

# TEXT OF THE DRAFT RESOLUTIONS

PRESENTED BY THE BOARD OF DIRECTORS TO THE ORDINARY  
AND EXTRAORDINARY SHAREHOLDERS' MEETING OF MAY 27, 2010

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

### First resolution

#### Approval of the 2009 Company financial statements

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

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

approves the Company financial statements for the year ended December 31, 2009, that show profit for the year of €224,022,251.99, and gives discharge to the Board of Directors for its management of the Company's affairs during the year.

### Second resolution

#### Approval of the 2009 consolidated financial statements

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

- the Group management report of the Board of Directors for 2009,
- the Statutory Auditors' report on the consolidated financial statements,

approves the consolidated financial statements for the year ended December 31, 2009, that show net profit for the year of €178 million.

### Third resolution

#### Regulated agreements

The Combined Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary General Meetings and after hearing 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 General Meetings, approves the recommendations of the Board of Directors to appropriate the profit for the year ended December 31, 2009:

*in euros*

• net profit for the year	€224,022,251.99
• allocation to the legal reserve which would then be entirely funded:	€175,164.00
i.e. a balance of:	€223,847,087.99
• retained earnings from previous years:	€303,520,091.55
i.e. distributable earnings of:	€527,367,179.54
• allocated to:	
- payment of a dividend of €0.80 per share:	€123,341,916.80
- retained earnings for the balance:	€404,025,262.74
giving a total of:	€527,367,179.54

It should be noted that the dividend, set at €0.80 for each of the 154,177,396 shares bearing dividend rights on January 1, 2009, 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*) for individuals subject to personal income tax in France.

Considering the regulations set forth by Euronext Paris, the ex-dividend date will be May 31, 2010 and the dividend will be payable from June 3, 2010. 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: €145,844,938 for 2008 (€1 per share); €145,425,510 for 2007 (€1 per share); €100,857,266.30 for 2006 (€0.70 per share). All of these dividends were fully eligible for the above-mentioned 40% tax rebate.

### Fifth resolution

#### Renewal of the term of office as director of Mr. Yann Delabrière

At the recommendation of the Board of Directors, the Combined Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary General Meetings, renews for a four-year period the term of office as director of Mr. Yann Delabrière, which expires at the close of this meeting. This new term of office shall therefore expire at the close of the Ordinary General Meeting held to approve the financial statements for the year ending December 31, 2013.

### Sixth resolution

#### Renewal of the term of office as director of Mr. Paul Hermelin

At the recommendation of the Board of Directors, the Combined Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary General Meetings, renews for a four-year period the term of office as director of Mr. Paul Hermelin,

which expires at the close of this meeting. This new term of office shall therefore expire at the close of the Ordinary General Meeting held to approve the financial statements for the year ending December 31, 2013.

### **Seventh resolution**

#### **Renewal of the term of office as director of Mr. Michel Jalabert**

At the recommendation of the Board of Directors, the Combined Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary General Meetings, renews for a four-year period the term of office as director of Mr. Michel Jalabert, which expires at the close of this meeting. This new term of office shall therefore expire at the close of the Ordinary General Meeting held to approve the financial statements for the year ending December 31, 2013.

### **Eighth resolution**

#### **Renewal of the term of office as director of Mr. Serge Kampf**

At the recommendation of the Board of Directors, the Combined Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary General Meetings, renews for a four-year period the term of office as director of Mr. Serge Kampf, which expires at the close of this meeting. This new term of office shall therefore expire at the close of the Ordinary General Meeting held to approve the financial statements for the year ending December 31, 2013.

### **Ninth resolution**

#### **Renewal of the term of office as director of Mr. Phil Laskawy**

At the recommendation of the Board of Directors, the Combined Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary General Meetings, renews for a four-year period the term of office as director of Mr. Phil Laskawy, which expires at the close of this meeting. This new term of office shall therefore expire at the close of the Ordinary General Meeting held to approve the financial statements for the year ending December 31, 2013.

### **Tenth resolution**

#### **Renewal of the term of office as director of Mr. Ruud van Ommeren**

At the recommendation of the Board of Directors, the Combined Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary General Meetings, renews for a four-year period the term of office as director of Mr. Ruud van Ommeren, which expires at the close of this meeting. This new term of office shall therefore expire at the close of the Ordinary General Meeting held to approve the financial statements for the year ending December 31, 2013.

