

LETTER

to the Shareholders

43rd General Shareholders Meeting

Dear Shareholders, Ladies and Gentlemen,



From what I hear, just over 65,000 of us hold the 156 million shares forming the registered capital of CAP GEMINI S.A.

The 60 “largest” of these shareholders (namely 0.1 %) alone hold 2/3 of the capital.

At the other end of the spectrum, those generally referred to as “small” or “individual” shareholders together hold just under 14 million shares (8.9 % of the share capital), namely 250 shares on average.

Bearing this in mind, it was good to note that the Annual Ordinary General Shareholders Meeting held last May 26 (at our customary venue, the Pavillon d’Armenonville in Paris) broke the Group’s all-time quorum record since its initial public offering in 1985. In fact, shareholders representing 55.35 % of the capital were present or represented in the room (at the May 11, 2006 General Meeting five years ago, for example, this figure was only 27.74 %: exactly half!). However, the excellent participation rate should not create any illusions: the number of shareholders physically present at this Meeting (255) was not very different compared with previous years. Among the shareholders present, 239 held fewer than 1,000 shares each. Regardless of how one defines a “small shareholder,” this means that they were practically the only ones to make the effort to attend our Meeting(*).

More significant still, in my opinion, is the fact that a large majority of these 239 shareholders were very longstanding shareholders whom I am very happy to see every year—sometimes for the last 15 or 20 years—at these General Meetings where they kindly ask after me and I, in turn, catch up with their news (in fact, one of them showed me, on his iPhone, that his CAP GEMINI shares had been in his share portfolio since their purchase in early 1988, with a € 23 cost basis including taxes). I felt that all the participants were satisfied with what they saw and heard during the Meeting, and they can confirm to the 60,000 shareholders who were unable to attend... that this letter truly summarizes what was said there.

Now I will leave it up to Paul Hermelin and Nicolas Dufourcq to summarize their respective presentations in the following pages. Having complied with the customary formalities and highlighted the presence in this room of 11 out of the 13 company directors (five on the podium and six in the first row of the audience) and its two non-voting members, I, personally, devoted most of my speaking time to:

The Annual Report 2010

(given to the attendees on arrival at the venue) that underscores:

- the relevance of the pages containing the responses by Paul Hermelin and myself to questions asked by previous CAP GEMINI managers (and also by a few “newbies,” inducted into the company in the past year),
- the page sadly devoted to the three deaths that plunged the Group into mourning in 2010,
- lastly, the quality of the contributions to this document by the three external experts, which justify their international recognition if need be.

The Financial Report

(attached to the above corporate report), drawing the shareholders’ attention to the following:

- a page (not sufficiently visible, to my taste) recalling the major landmarks in the Group’s history,
- 40 pages devoted to Corporate Social Responsibility,
- the Management Report section dealing with the compensation of the two executive corporate officers,
- the Special Report required of the Chairman of the Board (which he has to have approved by the Statutory Auditors) on general Group organization, governance and operation, risk management, and the internal control procedures enabling these risks to be avoided, etc.,
- and, finally, the last chapter with so-called “specific information,” including responses to the most frequently asked—and sometimes indiscrete—questions by the shareholders.



CONSULTING. TECHNOLOGY. OUTSOURCING

The traditional Questions & Answers session covered a certain number of interesting topics such as:

- Group policy with regard to human resources management and the action to be taken to make the information technology services professions more attractive to young engineers,
- the CAP GEMINI companies' advancement towards new business models and the impact of cloud computing on the service industry,
- the promise made at last year's General Meeting, namely to maintain closer contact with our individual shareholders, a promise not truly held, which got us a bad ranking in the latest Companies Who Like Their Shareholders published in the economic magazine Le Revenu (no. 1109, February 4-10, 2011),
- Group resources to align its managers' and shareholders' interests, notably the possibility of enabling the Board to grant BSAAR (redeemable share subscription or purchase warrants) to its principal managers and corporate officers,
- Group acquisition objectives: to step up its growth, expand the range of services, gain access to new technologies, reach critical mass in certain European countries (such as Germany) and invest in strong growth markets (Brazil, China, etc.).

The Meeting took place in a remarkably calm atmosphere, culminating in the adoption, with more than 80% of the votes, of the 13 resolutions submitted to the shareholders for approval.

For me, this Meeting was the 43rd CAP GEMINI Annual General Shareholders Meeting that I had chaired since the meeting held to approve the accounts for the parent company's first financial year. I am somewhat proud that I was not asked if I intended to chair next year's and the following years' meetings again, so I did not have to give the answer that I had prepared.

