

December 7, 2016

## **CAP GEMINI SA**

### **CHARTER OF THE BOARD OF DIRECTORS**

The Board of Directors of Cap Gemini S.A. (hereinafter referred to as the “Company”) decided to implement a set of internal guidelines forming the Board’s Charter.

This Charter defines the organization and operation of the Board of Directors and complements prevailing legal and statutory provisions. It is consistent with market recommendations aimed at guaranteeing compliance with fundamental corporate governance principles and particularly the AFEP-MEDEF Code on Corporate Governance in listed companies to which the Company refers.

This Charter is strictly for internal use. It cannot be referred to by shareholders or third parties in any action against Directors or the Company.

This Charter may be amended at any time by a two-thirds majority decision of the Board of Directors. It is published in whole or in part in the Registration Document and can be consulted on the Company website.

### **SECTION 1 - ROLE, POWERS AND OPERATION OF THE BOARD OF DIRECTORS**

1.1 The Board of Directors is a collegial body representing all shareholders collectively. It is required to act at all times in the interest of the Company.

It can choose between two corporate governance models: to combine or separate the roles of Chairman and Chief Executive Officer.

It appoints the executive corporate officers and sets their compensation.

It determines overall strategies for the Company's business and the Group over which it has control, designates the corporate officers who will be responsible for implementing those strategies and oversees their implementation.

Subject to the powers expressly granted to the General Shareholders' Meeting and in accordance with the corporate purpose, the Board of Directors shall deal with any questions relating to the proper operation of the Company and deliberate on issues relating thereto in Board Meetings.

The Board calls General Shareholders' Meetings of the Company, sets the agenda and approves the texts of the resolutions and the Reports of the Board of Directors to be presented to the meetings. The Board approves the audited financial statements of the Company and the Group for presentation to the shareholders and determines the proposed appropriation of income for the year.

The Board of Directors conducts or commissions any checks and controls which it may think fit. The Board of Directors may grant permanent or temporary missions to any one or more of its members or any other person or entity it may think fit.

It ensures that investors receive relevant information on the strategy, the Company's business model and long-term outlook.

## 1.2 Decisions requiring prior authorization by the Board of Directors

The prior authorization of the Board of Directors is required for any major strategic decision (in particular if such decisions lie outside the announced strategy) or any decision that could have a material direct or indirect effect on the financial position or commitments of the Company. These prior authorizations will take the form of resolutions recorded in the minutes of the Board Meeting. This requirement applies, in particular, to:

- the annual budget project, prepared in a manner consistent with the three-year plan,
- the annual investment/divestment budget approval,
- the establishment of significant strategic alliances,
- acquisitions and sales of assets, or investments not included in the annual investment budget with a unit cost in excess of €100 million, or for investments under that threshold and resulting in a yearly cumulative amount in excess of €300 million.
- financial transactions that have a material impact on the financial statements of the Company or the consolidated statements of the Group, notably the issue of securities giving access to the capital or financial debt market instruments,
- grant of share based incentives to employees, in particular performance shares,
- significant changes to internal reorganization,
- significant changes to the scope and portfolio of activities,
- reduction or increase of the share capital of a direct Company subsidiary for an amount in excess of €50 million,
- specific authorizations related to sureties, endorsements and guarantees, except for the delegation granted to the Chief Executive Officer every year to authorize sureties, endorsements and guarantees up to a certain total determined by the Board.

## 1.3 Board Meetings

Board Meetings will be called by the Chairman, or if he/she cannot, by the Vice-Chairman, as often as is in the Company's interest, and at least six times per year. Board members are called to Board meetings by any appropriate method, including orally, based on the schedule jointly agreed upon during the previous year. This schedule may be changed at any time during the year if at least one third of the Directors so request or if unforeseen developments justify such.

1.4 If the Board has not met for more than two months, a group of Directors may ask the Chairman to call a Meeting based on a specific agenda, provided the group represents at least one-third of the Directors currently in office. A request can also be made at any time by the Chief Executive Officer if the functions of Chairman and CEO are separate. The Chairman will then be obliged to call a Board Meeting within fifteen days of being so requested.

1.5 Directors may be represented by proxy at Board Meetings, provided that:

- proxy is given to another Director, to the exclusion of any other person,
- no director holds more than one proxy for a given Meeting,
- proxy is given in writing (by letter, fax or e-mail),
- the directors represented by proxy are not taken into account in the quorum.