### **Eleventh resolution**

#### **Renewal of the term of office as director of Mr. Terry Ozan**

At the recommendation of the Board of Directors, the Combined Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary General Meetings, renews for a four-year period the term of office as director of Mr. Terry Ozan, which expires at the close of this meeting. This new term of office shall therefore expire at the close of the Ordinary General Meeting held to approve the financial statements for the year ending December 31, 2013.

### **Twelfth resolution**

#### **Renewal of the term of office as director of Mr. Bruno Roger**

At the recommendation of the Board of Directors, the Combined Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary General Meetings, renews for a four-year period the term of office as director of Mr. Bruno Roger, which expires at the close of this meeting. This new term of office shall therefore expire at the close of the Ordinary General Meeting held to approve the financial statements for the year ending December 31, 2013.

### **Thirteenth resolution**

#### **Appointment of a new director**

At the recommendation of the Board of Directors, the Combined Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary General Meetings, appoints Mrs. Laurence Dors as director for a four-year period. This term of office shall therefore expire at the close of the Ordinary General Meeting held to approve the financial statements for the year ending December 31, 2013.

### **Fourteenth 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 General 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 General Meeting held to approve the financial statements for the year ending December 31, 2011.

### **Fifteenth 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 General 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 General Meeting held to approve the financial statements for the year ending December 31, 2011.

### **Sixteenth 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 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 General Meetings and after hearing the report presented by the Board of Directors – grants the Board of Directors an authorization to enable the Company to buy back its own shares.

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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 for by law), in particular in connection with a plan involving the allocation of shares without consideration, a company savings plan or an international employee stock ownership plan,
- to remit the shares thus purchased to holders of securities convertible, redeemable, exchangeable or otherwise exercisable for Cap Gemini S.A. shares upon exercise of the rights attached thereto, in accordance with the applicable regulations,
- to purchase shares to be retained with a view to remitting them in future in exchange or payment for potential external growth transactions,
- to cancel the shares thus purchased subject to adoption of the seventeenth 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 public offers for Company shares, in accordance with applicable laws and regulations.

The Combined Shareholders' Meeting resolves that the maximum purchase price for shares under the buyback program may not exceed €51 per share of a par value of €8. In the case of a capital increase paid up by capitalizing additional paid-in capital, reserves, profit or other amounts by allocating shares without consideration during the period of validity of this authorization, as well as in the case of a stock-split or reverse stock-split, the above maximum price per share will be adjusted based on the ratio between the number of shares issued and outstanding before and after the transaction, and the above maximum number of shares will be adjusted based on the ratio between the total number of shares representing the capital after and before the transaction.

The Combined Shareholders' Meeting resolves that the maximum number of shares that may be acquired under this resolution may not exceed 10% of the Company's capital. It is specified, however, that (i) within the context of this authorization, 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 (ii) 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, 2009, the theoretical maximum amount that the Company could invest in share buybacks is €786,304,689, which corresponds to

15,417,739 shares with a par value of €8 acquired at a maximum price per share of €51.

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 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 supersedes the authorization given in the ninth resolution adopted by the Combined Shareholders' Meeting of April 30, 2009.

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

### Seventeenth 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 General Meetings and after hearing 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 Capgemini shares held by the Company, provided that the aggregate number of shares cancelled in any given period of 24 months does not exceed 10% of the Company's capital, and to reduce the capital accordingly,
- charge the difference between the purchase price of the cancelled shares and their par value to additional paid-in capital or any distributable reserves.

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 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 tenth resolution adopted by the Combined Shareholders' Meeting of April 30, 2009.

### **Eighteenth 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. 225-129-2 and L. 225-130 of the French Commercial Code, the Combined Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary General Meetings and after hearing the report of the Board of Directors:

- 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 said rights.

This authorization is given for a period of 26 months as from the date of this Shareholders' Meeting and supersedes the delegation of authority given in the thirteenth resolution adopted by the Combined Shareholders' Meeting of April 17, 2008.