Serge KAMPF

(*)In addition to the 255 shareholders present, however, 1,596 shareholders gave their proxies to the Chairman to represent them, and 1,442 shareholders voted by correspondence so a total of 3,293 shareholders manifested their presence in one way or another at this General Shareholders Meeting, namely only 5 % of the 65,000 CAP GEMINI shareholders.

ACQUISITIONS

✓ Capgemini undertakes two acquisitions in France in particularly fast-growing markets.

Paris, April 5, 2011 – Capgemini announced its acquisition of two French companies, **Artesys and Avantias**. Artesys is one of the leaders in the conception of IT infrastructure solutions in France. Avantias specializes in the implementation of ECM (Enterprise Content Management).

✓ Exclusive negotiations to acquire **Prosodie** mark the potential arrival of Capgemini on the high value-added front-office transaction solutions market.

Paris, June 16, 2011 – Capgemini has entered into exclusive negotiations with the funds managed by Apax Partners and the Prosodie management team with a view to acquiring the multi-channel services operator. This acquisition would enable Capgemini to round out its services offer in the dynamic client relationship solutions market. It would fit perfectly into the Group's growth strategy in new IT operating business models (NBM). At the heart of the digital economy, Prosodie has a unique position in France and elsewhere in Europe thanks to its expertise in the overlapping areas of IT and telecoms. Prosodie proposes to its clients all-in-one, innovative solutions. These offers cover all aspects of the multi-channel client relationship and prepayment—both areas where the company is the leader in France—as well as payment and hosting of services that are highly secure and available 24/7. Prosodie counts 861 team members and is underpinned by a solid R&D capacity. The company is present in France, Spain and, just recently, Belgium. In spite of the economic crisis, Prosodie has delivered steady organic growth and strongly increased its profits over the past four years. In 2010, it reported consolidated revenues of € 172.3 million and a 15.9 % operating margin (EBIT). The transaction is expected to be finalized by the end of July.

✓ Capgemini completes its first acquisition in China: **Praxis Technology**, a Chinese utility industry specialist.

Paris, Shanghai, June 24, 2011 – Capgemini announced the acquisition of Beijing-based Praxis Technology, an established specialist provider of IT and consulting services to the utility market. Praxis Technology's scope includes business management consulting services, Enterprise Resource Planning (ERP) implementation, and application and software development services for major Chinese energy organizations.

Capgemini gets closer to its individual shareholders

- ✓ As the first stage in strengthening its shareholder information policy, Capgemini has put a french version of the **2011 General Shareholders Meeting video** online at: <http://www.capgemini.com/investisseur/bienvenue/>
- ✓ Shareholders can also obtain more regular feedback on Group activities by registering on: **shareholders@capgemini.com** to receive **the Letter to the Shareholders** by e-mail, now issued twice yearly.
- ✓ Moreover, the Capgemini Investor Relations team recently travelled to Lyon to meet and discuss with more than 300 individual shareholders at a **shareholders meeting** held on June 22, 2011.



Paul Hermelin

Chief Executive Officer



“The Group has the ambition and the means to be a leader.”

Growth is back

At the heart of the Capgemini Group culture since its creation, growth has returned. This is underpinned by three factors:

- a set of major strategic choices that led the Group to become the sole European player to have significant presence in the United States, to develop a platform in India and to embark on BPO (Business Process Outsourcing) activities from 2004,
- the success met by the five Top Line Initiatives offers, rolled out in 2010, generating 30 % of the new deals signed by the Group in 2010,
- acquisitions, when required: the integration of CPM Braxis, the largest Brazilian IT services company, hoisted Capgemini into fourth position in this market.

Thanks to its US, Asian and Latin American bases, the Capgemini Group is the only significant European player in the major world markets.

Our growth was particularly dynamic in the first quarter of 2011, and confirmed in April and May. Sales growth, at constant exchange rate, stands at 12.2 %. Asia posts organic growth of 37.1 %, now bringing 2.6 % of Group revenues. Financial Services drives the Group with organic growth of 38.2 % in the USA. This business unit, built around the Kanbay acquisition in 2007, records aggregate growth of 22 %. This is clear proof of the profits recorded by the Group as a result of successful integration.

Lastly, we continue to gain market share in France, where we consolidated our position as leader with 7.4 % organic growth in the first quarter of 2011.

