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| <b>Form 5500</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security<br>Administration<br><br>Pension Benefit Guaranty Corporation | <b>Annual Return/Report of Employee Benefit Plan</b><br><br>This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code).<br><br><b>► Complete all entries in accordance with the instructions to the Form 5500.</b> | OMB Nos. 1210-0110<br>1210-0089<br><br><b>2016</b><br><br><b>This Form is Open to Public Inspection</b> |
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| <b>Part I</b>                                                                                            | <b>Annual Report Identification Information</b>                                            |                                                                                                                                                                                                                                                                                                                                            |  |
| For calendar plan year 2016 or fiscal plan year beginning <u>01/01/2016</u> and ending <u>12/31/2016</u> |                                                                                            |                                                                                                                                                                                                                                                                                                                                            |  |
| <b>A</b>                                                                                                 | This return/report is for:                                                                 | <input type="checkbox"/> a multiemployer plan <input type="checkbox"/> a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.)<br><input checked="" type="checkbox"/> a single-employer plan <input type="checkbox"/> a DFE (specify) _____ |  |
| <b>B</b>                                                                                                 | This return/report is:                                                                     | <input type="checkbox"/> the first return/report <input type="checkbox"/> the final return/report<br><input type="checkbox"/> an amended return/report <input type="checkbox"/> a short plan year return/report (less than 12 months)                                                                                                      |  |
| <b>C</b>                                                                                                 | If the plan is a collectively-bargained plan, check here. . . . . <input type="checkbox"/> |                                                                                                                                                                                                                                                                                                                                            |  |
| <b>D</b>                                                                                                 | Check box if filing under:                                                                 | <input checked="" type="checkbox"/> Form 5558 <input type="checkbox"/> automatic extension <input type="checkbox"/> the DFVC program<br><input type="checkbox"/> special extension (enter description)                                                                                                                                     |  |

|                |                                                                                                                                                                                                                                                                                                                                                                              |           |                                                           |
|----------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|-----------------------------------------------------------|
| <b>Part II</b> | <b>Basic Plan Information</b> —enter all requested information                                                                                                                                                                                                                                                                                                               |           |                                                           |
| <b>1a</b>      | Name of plan<br><u>CAPGEMINI FINANCIAL SERVICES USA, INC. 401(K) RETIREMENT PLAN</u>                                                                                                                                                                                                                                                                                         | <b>1b</b> | Three-digit plan number (PN) ► <u>001</u>                 |
|                |                                                                                                                                                                                                                                                                                                                                                                              | <b>1c</b> | Effective date of plan<br><u>02/01/1993</u>               |
| <b>2a</b>      | Plan sponsor's name (employer, if for a single-employer plan)<br>Mailing address (include room, apt., suite no. and street, or P.O. Box)<br>City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions)<br><u>CAPGEMINI FINANCIAL SERVICES USA, INC.</u><br><br><u>6400 SHAFER COURT, SUITE 100</u><br><u>ROSEMONT, IL 60018</u> | <b>2b</b> | Employer Identification Number (EIN)<br><u>36-6899979</u> |
|                |                                                                                                                                                                                                                                                                                                                                                                              | <b>2c</b> | Plan Sponsor's telephone number<br><u>847-384-6161</u>    |
|                |                                                                                                                                                                                                                                                                                                                                                                              | <b>2d</b> | Business code (see instructions)<br><u>541511</u>         |

**Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.**

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

|                                                                                                 |                                                   |            |                                                              |
|-------------------------------------------------------------------------------------------------|---------------------------------------------------|------------|--------------------------------------------------------------|
| <b>SIGN HERE</b>                                                                                | Filed with authorized/valid electronic signature. | 10/16/2017 | LYNNE GOMBERG                                                |
|                                                                                                 | Signature of plan administrator                   | Date       | Enter name of individual signing as plan administrator       |
| <b>SIGN HERE</b>                                                                                |                                                   |            |                                                              |
|                                                                                                 | Signature of employer/plan sponsor                | Date       | Enter name of individual signing as employer or plan sponsor |
| <b>SIGN HERE</b>                                                                                |                                                   |            |                                                              |
|                                                                                                 | Signature of DFE                                  | Date       | Enter name of individual signing as DFE                      |
| Preparer's name (including firm name, if applicable) and address (include room or suite number) |                                                   |            | Preparer's telephone number                                  |
|                                                                                                 |                                                   |            |                                                              |

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                                                                                                                                                                  |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>3a</b> Plan administrator's name and address <input checked="" type="checkbox"/> Same as Plan Sponsor                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | <b>3b</b> Administrator's EIN<br><br><b>3c</b> Administrator's telephone number<br><br><div style="background-color: #cccccc; height: 40px; width: 100%;"></div> |
| <b>4</b> If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:<br><b>a</b> Sponsor's name                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | <b>4b</b> EIN<br><br><b>4c</b> PN                                                                                                                                |
| <b>5</b> Total number of participants at the beginning of the plan year                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | <b>5</b> 2908                                                                                                                                                    |
| <b>6</b> Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines <b>6a(1)</b> , <b>6a(2)</b> , <b>6b</b> , <b>6c</b> , and <b>6d</b> ).<br><br><b>a(1)</b> Total number of active participants at the beginning of the plan year.....<br><b>a(2)</b> Total number of active participants at the end of the plan year .....<br><br><b>b</b> Retired or separated participants receiving benefits.....<br><b>c</b> Other retired or separated participants entitled to future benefits .....<br><b>d</b> Subtotal. Add lines <b>6a(2)</b> , <b>6b</b> , and <b>6c</b> .....<br><b>e</b> Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. ....<br><b>f</b> Total. Add lines <b>6d</b> and <b>6e</b> .....<br><br><b>g</b> Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) .....<br><br><b>h</b> Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested ..... | <b>6a(1)</b> 2312<br><b>6a(2)</b> 2481<br><b>6b</b> 2<br><b>6c</b> 620<br><b>6d</b> 3103<br><b>6e</b> 0<br><b>6f</b> 3103<br><b>6g</b> 1949<br><b>6h</b> 104     |
| <b>7</b> Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | <b>7</b>                                                                                                                                                         |
| <b>8a</b> If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:<br>2E 2F 2G 2J 2K 2R 2T 3D 3H<br><br><b>b</b> If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                                                                                                                                                                  |

|                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>9a</b> Plan funding arrangement (check all that apply)<br><b>(1)</b> <input type="checkbox"/> Insurance<br><b>(2)</b> <input type="checkbox"/> Code section 412(e)(3) insurance contracts<br><b>(3)</b> <input checked="" type="checkbox"/> Trust<br><b>(4)</b> <input type="checkbox"/> General assets of the sponsor                                                                                                                       | <b>9b</b> Plan benefit arrangement (check all that apply)<br><b>(1)</b> <input type="checkbox"/> Insurance<br><b>(2)</b> <input type="checkbox"/> Code section 412(e)(3) insurance contracts<br><b>(3)</b> <input checked="" type="checkbox"/> Trust<br><b>(4)</b> <input type="checkbox"/> General assets of the sponsor                                                                                                                                                                                                                              |
| <b>10</b> Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)                                                                                                                                                                                                                                                                               |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
| <b>a Pension Schedules</b><br><b>(1)</b> <input checked="" type="checkbox"/> <b>R</b> (Retirement Plan Information)<br><br><b>(2)</b> <input type="checkbox"/> <b>MB</b> (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary<br><br><b>(3)</b> <input type="checkbox"/> <b>SB</b> (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary | <b>b General Schedules</b><br><b>(1)</b> <input checked="" type="checkbox"/> <b>H</b> (Financial Information)<br><b>(2)</b> <input type="checkbox"/> <b>I</b> (Financial Information – Small Plan)<br><b>(3)</b> <input type="checkbox"/> <b>A</b> (Insurance Information)<br><b>(4)</b> <input checked="" type="checkbox"/> <b>C</b> (Service Provider Information)<br><b>(5)</b> <input checked="" type="checkbox"/> <b>D</b> (DFE/Participating Plan Information)<br><b>(6)</b> <input type="checkbox"/> <b>G</b> (Financial Transaction Schedules) |

**Part III Form M-1 Compliance Information (to be completed by welfare benefit plans)**

**11a** If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ..... ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

**11b** Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ..... ☐ Yes ☐ No

**11c** Enter the Receipt Confirmation Code for the 2016 Form M-1 annual report. If the plan was not required to file the 2016 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code \_\_\_\_\_

|                                                                                                                                                                                                                                                                          |                                                                                                                                                                                                                        |                                                                                                           |
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| <b>SCHEDULE C</b><br><b>(Form 5500)</b><br><br><small>Department of the Treasury<br/>Internal Revenue Service</small><br><br><small>Department of Labor<br/>Employee Benefits Security Administration</small><br><br><small>Pension Benefit Guaranty Corporation</small> | <b>Service Provider Information</b><br><br>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).<br><br><b>► File as an attachment to Form 5500.</b> | <small>OMB No. 1210-0110</small><br><br><b>2016</b><br><br><b>This Form is Open to Public Inspection.</b> |
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For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

|                                                                                                                                           |                                                                                                                 |
|-------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------|
| <b>A</b> Name of plan<br><span style="color: blue;">CAPGEMINI FINANCIAL SERVICES USA, INC. 401(K) RETIREMENT PLAN</span>                  | <b>B</b> Three-digit plan number (PN) <span style="color: blue;">►</span> <span style="color: blue;">001</span> |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br><span style="color: blue;">CAPGEMINI FINANCIAL SERVICES USA, INC.</span> | <b>D</b> Employer Identification Number (EIN)<br><span style="color: blue;">36-6899979</span>                   |

|               |                                                        |
|---------------|--------------------------------------------------------|
| <b>Part I</b> | <b>Service Provider Information (see instructions)</b> |
|---------------|--------------------------------------------------------|

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

**1 Information on Persons Receiving Only Eligible Indirect Compensation**

- a** Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☒ Yes ☐ No
- b** If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

|  |                                                                                                                                                                                           |
|--|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|  | <b>(b)</b> Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation<br><span style="color: blue;">FIDELITY INVESTMENTS INSTITUTIONAL</span> |
|  | <span style="color: blue;">04-2647786</span>                                                                                                                                              |

|  |                                                                                                                   |
|--|-------------------------------------------------------------------------------------------------------------------|
|  | <b>(b)</b> Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation |
|--|-------------------------------------------------------------------------------------------------------------------|

|  |                                                                                                                   |
|--|-------------------------------------------------------------------------------------------------------------------|
|  | <b>(b)</b> Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation |
|--|-------------------------------------------------------------------------------------------------------------------|

|  |                                                                                                                   |
|--|-------------------------------------------------------------------------------------------------------------------|
|  | <b>(b)</b> Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation |
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**(b)** Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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**(b)** Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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**(b)** Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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**2. Information on Other Service Providers Receiving Direct or Indirect Compensation.** Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

**(a)** Enter name and EIN or address (see instructions)

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

| <b>(b)</b><br>Service Code(s) | <b>(c)</b><br>Relationship to employer, employee organization, or person known to be a party-in-interest | <b>(d)</b><br>Enter direct compensation paid by the plan. If none, enter -0-. | <b>(e)</b><br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | <b>(f)</b><br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | <b>(g)</b><br>Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | <b>(h)</b><br>Did the service provider give you a formula instead of an amount or estimated amount? |
|-------------------------------|----------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|
| 37 60 64 65 71                | RECORDKEEPER                                                                                             | 80981                                                                         | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                                         | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                                                                   | 0                                                                                                                                                                                      | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                                 |

**(a)** Enter name and EIN or address (see instructions)

LOCKTON

20-8874282

| <b>(b)</b><br>Service Code(s) | <b>(c)</b><br>Relationship to employer, employee organization, or person known to be a party-in-interest | <b>(d)</b><br>Enter direct compensation paid by the plan. If none, enter -0-. | <b>(e)</b><br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | <b>(f)</b><br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | <b>(g)</b><br>Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | <b>(h)</b><br>Did the service provider give you a formula instead of an amount or estimated amount? |
|-------------------------------|----------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|
| 16 49                         | OTHER SERVICES                                                                                           | 74000                                                                         | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                         | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                              |                                                                                                                                                                                        | Yes <input type="checkbox"/> No <input type="checkbox"/>                                            |

**(a)** Enter name and EIN or address (see instructions)

STRATEGIC ADVISORS, INC.

