

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

The Board of Directors of Cap Gemini of July 30, 2014 decided to grant 1,290,500 performance-related Cap Gemini shares to employees and corporate officers of its French and foreign entities.

The Board of Directors also approved in principle a grant of free shares subject to presence conditions only, before year-end, to all employees in the Capgemini “UES” meeting seniority criteria under the collective agreement signed with employee representatives, in the context of the “*prime de partage de profits*” law (profit sharing incentive).

In addition, a capital increase reserved for employees for a maximum number of 5,000,000 shares opened to more than 130,000 Group employees should be completed before the end of 2014.

Concerning performance shares, 50,000 shares were granted to the Chairman and CEO, Mr. Paul Hermelin, i.e less than 4% of the total of grant.

The vesting of the shares is subject to the realization of performance conditions in compliance with those of the 10th resolution to the General Shareholders' Meeting of May 23, 2013 authorizing the grant of performance shares. As such, the total number of shares Mr. Hermelin will acquire at the end of the two-year period will be equal to:

- a number of shares equal to 25,000 multiplied by a percentage based on the chosen external performance: Cap Gemini share performance compared to the average performance over an identical two-year period 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,
- plus a number of shares equal to 25,000 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 from 2013 to 2015.

The total number of shares thus granted to Mr. Hermelin corresponds to 3.14 % of the total amount authorized by the General Shareholders' Meeting and to 3.87 % 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 23, 2013. He will be required to hold between 33% and half of the vested shares until the end of his appointment as Chairman and CEO , depending on the value of all his Cap Gemini shares valued at vesting date.