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# TEXT OF THE DRAFT RESOLUTIONS

PRESENTED BY THE BOARD OF DIRECTORS  
TO THE COMBINED SHAREHOLDERS' MEETING  
OF MAY 26, 2011

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## 8.1 Resolutions presented at the Ordinary Shareholders' meeting

### FIRST RESOLUTION

#### Approval of the 2010 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 presented by 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, 2010, that show profit for the year of €136,889,010.10, and gives discharge to the Board of Directors for its management of the Company's business during the year.

### SECOND RESOLUTION

#### Approval of the 2010 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 2010,
- the Statutory Auditors' report on the consolidated financial statements,

approves the consolidated financial statements for the year ended December 31, 2010, that show net profit for the year of €280 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, 2010 as follows:

• Net profit for the year	€136,889,010.10
• Allocation to the legal reserve which would then be entirely funded:	- €1,274,372.80
	i.e. a balance of: €135,614,637.30
• Retained earnings from previous years	€405,692,062.74
	i.e. distributable earnings of: €541,306,700.04
• allocated to:	
- payment of a dividend of €1 per share:	€155,770,362.00
- retained earnings for the balance:	€385,536,338.04
	giving a total of: €541,306,700.04

It should be noted that the dividend, set at €1 for each of the 155,770,362 shares bearing dividend rights on January 1, 2010, 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 6, 2011 and the dividend will be payable from June 9, 2011. 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: €123,341,916.80 for 2009 (€0.80 per share); €145,844,938 for 2008 (€1 per share); €145,425,510 for 2007 (€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

#### Attendance fees

At the recommendation of the Board of Directors, the Combined Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings, sets at €800,000 per fiscal year the total amount of attendance fees allocated to the Board of Directors.

## SIXTH 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, the Combined Shareholders' Meeting voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings and after having read the report presented by the Board of Directors 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 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 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 convertible, redeemable, exchangeable or otherwise exercisable for Cap Gemini S.A. shares 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 seventh 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, 2010, 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 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, which is given for a period of 18 months as from the date of this Shareholders' Meeting and supersedes the authorization given in the sixteenth resolution adopted by the Combined Shareholders' Meeting of May 27, 2010.

## 8.2 Resolutions presented at the Extraordinary Shareholders' meeting

### SEVENTH RESOLUTION

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

The Combined Shareholders' Meeting - voting in accordance with quorum and majority rules for Extraordinary Shareholders' Meetings and after having read the report of the Board of Directors and the Statutory Auditors' special report – 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 Cap Gemini S.A. 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 share capital, and to reduce the share capital accordingly,
- deduct from additional paid-in capital or any distributable reserves the difference between the purchase price of the cancelled shares and their par value.

The Combined 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 share 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 supersedes the authorization given in the seventeenth resolution adopted by the Combined Shareholders' Meeting of May 27, 2010.

### EIGHTH RESOLUTION

#### Delegation of powers granted to the Board of Directors to carry out a capital increase reserved for members of company savings plans (*Plans d'Épargne d'Entreprise*) of the Capgemini Group

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

1. delegates the necessary powers to the Board of Directors for the purpose of increasing the share capital of the Company, in one or more installments, through the issuance of shares or securities granting access to the Company's share capital and reserved for members of the Capgemini Group's Company Savings Plans (*Plans d'Épargne d'Entreprise* or "PEE"), it being hereby specified that the Board of Directors can also, as the case may be, allocate free shares or securities granting access to the Company's share capital in complete or partial substitution of the discount mentioned in paragraph 3 below and/or as payment of the employer matching contribution

under the conditions and in compliance with the thresholds set forth in Article L. 3332-21 of the French Labor Code;

2. decides that the number of shares that could potentially be issued pursuant to this delegation of power, including those shares derived from shares or securities granting access to the Company's share capital that may be allocated for free in total or partial substitution of the discount and/or of the employer matching contribution 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 par 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 preserve the rights of holders of securities or other rights or entitlements granting access to the share capital;
3. decides that the issuance price of the new shares cannot be either higher than the average of the listed prices of the share on the NYSE Euronext Paris stock exchange 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, or 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 a free allocation of shares and/or securities granting access to the Company's share capital in full or partial substitution of the maximum 20% discount;
4. decides that the issuance price of the securities granting access to the share capital, 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;
5. decides to eliminate, for the benefit of members of the Group's company savings plan(s), the preferential subscription right granted to shareholders with respect to the subscription of shares or securities granting access to the Company's share capital that could be issued pursuant to this delegation of power, and to forfeit any right to shares and securities granting access to the Company's share capital that could be allocated for free on the basis of this resolution;
6. along with granting the power to sub-delegate under the conditions set forth by law, delegates all powers to the Board of Directors, 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"),