- 1.6 Directors may participate in Board Meetings by video-conference or by any other telecommunications link which allows, under the terms and conditions set forth in the relevant rules and regulations, for their identification and guarantees their effective participation. Directors who participate in this way will be included in the quorum and the calculation of the voting majority, except at Board Meetings held to:
- decide whether to combine or separate the functions of Chairman and Chief Executive Officer,
  - examine the appointment, compensation or removal of the Chairman and Chief Executive Officer,
  - close the Company's annual accounts and review Group consolidated annual accounts,
  - draft the reports of the Board presented to the General Shareholders' Meeting.
- 1.7 The Board of Directors may authorize non-members to participate in Board meetings, including by video-conference or by any other telecommunications link. In this case, the persons concerned must be reminded and formally recognize that all matters discussed during the Meeting are strictly confidential and must not be disclosed to any other party.
- 1.8 Provided that the data are available and there is no risk of a breach of confidentiality, information on each item in the agenda will be sent out sufficiently in advance of the meeting. The information will be sent out via a secured IT platform.
- 1.9 The quorum for Board Meetings corresponds to one half of the members. Decisions are made by a majority of the Directors present or represented (except for the decision to combine or separate the functions of Chairman and Chief Executive Officer which is decided by a two-thirds majority vote in accordance with article 15 of the Company's bylaws). Where voting is tied, the Chairman of the Board has the casting vote.
- 1.10 Board Meetings are conducted in French. In order to ease exchanges with non-French speaking Board members, a simultaneous French/ English and English/ French translation facility is provided.
- Minutes of the Board's deliberations are drawn up in French and recorded in the registry specifically provided for by the French Code of Commerce. To facilitate comprehension, a free translation into English is made available to Board members, but only the French version shall prevail.
- 1.11 The attendance fees awarded to the Board of Directors by the General Shareholders' Meeting will be allocated each semester to the Directors, in such capacity and in their capacity as members of the specialized Committees, according to the rules decided by the Board of Directors at the recommendation of the Compensation Committee and the Ethics and Governance Committee. These rules may be amended every semester by the Board provided that they do not cause the amounts allocated to exceed the maximum annual amount set by the General Shareholders Meeting. These rules take into account the Directors' actual participation in Board and Committees meetings.
- 1.12 Each year, one Board meeting is devoted to strategy. This meeting can be organized as a residential seminar.
- In addition, all Directors are invited to a biennial meeting (the "*Rencontres*"), organized by the general management, enabling them to get to know the Group's principal managers.
- 1.13 Each year, one Board meeting is devoted to governance, to which the Ethics and Governance Committee presents a report.
- 1.14 Each year, one Board meeting is devoted to risk monitoring, to which the Audit and Risk Committee presents a report.

- 1.15 Each year, the Board deliberates before the end of the current year on setting individual objectives (quantitative and qualitative) which will enable the assessment of the performance and the calculation of the variable compensation component(s) of the executive corporate officer(s). Based on the results of the year then ended, the Board decides to what extent each executive corporate officer has fulfilled his/her objectives and on the resulting amount of the variable component(s).

## **SECTION 2 - ROLE AND POWERS OF THE CHAIRMAN OF THE BOARD OF DIRECTORS**

- 2.1 The Board of Directors elects a natural person among its members to act as the Chairman for a term of office not exceeding his/her term of office as director. As specified below, when the Chief Executive Officer (CEO) of the Company is also the Chairman of the Board of Directors, this person assumes the title of Chairman and CEO. This person may be re-elected.

When considered useful, the Board of Directors may also appoint a Vice-Chairman from among its natural person members, who chairs the Shareholders' meetings and Board of Directors meetings, except for "executive" sessions, in the absence of the Chairman of the Board.

- 2.2 The Chairman of the Board of Directors chairs the meetings of the Board of Directors. He/she sets the agenda for its meetings and organizes and manages the work carried out by the Board. He/she also oversees the Company's management bodies, as well as the proper implementation of the decisions of the Board. He/she ensures that directors are in a position to carry out their functions and, in particular, that they have all available information required to enable them to fulfill their functions.
- 2.3 The Chairman of the Board of Directors reports to General Shareholders' Meetings on the work of the Board and chairs such meetings.

## **SECTION 3 - ROLE AND POWERS OF THE CHIEF EXECUTIVE OFFICER**

- 3.1 The general management of the Company is the responsibility either of the Chairman of the Board of Directors whose title in such case is Chairman and CEO, or by another natural person, appointed by the Board of Directors and whose title is CEO. The CEO has the broadest powers to act in the name of the Company in all circumstances, except for those powers that are expressly granted by law to the General Shareholders' Meeting or the Board of Directors. He/she represents the Company in its dealings with third parties. He/she may be removed from office at any time by decision of the Board.
- 3.2 The Board of Directors may appoint one or more Deputy General Managers to assist the Chief Executive Officer, based on the latter's recommendation. In agreement with the Chief Executive Officer, the Board of Directors determines the scope and duration of the powers vested in the Deputy General Manager(s), it being specified that in accordance with the Law, any Deputy General Manager will have the same powers as the Chief Executive Officer in his/her dealings with third parties, and he/she may be removed from office by the Board of Directors only on the recommendation of the Chief Executive Officer.