The Group recruited 30,000 people in 2010. In the first quarter, particular attention was given to hiring young people. The senior management was strengthened with the appointment of Paul Spence as Group Deputy General Manager and Director of Development.

Lastly, the Group launched the new slogan, “People Matter, Results Count,” coupled with an intense online advertising campaign last autumn.

A promising market

The recent Internet G8, of which Capgemini was a sponsor, strengthened our conviction that the new markets provided numerous opportunities. There are some 500 million or so smartphone users worldwide, implying that this will soon become the primary method of connection, overtaking the PC. The entire client, user, taxpayer and car driver relationship will be entirely rethought. Factors such as the “Internet of Things”—a phenomenon whereby objects such as cars will be equipped with an IP address

in order to communicate with one another—the explosion of data volume and the development of cloud computing, are all positive for Capgemini’s future activities. So, to take up these exciting challenges, we decided to give the Group a new ambition developed around the concept that Capgemini plays, and must win, the Champions League.

Capgemini in the Champions League

The reference to this major competition in the most popular sport in the world enables us to establish an ambition: to be capable of challenging the best players in our sector in order to be the flagship supplier for the most demanding clients. These clients favor partners who are able to attract and retain the best talent, and who already provide services to companies considered as leaders in their sectors. Moreover, Forrester Research recently designated Capgemini one of the three leading global experts in SAP solutions, thereby reinforcing our ambition.

Our growth strategy will obviously require groundwork to continue improving our profitability. This endeavor will be made on three main fronts:

- Directing our activities towards segments with greater added value,
- Ability to optimize our contracts with our largest clients,
- Ongoing action on our cost base.

In conclusion, 2010 was marked by a clear turnaround in business. We noted our clients’ sustained demand and renewed appetite for investment in technology.

We feel well equipped to progress further, to win market share and to increase our profitability.

This is what we call the spirit of conquest, playing in the “Champion’s League.”

A bold, controlled and demanding growth strategy that makes Capgemini well positioned for the markets of the future.

In a rapidly transforming market, Capgemini wants to step up its acquisition policy. The Strategy Committee has therefore defined objectives, dubbed “String of pearls”: easily integrated, middle-sized, targeted acquisitions that are liable to generate profits within a faster time-scale.

This strategy focuses on four predefined areas:

- 1 – Group core business activities in two geographic regions (USA and Germany) and in two fields (Business Intelligence and mobility),
- 2 – emerging, strong growth markets,
- 3 – new business models, notably cloud computing,
- 4 – Business Process Outsourcing (BPO).

Nicolas Dufourcq

Deputy General Manager, Chief Financial Officer



“In 2010, the Capgemini Group demonstrated its ability to maintain a far better operating margin than in the previous cycle.”

Financial year 2010 was important because it allowed us to show our shareholders that Capgemini could maintain much higher operating margins than previously.

In fact, Capgemini generated an operating margin of close to 7 % in 2010, thereby demonstrating to its shareholders that the margin of Capgemini at the lower end of the cycle had now reached a relatively high level.

We are far from the -1 % operating margin that the Group experienced at the lower end of the previous cycle.

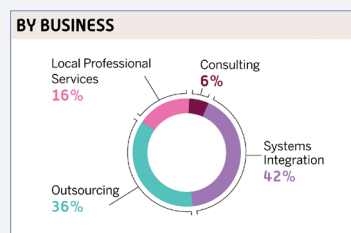
The Group record for 2010 is:

- a 1.1% fall in revenues to € 8.7bn (at constant perimeter and exchange rate),
- 6.8% operating profit margin,
- € 280 million profit for the year,
- € 1.1 billion net cash and cash equivalents as at 31 December 2010,
- € 1 per share dividend payout.

From one quarter to the next, financial year 2010 was marked by **gradual return to growth**. The diminishing volume of requests for consulting and IT services, already observed in 2009, continued and even gained momentum in early 2010. It was only from spring onwards that, little by little, the Group emerged from the downturn.

The Group therefore started the year with a decrease in the first two quarters (-7.8 % in the first quarter, -4.4 % in the second quarter) before returning to positive growth figures in the second half-year (+2.5 % in the third quarter, +5.8 % in the fourth quarter). Furthermore, the trend recorded for the last quarter of 2010 was consolidated in the first quarter of 2011.