04-2654524

| <b>(b)</b><br>Service Code(s) | <b>(c)</b><br>Relationship to employer, employee organization, or person known to be a party-in-interest | <b>(d)</b><br>Enter direct compensation paid by the plan. If none, enter -0-. | <b>(e)</b><br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | <b>(f)</b><br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | <b>(g)</b><br>Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | <b>(h)</b><br>Did the service provider give you a formula instead of an amount or estimated amount? |
|-------------------------------|----------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|
| 27                            | ADVISOR                                                                                                  | 32491                                                                         | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                         | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                              |                                                                                                                                                                                        | Yes <input type="checkbox"/> No <input type="checkbox"/>                                            |

**2. Information on Other Service Providers Receiving Direct or Indirect Compensation.** Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

**(a)** Enter name and EIN or address (see instructions)

BKD

44-0160260

| (b)<br>Service Code(s) | (c)<br>Relationship to employer, employee organization, or person known to be a party-in-interest | (d)<br>Enter direct compensation paid by the plan. If none, enter -0-. | (e)<br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f)<br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g)<br>Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | (h)<br>Did the service provider give you a formula instead of an amount or estimated amount? |
|------------------------|---------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|
| 16 99                  | OTHER SERVICES                                                                                    | 17000                                                                  | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                  | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                       |                                                                                                                                                                                 | Yes <input type="checkbox"/> No <input type="checkbox"/>                                     |

**(a)** Enter name and EIN or address (see instructions)

| (b)<br>Service Code(s) | (c)<br>Relationship to employer, employee organization, or person known to be a party-in-interest | (d)<br>Enter direct compensation paid by the plan. If none, enter -0-. | (e)<br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f)<br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g)<br>Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | (h)<br>Did the service provider give you a formula instead of an amount or estimated amount? |
|------------------------|---------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|
|                        |                                                                                                   |                                                                        | Yes <input type="checkbox"/> No <input type="checkbox"/>                                             | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                       |                                                                                                                                                                                 | Yes <input type="checkbox"/> No <input type="checkbox"/>                                     |

**(a)** Enter name and EIN or address (see instructions)

| (b)<br>Service Code(s) | (c)<br>Relationship to employer, employee organization, or person known to be a party-in-interest | (d)<br>Enter direct compensation paid by the plan. If none, enter -0-. | (e)<br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f)<br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g)<br>Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | (h)<br>Did the service provider give you a formula instead of an amount or estimated amount? |
|------------------------|---------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|
|                        |                                                                                                   |                                                                        | Yes <input type="checkbox"/> No <input type="checkbox"/>                                             | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                       |                                                                                                                                                                                 | Yes <input type="checkbox"/> No <input type="checkbox"/>                                     |

**Part I Service Provider Information (continued)**

**3.** If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

| (a) Enter service provider name as it appears on line 2             | (b) Service Codes<br>(see instructions)              | (c) Enter amount of indirect compensation                                                                                                                          |
|---------------------------------------------------------------------|------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| FIDELITY INVESTMENTS INSTITUTIONAL                                  | 60                                                   | 0                                                                                                                                                                  |
| (d) Enter name and EIN (address) of source of indirect compensation |                                                      | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
| WASATCH EMERGING INDIA FUND                                         | 505 WAKARA WAY SUITE 300<br>SALT LAKE CITY, UT 84108 | 0.40%                                                                                                                                                              |
| (a) Enter service provider name as it appears on line 2             |                                                      | (b) Service Codes<br>(see instructions)                                                                                                                            |
| FIDELITY INVESTMENTS INSTITUTIONAL                                  | 60                                                   | 0                                                                                                                                                                  |
| (d) Enter name and EIN (address) of source of indirect compensation |                                                      | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
| WASATCH HOISINGTON US TREASURY                                      | 505 WAKARA WAY SUITE 300<br>SALT LAKE CITY, UT 84108 | 0.25%                                                                                                                                                              |
| (a) Enter service provider name as it appears on line 2             |                                                      | (b) Service Codes<br>(see instructions)                                                                                                                            |
| FIDELITY INVESTMENTS INSTITUTIONAL                                  | 60                                                   | 0                                                                                                                                                                  |
| (d) Enter name and EIN (address) of source of indirect compensation |                                                      | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
| T ROWE PRICE HEALTH SCIENCES                                        | 4515 PAINTERS MILL RD<br>OWINGS MILLS, MD 21117      | 0.04%                                                                                                                                                              |

**Part I Service Provider Information (continued)**

**3.** If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

| (a) Enter service provider name as it appears on line 2             | (b) Service Codes<br>(see instructions)                        | (c) Enter amount of indirect compensation                                                                                                                          |
|---------------------------------------------------------------------|----------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| FIDELITY INVESTMENTS INSTITUTIONAL                                  | 60                                                             | 0                                                                                                                                                                  |
| (d) Enter name and EIN (address) of source of indirect compensation |                                                                | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
| DREYFUS MIDCAP INDEX FUND                                           | 144 GLENN CURTISS BLVD 8TH FLOOR<br>UNIONDALE, NY 11556        | 0.35%                                                                                                                                                              |
| (a) Enter service provider name as it appears on line 2             |                                                                | (b) Service Codes<br>(see instructions)                                                                                                                            |
| FIDELITY INVESTMENTS INSTITUTIONAL                                  | 60                                                             | 0                                                                                                                                                                  |
| (d) Enter name and EIN (address) of source of indirect compensation |                                                                | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
| PARNASSUS ENDEAVOR FUND                                             | ONE MARKET STREET STEUART TOWER SUI<br>SAN FRANCISCO, CA 94105 | 0.40%                                                                                                                                                              |
| (a) Enter service provider name as it appears on line 2             |                                                                | (b) Service Codes<br>(see instructions)                                                                                                                            |
| FIDELITY INVESTMENTS INSTITUTIONAL                                  | 60                                                             | 0                                                                                                                                                                  |
| (d) Enter name and EIN (address) of source of indirect compensation |                                                                | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
| PIN OAK EQUITY FUND                                                 | 1290 BROADWAY SUITE 1100<br>DENVER, CO 80203                   | 0.40%                                                                                                                                                              |

**Part I Service Provider Information (continued)**

**3.** If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

| (a) Enter service provider name as it appears on line 2                           | (b) Service Codes<br>(see instructions) | (c) Enter amount of indirect compensation                                                                                                                          |
|-----------------------------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| FIDELITY INVESTMENTS INSTITUTIONAL                                                | 60                                      | 0                                                                                                                                                                  |
| (d) Enter name and EIN (address) of source of indirect compensation               |                                         | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
| MORGAN STANLEY GLOBAL OPPORTUNITY A 522 FIFTH AVENUE 4TH FLOOR NEW YORK, NY 10036 |                                         | 0.40%                                                                                                                                                              |
|                                                                                   |                                         |                                                                                                                                                                    |
| (a) Enter service provider name as it appears on line 2                           | (b) Service Codes<br>(see instructions) | (c) Enter amount of indirect compensation                                                                                                                          |
| FIDELITY INVESTMENTS INSTITUTIONAL                                                | 60                                      | 0                                                                                                                                                                  |
| (d) Enter name and EIN (address) of source of indirect compensation               |                                         | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
| MSIF GLOBAL FRANCHISE CLASS A 522 FIFTH AVENUE 4TH FLOOR NEW YORK, NY 10036       |                                         | 0.40%                                                                                                                                                              |
|                                                                                   |                                         |                                                                                                                                                                    |
| (a) Enter service provider name as it appears on line 2                           | (b) Service Codes<br>(see instructions) | (c) Enter amount of indirect compensation                                                                                                                          |
| FIDELITY INVESTMENTS INSTITUTIONAL                                                | 60                                      | 0                                                                                                                                                                  |
| (d) Enter name and EIN (address) of source of indirect compensation               |                                         | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
| MATTHEWS INDIA FUND 4 EMBARCADERO CENTER SUITE 550 SAN FRANCISCO, CA 94111        |                                         | 0.40%                                                                                                                                                              |

**Part I Service Provider Information (continued)**

**3.** If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

| (a) Enter service provider name as it appears on line 2                                | (b) Service Codes<br>(see instructions) | (c) Enter amount of indirect compensation                                                                                                                          |
|----------------------------------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| FIDELITY INVESTMENTS INSTITUTIONAL                                                     | 60                                      | 0                                                                                                                                                                  |
| (d) Enter name and EIN (address) of source of indirect compensation                    |                                         | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
| LAZARD GLOBAL LISTEDINFRASTRUCTURE 30 ROCKEFELLER PLAZA 57TH FL.<br>NEW YORK, NY 10112 |                                         | 0.40%                                                                                                                                                              |
|                                                                                        |                                         |                                                                                                                                                                    |
| (a) Enter service provider name as it appears on line 2                                | (b) Service Codes<br>(see instructions) | (c) Enter amount of indirect compensation                                                                                                                          |
| FIDELITY INVESTMENTS INSTITUTIONAL                                                     | 60                                      | 0                                                                                                                                                                  |
| (d) Enter name and EIN (address) of source of indirect compensation                    |                                         | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
| JANUS GLOBAL LIFE SCIENCES FUND CL 151 DETROIT ST.<br>DENVER, CO 80206                 |                                         | 0.35%                                                                                                                                                              |
|                                                                                        |                                         |                                                                                                                                                                    |
| (a) Enter service provider name as it appears on line 2                                | (b) Service Codes<br>(see instructions) | (c) Enter amount of indirect compensation                                                                                                                          |
| FIDELITY INVESTMENTS INSTITUTIONAL                                                     | 60                                      | 0                                                                                                                                                                  |
| (d) Enter name and EIN (address) of source of indirect compensation                    |                                         | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
| COLUMBIA SELIGMAN GLOBAL TECHNOLOGY 225 FRANKLIN ST BX25 10320<br>BOSTON, MA 02110     |                                         | 0.40%                                                                                                                                                              |

