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COMPANY BACKGROUNDER

Capgemini's mission is to help its clients transform to improve their performance. The Group operates in 36 countries, employs more than 83,000 staff and had revenues of 8.7 billion euros in 2007. It offers integrated services in four professional disciplines of expertise. These services range from strategy development to IT systems maintenance. By combining its skills, the Group's four main professional disciplines offer Capgemini's clients integrated transformation services. In this way, the Group can combine its varied fields of expertise for projects that require a diverse knowledge to satisfy clients who demand a commitment to tangible and measurable results, over and beyond good ideas.

Capgemini's four main professional disciplines are:

- **Consulting Services (CS):** helping clients identify, structure and execute transformation strategies which can lead to durable improvement in terms of growth and competitiveness;
- **Technology Services (TS):** designing, developing and implementing a variety of technical projects, big and small;
- **Outsourcing Services (OS):** supports clients either wholly or partly, via their IT systems and any closely-related activities;
- **Local Professional Services (LPS, Sogeti):** offering services adapted to local needs in terms of infrastructure, applications and engineering.

In addition to services in the four main professional disciplines, Capgemini combines its areas of expertise to offer specialized solutions in the following five sectors:

- **Public Sector**



- **Energy and *Utilities***
- **Manufacturing, Retail and Distribution**
- **Banking, Finance and Insurance**
- **Telecommunications, Media and Entertainment**

Capgemini works independently of software publishers and IT manufacturers to gain access to the best expert knowledge and products. The Group has formed a network of strategic alliances and partnerships with these experts; in this way Capgemini can make informed and objective choices on solutions that will meet clients' needs more precisely.

By operating in 36 countries, Capgemini is one of the only players on the market that can systematically provide services in the location which best serves the interests of its clients in terms of quality, cost and access to the best skills. Known as Rightshore®, this approach is revolutionizing its services economy and adding value to clients.

Finally, Capgemini is also about collaboration: the CBE (Collaborative Business Experience). *“It’s the trademark of a partner who cares as much about the way in which results are obtained as the results themselves so as to satisfy our clients, which is our first criteria for success”*, says Philippe Grangeon, Director of Communication.



I³ TRANSFORMATION PROGRAM

**The way ahead: Capgemini is mobilized
for its clients, its shareholders and its employees**

In response to the changing market and emerging client needs, 2007 was characterized by the construction and initial implementation of the operational aspects of the i³ program:

“i³ is an ambitious program of conquest to reshape the Group in depth and to improve its essential purpose, namely to help its clients manage their own change processes,” emphasizes Pierre-Yves Cros, Group Director of Strategy.

It is also a program that should enable the Group to weather economic storms. i³ covers three major areas: Industrialization, Innovation and client Intimacy, hence its name. In the current challenging market conditions, accelerating industrialization means that there is a need for the Group to build a global powerhouse in order to optimize delivery and to gain in cost-effectiveness. Innovation in all domains should contribute to serving clients better by providing well-tailored, cutting-edge consulting services and technology solutions geared to improving their performance. On the Intimacy side, the i³ program should enable Capgemini to build new relationships while capitalizing on 40 years of proximity and shared experience with its clients.

In 2007, given that the single model was no longer sufficient to respond to the multiple and complex requirements of its clients, Capgemini has defined several new delivery models ranging from fully or partly subcontracted to seamlessly integrated teams. These models are now operational in six lead business units. New integrated Rightshore® organizations have been established to provide a seamless delivery model worldwide. This organization responds to market demands and has been designed in such a way that the client has swift access to Group expertise and efficient support services, in the requisite local language and with minimum cultural barriers. Lack of innovation leads to regression. For innovation purposes, centers of excellence have been created in India to design and propose vanguard offers for telecommunications in Bangalore, for financial services in Hyderabad, and for manufacturing in Kolkata. In the best interests of Capgemini’s clients, managers from all four Group disciplines (Consulting Services, Technology Services, Outsourcing Services and Local Professional Services) are assembled for committee meetings, in a given geographic area (Country Board), in order to determine common sales strategies and to encourage synergies between the various business disciplines. i³ has already started to have a real impact on the organization, with client “wins” routinely featuring the new delivery models. An example is the contract signed with the US telecommunications provider FairPoint.

