

## **CAP GEMINI SA**

### **CHARTER OF THE STRATEGY & INVESTMENTS COMMITTEE**

#### **1. GENERAL PROVISIONS**

The Audit Committee was installed by the Board of Directors on May 23, 2000 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, 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.

As a matter of good process, it is reminded hereafter 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 ought to exert itself in a collegial manner;
- Committee members (and each Committee's Chairperson) are appointed by the Board of Directors and chosen among the Directors and /or non-voting members of Cap Gemini S.A. 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);
- whilst this does not appear advisable, it may turn out to be useful or necessary that a given Board member sit on two Committees instead of one but, given the amount of additional work the role entails, the Chairperson of a Committee cannot be also a member of another Committee;
- the Committee may decide to invite, as deemed necessary, any Director or non-voting Board Member and, on an exception basis, an expert whose contribution to its workings it regards as useful or necessary.

This Charter of the Committee as well as any modification to it which the Committee may propose in the future must be submitted to the Board and receive its approval.

#### **2. ROLE OF THE STRATEGY & INVESTMENTS COMMITTEE**

The role of the Strategy & Investments Committee, which acts in an advisory capacity under the authority of the Board of Directors, is to review the major strategic directions (both offensive and defensive) of the Capgemini Group that could be executed by Group management, particularly in relation to the Group's lines of business, investments, alliances or any other area perceived as being important to the future of the Group.

#### **3. SPECIFIC ASSIGNMENTS RELATED TO INVESTMENTS AND ALLIANCES**

The Strategy & Investments Committee studies the mid and long-term strategic axes of the Capgemini Group.

The Committee reviews and issues opinions on investment or alliance projects requiring Board approval or which may have an impact on the evolution of the strategic axes or on the sound balance of the Group's lines of business and may, if required, issue proposals.

The Committee also reviews possible disinvestment projects which may have an impact on the Group's strategy as well as the Group's possible withdrawal from certain business sectors.

#### **4. ORGANIZATION OF THE STRATEGY & INVESTMENTS COMMITTEE**

The Committee meets at least twice a year, further to a written invitation from the Chairman of the Committee, and at the office stipulated in the invitation.

The Committee Secretary prepares the agenda for each meeting and this is approved by the Chairman of the Committee. Committee members are able to propose additional subjects prior to or during the meeting.

Minutes drafted after each meeting by the Committee Secretary are approved by the Chairman of the Committee.

The Chairman of the Committee reports to the Board of Directors, upon request, on the work performed.

This Charter has been approved by the Board of Directors on July 28, 2010.

Previous version:

May 23, 2000.

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