**Part I Service Provider Information (continued)**

**3.** If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

| (a) Enter service provider name as it appears on line 2                    | (b) Service Codes<br>(see instructions) | (c) Enter amount of indirect compensation |
|----------------------------------------------------------------------------|-----------------------------------------|-------------------------------------------|
| FIDELITY INVESTMENTS INSTITUTIONAL                                         | 60                                      | 0                                         |
| <b>(d) Enter name and EIN (address) of source of indirect compensation</b> |                                         |                                           |
| EDGEWOOD GROWTH FUND RETAIL CLASS 1 FREEDOM VALLEY DRIVE<br>OAKS, PA 19456 | 0.40%                                   |                                           |
| <b>(a) Enter service provider name as it appears on line 2</b>             |                                         |                                           |
| FIDELITY INVESTMENTS INSTITUTIONAL                                         | 60                                      | 0                                         |
| <b>(d) Enter name and EIN (address) of source of indirect compensation</b> |                                         |                                           |
| ABF SM CAP VALUE Y - BOSTON FINANC<br><br>52-2269240                       | 0.10%                                   |                                           |
| <b>(a) Enter service provider name as it appears on line 2</b>             |                                         |                                           |
| FIDELITY INVESTMENTS INSTITUTIONAL                                         | 60                                      | 0                                         |
| <b>(d) Enter name and EIN (address) of source of indirect compensation</b> |                                         |                                           |
| AF CAP WORLD G&I R5 - AMERICAN FUN<br><br>95-2566717                       | 0.05%                                   |                                           |

**Part I Service Provider Information (continued)**

3. If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

| (a) Enter service provider name as it appears on line 2              | (b) Service Codes<br>(see instructions)                                                                                                                            | (c) Enter amount of indirect compensation |
|----------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------|
| FIDELITY INVESTMENTS INSTITUTIONAL                                   | 60                                                                                                                                                                 | 0                                         |
| (d) Enter name and EIN (address) of source of indirect compensation  | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |                                           |
| BARON GROWTH - DST SYSTEMS INC<br><br>43-1581814                     | 0.40%                                                                                                                                                              |                                           |
| (a) Enter service provider name as it appears on line 2              | (b) Service Codes<br>(see instructions)                                                                                                                            | (c) Enter amount of indirect compensation |
| FIDELITY INVESTMENTS INSTITUTIONAL                                   | 60                                                                                                                                                                 | 0                                         |
| (d) Enter name and EIN (address) of source of indirect compensation  | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |                                           |
| COL LARGE CAP IDX Z - COLUMBIA MGT P.O. BOX 8081<br>BOSTON, MA 02266 | 0.10%                                                                                                                                                              |                                           |
| (a) Enter service provider name as it appears on line 2              | (b) Service Codes<br>(see instructions)                                                                                                                            | (c) Enter amount of indirect compensation |
| FIDELITY INVESTMENTS INSTITUTIONAL                                   | 60                                                                                                                                                                 | 0                                         |
| (d) Enter name and EIN (address) of source of indirect compensation  | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |                                           |
| COL MID CAP IDX Z - COLUMBIA MGT I P.O. BOX 8081<br>BOSTON, MA 02266 | 0.10%                                                                                                                                                              |                                           |

**Part I Service Provider Information (continued)**

**3.** If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

| (a) Enter service provider name as it appears on line 2              | (b) Service Codes<br>(see instructions)                                                                                                                            | (c) Enter amount of indirect compensation |
|----------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------|
| FIDELITY INVESTMENTS INSTITUTIONAL                                   | 60                                                                                                                                                                 | 0                                         |
| (d) Enter name and EIN (address) of source of indirect compensation  | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |                                           |
| COL SM CAP IDX Z - COLUMBIA MGT IN P.O. BOX 8081<br>BOSTON, MA 02266 | 0.10%                                                                                                                                                              |                                           |
| (a) Enter service provider name as it appears on line 2              | (b) Service Codes<br>(see instructions)                                                                                                                            | (c) Enter amount of indirect compensation |
| FIDELITY INVESTMENTS INSTITUTIONAL                                   | 60                                                                                                                                                                 | 0                                         |
| (d) Enter name and EIN (address) of source of indirect compensation  | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |                                           |
| JANUS HIGH YIELD I - JANUS SERVICE<br><br>43-1804048                 | 0.10%                                                                                                                                                              |                                           |
| (a) Enter service provider name as it appears on line 2              | (b) Service Codes<br>(see instructions)                                                                                                                            | (c) Enter amount of indirect compensation |
| FIDELITY INVESTMENTS INSTITUTIONAL                                   | 60                                                                                                                                                                 | 0                                         |
| (d) Enter name and EIN (address) of source of indirect compensation  | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |                                           |
| JH DSCPL VAL MDCP R4 - JOHN HANCOCK<br><br>01-0233346                | 0.25%                                                                                                                                                              |                                           |

**Part I Service Provider Information (continued)**

**3.** If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

| (a) Enter service provider name as it appears on line 2                          | (b) Service Codes<br>(see instructions) | (c) Enter amount of indirect compensation                                                                                                                          |
|----------------------------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| FIDELITY INVESTMENTS INSTITUTIONAL                                               | 60                                      | 0                                                                                                                                                                  |
| (d) Enter name and EIN (address) of source of indirect compensation              |                                         | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
| JPM INTREPID VAL SEL - BOSTON FINA<br>330 W. 9TH STREET<br>KANSAS CITY, MO 66160 | 0.25%                                   |                                                                                                                                                                    |
|                                                                                  |                                         |                                                                                                                                                                    |
| (a) Enter service provider name as it appears on line 2                          | (b) Service Codes<br>(see instructions) | (c) Enter amount of indirect compensation                                                                                                                          |
| FIDELITY INVESTMENTS INSTITUTIONAL                                               | 60                                      | 0                                                                                                                                                                  |
| (d) Enter name and EIN (address) of source of indirect compensation              |                                         | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
| LOOMIS SM CP GRTH IS - BOSTON FINA<br>P.O. BOX 8480<br>BOSTON, MA 02266          | 0.15%                                   |                                                                                                                                                                    |
|                                                                                  |                                         |                                                                                                                                                                    |
| (a) Enter service provider name as it appears on line 2                          | (b) Service Codes<br>(see instructions) | (c) Enter amount of indirect compensation                                                                                                                          |
| FIDELITY INVESTMENTS INSTITUTIONAL                                               | 60                                      | 0                                                                                                                                                                  |
| (d) Enter name and EIN (address) of source of indirect compensation              |                                         | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
| OAKMARK INTL INV - BOSTON FINANCIA<br>P.O. BOX 8480<br>BOSTON, MA 02266          | 0.35%                                   |                                                                                                                                                                    |

**Part I Service Provider Information (continued)**

**3.** If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

| (a) Enter service provider name as it appears on line 2                     | (b) Service Codes<br>(see instructions) | (c) Enter amount of indirect compensation                                                                                                                          |
|-----------------------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| FIDELITY INVESTMENTS INSTITUTIONAL                                          | 60                                      | 0                                                                                                                                                                  |
| (d) Enter name and EIN (address) of source of indirect compensation         |                                         | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
| OPPHMR INTL GRTH Y - OFI GLOBAL AS 225 LIBERTY STREET<br>NEW YORK, NY 10281 |                                         | 0.25%                                                                                                                                                              |
|                                                                             |                                         |                                                                                                                                                                    |
| (a) Enter service provider name as it appears on line 2                     | (b) Service Codes<br>(see instructions) | (c) Enter amount of indirect compensation                                                                                                                          |
| FIDELITY INVESTMENTS INSTITUTIONAL                                          | 60                                      | 0                                                                                                                                                                  |
| (d) Enter name and EIN (address) of source of indirect compensation         |                                         | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
| PUTNAM STABLE VALUE ONE POST OFFICE SQUARE<br>BOSTON, MA 02109              |                                         | 0.25%                                                                                                                                                              |
|                                                                             |                                         |                                                                                                                                                                    |
| (a) Enter service provider name as it appears on line 2                     | (b) Service Codes<br>(see instructions) | (c) Enter amount of indirect compensation                                                                                                                          |
| FIDELITY INVESTMENTS INSTITUTIONAL                                          | 60                                      | 0                                                                                                                                                                  |
| (d) Enter name and EIN (address) of source of indirect compensation         |                                         | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
| TRP EQUITY INCOME - T. ROWE PRICE                                           |                                         | 0.15%                                                                                                                                                              |
| 52-2269240                                                                  |                                         |                                                                                                                                                                    |

**Part I Service Provider Information (continued)**

**3.** If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

| (a) Enter service provider name as it appears on line 2              | (b) Service Codes<br>(see instructions)                                                                                                                            | (c) Enter amount of indirect compensation |
|----------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------|
| FIDELITY INVESTMENTS INSTITUTIONAL                                   | 60                                                                                                                                                                 | 0                                         |
| (d) Enter name and EIN (address) of source of indirect compensation  | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |                                           |
| WF EMRG MKTS EQ IS - BOSTON FINANC P.O. BOX 8480<br>BOSTON, MA 02266 | 0.15%                                                                                                                                                              |                                           |
| (a) Enter service provider name as it appears on line 2              | (b) Service Codes<br>(see instructions)                                                                                                                            | (c) Enter amount of indirect compensation |
|                                                                      |                                                                                                                                                                    |                                           |
| (d) Enter name and EIN (address) of source of indirect compensation  | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |                                           |
|                                                                      |                                                                                                                                                                    |                                           |
| (a) Enter service provider name as it appears on line 2              | (b) Service Codes<br>(see instructions)                                                                                                                            | (c) Enter amount of indirect compensation |
|                                                                      |                                                                                                                                                                    |                                           |
| (d) Enter name and EIN (address) of source of indirect compensation  | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |                                           |
|                                                                      |                                                                                                                                                                    |                                           |