This ambitious program is run by a core team, under the authority of the Group Chief Executive Officer, which manages, coordinates and reports on the overall plan with the support of dedicated employees in the field. In order to benchmark the program’s progress in operational and financial terms, the i³ team implements specific operational and financial performance indicators. Nonetheless, it is essential that Capgemini’s people understand and



are supportive of the objectives of this program and, as a result, communication continues to be central to the ongoing success of the program.

“We need to make it real for people: to translate how the changes – often cultural – impact on them at a daily working level and what it means to an individual’s job, competence area and career;” explains Lan O’Connor, i³ Program Director.

In 2008, the ongoing implementation of i³ heralds a new Capgemini that has gained in efficiency for its clients and in performance for its shareholders.



CONSULTING SERVICES

Key figures:

- Accounting for 8.7% of Group revenues in 2007
- 4,966 Capgemini employees
- Group Global Coordination Consulting: Antonio Schnieder

Activities:

- Capgemini Consulting is the Strategy and Management Consulting division of the Capgemini Group that advises and supports business leaders in transforming their organisations, from strategy through to execution.
- Capgemini Consulting is focused on six key areas: Customer Relationship Management, Finance and Employee transformation, Global Sourcing, Operational Research, Supply Chain and Transformational Consulting and provides innovative solutions and ideas to clients through deep sector expertise.

As the globalization of economic activity pursues its course, there is an even stronger demand created for sound strategic and management consulting. In particular, as the market continues to consolidate with the process of mergers & acquisitions in many business sectors. These market shifts strongly indicate that companies require support to define their strategies, assimilate their acquisitions and transform their organizations to compete on a worldwide scale.

In order to support Capgemini's clients to continue to rise to the evolving market challenges, the Group has adopted an internal *cross-staffing* system that capitalizes on its global expertise through the build up of centres of excellence across the consulting business units.

"We continue to have a greater number of multinational pursuits and projects. I am always impressed to meet more and more consultants working in different countries. In France, we are considered to be the leader in Management Consultancy. In most of the other European countries we are amongst the top 5. On top of this, we have a significant presence in the US and are also growing rapidly in Asia" notes Group Global Coordination Consulting: Antonio Schnieder.



TECHNOLOGY SERVICES

Key figures:

- Accounting for 38.5% of Group revenues in 2007
- 36,657 Capgemini employees
- Consistently ranked as a top-ten systems integrator by leading analysts, due in part to the success of the Accelerated Delivery Centres (ADCs).
- Director of Western Europe and TS Global Coordination: Philippe Donche-Gay

Activities:

- Technology Services (TS) is dedicated to helping clients design, develop and implement technical projects of all sizes through the creation of project architectures, application development, consulting in IT technologies and innovation in solution making.

Working with the Group's clients, TS is specialized in making long-term investments in major projects, while striving to bring their costs down. Whereas, in the past, clients tended to choose between one of these two paths, corporate clients are now opting for innovation and development whilst also making substantial savings by way of a globalization strategy for purchasing, recourse to offshore, reducing the number of service providers and creating shared service centres, all within the framework of their industrialization strategies. Thanks to the savings made, they are able to channel some of their resources into renewing their IT systems and developing new applications to support their enterprise strategy.