- determining the companies whose employees will be able to participate in the offer,
- determining, if necessary, whether or not to grant additional time to 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 free shares or securities granting access to the Company's share capital and setting the type and amount of reserves, profits or premiums to include in the share capital,
- setting the number of new shares to be issued and the rules to be applied in reducing subscription requests in the event of oversubscription,
- deducting the costs of the share capital increases, and of the issuances of other securities granting access to the Company's share capital, from the amount of premiums associated with these increases and withholding from this amount the necessary sums such that the legal reserve is rendered equal to a tenth of the new amount of share capital following each increase,
- deciding to postpone the completion of the share capital increase.

This delegation of powers is granted for a period of 26 months as from the date of this Shareholders' Meeting and replaces the one granted by the twenty-seventh resolution adopted by the Combined Shareholders' Meeting of May 27, 2010.

## NINTH RESOLUTION

### Delegation of powers granted to the Board of Directors to perform a share capital increase reserved for employees of certain foreign Group subsidiaries under similar conditions as those offered pursuant to the preceding resolution

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

1. acknowledges that the employees of certain foreign 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 fiscal regulatory framework would render difficult the implementation of the shareholding formulae proposed to the Group's employees through a capital increase carried out pursuant to the preceding resolution, are hereby defined as "Employees of Foreign Companies";
2. delegates the necessary powers to the Board of Directors for the purpose of increasing the share capital of the Company, in one or more installments, according to the proportions and at the times it deems appropriate, through the issuance of shares from which the preferential subscription right of shareholders has been waived, for the benefit of categories of beneficiaries defined hereafter;
3. decides to waive the preferential subscription right of shareholders associated with the shares issued under this delegation of power and to reserve the right to subscribe such shares to categories of beneficiaries with the following characteristics: (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; (ii) and/or 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 unit holders 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 this Shareholders' Meeting's preceding resolution;
4. decides that in the event that this delegation of power is used, the issuance price of the new shares to be issued pursuant to this delegation cannot be lower or higher, by more than 20%, than the 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 Shareholders' Meeting; 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 order to account for, in particular, the legal, accounting, tax and social regimes that are applicable locally,
5. decides that the capital increase(s) decided on pursuant to this delegation of power cannot grant the right to subscribe to more than two million (2,000,000) shares and that the total amount of the capital increases decided on pursuant to this delegation of power and the preceding one cannot grant the right to subscribe to more than six million (6,000,000) shares with a par value of eight (8) euros each,

6. decides that the Board of Directors will have all powers, along with the power to sub-delegate under the conditions set forth by law, to use this delegation one or more times, 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 formulae that will be offered to employees in each relevant country while taking into account local legal restrictions, and selecting the countries retained among those where the Group has subsidiaries as well as those subsidiaries whose employees can participate in the transaction,
- deciding on the maximum number of shares to be issued, within 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 withholding from this amount the necessary sums such that the legal reserve is rendered equal to a tenth of the new amount of share capital resulting from this increase,
- deciding to postpone the completion of the share capital increase.

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

## TENTH RESOLUTION

### **Delegation of powers to the Board of Directors to issue BSAAR (*Bons de Souscription et/ou d'Acquisition d'Actions Remboursables*) to employees and corporate officers of the Company and its subsidiaries, without preferential subscription rights for the shareholders**

In accordance with Articles L. 228-91 et seq., L. 225-129 et seq. and L. 225-138 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, assembled in accordance with the quorum and majority conditions required at Extraordinary Shareholders' Meetings:

1. decides to authorize the Company's capital increase through the issuance of BSAAR and delegates the necessary powers to the Board of Directors, or a representative duly authorized in accordance with the law, to issue BSAAR, on one or several occasions;
2. sets at €8 million the maximum nominal amount of capital increases that may be carried out pursuant to this delegation, corresponding to a maximum of 1 million shares with a nominal value of €8 each. This amount does not take into account additional shares to be issued, where appropriate, to protect the rights of the holders of securities convertible,

redeemable, exchangeable or otherwise exercisable for shares of the Company;

3. resolves, in accordance with Article L. 225-138 of the French Commercial Code, to eliminate the shareholders' preferential subscription right to these BSAAR and to reserve the right to subscribe for such BSAAR to employees and corporate officers of the Company and its French and foreign subsidiaries. The Board of Directors will draw up the list of persons eligible for BSAAR (the "Beneficiaries") and the maximum number of BSAAR that may be subscribed by each Beneficiary;

