

### **Performance-related share grant to Mr. Paul Hermelin, Chairman and Chief Executive Officer**

The Board of Directors of Cap Gemini of July 26, 2016 decided to grant 1,663,500 performance related Cap Gemini shares to employees and corporate officers of its French and foreign entities. Within this grant, 42,000 performance shares were granted to the Chairman and CEO, Mr. Paul Hermelin. The total number of performance shares thus granted to Mr. Hermelin corresponds to 2.44 % of the total amount authorized by the General Shareholders' Meeting and to 2.52 % of the number of performance shares granted by the Board of Directors, i.e. well below the ceilings indicated in the resolution to the General Shareholders Meeting of May 18, 2016. The vesting of the shares is subject to the realization of performance conditions in compliance with those of the 21<sup>st</sup> resolution of the General Shareholders' Meeting of May 18, 2016 authorizing the grant of performance shares, as well as those of the public release relating to implementation of the authorization made on May 3, 2016.

As such, the total number of shares Mr. Paul Hermelin will acquire at the end of the three-year and one week period will be equal to:

- a number of shares equal to 21,000 multiplied by a percentage based on the chosen external performance: Cap Gemini share performance compared to the average performance, over a period covering 3 years from the date of grant date until end of July 2018, of a basket of shares and indices including at least five listed companies in the same business sector and from a minimum of five countries in which the Group also has a significant presence and the CAC 40 index (it being specified that no share will vest if the performance of the Cap Gemini share is less than 100% of the average performance of the basket); plus
- a number of shares equal to 21,000 multiplied by a percentage equal to the chosen internal performance: the cumulative amount of published, audited, organic free cash flow over the three-year period covering 2016, 2017 and 2018.

Mr. Paul Hermelin will be required to hold 33% of the vested shares until the end of his appointment as Chairman and CEO.