**Part II Service Providers Who Fail or Refuse to Provide Information**

**4** Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

| (a) Enter name and EIN or address of service provider (see instructions) | (b) Nature of Service Code(s) | (c) Describe the information that the service provider failed or refused to provide |
|--------------------------------------------------------------------------|-------------------------------|-------------------------------------------------------------------------------------|
|                                                                          |                               |                                                                                     |
| (a) Enter name and EIN or address of service provider (see instructions) | (b) Nature of Service Code(s) | (c) Describe the information that the service provider failed or refused to provide |
|                                                                          |                               |                                                                                     |
| (a) Enter name and EIN or address of service provider (see instructions) | (b) Nature of Service Code(s) | (c) Describe the information that the service provider failed or refused to provide |
|                                                                          |                               |                                                                                     |
| (a) Enter name and EIN or address of service provider (see instructions) | (b) Nature of Service Code(s) | (c) Describe the information that the service provider failed or refused to provide |
|                                                                          |                               |                                                                                     |
| (a) Enter name and EIN or address of service provider (see instructions) | (b) Nature of Service Code(s) | (c) Describe the information that the service provider failed or refused to provide |
|                                                                          |                               |                                                                                     |
| (a) Enter name and EIN or address of service provider (see instructions) | (b) Nature of Service Code(s) | (c) Describe the information that the service provider failed or refused to provide |
|                                                                          |                               |                                                                                     |

**Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)**  
(complete as many entries as needed)

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                                                                                                                                                                               |                                                                                                                                                                                                                              |                                                |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------|
| <b>SCHEDULE D</b><br><b>(Form 5500)</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security Administration | <b>DFE/Participating Plan Information</b><br><br>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).<br><br>▶ <b>File as an attachment to Form 5500.</b> | OMB No. 1210-0110                              |
|                                                                                                                                                                               |                                                                                                                                                                                                                              | <b>2016</b>                                    |
|                                                                                                                                                                               |                                                                                                                                                                                                                              | <b>This Form is Open to Public Inspection.</b> |

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

|                                                                                                                       |  |                                                                    |
|-----------------------------------------------------------------------------------------------------------------------|--|--------------------------------------------------------------------|
| <b>A</b> Name of plan<br><u>CAPGEMINI FINANCIAL SERVICES USA, INC. 401(K) RETIREMENT PLAN</u>                         |  | <b>B</b> Three-digit plan number (PN) ▶ <u>001</u>                 |
| <b>C</b> Plan or DFE sponsor's name as shown on line 2a of Form 5500<br><u>CAPGEMINI FINANCIAL SERVICES USA, INC.</u> |  | <b>D</b> Employer Identification Number (EIN)<br><u>36-6899979</u> |

|               |                                                                                                                                                                                  |
|---------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part I</b> | <b>Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)</b><br>(Complete as many entries as needed to report all interests in DFEs) |
|---------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: PUTNAM STABLE VALUE

**b** Name of sponsor of entity listed in (a): PUTNAM FIDUCIARY TRUST COMPANY

|                                       |                               |                                                                                                                    |
|---------------------------------------|-------------------------------|--------------------------------------------------------------------------------------------------------------------|
| <b>c</b> EIN-PN <u>04-3159710-202</u> | <b>d</b> Entity code <u>C</u> | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>6753050</u> |
|---------------------------------------|-------------------------------|--------------------------------------------------------------------------------------------------------------------|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

|                 |                      |                                                                                                     |
|-----------------|----------------------|-----------------------------------------------------------------------------------------------------|
| <b>c</b> EIN-PN | <b>d</b> Entity code | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|-----------------|----------------------|-----------------------------------------------------------------------------------------------------|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

|                 |                      |                                                                                                     |
|-----------------|----------------------|-----------------------------------------------------------------------------------------------------|
| <b>c</b> EIN-PN | <b>d</b> Entity code | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|-----------------|----------------------|-----------------------------------------------------------------------------------------------------|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

|                 |                      |                                                                                                     |
|-----------------|----------------------|-----------------------------------------------------------------------------------------------------|
| <b>c</b> EIN-PN | <b>d</b> Entity code | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|-----------------|----------------------|-----------------------------------------------------------------------------------------------------|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

|                 |                      |                                                                                                     |
|-----------------|----------------------|-----------------------------------------------------------------------------------------------------|
| <b>c</b> EIN-PN | <b>d</b> Entity code | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|-----------------|----------------------|-----------------------------------------------------------------------------------------------------|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

|                 |                      |                                                                                                     |
|-----------------|----------------------|-----------------------------------------------------------------------------------------------------|
| <b>c</b> EIN-PN | <b>d</b> Entity code | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|-----------------|----------------------|-----------------------------------------------------------------------------------------------------|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

|                 |                      |                                                                                                     |
|-----------------|----------------------|-----------------------------------------------------------------------------------------------------|
| <b>c</b> EIN-PN | <b>d</b> Entity code | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|-----------------|----------------------|-----------------------------------------------------------------------------------------------------|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity  
code**e** Dollar value of interest in MTIA, CCT, PSA, or  
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity  
code**e** Dollar value of interest in MTIA, CCT, PSA, or  
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity  
code**e** Dollar value of interest in MTIA, CCT, PSA, or  
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity  
code**e** Dollar value of interest in MTIA, CCT, PSA, or  
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity  
code**e** Dollar value of interest in MTIA, CCT, PSA, or  
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity  
code**e** Dollar value of interest in MTIA, CCT, PSA, or  
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity  
code**e** Dollar value of interest in MTIA, CCT, PSA, or  
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity  
code**e** Dollar value of interest in MTIA, CCT, PSA, or  
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity  
code**e** Dollar value of interest in MTIA, CCT, PSA, or  
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity  
code**e** Dollar value of interest in MTIA, CCT, PSA, or  
103-12 IE at end of year (see instructions)

**Part II Information on Participating Plans (to be completed by DFEs)**

(Complete as many entries as needed to report all participating plans)

**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN

|                                                                                                                                                                                                                                                 |                                                                                                                                                                                                                                                                              |                                                                                                          |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------|
| <b>SCHEDULE H</b><br><b>(Form 5500)</b><br><br><small>Internal Revenue Service</small><br><small>Department of Labor</small><br><small>Employee Benefits Security Administration</small><br><small>Pension Benefit Guaranty Corporation</small> | <b>Financial Information</b><br><br>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).<br><br><b>► File as an attachment to Form 5500.</b> | <small>OMB No. 1210-0110</small><br><br><b>2016</b><br><br><b>This Form is Open to Public Inspection</b> |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------|

|                                                                                                                |                                                                    |            |
|----------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------|------------|
| For calendar plan year 2016 or fiscal plan year beginning <u>01/01/2016</u> and ending <u>12/31/2016</u>       |                                                                    |            |
| <b>A</b> Name of plan<br><u>CAPGEMINI FINANCIAL SERVICES USA, INC. 401(K) RETIREMENT PLAN</u>                  | <b>B</b> Three-digit plan number (PN) ►                            | <u>001</u> |
|                                                                                                                |                                                                    |            |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br><u>CAPGEMINI FINANCIAL SERVICES USA, INC.</u> | <b>D</b> Employer Identification Number (EIN)<br><u>36-6899979</u> |            |

|               |                                      |
|---------------|--------------------------------------|
| <b>Part I</b> | <b>Asset and Liability Statement</b> |
|---------------|--------------------------------------|

**1** Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

| Assets                                                                                            |                 | (a) Beginning of Year | (b) End of Year |
|---------------------------------------------------------------------------------------------------|-----------------|-----------------------|-----------------|
| <b>a</b> Total noninterest-bearing cash .....                                                     | <b>1a</b>       | 19828                 | 0               |
| <b>b</b> Receivables (less allowance for doubtful accounts):                                      |                 |                       |                 |
| <b>(1)</b> Employer contributions.....                                                            | <b>1b(1)</b>    | 0                     | 0               |
| <b>(2)</b> Participant contributions .....                                                        | <b>1b(2)</b>    | 0                     | 0               |
| <b>(3)</b> Other.....                                                                             | <b>1b(3)</b>    | 0                     | 0               |
| <b>c</b> General investments:                                                                     |                 |                       |                 |
| <b>(1)</b> Interest-bearing cash (include money market accounts & certificates of deposit).....   | <b>1c(1)</b>    | 3038492               | 3169562         |
| <b>(2)</b> U.S. Government securities .....                                                       | <b>1c(2)</b>    | 0                     | 0               |
| <b>(3)</b> Corporate debt instruments (other than employer securities):                           |                 |                       |                 |
| <b>(A)</b> Preferred .....                                                                        | <b>1c(3)(A)</b> | 0                     | 0               |
| <b>(B)</b> All other.....                                                                         | <b>1c(3)(B)</b> | 0                     | 0               |
| <b>(4)</b> Corporate stocks (other than employer securities):                                     |                 |                       |                 |
| <b>(A)</b> Preferred .....                                                                        | <b>1c(4)(A)</b> | 0                     | 87525           |
| <b>(B)</b> Common.....                                                                            | <b>1c(4)(B)</b> | 1702056               | 2041068         |
| <b>(5)</b> Partnership/joint venture interests .....                                              | <b>1c(5)</b>    | 0                     | 0               |
| <b>(6)</b> Real estate (other than employer real property).....                                   | <b>1c(6)</b>    | 0                     | 0               |
| <b>(7)</b> Loans (other than to participants) .....                                               | <b>1c(7)</b>    | 0                     | 0               |
| <b>(8)</b> Participant loans.....                                                                 | <b>1c(8)</b>    | 1094458               | 1469551         |
| <b>(9)</b> Value of interest in common/collective trusts .....                                    | <b>1c(9)</b>    | 6808274               | 6753050         |
| <b>(10)</b> Value of interest in pooled separate accounts .....                                   | <b>1c(10)</b>   | 0                     | 0               |
| <b>(11)</b> Value of interest in master trust investment accounts .....                           | <b>1c(11)</b>   | 0                     | 0               |
| <b>(12)</b> Value of interest in 103-12 investment entities.....                                  | <b>1c(12)</b>   | 0                     | 0               |
| <b>(13)</b> Value of interest in registered investment companies (e.g., mutual funds).....        | <b>1c(13)</b>   | 76849715              | 96849882        |
| <b>(14)</b> Value of funds held in insurance company general account (unallocated contracts)..... | <b>1c(14)</b>   |                       |                 |
| <b>(15)</b> Other .....                                                                           | <b>1c(15)</b>   | 12091                 | -930            |

**1d** Employer-related investments:

|                                                                      |              | (a) Beginning of Year | (b) End of Year |
|----------------------------------------------------------------------|--------------|-----------------------|-----------------|
| (1) Employer securities .....                                        | <b>1d(1)</b> | 0                     | 0               |
| (2) Employer real property .....                                     | <b>1d(2)</b> | 0                     | 0               |
| <b>e</b> Buildings and other property used in plan operation .....   | <b>1e</b>    | 0                     | 0               |
| <b>f</b> Total assets (add all amounts in lines 1a through 1e) ..... | <b>1f</b>    | 89524914              | 110369708       |