## **SECTION 4 – LEAD INDEPENDENT DIRECTOR**

When the same person exercises the functions of Chairman of the Board of Directors and CEO, the Board of Directors appoints a Lead Independent Director.

The functions of the Lead Independent Director are assigned by the Board of Directors to the Chairman of the Ethics and Governance Committee, who is elected by the Board of Directors from among the members who meet the independence criteria of the AFEP/MEDEF code on the corporate governance of listed companies.

The Lead Independent Director exercises his/her functions for as long as he/she fulfills the independence criteria and chairs the Ethics and Governance Committee. He/she may be removed from the position of Lead Independent Director and Chairman of the Ethics and Governance Committee at any time by decision of the Board.

Like any other Director, the Lead Independent Director may be a member of one or more Board committees in addition to the Ethics and Governance Committee that he/she chairs. The Lead Independent Director may also participate in meetings of the Committees of which he/she is not a member.

*Duties of the Lead Independent Director:*

- to be consulted by the Chairman of the Board of Directors on the proposed calendar of meetings submitted to the Board for approval and on the proposed agenda of each Board of Directors' meeting;
- may propose to the Chairman, upon his/her own initiative or at the request of one or several members of the Board, items to be included on the Board meeting agenda;
- call a meeting of the members of the Board of Directors without the presence of the executive corporate officers in "executive sessions", on his/her own initiative or at the request of one or more members of the Board of Directors, to consider a specific agenda. He/she shall chair these meetings;
- preside over the annual Board meeting called to evaluate the performance of the Chairman and Chief Executive Officer and any Deputy General Managers;
- maintain a regular dialogue with the other Directors to ensure they have the resources necessary to carry out their duties satisfactorily, in particular that they receive sufficient information in advance of Board meetings;
- give a report of his/her work to the General Shareholders Meeting;

The General Secretary helps the Lead Independent Director in carrying out the administrative tasks resulting from his/her appointment.

## **SECTION 5 – EMPLOYEE REPRESENTATION ON THE BOARD OF DIRECTORS**

5.1 The Board includes two directors representing employees, appointed in accordance with the procedure set out in Article 11-6) of the bylaws.

The office of director representing employees is incompatible with any union office listed in Article L.225-30 of the French Commercial Code.

In accordance with the recommendations of the AFEP-MEDEF Code on Corporate Governance in listed companies, a director representing employees shall be appointed to the Compensation Committee.

- 5.2 The Board includes, where applicable, a director representing employees elected in accordance with Article 11-5) of the bylaws.
- 5.3 Subject to specific legal provisions applicable to them, directors representing employees have the same rights and are subject to the same obligations and particularly that of confidentiality, and incur the same liability as other members of the Board. They shall comply with all provisions of this Charter, with the exception of those provisions relating to the obligation to hold shares in the Company.

## **SECTION 6 - COMPOSITION, ROLES AND RESPONSIBILITIES OF THE COMMITTEES OF THE BOARD**

- 6.1 In accordance with Article 13 of the bylaws, the Board of Directors has set up several Committees of the Board of which it has determined the composition, with the general mission of contributing powerfully to the Board's good operations and to that effect, of studying in detail certain issues within its scope of competence (accounting, compensation and incentive systems, strategy, etc.), of giving regularly detailed accounts to the Board of its workings' progress, and of submitting an opinion and/or recommendations to the Board whenever the latter is to debate those issues and make its decisions.
- 6.2 The Board decided to create four specialized Committees:
- the Audit and Risk Committee,
  - the Compensation Committee,
  - the Strategy and Investment Committee,
  - the Ethics and Governance Committee.
- 6.3 It is specified that:
- Committees set up within the Board of Directors have a consultative role only, that the Board of Directors cannot delegate to them the decision-making powers bestowed on it by law and by Company bylaws, which it must exert itself in a collegial manner;
  - Committee members (and each Committee's Chairman) are appointed by the Board of Directors and chosen among the Directors of the Company. They are appointed on a personal basis and cannot be substituted. The Board reserves its right to modify at any time the number and/or the membership of the Committees (in particular in case one or several Board member(s) are co-opted or appointed);
  - each Committee must be composed in general of at least four Directors, except in the special case of a vacancy on the Board between two Shareholders' Meetings. At a minimum, Committee membership must comply with the proportion of independent directors recommended in the AFEP/MEDEF code on corporate governance of listed companies; in line with this code, the Chairman of the Compensation Committee and the Ethics and Governance Committee is chosen from among the independent directors;
  - all Directors are invited to take part in Committee meetings, unless there is a conflict of interest with regard to the subjects in the meeting agenda;
  - each Committee may decide to invite, on an exceptional basis, an expert whose contribution to its workings it regards as useful or necessary;