### **Nineteenth resolution**

#### **Setting general ceilings on the delegations of authority resulting from the following seven resolutions**

The Combined Shareholders' Meeting — voting in accordance with quorum and majority rules for Extraordinary General Meetings and after hearing the report of the Board of Directors — 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 seven resolutions hereafter: (twentieth, twenty-first, twenty-second, twenty-third, twenty-fourth, twenty-fifth and twenty-sixth resolutions):
  - the total par value amount (excluding share premiums) of capital increases that may thus be carried out by issuing ordinary shares or securities convertible, redeemable, exchangeable or otherwise exercisable for shares may not exceed €500 million (approximately 40% of the share capital at December 31, 2009), to which will be added, where applicable, the additional amount of the shares to be issued in order to protect, in accordance with Article L.228-99 of the French Commercial Code, the rights of holders of securities convertible, redeemable, exchangeable or otherwise exercisable for shares as provided for by law, 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 the issue of securities convertible, redeemable, exchangeable or otherwise exercisable for shares or granting a right to allocation of debt instruments may not exceed €3.5 billion.

- that 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 six resolutions hereafter: (twenty-first, twenty-second, twenty-third, twenty-fourth, twenty-fifth and twenty-sixth resolutions):

- the total par value amount (excluding share premiums) of capital increases that may thus be carried out by issuing ordinary shares or securities convertible, redeemable, exchangeable or otherwise exercisable for shares may not exceed €185 million (approximately 15% of the share capital at December 31, 2009), to which will be added, where applicable, the additional amount of the shares to be issued in order to protect in accordance with Article L.228-99 of the French Commercial Code, the rights of holders of securities convertible, redeemable, exchangeable or otherwise exercisable for shares as provided for by law, 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 the issue of securities convertible, redeemable, exchangeable or otherwise exercisable for shares or granting a right to allocation of debt instruments may not exceed €1.25 billion.

### **Twentieth resolution**

#### **Delegation of authority to the Board of Directors to issue ordinary shares and/or securities convertible, redeemable, exchangeable or otherwise exercisable for new shares of the Company 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 General Meetings and after hearing the report of the Board of Directors 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 convertible, redeemable, exchangeable or otherwise exercisable for 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 indent one of the nineteenth resolution:
  - the total par value amount (excluding share premiums) of

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capital increases that may thus be carried out as a result of issuing shares or securities convertible, redeemable, exchangeable or otherwise exercisable for shares may not exceed €500 million (approximately 40% of the share capital at December 31, 2009), to which will be added, where applicable, the additional amount of the shares to be issued in order to preserve the rights of holders of securities convertible, redeemable, exchangeable or otherwise exercisable for shares as provided for by Article L. 225-99 of the French Commercial Code. 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 convertible, redeemable, exchangeable or otherwise exercisable for shares 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 their shares held by them, and the Board of Directors is authorized to establish pre-emptive subscription rights for excess shares,
  - if the 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 value of the share issue, the Board of Directors may notably offer to the public all or some of the shares not subscribed,
- gives powers to 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 given for a period of 26 months as from the date of this Shareholders' Meeting and supersedes the delegation of authority given in the fourteenth resolution adopted by the Combined Shareholders' Meeting of April 17, 2008.

### **Twenty-first resolution**

**Delegation of authority to the Board of Directors to issue, in the form of a public offering, ordinary shares and/or securities convertible, redeemable, exchangeable or otherwise exercisable for shares of the Company 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 General Meetings and

after hearing the report of the Board of Directors 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 convertible, redeemable, exchangeable or otherwise exercisable for 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 nineteenth resolution:
  - the total par value amount (excluding share premiums) of capital increases that may thus be carried out by issuing shares or securities convertible, redeemable, exchangeable or otherwise exercisable for shares may not exceed €185 million (approximately 15% of the share capital at December 31, 2009), to which will be added, where applicable, the additional amount of the shares to be issued in order to preserve the rights of holders of securities convertible, redeemable, exchangeable or otherwise exercisable for shares as provided for by Article L. 228-99 of the French Commercial Code. 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 convertible, redeemable, exchangeable or otherwise exercisable for shares or granting a right to allocation of debt instruments may not exceed €1.25 billion,
- resolves to eliminate the shareholders' pre-emptive subscription right to these shares and securities convertible, redeemable, exchangeable or otherwise exercisable for shares 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 for 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 convertible, redeemable, exchangeable or otherwise exercisable for shares which are issued in accordance with this authorization may give the right, shall be at least equal to the weighted average price for 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 convertible, redeemable, exchangeable or otherwise exercisable for shares will be such that the amount immediately collected by the Company plus, where applicable, any amount that is likely to be subsequently collected 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 given for a period of 26 months as from the date of this Shareholders' Meeting and supersedes the delegation of authority given in the fifteenth resolution adopted by the Combined Shareholders' Meeting of April 17, 2008.