**Liabilities**

|                                                                           |           |   |   |
|---------------------------------------------------------------------------|-----------|---|---|
| <b>g</b> Benefit claims payable .....                                     | <b>1g</b> | 0 | 0 |
| <b>h</b> Operating payables .....                                         | <b>1h</b> | 0 | 0 |
| <b>i</b> Acquisition indebtedness .....                                   | <b>1i</b> | 0 | 0 |
| <b>j</b> Other liabilities .....                                          | <b>1j</b> | 0 | 0 |
| <b>k</b> Total liabilities (add all amounts in lines 1g through 1j) ..... | <b>1k</b> | 0 | 0 |

**Net Assets**

|                                                           |           |          |           |
|-----------------------------------------------------------|-----------|----------|-----------|
| <b>l</b> Net assets (subtract line 1k from line 1f) ..... | <b>1l</b> | 89524914 | 110369708 |
|-----------------------------------------------------------|-----------|----------|-----------|

**Part II Income and Expense Statement**

**2** Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

**Income**

|                                                                                                            |                 | (a) Amount | (b) Total |
|------------------------------------------------------------------------------------------------------------|-----------------|------------|-----------|
| <b>a Contributions:</b>                                                                                    |                 |            |           |
| (1) Received or receivable in cash from: <b>(A)</b> Employers .....                                        | <b>2a(1)(A)</b> | 4972212    |           |
| <b>(B)</b> Participants .....                                                                              | <b>2a(1)(B)</b> | 13391631   |           |
| <b>(C)</b> Others (including rollovers) .....                                                              | <b>2a(1)(C)</b> | 1777687    |           |
| (2) Noncash contributions .....                                                                            | <b>2a(2)</b>    | 0          | 20141530  |
| (3) Total contributions. Add lines <b>2a(1)(A)</b> , <b>(B)</b> , <b>(C)</b> , and line <b>2a(2)</b> ..... | <b>2a(3)</b>    |            |           |
| <b>b Earnings on investments:</b>                                                                          |                 |            |           |
| (1) Interest:                                                                                              |                 |            |           |
| <b>(A)</b> Interest-bearing cash (including money market accounts and certificates of deposit) .....       | <b>2b(1)(A)</b> | 2284       |           |
| <b>(B)</b> U.S. Government securities .....                                                                | <b>2b(1)(B)</b> | 0          |           |
| <b>(C)</b> Corporate debt instruments .....                                                                | <b>2b(1)(C)</b> | 0          |           |
| <b>(D)</b> Loans (other than to participants) .....                                                        | <b>2b(1)(D)</b> | 0          |           |
| <b>(E)</b> Participant loans .....                                                                         | <b>2b(1)(E)</b> | 53627      |           |
| <b>(F)</b> Other .....                                                                                     | <b>2b(1)(F)</b> | 0          |           |
| <b>(G)</b> Total interest. Add lines <b>2b(1)(A)</b> through <b>(F)</b> .....                              | <b>2b(1)(G)</b> |            | 55911     |
| (2) Dividends: <b>(A)</b> Preferred stock .....                                                            | <b>2b(2)(A)</b> | 814        | 3461760   |
| <b>(B)</b> Common stock .....                                                                              | <b>2b(2)(B)</b> | 17873      |           |
| <b>(C)</b> Registered investment company shares (e.g. mutual funds) .....                                  | <b>2b(2)(C)</b> | 3443073    |           |
| <b>(D)</b> Total dividends. Add lines <b>2b(2)(A)</b> , <b>(B)</b> , and <b>(C)</b> .....                  | <b>2b(2)(D)</b> |            | 0         |
| (3) Rents .....                                                                                            | <b>2b(3)</b>    |            |           |
| (4) Net gain (loss) on sale of assets: <b>(A)</b> Aggregate proceeds .....                                 | <b>2b(4)(A)</b> | 2421346    | 8838      |
| <b>(B)</b> Aggregate carrying amount (see instructions) .....                                              | <b>2b(4)(B)</b> | 2412508    |           |
| <b>(C)</b> Subtract line <b>2b(4)(B)</b> from line <b>2b(4)(A)</b> and enter result .....                  | <b>2b(4)(C)</b> |            |           |
| (5) Unrealized appreciation (depreciation) of assets: <b>(A)</b> Real estate .....                         | <b>2b(5)(A)</b> | 0          | -18349    |
| <b>(B)</b> Other .....                                                                                     | <b>2b(5)(B)</b> | -18349     |           |
| <b>(C)</b> Total unrealized appreciation of assets. Add lines <b>2b(5)(A)</b> and <b>(B)</b> .....         | <b>2b(5)(C)</b> |            |           |

|                                                                                                |        | (a) Amount | (b) Total |
|------------------------------------------------------------------------------------------------|--------|------------|-----------|
| (6) Net investment gain (loss) from common/collective trusts .....                             | 2b(6)  |            | 96724     |
| (7) Net investment gain (loss) from pooled separate accounts .....                             | 2b(7)  |            | 0         |
| (8) Net investment gain (loss) from master trust investment accounts .....                     | 2b(8)  |            | 0         |
| (9) Net investment gain (loss) from 103-12 investment entities .....                           | 2b(9)  |            | 0         |
| (10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)..... | 2b(10) |            | 4046776   |
| c Other income.....                                                                            | 2c     |            | 0         |
| d Total income. Add all <b>income</b> amounts in column (b) and enter total.....               | 2d     |            | 27793190  |

**Expenses****e** Benefit payment and payments to provide benefits:

|                                                                                      |       |          |          |
|--------------------------------------------------------------------------------------|-------|----------|----------|
| (1) Directly to participants or beneficiaries, including direct rollovers .....      | 2e(1) | 10518008 |          |
| (2) To insurance carriers for the provision of benefits .....                        | 2e(2) | 0        |          |
| (3) Other .....                                                                      | 2e(3) | 0        |          |
| (4) Total benefit payments. Add lines 2e(1) through (3).....                         | 2e(4) |          | 10518008 |
| f Corrective distributions (see instructions) .....                                  | 2f    |          | 809669   |
| g Certain deemed distributions of participant loans (see instructions) .....         | 2g    |          | 301      |
| h Interest expense.....                                                              | 2h    |          | 0        |
| i Administrative expenses: (1) Professional fees.....                                | 2i(1) | 0        |          |
| (2) Contract administrator fees.....                                                 | 2i(2) | 0        |          |
| (3) Investment advisory and management fees.....                                     | 2i(3) | 32491    |          |
| (4) Other .....                                                                      | 2i(4) | 164738   |          |
| (5) Total administrative expenses. Add lines 2i(1) through (4).....                  | 2i(5) |          | 197229   |
| j Total expenses. Add all <b>expense</b> amounts in column (b) and enter total ..... | 2j    |          | 11525207 |

**Net Income and Reconciliation**

|                                                          |       |  |          |
|----------------------------------------------------------|-------|--|----------|
| k Net income (loss). Subtract line 2j from line 2d ..... | 2k    |  | 16267983 |
| l Transfers of assets:                                   |       |  |          |
| (1) To this plan.....                                    | 2l(1) |  | 4576811  |
| (2) From this plan.....                                  | 2l(2) |  |          |

**Part III Accountant's Opinion**

**3** Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

**a** The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

**b** Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☒ Yes ☐ No

**c** Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: **BKD LLP**

(2) EIN: **44-0160260**

**d** The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

**Part IV Compliance Questions**

**4** CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

**a** Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....

**b** Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.) .....

|    | Yes | No | Amount |
|----|-----|----|--------|
| 4a |     | X  |        |
| 4b |     | X  |        |

|                                                                                                                                                                                                                               |           | Yes | No | Amount |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|-----|----|--------|
| <b>c</b> Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.) .....                                          | <b>4c</b> |     | X  |        |
| <b>d</b> Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.) .....                               | <b>4d</b> |     | X  |        |
| <b>e</b> Was this plan covered by a fidelity bond? .....                                                                                                                                                                      | <b>4e</b> | X   |    | 500000 |
| <b>f</b> Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? .....                                                                                       | <b>4f</b> |     | X  |        |
| <b>g</b> Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser? .....                                                    | <b>4g</b> |     | X  |        |
| <b>h</b> Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser? .....                                          | <b>4h</b> |     | X  |        |
| <b>i</b> Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.) .....                                                                | <b>4i</b> | X   |    |        |
| <b>j</b> Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.) ..... | <b>4j</b> |     | X  |        |
| <b>k</b> Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC? .....                                                           | <b>4k</b> |     | X  |        |
| <b>l</b> Has the plan failed to provide any benefit when due under the plan? .....                                                                                                                                            | <b>4l</b> |     | X  |        |
| <b>m</b> If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.) .....                                                                                                  | <b>4m</b> |     | X  |        |
| <b>n</b> If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3. ....                                      | <b>4n</b> |     | X  |        |
| <b>o</b> Defined Benefit Plan or Money Purchase Pension Plan Only:<br>Were any distributions made during the plan year to an employee who attained age 62 and had not separated from service? .....                           | <b>4o</b> |     |    |        |

**5a** Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?  
If "Yes," enter the amount of any plan assets that reverted to the employer this year. .... ☐ Yes ☒ No **Amount:**

**5b** If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

| 5b(1) Name of plan(s) | 5b(2) EIN(s) | 5b(3) PN(s) |
|-----------------------|--------------|-------------|
|                       |              |             |
|                       |              |             |
|                       |              |             |
|                       |              |             |

**5c** If the plan is a defined benefit plan, is it covered under the PBGC insurance program (See ERISA section 4021.)? ..... ☐ Yes ☐ No ☐ Not determined  
If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year ..... (See instructions.)