“Leveraging our innovation capabilities is a main priority, especially in Technology Services. In 2006 we pushed new approaches like SOA, Open Source and Web 2.0; riding the wave of new technological innovation. This is not a break or killer application but a technological continuum, which is excellent news for Capgemini”, declares Philippe Donche-Gay, Director of Western Europe and TS Global Coordination



OUTSOURCING SERVICES

Key figures:

- Accounting for 36.6 % of the Group's revenues in 2007
- 23,344 Capgemini employees
- Director of Group's Outsourcing Services: Paul Spence

Activities:

- Capgemini supports clients in outsourcing, either wholly or partly, via their IT systems and any closely-related activities. With *Applications Management*, Capgemini delivers functional support through application efficiencies, application changes and implementing strategic application roadmaps. Through *Infrastructure Management*, Capgemini provides round the clock global access through partners capable of reducing the number of support calls, which increases client productivity and reduces the total cost of ownership.
- Capgemini's outsourcing portfolio extends not just to technology, but also to deep process expertise through BPO (*Business Process Outsourcing*) which entails the delegation to a supplier of one or more of the client's non-core business functions that usually contain a strong element of IT. Notably, this activity is used in the fields of Finance & Accounting (F&A), Human Resources Outsourcing (HRO), Procurement Services, Customer Care & Intelligence and Assurance Services.

Outsourcing involves the management of all or part of a company's IT or business process needs. Historically, the aim has been to reduce costs, but customers are now increasingly focused on using outsourcing to transform their IT and business processes for purposes of improving performance. As Capgemini evolves its services through collaborative relationships with clients, alliances and partners, the future of the business is expected to focus on intensifying its unique global delivery model; Rightshore®. OS will do this by rationalizing the global production mechanism, continuing to double the headcount in India, improving the targeting of markets and clients, creating new offers and building on the existing skills base.

“Global OS is well positioned to help lead the way for the Group on the successful implementation of the transformation programme and we look forward to partnering with Consulting Services and Technology Services and Sogeti to deliver on our new corporate mission (Enabling Transformation) and vision (Enabling Freedom) everywhere we do business around the world”, explains Paul Spence, Director of the Group's Outsourcing Services



LOCAL PROFESSIONAL SERVICES (SOGETI)

Key figures:

- Accounting for 16.2% of Group revenues in 2007
- 18,382 Capgemini employees
- Chairman and CEO of Sogeti: Luc-François Salvador

Activities:

- High Tech Consulting: Scientific engineering, technical and industrial information technology, mechanics and electronics in major industrial R&D projects.
- Application Services: Consulting and integration of management applications.
- Infrastructure Services: Technical infrastructure and information technology production.

Sogeti, a subsidiary of Capgemini, specializes in providing local professional services expertise to businesses and public sector organizations in 14 countries where they are based: France, Belgium, Luxembourg, Germany, The Netherlands, Spain, Switzerland, Sweden, Denmark, Ireland, India, United Kingdom and the United States.

The pronounced trends for consolidation and the globalization of the economy have done nothing to lessen the local significance of the markets and organizations on which Sogeti has been operating for 40 years now. In this context, even though the subjects to be dealt with are increasingly complex and the cycles ever more rapid, they still represent large, global programs transposed on to a local scale. In the future, Sogeti intends to keep pace with and even outstrip the growth of the market; besides pursuing its efforts on the segments mentioned above, and in countries such as Germany and the UK, innovation and offshore are also high on the agenda for Sogeti. *Offshore* is a new departure for Sogeti, used as it has been to selling and producing from one and the same location.

“We are going to develop our service offerings, especially with regard to application testing but also in high tech consulting, by integrating the offshore aspect so as to offer our clients solutions at very competitive rates” states Luc-François Salvador, Chairman & CEO of Sogeti.



THE PUBLIC SECTOR

Key figures:

- Representing 25.9% of total Group revenues in 2007
- Over 13,000 Capgemini employees
- A major service provider for the public services in Europe
- Group Director of Public Services: Stanislas Cozon

Activities:

- Four lines of expertise including public security, Local & Regional Government (particularly large cities), tax and public healthcare
- A broad set of integrated services from strategic consulting to applications development, IT management and outsourcing

The public sector is going through unprecedented transformation, following in the footsteps of the private sector with a shift to customer-centred thinking. Governments have yet to catch up with the private sector for best management practice and they are keen to set measurable objectives for civil servants and reward on performance, to source and procure in a more cost effective way. Increasing budget pressures force improved governance models, seeking a better use of IT to transform back offices. Citizens and businesses have increasing expectations of the front office: they want better service, via the channel of their choice, when convenient to them. A major challenge will be putting the customer at the centre of public services. Organizations that previously operated independently must also learn collaborate more, breaking down internal barriers. In addition, new technologies (such as mobile devices) could transform the way business is conducted.