## Twenty-second resolution

### **Delegation of authority to the Board of Directors to issue, in the form of a private placement, ordinary shares and/or securities convertible, redeemable, exchangeable or otherwise exercisable for shares of the Company 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 General Meetings and after hearing the report of the Board of Directors 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 convertible, redeemable, exchangeable or otherwise exercisable for 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 nineteenth resolution:
  - the total par value amount (excluding share premiums) of capital increases that may thus be carried out by issuing shares or securities convertible, redeemable, exchangeable or otherwise exercisable for shares may not exceed €185 million (approximately 15% of the share capital at December 31, 2009), to which will be added, where applicable, the additional amount of the shares to be issued in order to preserve the rights of holders of securities convertible, redeemable, exchangeable or otherwise exercisable for shares as provided for by Article L. 228-99 of the French Commercial Code. 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 convertible, redeemable, exchangeable or otherwise exercisable for shares or granting a right to allocation of debt instruments may not exceed €1.25 billion,

- resolves to eliminate the shareholders' pre-emptive subscription right to these shares and securities convertible, redeemable, exchangeable or otherwise exercisable for shares 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 convertible, redeemable, exchangeable or otherwise exercisable for shares which are issued in accordance with this authorization may give the right, shall be at least equal to the weighted average price for 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 convertible, redeemable, exchangeable or otherwise exercisable for shares 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 given for a period of 26 months as from the date of this Shareholders' Meeting.

## Twenty-third resolution

### **Delegation of authority to the Board of Directors to increase the amount of the issues in the scope of over-allotment options ("Greenshoe" options)**

The Combined Shareholders' Meeting — voting in accordance with quorum and majority rules for Extraordinary General Meetings and after hearing the report of the Board of Directors and the Statutory Auditors' special report — delegates its authority within the scope of the issues decided based on the authorizations granted to the Board of Directors pursuant to the three preceding resolutions (the twentieth, twenty-first and twenty-second resolutions) to increase, if requests for shares exceed the number of shares 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 given for a period of 26 months as from the date of this Shareholders' Meeting.

## Twenty-fourth resolution

### **Authorization to the Board of Directors in the event of the issue of ordinary shares or securities convertible, redeemable, exchangeable or otherwise exercisable for shares of the Company without pre-emptive subscription rights of shareholders, to set the issue price according to the terms and conditions set by the Shareholders' Meeting for up to 10% of the Company's share capital**

In accordance with Article L. 225-136 of the French Commercial Code, the Combined Shareholders' Meeting – voting in accordance

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with quorum and majority rules for Extraordinary General Meetings and after hearing the report of the Board of Directors and the Statutory Auditors' special report – authorizes the Board of Directors, in the event of the implementation of the twenty-first and twenty-second resolutions above to derogate from the conditions for setting the issue price provided for by these resolutions and to set the issue price according to the following terms and conditions:

- the issue price of the ordinary shares of the Company, or the shares to which the securities convertible, redeemable, exchangeable or otherwise exercisable for shares which are issued in accordance with this authorization may give the right, shall not be less than the weighted average price for 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 10%.
- the issue price of securities convertible, redeemable, exchangeable or otherwise exercisable for shares will be such that the amount collected immediately by the Company plus, where applicable, any amount that is likely to be collected subsequently by the Company, is, for each share issued based on the issue of these securities, at least equal to the amount set out in the preceding paragraph;
- the par value amount of shares issued or to which the securities convertible, redeemable, exchangeable or otherwise exercisable for shares which are issued in accordance with this resolution may not exceed 10% of share capital over a 12-month period or the ceilings set by the twenty-first and twenty-second resolutions above against which it is offset.

This authorization is given for a period of 26 months as from the date of this Shareholders' Meeting.

### **Twenty-fifth resolution**

**Delegation of authority to the Board of Directors to issue ordinary shares and/or securities convertible, redeemable, exchangeable or otherwise exercisable for shares of the Company for contributions in kind to the Company of shares or securities convertible, redeemable, exchangeable or otherwise exercisable for shares**

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 General Meetings and after hearing the report of the Board of Directors 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 convertible, redeemable, exchangeable or otherwise exercisable for ordinary shares of the Company, as payment for contributions in kind made to the Company comprised of shares or securities convertible, redeemable, exchangeable or otherwise exercisable for new shares 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 nineteenth 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 said issues shall be to provide payment for contributions in kind,
- authorizes the Board of Directors to use this authorization, approve the valuation of contributions and any granting of special benefits, set the issue price of shares and securities to be issued in consideration of this contribution, issue such shares or securities and offset the share issue costs against the related premiums and amend the bylaws accordingly.  
This authorization is given for a period of 26 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 April 17, 2008.