- each Committee Chairman must ensure that a high-quality report is prepared after each Committee meeting that he/she chairs, so that the Board is fully informed and can deliberate more easily. Once approved, all such reports are made available to all Board members on the secure platform used to provide information to the Board.
- the Charter of each of the four Committees as well as any modification to it which the Committee may propose in the future must be submitted to and approved by the Board.

6.4 The Board of Directors may also decide to set up ad hoc committees to examine any planned transactions that are exceptional in terms of their size or nature. Such committees will be dissolved once they have completed their examination.

## SECTION 7 - CODE OF ETHICS

The Directors (and any other person who attends Board or Committee meetings) are required to treat as strictly confidential matters discussed during Board or Committee meetings and all Board or Committee decisions, as well as any information of a confidential nature or that is presented as such by the Chairman and CEO or Chairman (as applicable) or any other Director.

Each Director undertakes to comply with the following obligations, unless he/she has informed the Chairman and CEO or Chairman (as applicable), in writing, of any objections to one or several of such obligations:

- 7.1 Although they are themselves shareholders, the Directors represent all the shareholders and are required to act in all circumstances in the Company's interest. They are required to notify the Chairman of the Ethics and Governance Committee or the Board of any one-off conflict of interests or potential conflict of interests and to refrain from voting on the related decision. Any director who has a permanent conflict of interests is required to resign from the Board.
- 7.2 Each Director undertakes to hold (or to purchase within six months of his/her election) at least 1,000 shares of the Company. The shares acquired to fulfill this obligation must be held in registered form. This obligation does not apply to directors representing employees and employee shareholders.
- 7.3 The Directors are required to devote the necessary time and attention to their functions. The Directors may not hold more than four other appointments in French or foreign listed companies that are not members of the Capgemini Group and must comply with all applicable regulations restricting the number of directorships held by a single person. The CEO and any Deputy General Managers may not hold more than two other directorships in French or foreign listed companies that are not members of the Capgemini group; they must request the opinion of the Board before accepting any new appointment in a listed company. If the Chairman is not also the CEO, the Board may issue specific recommendations, given his/her status and specific assignments.

During the term of their office at the Company, Directors must keep the Chairman of the Board informed of any offers of appointments they would like to accept in other French or foreign companies, and their membership on Board committees of these companies, as well as any change in their appointments or participation in these committees. If the functions of Chairman and CEO are combined, he/she will inform the Chairman of the Ethics and Governance Committee. The Chairman informs the Board of Directors of appointments accepted.

- 7.4 The members of the Board of Directors must attend all meetings of the Board and all meetings of the Committees of which they are members, as well as all shareholders' meetings. In its annual Registration Document, the Company publishes Directors' individual attendance rates at meetings of the Board and the Committees of which they are members, as well as their average attendance rates.
- 7.5 The Directors are obliged to keep abreast of the Company's situation and development. To this end, they may ask the Chairman to communicate on a timely basis all information that is essential to allow them to contribute effectively to the discussion of matters included on the agenda of the next Board meeting. Regarding information not available to the public that is obtained in their capacity, Directors are subject to secrecy rules extending beyond the simple requirement of discretion imposed by law.
- 7.6 In accordance with laws and regulations applicable to insider trading, as set more specifically by the French Monetary and Financial Code and the AMF's General Regulation, the members of the Board of Directors shall refrain from:
- carrying out any transactions on the securities (including derivatives) of companies about which (and in the extent to which) they have privileged information by virtue of their position as member of the Board of Directors of the Company,
  - carrying out any transactions, whether direct, indirect or through derivatives, involving the shares of the Company:
    - during a period commencing on the thirtieth calendar day preceding the public release of mid-year and full-year results and ending after the close of the first trading day on the Paris Bourse following the said public release,
    - and during a period commencing on the fifteenth calendar day preceding quarterly announcements and ending after the close of the first trading day on the Paris Bourse following the said public release.
- 7.7 In conformity with the Monetary and Financial Code and with the General Regulation of the Autorité des Marchés Financiers (AMF) each Director is required to notify the AMF and the Company by electronic means of all transactions carried out involving Cap Gemini S.A. shares within three business days (*jours ouvrés*) following their execution.

This Charter has been approved by the Board of Directors, on December 7, 2016.