4. resolves that the Board of Directors (or the Chief Executive Officer pursuant to a delegation of authority by the Board) will determine:

- a) the characteristics of the BSAAR, including the subscription price, which will be set on the basis of the opinion of an independent expert, taking account of the usual factors affecting their value (such as the exercise price, period of non-transferability, exercise period, trigger price and redemption period of the BSAAR, the interest rates, dividend distribution policy, price and volatility of the Company's share), as well as the conditions of the issue and the terms and conditions of the issue agreement,
- b) the subscription or purchase price for the shares underlying the BSAAR, it being specified that one BSAAR will entitle the Beneficiary to subscribe for or purchase one share of the Company. The subscription or purchase price will be equal to at least 120% of the average closing prices quoted for the Company's shares over a period of 20 consecutive trading days preceding the date on which the terms and conditions of the issue and the characteristics of the BSAAR are decided;

5. notes that the shareholders will automatically waive their preferential subscription rights to the shares issued upon the exercise of the BSAAR in favor of the holders of such warrants, in accordance with the last paragraph of article L. 225-132 of the French Commercial Code;

6. gives full powers to the Board of Directors, or a representative duly authorized, to implement this resolution, including the power to postpone the issuance of the securities under this resolution, to take all measures, enter into all agreements and accomplish all formalities with respect to completing the issue of the BSAAR, to report the completion of the resulting capital increases, update the bylaws accordingly, and make such amendments as it subsequently deems necessary to the BSAAR issue agreement (subject to the consent of the BSAAR holders), in accordance with legal and regulatory provisions;

7. in accordance with Article L. 225-138 of the French Commercial Code, the Board of Directors will prepare an additional report to be submitted to the next General Shareholders' Meeting, on the conditions in which this authorization has been used.

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

## ELEVENTH 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 report of the Board of Directors and the Statutory Auditors' special report:

1. authorizes the Board of Directors – subject to the achievement of the performance targets defined below and for a number of shares not exceeding 1 million of shares with a nominal value of €8 each - 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 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, 2011 to December 31, 2013,
  - no shares will vest if the cumulative organic cash flow for the three fiscal years is less than €1.1 billion,
  - 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 €1.3 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. 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 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 given for a period of 18 months as from the date of this Combined Shareholders' Meeting.

## TWELFTH RESOLUTION

### Amendment of Article 11 of the bylaws to allow for the appointment of an employee shareholder director

In accordance with the provisions of Article L. 225-23 of the French Commercial Code, the Combined Shareholders' Meeting, voting in accordance with the quorum and majority rules for Extraordinary Shareholders' Meetings, and after having read the Board of Directors' report, decides to add a fifth paragraph to Article 11 of the bylaws entitled "Board of Directors", drafted as follows:

"5) Director representing employee shareholders

5.1 At fiscal year-end, whenever the percentage of share capital held – within the context of the provisions of Article L.225-102 of the French Commercial Code – by the employees of the Company and companies related to it within the meaning of Article L. 225-180 of this code, represents more than 3% of the share capital of the Company, a director representing the employee shareholders is elected by the Ordinary Shareholders' Meeting from among the two candidates proposed by employee shareholders as discussed in the aforementioned Article L. 225-102, in accordance with the terms and conditions of both the regulations in force and these bylaws.

5.2 The two candidates nominated for election as an employee shareholder director are appointed under the following conditions:

a) When the shares held by the employees referred to in Article L. 225-102 of the French Commercial Code are held in a *Fonds Commun de Placement d'Entreprise* (French collective employee shareholding vehicle, or "FCPE"), all

of the supervisory boards of these FCPEs are convened for the specific purpose of jointly nominating a candidate for election.

At the meeting of these aforementioned supervisory boards, each member of these supervisory boards can cast one vote in favor of the nomination of a given candidate for election to the position of director representing employee shareholders. This candidate is nominated based on the majority of the votes cast either by the members of the supervisory boards present or represented at the meeting, or by correspondence.

b) When the shares are held directly by the employees referred to in Article L. 225-102 of the French Commercial Code, these employees nominate a candidate. The nomination of the candidate will be made by the employee shareholders via an electronic voting procedure.