“Many governments would like to focus on policy setting and control, leaving the (measurable and accountable) execution to agencies, or outsourcing part of it. Capgemini tends to support public organizations along this transformation through innovative business solutions and technologies” says Stanislas Cozon, Group Director of the Public Sector.



ENERGY, UTILITIES & CHEMICALS

Key figures:

- Representing 13.1% of total Group revenues in 2007– Utilities represents two thirds of the activity while Energy & Chemicals (oil and gas) represents one third.
- 10,000 Capgemini employees
- More than 75% of the top 20 private and public utilities (Platt's 2006 Top 250 energy company rankings) and 9 out of the top 10 Oil and Gas 'super majors' as clients.
- Group Director of Energy & Utilities: Colette Lewiner

Activities:

- Group sales are mainly composed of projects and consulting services in Europe and outsourcing in the United States.
- The Group produces an on-going program of thought leadership materials such as in-depth studies and surveys that have been recognized as valuable thought leadership by our clients as well as a strong presence at major conferences attended by our network of industry experts.

The world's oil & gas and utility companies are no strangers to change. The challenges to be managed and overcome include mergers and acquisitions, privatisation, deregulation and competition. Only those companies able to respond quickly and decisively to dynamic market conditions can expect long-term growth and meaningful returns.

As a direct consequence of the liberalization of the Utilities markets in Europe, operators are rethinking their strategy, organization and IT systems in order to adapt them to a deregulated market model while maintaining ambitious targets in terms of productivity gains," notes Colette Lewiner, Group Director of the Energy & Utilities sector for Capgemini.



FINANCIAL SERVICES - BANKING, INSURANCE & CAPITAL MARKETS

Key figures:

- Representing 16.9% of Group revenues in 2007
- Over 15,000 Capgemini employees
- More than 900 clients worldwide that include:
 - the world's top 5 banks
 - 5 of the top 10 credit card issuers
 - 11 of the 15 largest global insurers
 - the 5 top Investment Firms
 - 11 of the top 12 asset finance companies
- CEO, Financial Services SBU: Raymond Spencer
- Group Director of Financial Services: Bertrand Lavayssière

Activities:

- Capgemini is particularly active in retail banking and insurance where it sells consulting, technology and outsourcing services showing emerging growth.
- Capgemini is also a thought leader in the field providing insightful, client-based industry research reports that lead in market trends. The Group annually publishes *The World Retail Banking Report*, *The World Wealth Report*, *The World Payments Report* and most recently *The World Insurance Report*.

On February 8, 2007, Capgemini acquired Kanbay International, a fast growing financial services leader. Kanbay enhances the Capgemini financial services offering through deep domain expertise and a next generation value based global delivery model that provides transformational industry solutions leveraging the right blend of on-site, near shore and India offshore capabilities. A new SBU called *Financial Services Strategic Business Unit* was launch on April 1, 2007.

The consolidation trend is beginning to produce a European business model of its own: “*Distribution of banking products is still local on the whole, but back office activity is developing on a European scale as payment, credit and leasing are centralized*”, notes Bertrand Lavayssière, Group Director of Financial Services for Capgemini.

“*Capgemini is now ready to serve both the top Anglo-American clients, in the immediate future, and the European institutions – which are beginning to take a serious interest in offshore – in the short term.*”, adds Raymond Spencer, CEO, Financial Services SBU.