Analysis of **business by Capgemini segments** for 2010 reveals



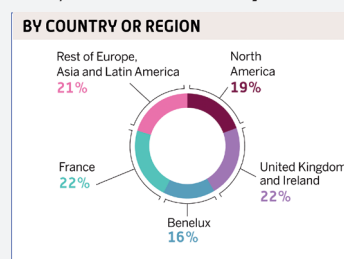
Conversely, our Consulting business recorded 7.5 % decrease. Overall, our most cyclical activities remained stable on a like-for-like basis.

1.6 % growth in Systems Integration, the leading group business that stabilized even though we were well into the crisis.

Sogeti also posted a year of stabilization (-0.3 %).

Outsourcing, however, fell by 3 %, essentially due to the downsizing of the Aspire contract with the British tax and customs authorities.

Analysis of **business by country** reveals good performance by



the emerging countries for the full year 2010 in addition to an upswing, driven by the more cyclical businesses, in most other regions.

Revenues generated by the emerging nations rose by 5.4 % in 2010, and by 13.3 %

in the last quarter alone, thanks to the good performance posted by Latin America. France sustained a slight decline throughout 2010 (-1 %) but rose by 2 % in the last quarter with the good performance recorded by Consulting and Systems Integration.

North America posted a 3 % fall for the full year but a 3 % rise for the fourth quarter, boosted by the more cyclical activities.

The United Kingdom, down by 1 % for the full year but driven by the dynamism of the Financial Services sector, finally delivered the strongest growth of all major Group regions (+8 %) for the last quarter.

Benelux was the slowest of all Group regions to emerge from the crisis, with only 1 % growth for the final quarter.

The Group maintained an ambitious growth policy, intensifying its sales efforts as attested by the sustained order flow totaling € 9.9bn, and up by 9 % compared with 2009.

Lastly, it should be emphasized that our cash position is still rigorously managed.

With € 1.1bn net cash, we still have a remarkably solid balance sheet.

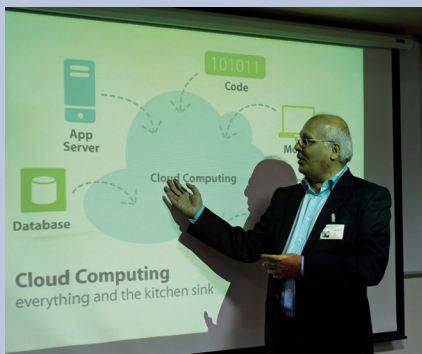
NET CASH & CASH EQUIVALENTS

as at December 31, 2010

1.063 billion euros

2010 Highlights

Capgemini partners with SAP and Microsoft for **Cloud Computing**



Capgemini receives SAP Global Provider of Cloud Services and Hosting certification. Also, the Group will sell the Microsoft Business Productivity Online software suite via its Infostructure Transformation Services (ITS).

A 55% stake in the capital of the first Brazilian IT services company



In October 2010, Capgemini became a primary player in the information technology services market in Brazil. CPM Broxis is present, with some 6,000 employees, in the finance, telecoms, industry and utilities sectors.

The internet campaign **People Matter**

A global advertising campaign was launched on November 15, 2010 with this new slogan on more than 100 high-profile information websites.

At December 31, 2010, the group totaled **108,698** team members

after 30,139 recruitments during the year. This growth went hand in hand with renewed training efforts (more than 84,000 people received training, totaling 3.5 million hours, in 2010).



Voting results

Combined General Shareholders Meeting of May 26, 2011

The 43rd Cap Gemini S.A. Annual General Shareholders' Meeting was held on Thursday May 26, 2011 at the Pavillon d'Armenonville, in Paris. All 13 resolutions were adopted. These concerned, in particular, approval of the consolidated financial statements and the Cap Gemini SA financial statements for financial year 2010, in addition to certain financial resolutions.



The Shareholders Meeting podium.

(left to right)

S. Villepelet

JL. Decornoy

N. Dufourcq

P. Hermelin

S. Kampf

R. van Ommeren

B. Liautaud

P. Laskawy

P. Hennequin

The shareholder's diary

Financial publications (subject to modification)

Earnings for the first half-year 2011: July 28, 2011

Revenues for the third quarter 2011: November 10, 2011

Earnings for the full year 2011: February 16, 2012

The **Annual Report 2010** can be viewed and downloaded on the group website:

<http://www.capgemini.com/annual-report/2010/fr/>

For further information, please contact us at:

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shareholders@capgemini.com



Shareholder section:

<http://www.capgemini.com/investisseur/bienvenue/>

Cap Gemini share price April 30, 2010 to May 25, 2010

