

*"Shareholders' Meetings are convened by the Board of Directors. Meetings are held at the Company's headquarters or any other location in the same "département"<sup>1</sup>, or neighboring "département"<sup>1</sup>, detailed in the notice of meeting.*

*Shares carry voting rights based on the proportion of capital represented. All shares have the same par value and they therefore all carry one vote per share.*

*The right to participate in Shareholders' Meetings is evidenced by an entry in the name of the shareholder (or of the intermediary acting on his/her behalf if domiciled outside France) in the Company's share register 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 one of the addresses indicated in the notice of meeting.*

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

<sup>1</sup> France is divided into a number of territorial areas for administrative purposes known as "départements"

Shareholders may participate in Shareholders' Meetings in person, by proxy or by casting a remote vote in accordance with the terms and conditions set by applicable regulations.

Shareholders who have informed the Company that they wish to participate in a Meeting in person, remotely or by proxy may not alter their method of participation. However, attendance at a Meeting by a shareholder in person shall cancel any votes cast by proxy or remotely. To be taken into account, remote votes or proxy forms must be received by the Company at least three days prior to the date of the Meeting. If the Board of Directors so decides when convening the Meeting, shareholders voting by proxy or remotely may participate in voting using any telecommunication or teletransmission means, including the internet, in accordance with the conditions set out in applicable regulations at the time of use. Where an electronic form is submitted, the shareholder's signature may take the form of a secure signature or a reliable identification procedure guaranteeing the link with the related action and potentially consisting of a user identification and password. Where applicable, this decision of the Board of Directors shall be communicated in the notice of meeting published in BALO (French Journal of Mandatory Legal Announcements).

Where a shareholder has given proxy to a third party and has also voted remotely, if there is any difference in the two votes, the remote vote will be taken into account and the proxy ignored.

If the Board of Directors so decides when convening the Meeting, shareholders may participate and vote at the Meeting using any telecommunication or teletransmission means enabling their identification, including the internet, in accordance with the conditions set out in applicable regulations at the time of use. Where applicable, this decision of the Board of Directors shall be communicated in the notice of meeting published in BALO (French Journal of Mandatory Legal Announcements).

The Meetings are chaired by the Chairman of the Board of Directors or, in his/her absence, by the Vice-Chairman. In the absence of the Chairman and the Vice-Chairman, the Shareholders' Meeting shall elect a Chairman.

Minutes of the Meeting are prepared and copies are certified and delivered in accordance with the Law."

#### **TWENTY-FIRST 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.