### **Twenty-sixth resolution**

**Delegation of authority to the Board of Directors to issue ordinary shares and/or securities convertible, redeemable, exchangeable or otherwise exercisable for shares of the Company 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 General Meetings and after hearing the report of the Board of Directors 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 convertible, redeemable, exchangeable or otherwise exercisable for 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 any other country concerning 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 nineteenth resolution:
  - the total par value amount (excluding share premiums) of capital increases that may thus be carried out by issuing shares or securities convertible, redeemable, exchangeable or otherwise exercisable for shares may not exceed €185 million, (approximately 15% of the share capital at December 31, 2009), to which will be added, where applicable, the additional amount of the shares to be issued in order to preserve the rights of

holders of securities convertible, redeemable, exchangeable or otherwise exercisable for shares, as provided for by Article L. 228-99 of the French Commercial Code. 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 convertible, redeemable, exchangeable or otherwise exercisable for shares 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 authorization is given for a period of 26 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 April 17, 2008.

### **Twenty-seventh resolution**

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

In order to comply with the provisions of Article L. 225-129-6 of the French Commercial Code, the Combined Shareholders' Meeting and after hearing the report of the Board of Directors and the Statutory Auditors' special report:

- delegates to the Board of Directors, if it should use the authorizations given to it in the twentieth, twenty-first and twenty-second resolutions above, the authority to decide on the increase, on one or several occasions, of the Company's share capital through the issuance of Company shares reserved for members of the Capgemini Group's company savings plans (*Plans d'Épargne d'Entreprise* or "PEE");
- resolves that the number of shares that could potentially be issued pursuant to this delegation of authority must not exceed 1,500,000 shares with a par value of €8;
- resolves that the issuance price of the new shares must be equal to the average listed prices of the share on the Euronext Paris during the twenty trading days preceding the date of the Board of Directors' decision or the Chief Executive Officer's decision setting the opening date of the subscription period;
- resolves to eliminate, in favor of members of the Group's company savings plans, the pre-emptive subscription right granted to

shareholders with respect to the subscription of shares for the Company's shares that could be issued pursuant to this delegation of authority;

- gives full powers to the Board of Directors (including the power of sub-delegation subject to applicable law), in particular for the purposes of:
  - deciding whether the shares or securities should be subscribed directly by employee members of the Group's savings plans or whether they must be subscribed via a *Fonds Commun de Placement d'Entreprise* (French employee savings vehicle, or "FCPE") or a *Société d'Investissement à Capital Variable d'Actionnariat Salarié* (French open-ended collective investment scheme for employee shareholding, or "SICAVAS"),
  - determining the companies whose employees will be able to benefit from the subscription plan,
  - determining, if necessary, whether or not to set a timeframe for employees for the payment of their shares,
  - setting the opening and closing dates of the subscription period and the issuance price of the shares,
  - setting the number of new shares to be issued and the reduction rules to be applied in the event of oversubscription,
  - deducting the costs of the share capital increases from the amount of premiums associated with these increases and withholding from this amount the necessary sums such that the legal reserve is equal to one-tenth of the new amount of share capital following each increase.

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

### **Twenty-eighth resolution**

#### **Addition to the Bylaws of a provision authorizing the Board of Directors to appoint a Vice-Chairman**

The Combined Shareholders' Meeting, voting in accordance with quorum and majority rules for Extraordinary General Meetings and after hearing the report of the Board of Directors decides:

- to add the following paragraph 4) to Article 14 of the Bylaws "Chairman of the Board of Directors":  
*"Where considered useful, the Board of Directors may also appoint a Vice-Chairman from among its natural person members and determine the duration of his/her duties, within the limit of the duration of the term of office as director.  
 The sole role of the Vice-Chairman shall be to chair meetings of the Board of Directors and Shareholders' Meetings in the absence of the Chairman of the Board of Directors,"*
- and to amend the second last paragraph of Article 19 of the Bylaws "Shareholders' Meetings" as follows:  
*"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."*

### **Twenty-ninth resolution**

#### **Powers to carry out formalities**

The Combined Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary General 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.