## Part V Trust Information

|                                        |                                                     |
|----------------------------------------|-----------------------------------------------------|
| <b>6a</b> Name of trust                | <b>6b</b> Trust's EIN                               |
| <b>6c</b> Name of trustee or custodian | <b>6d</b> Trustee's or custodian's telephone number |

|                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                             |                                                                                            |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|
| <b>SCHEDULE R</b><br><b>(Form 5500)</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security Administration<br><br>Pension Benefit Guaranty Corporation | <b>Retirement Plan Information</b><br><br>This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).<br><br>▶ <b>File as an attachment to Form 5500.</b> | OMB No. 1210-0110<br><br><b>2016</b><br><br><b>This Form is Open to Public Inspection.</b> |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

|                                                                                                                |                                                                    |
|----------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------|
| <b>A</b> Name of plan<br><u>CAPGEMINI FINANCIAL SERVICES USA, INC. 401(K) RETIREMENT PLAN</u>                  | <b>B</b> Three-digit plan number (PN) ▶<br><u>001</u>              |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br><u>CAPGEMINI FINANCIAL SERVICES USA, INC.</u> | <b>D</b> Employer Identification Number (EIN)<br><u>36-6899979</u> |

|               |                      |
|---------------|----------------------|
| <b>Part I</b> | <b>Distributions</b> |
|---------------|----------------------|

All references to distributions relate only to payments of benefits during the plan year.

|                                                                                                                                                                                                                                                                    |          |  |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|--|
| <b>1</b> Total value of distributions paid in property other than in cash or the forms of property specified in the instructions .....                                                                                                                             | <b>1</b> |  |
| <b>2</b> Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):<br><br>EIN(s): <u>04-6568107</u> |          |  |
| Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.                                                                                                                                                                                                   |          |  |
| <b>3</b> Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year .....                                                                                                                                   | <b>3</b> |  |

|                |                                                                                                                                                                               |
|----------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part II</b> | <b>Funding Information</b> (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part.) |
|----------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

|                                                                                                                                                                                                                                                                                                                                                             |                              |                             |                              |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------|-----------------------------|------------------------------|
| <b>4</b> Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? .....                                                                                                                                                                                                                                        | <input type="checkbox"/> Yes | <input type="checkbox"/> No | <input type="checkbox"/> N/A |
| If the plan is a defined benefit plan, go to line 8.                                                                                                                                                                                                                                                                                                        |                              |                             |                              |
| <b>5</b> If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____<br>If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule. |                              |                             |                              |
| <b>6 a</b> Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) .....                                                                                                                                                                                                              | <b>6a</b>                    |                             |                              |
| <b>b</b> Enter the amount contributed by the employer to the plan for this plan year .....                                                                                                                                                                                                                                                                  | <b>6b</b>                    |                             |                              |
| <b>c</b> Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) .....                                                                                                                                                                                                            | <b>6c</b>                    |                             |                              |
| If you completed line 6c, skip lines 8 and 9.                                                                                                                                                                                                                                                                                                               |                              |                             |                              |
| <b>7</b> Will the minimum funding amount reported on line 6c be met by the funding deadline? .....                                                                                                                                                                                                                                                          | <input type="checkbox"/> Yes | <input type="checkbox"/> No | <input type="checkbox"/> N/A |
| <b>8</b> If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? .....                                                                                 | <input type="checkbox"/> Yes | <input type="checkbox"/> No | <input type="checkbox"/> N/A |

|                 |                   |
|-----------------|-------------------|
| <b>Part III</b> | <b>Amendments</b> |
|-----------------|-------------------|

|                                                                                                                                                                                                                            |                                   |                                   |                               |                             |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|-----------------------------------|-------------------------------|-----------------------------|
| <b>9</b> If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box..... | <input type="checkbox"/> Increase | <input type="checkbox"/> Decrease | <input type="checkbox"/> Both | <input type="checkbox"/> No |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|-----------------------------------|-------------------------------|-----------------------------|

|                |                                                                                                                                                   |
|----------------|---------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part IV</b> | <b>ESOPs</b> (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part. |
|----------------|---------------------------------------------------------------------------------------------------------------------------------------------------|

|                                                                                                                                                                                              |                              |                             |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------|-----------------------------|
| <b>10</b> Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? .....                                                      | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| <b>11 a</b> Does the ESOP hold any preferred stock? .....                                                                                                                                    | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| <b>b</b> If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| <b>12</b> Does the ESOP hold any stock that is not readily tradable on an established securities market? .....                                                                               | <input type="checkbox"/> Yes | <input type="checkbox"/> No |

For Paperwork Reduction Act Notice, see the Instructions for Form 5500.

Schedule R (Form 5500) 2016  
v. 160205

**Part V Additional Information for Multiemployer Defined Benefit Pension Plans**

**13** Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month \_\_\_\_\_ Day \_\_\_\_\_ Year \_\_\_\_\_

**e** Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): \_\_\_\_\_

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month \_\_\_\_\_ Day \_\_\_\_\_ Year \_\_\_\_\_

**e** Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): \_\_\_\_\_

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month \_\_\_\_\_ Day \_\_\_\_\_ Year \_\_\_\_\_

**e** Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): \_\_\_\_\_

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month \_\_\_\_\_ Day \_\_\_\_\_ Year \_\_\_\_\_

**e** Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): \_\_\_\_\_

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month \_\_\_\_\_ Day \_\_\_\_\_ Year \_\_\_\_\_

**e** Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): \_\_\_\_\_

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month \_\_\_\_\_ Day \_\_\_\_\_ Year \_\_\_\_\_

**e** Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): \_\_\_\_\_

|           |                                                                                                                                                                                                                                                      |            |  |
|-----------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|--|
| <b>14</b> | Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:                                                                                                                    |            |  |
|           | <b>a</b> The current year .....                                                                                                                                                                                                                      | <b>14a</b> |  |
|           | <b>b</b> The plan year immediately preceding the current plan year .....                                                                                                                                                                             | <b>14b</b> |  |
|           | <b>c</b> The second preceding plan year .....                                                                                                                                                                                                        | <b>14c</b> |  |
| <b>15</b> | Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:                                                                         |            |  |
|           | <b>a</b> The corresponding number for the plan year immediately preceding the current plan year .....                                                                                                                                                | <b>15a</b> |  |
|           | <b>b</b> The corresponding number for the second preceding plan year .....                                                                                                                                                                           | <b>15b</b> |  |
| <b>16</b> | Information with respect to any employers who withdrew from the plan during the preceding plan year:                                                                                                                                                 |            |  |
|           | <b>a</b> Enter the number of employers who withdrew during the preceding plan year .....                                                                                                                                                             | <b>16a</b> |  |
|           | <b>b</b> If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers .....                                                                               | <b>16b</b> |  |
| <b>17</b> | If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. .... <input type="checkbox"/> |            |  |

|                |                                                                                                   |
|----------------|---------------------------------------------------------------------------------------------------|
| <b>Part VI</b> | <b>Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans</b> |
|----------------|---------------------------------------------------------------------------------------------------|

|           |                                                                                                                                                                                                                                                                                                                                                                                                      |                          |
|-----------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------|
| <b>18</b> | If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment .....                         | <input type="checkbox"/> |
| <b>19</b> | If the total number of participants is 1,000 or more, complete lines (a) through (c)                                                                                                                                                                                                                                                                                                                 |                          |
|           | <b>a</b> Enter the percentage of plan assets held as:<br>Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%                                                                                                                                                                                                                                       |                          |
|           | <b>b</b> Provide the average duration of the combined investment-grade and high-yield debt:<br><input type="checkbox"/> 0-3 years <input type="checkbox"/> 3-6 years <input type="checkbox"/> 6-9 years <input type="checkbox"/> 9-12 years <input type="checkbox"/> 12-15 years <input type="checkbox"/> 15-18 years <input type="checkbox"/> 18-21 years <input type="checkbox"/> 21 years or more |                          |
|           | <b>c</b> What duration measure was used to calculate line 19(b)?<br><input type="checkbox"/> Effective duration <input type="checkbox"/> Macaulay duration <input type="checkbox"/> Modified duration <input type="checkbox"/> Other (specify): _____                                                                                                                                                |                          |

|                 |                                 |
|-----------------|---------------------------------|
| <b>Part VII</b> | <b>IRS Compliance Questions</b> |
|-----------------|---------------------------------|

|                                                                                                                                                                                                                             |                                                                                                                                                                                   |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>20a</b> Is the plan a 401(k) plan? If "No," skip b .....                                                                                                                                                                 | <input type="checkbox"/> Yes <input type="checkbox"/> No                                                                                                                          |
| <b>20b</b> How did the plan satisfy the nondiscrimination requirements for employee deferrals under section 401(k)(3) for the plan year? Check all that apply: .....                                                        | <input type="checkbox"/> Design-based safe harbor <input type="checkbox"/> "Prior year" ADP test<br><input type="checkbox"/> "Current year" ADP test <input type="checkbox"/> N/A |
| <b>21a</b> What testing method was used to satisfy the coverage requirements under section 410(b) for the plan year? Check all that apply: .....                                                                            | <input type="checkbox"/> Ratio percentage test <input type="checkbox"/> Average benefit test <input type="checkbox"/> N/A                                                         |
| <b>21b</b> Did the plan satisfy the coverage and nondiscrimination requirements of sections 410(b) and 401(a)(4) for the plan year by combining this plan with any other plan under the permissive aggregation rules? ..... | <input type="checkbox"/> Yes <input type="checkbox"/> No                                                                                                                          |
| <b>22a</b> If the plan is a master and prototype plan (M&P) or volume submitter plan that received a favorable IRS opinion letter or advisory letter, enter the date of the letter   /   /   and the serial number   .      |                                                                                                                                                                                   |
| <b>22b</b> If the plan is an individually-designed plan that received a favorable determination letter from the IRS, enter the date of the most recent determination letter   /   /   .                                     |                                                                                                                                                                                   |

# **Capgemini Financial Services USA Inc. 401(k) Retirement Plan**

**EIN 36-6899979 PN 001**

**Independent Auditor's Report and Financial Statements**

**December 31, 2016 and 2015**

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**Capgemini Financial Services USA Inc.**  
**401(k) Retirement Plan**  
**December 31, 2016 and 2015**

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## Independent Auditor's Report

Trustees  
Capgemini Financial Services USA Inc.  
401(k) Retirement Plan  
Rosemont, Illinois

### Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Capgemini Financial Services USA Inc. 401(k) Retirement Plan, which comprise the statements of net assets available for benefits as of December 31, 2016 and 2015, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

### Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

### Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting our audits in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the *Basis for Disclaimer of Opinion* paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

### Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the *Employee Retirement Income Security Act of 1974*, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 7, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and notes receivable from participants and executes transactions related to these assets. The plan administrator has obtained certifications from the trustee as of and for the years ended December 31, 2016 and 2015, that the information provided to the plan administrator by the trustee is complete and accurate.

### **Disclaimer of Opinion**

Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we have not been able to obtain sufficient, appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

### **Other Matter**

The supplemental Schedule H, Line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2016, is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the *Employee Retirement Income Security Act of 1974*, and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on this supplemental schedule.

### **Report on Form and Content in Compliance With DOL Rules and Regulations**

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the *Employee Retirement Income Security Act of 1974*.