MANUFACTURING, DISTRIBUTION & RETAIL

Key figures:

- Representing 27.8% of Group revenues in 2007
- Over 20,000 Capgemini employees
- MRD client base of more than 1,000 companies throughout the world includes 70% of the largest general manufacturers
- Group Director of Manufacturing, Retail and Distribution: Bernard Helders

Activities:

- The MRD industry has been particularly receptive to the Group's BPO and outsourcing as well as the Rightshore[®] approach.
- Capgemini uses its global footprint and a dedicated MRD research laboratory in India to invest in thought leadership and technology advancements that help clients focus on and strengthen their core competencies in the manufacturing, retail and distribution industries.

Globalization and the growth of emerging markets are key issues impacting the world of manufacturing, retail and distribution today. Globalization affects the industry in three key ways. First, emerging regions such as India and China have become increasingly important sourcing markets for labour and production. Second, these regions are growing in significance as markets in their own right, as a burgeoning middle class obtains increasing spending power for goods and services which includes cars and other consumer products. Third, major players in these markets are increasingly driving industry changes and consolidation.

Globalization is putting the sector under major competitive pressure as businesses outsource operations to third parties or offshore to countries such as India and China," comments Bernard Helders, Global Director of Manufacturing, Retail & Distribution (MRD) at Capgemini. *"Consumers are becoming more discerning and disposable income for retail spend is falling, accelerated by the end of the housing boom. With the increased concern about climate and environment, businesses have to ensure they are clean, green and ethically sound. The role of technology will be more important than ever in developing new business models to ensure success and prosperity in the sector."*



TELECOMMUNICATIONS, MEDIA & ENTERTAINMENT

Key figures:

- Representing 9.3% of Group revenues and over 16% of consulting and project management activity in 2007
- 4,000 Capgemini employees
- Client base of 250+ customers worldwide
- Global Director of Telecommunications, Media & Entertainment: Didier Bonnet

Activities:

- Focused on helping clients to launch new services and to find new business models that will maximize revenues and growth. TME also supports its clients via dedicated service centres in the development and consolidation of customer management systems.
- Global network of innovation teams and labs producing an on-going program of thought leadership materials such as CEO industry reports, points of view, white papers and technology proofs of concept

The key trend in the sector is the increased marketing of so-called “convergence” applications by operators. These applications combine voice, internet and TV or cinema content offering them over 3G mobile services. In addition to an ongoing price war, the competition is also fighting over service quality; key maintaining customer loyalty and a prerequisite for selling further services. This trend is increasing the complexity of customer relations. In addition to introducing these new services, operators are turning their attention to emerging countries to revitalize their growth.

“The market is still booming, but is undergoing profound changes. We have to understand the ensuing repercussions in order to transform them into commercial successes. Capgemini has a laboratory in India for this purpose, which studies the impacts of such transmutations on the business models and technologies of our clients,” points out Greg Jacobsen, Group Director of Telecommunications, Media & Entertainment.



KEY CLIENTS LIST

| | |
|-------------------------------------|-----------------------------------|
| ABB | Cespa |
| ABN AMRO | Coal Authority |
| Advocate Health and Hospitals | Combined Insurance |
| Aéroports de Paris | Commerce Insurance |
| Affinia Group Inc | ConocoPhillips |
| Agilent Technologies | Consumer Direct |
| Agricultural division life sciences | Converge |
| Ahlstrom | Correos |
| Ahold USA | Corus |
| Airbus | Councils Online |
| Albert Heijn | DaimlerChrysler AG |
| Alcatel | Dairy farm international |
| Allianz | Dara |
| American General Finance | Department for Education & Skills |
| Aquafil | Deutsche Post World Net |
| Associated Bank Corp | DHL Express Sweden |
| Assurant Health | Direction Générale des Impôts |
| AXA GIE | Domino Foods |
| Banco Popular | Dong |
| Bank Austria Creditanstalt | Dong Feng Motor |
| Bashas' | Dresdner Kleinwort |
| Baycorp Advantage | Druckmaschinen |
| Beam Global Wines & Spirits | DWP |
| Behr | Economic Club of Chicago |
| Blu Telecom | EDF |
| BlueScope Steel | Elexon |
| BMW | Endesa |
| Bombardier | Eni |
| Bowfonds | Entremont Groupe |
| BP | E.ON Energie AG |
| BSkyB | Equilon |
| BrucePower | ERG |
| BT | Ericsson |
| BT Mobile | Essent |
| Buiding Company | Euroclear |
| Cadbury Schweppes | European Cheese company |
| Carain Corporation | ExxonMobil |
| Carrefour | Faurecia |
| Centraal Justitiele Incasso Bureau | FedEx |
| Centrica | Fender Musical Instruments Europe |
| Ceska Sportelna | |