Under this electronic voting procedure, each employee shareholder will be entitled to a number of votes equal to the number of shares he or she directly holds. The candidate is nominated based on the majority of the votes cast by the electorate of employee shareholders.

c) In the event that the full amount of the shares held by the employees referred to in Article L. 225-102 of the French Commercial Code are held under the conditions discussed in this section 5.2, paragraph a), the two candidates referred to in Article 5.1 would be nominated by the supervisory boards of the FCPEs in accordance with the terms and conditions described in this section 5.2, paragraph a).

Reciprocally, the provisions of this section 5.2, paragraph b), will be applicable to the nomination of the two candidates referred to in Article 5.1 in the event that the full amount of the shares held by the employees referred to in Article L. 225-102 of the French Commercial Code is held under the conditions described in this section 5.2, paragraph b).

5.3 Prior to the nomination of the two candidates for the position of employee shareholder director, the Chairman of the Board of Directors, who can elect to sub-delegate this task, sets the Rules for the Nomination of Candidates (hereinafter referred to as the "Rules"), which indicate the schedule and the organization of the nomination procedures provided for under section 5.2, paragraphs a) and b).

The Rules will be sent to the members of the supervisory boards of the FCPEs, within the context of the nomination procedure provided for above under section 5.2, paragraph a), and sent to the employee shareholders, within the context of the nomination procedure provided for above under section 5.2, paragraph b), by any means that the Chairman of the Board of Directors deems adequate and appropriate, including, as an example and not a

requirement, by postings and/or by individual postal mail and/or electronically.

The Rules must be sent at least two months (i) prior to the effective date of the meeting of the supervisory boards of the FCPEs within the context of the procedure provided for in section 5.2, paragraph a), and (ii) prior to the beginning of the voting period provided for in section 5.2, paragraph b).

5.4 The director representing the employee shareholders is elected by the Ordinary Shareholders' Meeting from among the two candidates nominated in accordance with the provisions of Article 11, section 5.2, paragraphs a) and b) of the bylaws, respectively, under the conditions applicable to the nomination of any director. The Board of Directors presents the two candidates at the Shareholders' Meeting by way of two separate resolutions and indicates its support, as the case may be, for the resolution pertaining to the candidate it prefers. Of the candidates described above, the one who receives the highest number of the votes of shareholders present or represented at the Ordinary Shareholders' Meeting will be elected as director representing employee shareholders.

5.5 This director is not taken into account in determining the maximum number of directors provided for under Article L. 225-17 of the French Commercial Code.

5.6 Pursuant to the provisions of Article 11, paragraph 3) of the bylaws, the term of office of the director representing employee shareholders is set at four years and expires in accordance with the terms of these provisions. However, his or her term of office will end *ipso jure* and the director representing the employee shareholders is considered as having resigned automatically in the event that he or she no longer holds the status of employee of the Company (or of a company or economic interest group related to it within the meaning of Article L. 225-180 of the French Commercial Code). The renewal of the term of office of the director representing employee shareholders is carried out under the conditions provided for in this paragraph 5) of Article 11 of the bylaws.

The provisions of Article 11, paragraph 2) of the bylaws, pertaining to the number of shares that each director must hold for the duration of his or her term of office, do not apply to this employee shareholder director. However, the director representing employee shareholders must hold, either individually, or via a *Fonds Commun de Placement d'Entreprise* governed by Article L. 214-40 of the French Monetary and Financial Code, at least one share of the Company, or a number of shares of the FCPE equivalent to at least one share of the Company. Failing this, such director is considered as having resigned automatically as of the date upon which he or she no longer holds a share of the Company or a number of shares of the FCPE representing at least one share of the Company.

5.7 In the event that the position of director representing employee shareholders becomes vacant for any reason whatsoever, the nomination of the candidates to replace the previous director will be carried out under the conditions provided for in this Article 11, paragraph 5) of the bylaws, at the latest prior to the next Ordinary Shareholders' Meeting held or, in the event such meeting is held less than four months after the position became vacant, prior to the following Ordinary Shareholders' Meeting. This director will be elected by the Ordinary Shareholders' Meeting for a new four-year period.

Until the date upon which a replacement for the position of director representing employee shareholders is elected, the Board of Directors can convene and deliberate validly.

5.8 The provisions of this Article 11, paragraph 5) will no longer apply if, at fiscal year-end, the percentage of the share capital held by the employees of the Company and companies related to it within the meaning of the aforementioned Article L. 225-180, within the context set forth by the provisions of aforementioned Article L. 225-102, represents less than 3% of the share capital, it being specified that the term of office of any director appointed pursuant to this Article 11, paragraph 5), will end when the term of office reaches its intended expiration date."

### THIRTEENTH 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.