*BKD, LLP*

Oakbrook Terrace, Illinois  
October 16, 2017

Federal Employer Identification Number: 44-0160260

**Capgemini Financial Services USA Inc.  
401(k) Retirement Plan**

**Statements of Net Assets Available for Benefits  
December 31, 2016 and 2015**

**Assets**

|                                    | <b>2016</b>   | <b>2015</b>   |
|------------------------------------|---------------|---------------|
| <b>Investments, at Fair Value</b>  |               |               |
| Registered investment companies    | \$ 96,849,882 | \$ 76,849,715 |
| Common or collective trust         | 6,753,050     | 6,808,274     |
| Money market accounts              | 3,168,632     | 3,050,583     |
| Common stock                       | 2,041,068     | 1,702,056     |
| Preferred stock                    | 87,525        | -             |
|                                    | <hr/>         | <hr/>         |
| Total investments, at fair value   | 108,900,157   | 88,410,628    |
|                                    | <hr/>         | <hr/>         |
| <b>Receivables</b>                 |               |               |
| Employer contributions             | 407,849       | 311,620       |
| Notes receivable from participants | 1,469,551     | 1,094,458     |
|                                    | <hr/>         | <hr/>         |
| Total receivables                  | 1,877,400     | 1,406,078     |
|                                    | <hr/>         | <hr/>         |
| <b>Noninterest Bearing Cash</b>    | -             | 19,828        |
|                                    | <hr/>         | <hr/>         |
| Total assets                       | 110,777,557   | 89,836,534    |

**Liabilities**

|                                                     |                            |                           |
|-----------------------------------------------------|----------------------------|---------------------------|
| <b>Excess Contributions Payable to Participants</b> | <hr/> 975,817              | <hr/> 809,669             |
| <b>Net Assets Available for Benefits</b>            | <hr/> <hr/> \$ 109,801,740 | <hr/> <hr/> \$ 89,026,865 |

**Capgemini Financial Services USA Inc.**  
**401(k) Retirement Plan**  
**Statements of Changes in Net Assets Available for Benefits**  
**Years Ended December 31, 2016 and 2015**

|                                                                 | <b>2016</b>                  | <b>2015</b>                 |
|-----------------------------------------------------------------|------------------------------|-----------------------------|
| <b>Additions</b>                                                |                              |                             |
| Investment income (loss)                                        |                              |                             |
| Interest and dividends                                          | \$ 3,560,768                 | \$ 3,551,976                |
| Net appreciation (depreciation) in<br>fair value of investments | <u>4,037,265</u>             | <u>(4,506,951)</u>          |
| Total investment income (loss)                                  | <u>7,598,033</u>             | <u>(954,975)</u>            |
| Interest from participant notes receivable                      | <u>53,627</u>                | <u>44,385</u>               |
| Contributions                                                   |                              |                             |
| Participants                                                    | 13,391,631                   | 11,567,463                  |
| Employer                                                        | 5,068,441                    | 4,201,679                   |
| Participants' rollovers                                         | <u>1,777,687</u>             | <u>1,207,008</u>            |
| Total contributions                                             | <u>20,237,759</u>            | <u>16,976,150</u>           |
| Total additions                                                 | <u>27,889,419</u>            | <u>16,065,560</u>           |
| <b>Deductions</b>                                               |                              |                             |
| Benefits paid to participants                                   | 10,518,309                   | 6,776,743                   |
| Refunds of excess contributions                                 | 975,817                      | 809,669                     |
| Administrative expenses                                         | <u>197,229</u>               | <u>147,056</u>              |
| Total deductions                                                | <u>11,691,355</u>            | <u>7,733,468</u>            |
| <b>Net Increase</b>                                             | 16,198,064                   | 8,332,092                   |
| <b>Transfers Into the Plan</b>                                  | 4,576,811                    | -                           |
| <b>Net Assets Available for Benefits, Beginning of Year</b>     | <u>89,026,865</u>            | <u>80,694,773</u>           |
| <b>Net Assets Available for Benefits, End of Year</b>           | <u><u>\$ 109,801,740</u></u> | <u><u>\$ 89,026,865</u></u> |

**Capgemini Financial Services USA Inc.**  
**401(k) Retirement Plan**  
**Notes to Financial Statements**  
**December 31, 2016 and 2015**

**Note 1: Description of Plan**

The following description of the Capgemini Financial Services USA Inc. (Company) 401(k) Retirement Plan (Plan) provides only general information. Participants should refer to the plan agreement for a more complete description of the Plan's provisions.

**General**

The Plan is a defined contribution plan covering all full-time employees of the Company. Employees who are nonresident aliens and who receive no earned income from the Company, which constitutes income from services within the United States, are not eligible to participate. The Plan is subject to the provisions of the *Employee Retirement Income Security Act of 1974* (ERISA), as amended by subsequent legislation.

**Contributions**

Each year, participants may contribute up to 90% of pre-tax annual compensation, as defined in the Plan, subject to certain Internal Revenue Code limits. Participants who have attained age 50 before the end of the plan year are eligible to make catch-up contributions. Participants also may contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. The Plan provides for annual Company matching and/or profit sharing contributions at the discretion of the Company's Board of Directors. In 2016 and 2015, the Company made matching contributions of 50% of the first 6% of the employee's annual salary but limited to 50% of the employee's contribution. In 2016 and 2015, there were no discretionary profit sharing contributions. Participants direct the investment of all the contributions into various investment options offered by the Plan. The Plan currently offers various registered investment companies, a common or collective trust, money market accounts and common and preferred stocks as investment options for participants. Participants may change their investment options daily.

**Participant Accounts**

Each participant's account is credited with the participant's contribution and allocations of (a) the Company's contributions and (b) plan earnings, and charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

**Vesting**

Participants immediately are vested in their contributions plus actual earnings thereon. Vesting in the Company's contribution portion of their accounts is based on years of continuous service. A

**Capgemini Financial Services USA Inc.**  
**401(k) Retirement Plan**  
**Notes to Financial Statements**  
**December 31, 2016 and 2015**

participant is 100% vested after three years of credited service. Full vesting also occurs upon death, disability or retirement at designated ages.

***Notes Receivable From Participants***

Participants may borrow from their accounts a minimum amount of \$1,000 not to exceed 50% of their vested account balance. The maximum aggregate dollar amount of loans outstanding may not exceed \$50,000 per participant. The notes are secured by the balance in the participant's account and bear interest at a range of 4.25% to 6.25% at December 31, 2016, which is commensurate with local prevailing rates at the time of the loans.

***Payment of Benefits***

On termination of service due to death, disability or retirement, the entire balance in the participant's account will be payable to the participant, or their beneficiary, in either payment in the form of a joint and survivor annuity if married, or in the form of a life annuity if unmarried, payment in a lump sum, or payments in equal monthly, quarterly, semi-annual or annual installments over a period not to exceed the participant's life expectancy.

For termination of service for other reasons, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution. When the participant's vested interests are less than \$5,000, the plan administrator may distribute such benefit in a lump sum without the participant's consent.

***Forfeited Accounts***

At December 31, 2016 and 2015, forfeited nonvested accounts totaled \$507,899 and \$314,180, respectively. Those accounts will normally be applied first to reduce the Company matching and/or profit sharing contributions and any excess is applied to the payment of the Plan's administrative expenses. During 2016 and 2015, forfeitures of \$137,987 and \$465,257, respectively, were used to reduce Company contributions and administrative expenses.

**Note 2: Summary of Significant Accounting Policies**

***Basis of Accounting***

The accompanying financial statements have been prepared using the accrual method of accounting in accordance with accounting principles generally accepted in the United States of America.

**Capgemini Financial Services USA Inc.**  
**401(k) Retirement Plan**  
**Notes to Financial Statements**  
**December 31, 2016 and 2015**

***Use of Estimates***

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Accordingly, actual results could differ from those estimates.

***Investment Valuation and Income Recognition***

The Plan's investments are stated at fair value. The Plan's investments in registered investment companies, common and preferred stock and money markets are valued at quoted market prices. The common or collective trust fund is valued at the net asset value (NAV) of the shares held at year-end. The NAV is used as a practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held by the fund less its liability.

Purchases and sales of securities are recorded on the trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

The Plan provides for investments that, in general, are exposed to various risks, such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

***Administrative Expenses***

Certain expenses of the Plan are paid by the Company. The Plan pays certain administrative expenses and transaction costs related to investment fees. Certain investment fees are expensed as incurred and certain investment fees are included in the net appreciation (depreciation) in fair value of investments. Administrative expenses paid by the Plan are expensed as incurred.

***Notes Receivable From Participants***

Notes receivable from participants are reported at their unpaid principal balance plus any accrued but unpaid interest, with no allowance for credit losses, as repayments of principal and interest are received through payroll deductions.

***Payment of Benefits***

Benefits are recorded when paid.

**Capgemini Financial Services USA Inc.**  
**401(k) Retirement Plan**  
**Notes to Financial Statements**  
**December 31, 2016 and 2015**

**Note 3: Fair Value Measurements**

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Fair value measurements must maximize the use of observable input and minimize the use of unobservable inputs. There is a hierarchy of three levels of inputs that may be used to measure fair value:

- Level 1** Quoted prices in active markets for identical assets or liabilities.
- Level 2** Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities
- Level 3** Unobservable inputs supported by little or no market activity and are significant to the fair value of the assets or liabilities.

The asset's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. There have been no changes in the methodologies used at December 31, 2016 and 2015.

The fair value of registered investment companies is determined by obtaining quoted prices on nationally recognized securities exchanges (Level 1 inputs).

The fair value of money market accounts are carried at cost, which approximates fair value (Level 1 inputs).

The fair value of common and preferred stocks is supported by quoted prices in active markets (Level 1 inputs).

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

**Capgemini Financial Services USA Inc.**  
**401(k) Retirement Plan**  
**Notes to Financial Statements**  
**December 31, 2016 and 2015**

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2016 and 2015:

|                                             |                       | Fair Value Measurements at Reporting Date Using                            |                                               |                                           |
|---------------------------------------------|-----------------------|----------------------------------------------------------------------------|-----------------------------------------------|-------------------------------------------|
|                                             |                       | Quoted Prices in Active Markets for Identical Assets/Liabilities (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
|                                             | Fair Value            |                                                                            |                                               |                                           |
| December 31, 2016                           |                       |                                                                            |                                               |                                           |
| Registered investment companies             | \$ 96,849,882         | \$ 96,849,882                                                              | \$ -                                          | \$ -                                      |
| Money market accounts                       | 3,168,632             | 3,168,632                                                                  | -                                             | -                                         |
| Common stock                                | 2,041,068             | 2,041,068                                                                  |                                               |                                           |
| Preferred stock                             | 87,525                | 87,525                                                                     | -                                             | -                                         |
| Total investments in fair value hierarchy   | 102,147,107           | 102,147,107                                                                | -                                             | -                                         |
| Investments measured at net asset value (A) | 6,753,050             | -                                                                          | -                                             | -                                         |
| Total                                       | <u>\$ 108,900,157</u> | <u>\$ 102,147,107</u>                                                      | <u>\$ -</u>                                   | <u>\$ -</u>                               |
| December 31, 2015                           |                       |                                                                            |                                               |                                           |
| Registered investment companies             | \$ 76,849,715         | \$ 76,849,715                                                              | \$ -                                          | \$ -                                      |
| Money market accounts                       | 3,050,583             | 3,050,583                                                                  | -                                             | -                                         |
| Common stock                                | 1,702,056             | 1,702,056                                                                  | -                                             | -                                         |
| Total investments in fair value hierarchy   | 81,602,354            | 81,602,354                                                                 | -                                             | -                                         |
| Investments measured at net asset value (A) | 6,808,274             | -                                                                          | -                                             | -                                         |
| Total                                       | <u>\$ 88,410,628</u>  | <u>\$ 81,602,354</u>                                                       | <u>\$ -</u>                                   | <u>\$ -</u>                               |

- (A) In accordance with Subtopic 820-10, certain investments that were measured at net asset value per share practice expedient (or its equivalent) have not been classified in the fair value hierarchy. The fair value amounts presented in these tables are intended to permit reconciliation of the fair value hierarchy to the line items presented in the statements of net assets available for benefits.