Flemish Government (Vlaamse
Infolijn)
Food & Beverage Manufacturer
Ford Motor Company
Gaz de France
Gas Natural
GCI (Alaska)
General Motors Corporation
George Weston foods
Global Manufacturer
GM Group
Goodyear
Groupe Caisse D'Epargne
Grupo Bimbo
Grupo industrial saltillo
HDFC
Heerema marine contractors
Heidelberger
Heineken
High-Tech Manufacturer
HM Revenue & Customs
HSBC
Hubbell
Hydro One Inc.
Hydro Quebec
Iceland Telecom Inc.
ING
ING Direct
Intermarché
International pharmaceutical company
Kalmar County Council
KBC
Kemira
Keycorp
Kimberly-Clark
Knight Trading (Accurum)
La Federation Continentale
La Mondiale
La Poste
Leading life sciences company
London Borough of Croydon
London Borough of Haringey
Longview Fibre
Lowe's
LVMH
Matelan
Maxeda
Mazda

Meijer
Merrill Lynch
Metropolitan Police
Michelin
Mid-sized pharmaceutical company
Ministry of economic affairs
Monlycke Health Care
NATO
Nemmco
Nextel
NHS Wales
Nissan Motor Co.
Northern European Operator
Northern European Telco
NXP Semiconductors
O2 Ireland
Office national de l'Electricité
Olympic Health Management Systems
OPG
Overlake hospital medical center
Paclab
Petro
Petrom
Philips
Philips Electronics
Poste Italiane
Posti
Prudential
Raiffeisen International
Rautakirja
Reebok
Respironics
R.L.Polk & Co.
Rowan
Royal Ahold
Royal Dutch Shell
SALAR(Swedish Association of Local
Authorities and Regions)
Schenker
Schneider Electric
Schuitema
Serab
SFR
Sibelge
Siemens Power Generation
Smith News
Sodra Cell
Sommerfield



Sprint
St. Marys Cement
StatoilHydro
Subsea7
Swedbank
Swiss Life
Syngeta
Target
TD BankNorth
Technology – Solutions Leader
Telekurs Financial
Telia
Tesco
The Coca-Cola Company
The Department of Service Canada
The Reach Agency
The Regence Group
T-Mobile
TNT Post
Total
Toyota
Transport for London
Ucomm
UK Ministry of Defence
Unicredit Tiriac Bank
Unilever
Vendex KBB IT Services
Verdipapirsentralen (Norwegian
Central Securities Depository)
Virgin Trains
Visteon
Vodafone (Espana and UK)
Welsh Assembly Government
Western Union International Bank
Wind (Wind Rivers Systems Inc.)
Winterthur
Yutong



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Colette Lewiner, *Energy, Utilities and Chemicals Sector*

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Lan O'Connor, « *i³* » *Transformation Program*

Salil Parekh, *Coordination of Operations in India*

Baru Rao, *Capgemini India*

Isabelle Roux-Chenu, *International Legal Affairs*

Antonio Schnieder, *Global Coordination Consulting Services*

Lucia Sinapi, *Risk Management & Corporate Finance*

Raymond J. Spencer, *Financial Services SBU*



BREAKDOWN OF CAPITAL

Capgemini S.A. share capital (31/12/07): 1.163 404 080 €

Cap Gemini S.A. ownership structure at December 31, 2007
(on the basis of a shareholder survey)

