

## Composition and organization of the Board of Directors

**Paris, March 9, 2017** – The Board of Directors of Cap Gemini S.A., the parent company of the Capgemini Group, meeting on March 8, 2017, decided to appoint, with effect from the end of the Combined Shareholders' Meeting of May 10, 2017, Mr. Daniel Bernard as Vice-Chairman, Mr. Pierre Pringuet as Lead Independent Director and Mrs. Laurence Dors as Chairman of the Compensation Committee. It also decided to strengthen its composition by proposing the appointment of Mr. Patrick Pouyanné as a member of the Board of Directors. These decisions further reinforce the good corporate governance of the Group while taking into account the latest revision of the AFEP-MEDEF Code issued in November 2016.

Assuming renewal of the terms of office of directors whose offices expire at the end of the Combined Shareholders' Meeting and the appointment of Mr. Pouyanné, the Board of Directors would have 16 directors, with 62% of independent directors<sup>1</sup> and 43% of female directors<sup>2</sup>.

### CHANGES TO THE ORGANIZATION OF THE BOARD

The Board of Directors decided to propose to shareholders the renewal of the terms of office of all directors whose offices expire at end of the Combined Shareholders' Meeting of May 10, 2017 for a period of four years, that is Mrs. Anne Bouverot and Messrs. Daniel Bernard and Pierre Pringuet. The following changes in the organization of the Board were also decided subject to the confirmation of the corresponding renewals by the Combined Shareholders' Meeting:

#### **Mr. Pierre Pringuet, Lead Independent Director and Chairman of the Ethics & Governance Committee**

Mr. Daniel Bernard, Lead Independent Director since 2014 and, as such, Chairman of the Ethics & Governance Committee pursuant to the Board of Directors' Charter, decided to resign his position as Lead Independent Director and accordingly Chairman of the Ethics & Governance Committee in anticipation of the upcoming Combined Shareholders' Meeting of May 10, 2017.

Currently an independent director, Mr. Bernard will exceed the threshold of 12 years as a director of the Company at the end of the Combined Shareholders' Meeting and as such will no longer be considered independent from this date pursuant to the criteria of the AFEP-MEDEF Code to which the Company refers.

As the Company's Charter and the revised AFEP-MEDEF Code issued in November 2016 state that the Lead Independent Director must be an independent director, it was Mr. Bernard's wish that the Company could comply with these provisions from the end of the Combined Shareholders' Meeting of May 10, 2017.

---

<sup>1</sup> Directors representing employees and employee shareholders are not taken into account in the calculation of this percentage in accordance with the provisions of the AFEP-MEDEF Code.

<sup>2</sup> The two directors representing employees are not taken into account in the calculation of this percentage in accordance with the provisions of article L.225-27 of the French Code of Commerce.

The Board warmly thanks Mr. Daniel Bernard for his work since 2014, and will appoint Mr. Pierre Pringuet as Lead Independent Director and Chairman of the Ethics & Governance Committee following the Combined Shareholders' Meeting of May 10, 2017. An independent director, Mr. Pringuet has been a director of the Company since 2009. He is also a member of the Ethics & Governance Committee and Chairman of the Compensation Committee. He will vacate the Chair of the Compensation Committee but will remain a member.

#### **Mrs. Laurence Dors, Chairman of the Compensation Committee**

Mrs. Laurence Dors will be appointed as the Chairman of the Compensation Committee. An independent director, Mrs. Dors has been a director of the Company since 2010. She is currently a member of the Audit & Risk Committee and the Ethics & Governance Committee.

#### **Mr. Daniel Bernard, Vice-Chairman of the Board of Directors**

The Board of Directors considers that given Mr. Daniel Bernard's significant contribution to the smooth functioning of the Board since his appointment as director and then Lead Independent Director and Chairman of the Ethics & Governance Committee in 2014, his personality, his commitment to the development of the Group and ensuring compliance with its values, as well as his expertise, that it would be in the Company's interests to appoint him Vice-Chairman of the Board, should the Combined Shareholders' Meeting renew his term of office as director. The Chairman and Chief Executive Officer will work closely with the Vice-Chairman to prepare future developments in the Group's governance.

#### **APPOINTMENT OF A NEW DIRECTOR – MR. PATRICK POUYANNE**

In order to improve the staggered renewal of the terms of office of directors, particularly in anticipation of the numerous offices that will expire in 2018, the Board wished to strengthen its composition immediately by proposing to the Combined Shareholders' Meeting of May 10, 2017 the appointment of Mr. Patrick Pouyanné as a member of the Board of Directors for a period of four years.

Chairman and Chief Executive Officer of TOTAL, Mr. Pouyanné will bring to the Board his expertise in macroeconomic and geopolitical issues and his experience in managing a leading international energy group, a sector where new technologies play an essential role. The Board has indicated that Mr. Pouyanné may be considered independent pursuant to the criteria of the AFEP-MEDEF Code to which the Company refers.

These appointments would be effective from the end of the Combined Shareholders' Meeting of May 10, 2017, subject to the appointment and renewal decisions voted.

## Appendix

### Composition of the Board and its Committee at the end of the Combined Shareholders' Meeting of May 10, 2017\*

<b>Paul Hermelin</b> Chairman and Chief Executive Officer Member of the Strategy & Investment Committee	<b>Siân Herbert-Jones</b> Member of the Audit & Risk Committee (Independent director)
<b>Daniel Bernard</b> Vice-Chairman Member of the Ethics & Governance Committee Member of the Strategy & Investment Committee	<b>Phil Laskawy</b> Member of the Audit & Risk Committee
<b>Pierre Pringuet</b> (Independent director) Lead Independent Director Chairman of the Ethics & Governance Committee Member of the Compensation Committee	<b>Kevin Masters</b> (Director representing employees) Member of the Compensation Committee
<b>Anne Bouverot</b> (Independent director) Member of the Strategy & Investment Committee	<b>Xavier Musca</b> (Independent director) Chairman of the Audit & Risk Committee
<b>Yann Delabrière</b> Member of the Audit & Risk Committee	<b>Patrick Pouyanné</b> (Independent director)
<b>Laurence Dors</b> (Independent director) Chairman of the Compensation Committee Member of the Ethics & Governance Committee Member of the Audit & Risk Committee	<b>Bruno Roger</b> Chairman of the Strategy & Investment Committee Member of the Ethics & Governance Committee
<b>Carole Ferrand</b> (Independent director) Member of the Audit & Risk Committee	<b>Lucia Sinapi-Thomas</b> (Director representing employee shareholders) Member of the Compensation Committee
<b>Robert Fretel</b> (Director representing employees) Member of the Strategy & Investment Committee	<b>Caroline Watteeuw-Carlisle</b> (Independent director) Member of the Compensation Committee Member of the Strategy & Investment Committee

\* subject to the appointment and renewal decisions taken by the Combined Shareholders' Meeting of May 10, 2017.

### About Capgemini

With more than 190,000 people, Capgemini is present in over 40 countries and celebrates its 50<sup>th</sup> Anniversary year in 2017. A global leader in consulting, technology and outsourcing services, the Group reported 2016 global revenues of EUR 12.5 billion. Together with its clients, Capgemini creates and delivers business, technology and digital solutions that fit their needs, enabling them to achieve innovation and competitiveness. A deeply multicultural organization, Capgemini has developed its own way of working, the [Collaborative Business Experience™](#), and draws on [Rightshore®](#), its worldwide delivery model.

Learn more about us at [www.capgemini.com](http://www.capgemini.com).

*Rightshore® is a trademark belonging to Capgemini*