**Capgemini Financial Services USA Inc.**  
**401(k) Retirement Plan**  
**Notes to Financial Statements**  
**December 31, 2016 and 2015**

The plan administrator has evaluated the significance of transfers between levels based upon the nature of the financial instrument and size of the transfer relative to total net assets available for benefits. For the years ended December 31 2016 and 2015, there were no significant transfers in or out of Levels 1, 2 or 3.

***Investments Measured Using the Net Asset Value per Share Practical Expedient***

The following table summarizes investments for which fair value is measured using the net asset value per share practical expedient as of December 31, 2016 and 2015. There are no participant redemption restrictions for these investments; the redemption notice period is applicable only to the Plan.

|                            | <b>Fair Value</b> | <b>Unfunded Commitments</b> | <b>Redemption Frequency</b> | <b>Redemption Notice Period</b> |
|----------------------------|-------------------|-----------------------------|-----------------------------|---------------------------------|
| December 31, 2016          |                   |                             |                             |                                 |
| Common or collective trust | \$ 6,753,050      | \$ -                        | Daily                       | None                            |
| December 31, 2015          |                   |                             |                             |                                 |
| Common or collective trust | \$ 6,808,274      | \$ -                        | Daily                       | None                            |

**Note 4: Corrective Actions**

For the years ended December 31, 2016 and 2015, the Plan failed certain nondiscrimination tests and has completed corrective actions. For the years ended December 31, 2016 and 2015, refunds of \$975,817 and \$809,669, respectively, were due to certain participants to return to them excess deferral contributions in order to satisfy the relevant nondiscrimination provisions of the Plan. These amounts are included in the statements of net assets available for benefits as excess contributions payable to participants at December 31, 2016 and 2015, and in the 2016 and 2015 statements of changes in net assets available for benefits as refunds of excess contributions.

**Note 5: Party-in-Interest Party Transactions**

Certain Plan investments are managed by Fidelity Management Trust Company, the trustee of the Plan, and, therefore, these transactions qualify as exempt party-in-interest transactions. Fees paid by the Plan of \$197,229 and \$147,056 during 2016 and 2015, respectively, for legal, accounting and other professional services are primarily rendered by parties-in-interest.

**Capgemini Financial Services USA Inc.**  
**401(k) Retirement Plan**  
**Notes to Financial Statements**  
**December 31, 2016 and 2015**

**Note 6: Income Tax Status**

The Plan operates under a standardized adoption agreement in connection with a Volume Submitter Defined Contribution Plan sponsored by Fidelity Management & Research Co. This prototype plan document has been filed with the appropriate agency and has obtained an opinion letter dated March 31, 2014, from the Internal Revenue Service stating that the prototype constitutes a qualified plan under Section 401 of the Internal Revenue Code (IRC). Although the Plan has been amended since receiving the opinion letter, the plan administrator believes that the Plan is designed, and currently being operated, in compliance with the applicable requirements of the IRC and, therefore, believes that the Plan is qualified, and the related trust is tax exempt as of the financial statement date.

**Note 7: Information Certified by the Plan's Trustee**

The plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Fidelity Management Trust Company, the trustee of the Plan, has certified the following information included in the accompanying financial statements and supplemental schedule is complete and accurate.

- Investments, at fair value, and notes receivable from participants as shown in the statements of net assets available for benefits as of December 31, 2016 and 2015.
- Investment income (loss) components and interest income from participant notes receivable as shown in the statements of changes in net assets available for benefits for the years ended December 31, 2016 and 2015.
- Investments and participant loans included in the supplemental schedule of assets (held at end of year) as of December 31, 2016.

The Plan's independent auditors did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplemental schedule.

**Note 8: Plan Termination**

Although it has not expressed any intention to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of plan termination, participants would become 100% vested in their employer contributions.

**Capgemini Financial Services USA Inc.**  
**401(k) Retirement Plan**  
**Notes to Financial Statements**  
**December 31, 2016 and 2015**

**Note 9: Reconciliation to Form 5500**

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 as of December 31, 2016 and 2015:

|                                                                | <u>2016</u>           | <u>2015</u>          |
|----------------------------------------------------------------|-----------------------|----------------------|
| Net assets available for benefits per the financial statements | \$ 109,801,740        | \$ 89,026,865        |
| Employer contributions receivable                              | (407,849)             | (311,620)            |
| Excess contributions payable to participants                   | <u>975,817</u>        | <u>809,669</u>       |
| Net assets available for benefits per the Form 5500            | <u>\$ 110,369,708</u> | <u>\$ 89,524,914</u> |

The following is a reconciliation of changes in net assets per the financial statements to the Form 5500 for the years ended December 31, 2016 and 2015:

|                                                                                | <u>2016</u>          | <u>2015</u>         |
|--------------------------------------------------------------------------------|----------------------|---------------------|
| Net increase in net assets available for benefits per the financial statements | \$ 16,198,064        | \$ 8,332,092        |
| Prior year employer contributions receivable                                   | 311,620              | -                   |
| Current year employer contributions receivable                                 | (407,849)            | (311,620)           |
| Excess contributions payable to participants                                   |                      |                     |
| At December 31, 2016                                                           | 975,817              | -                   |
| At December 31, 2015                                                           | (809,669)            | 809,669             |
| At December 31, 2014                                                           | <u>-</u>             | <u>(287,449)</u>    |
| Net income per the Form 5500                                                   | <u>\$ 16,267,983</u> | <u>\$ 8,542,692</u> |

**Note 10: Transfer of Plan Assets**

Capgemini America, Inc., an affiliate of the Company, acquired IGATE Corporation and approved an amendment to terminate the IGATE Corporation 401(k) Plan effective December 31, 2016. All participants in the IGATE Corporation 401(k) Plan became 100% vested in that Plan upon termination and were provided the option to have their account balance rolled into any qualified plan (including the Plan) or IRA, receive a lump-sum distribution or be paid through an annuity contract. As a result, \$4,576,811 was rolled into the Plan during the year ended December 31, 2016, and is included as a transfer into the Plan on the statement of changes in net assets available for benefits.

**Capgemini Financial Services USA Inc.**  
**401(k) Retirement Plan**  
**Notes to Financial Statements**  
**December 31, 2016 and 2015**

**Note 11: Subsequent Events**

Effective January 1, 2017, the Plan was amended and restated. The Plan was amended to include additional eligibility requirements for employer matching contributions, and to provide for 401(k) safe harbor matching contributions.

Plan management has evaluated subsequent events through the date of the Independent Auditor's Report, which is the date the financial statements were available to be issued.

## **Supplemental Schedule**

# Capgemini Financial Services USA Inc. 401(k) Retirement Plan

EIN # 36-6899979 PN 001

## Schedule H, Line 4i – Schedule of Assets (Held at End of Year) December 31, 2016

| (a) | (b)<br>Identity of Issue, Borrower,<br>Lessor or Similar Party | (c)<br>Description of Investment, including<br>Maturity Date, Rate of Interest,<br>Collateral, Par or Maturity Value | (d)<br>Cost | (e)<br>Current<br>Value |
|-----|----------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------|-------------|-------------------------|
|     |                                                                | Registered investment companies                                                                                      |             |                         |
| *   | Fidelity Management Trust Company                              | Brokeragelink - External Fund                                                                                        | **          | \$ 41,675               |
| *   | Fidelity Management Trust Company                              | Brokeragelink - Fidelity Fund                                                                                        | **          | 477,009                 |
| *   | Fidelity Management Trust Company                              | Brokeragelink - Unit                                                                                                 | **          | 88,661                  |
| *   | Fidelity Management Trust Company                              | International Index Premium Fund                                                                                     | **          | 362,666                 |
|     | Baron Capital Group                                            | Growth Retail                                                                                                        | **          | 2,600,836               |
|     | American Funds                                                 | Capital World Growth and Income                                                                                      | **          | 1,359,487               |
|     | Janus                                                          | High Yield                                                                                                           | **          | 1,014,450               |
|     | T. Rowe Price                                                  | Equity Income                                                                                                        | **          | 8,306,456               |
|     | PIMCO                                                          | Total Return                                                                                                         | **          | 4,735,910               |
|     | PIMCO                                                          | Real Return                                                                                                          | **          | 1,017,736               |
|     | Oppenheimer                                                    | International Growth                                                                                                 | **          | 4,348,461               |
|     | Loomis Sayles                                                  | Small Cap Growth                                                                                                     | **          | 2,033,897               |
| *   | Fidelity Management Trust Company                              | Government Income                                                                                                    | **          | 3,800,691               |
| *   | Fidelity Management Trust Company                              | Growth Company                                                                                                       | **          | 12,306,773              |
|     | Columbia                                                       | Large Cap Index                                                                                                      | **          | 9,209,069               |
|     | Columbia                                                       | Mid Cap Index                                                                                                        | **          | 2,581,410               |
|     | Columbia                                                       | Small Cap Index                                                                                                      | **          | 2,264,634               |
|     | JP Morgan                                                      | Intrepid Value Select                                                                                                | **          | 153,629                 |
|     | John Hancock                                                   | Disciplined Value Mid Cap                                                                                            | **          | 4,998,901               |
|     | American Beacon                                                | Small Cap Value                                                                                                      | **          | 1,754,288               |
|     | Oakmark                                                        | International                                                                                                        | **          | 2,254,273               |
|     | Wells Fargo Advantage                                          | Emerging Markets Equity                                                                                              | **          | 1,314,148               |
|     | Vanguard                                                       | Target Retirement 2010                                                                                               | **          | 147,655                 |
|     | Vanguard                                                       | Target Retirement 2015                                                                                               | **          | 186,069                 |
|     | Vanguard                                                       | Target Retirement 2020                                                                                               | **          | 1,822,871               |
|     | Vanguard                                                       | Target Retirement 2025                                                                                               | **          | 1,273,862               |
|     | Vanguard                                                       | Target Retirement 2030                                                                                               | **          | 3,306,395               |
|     | Vanguard                                                       | Target Retirement 2035                                                                                               | **          | 4,238,364               |
|     | Vanguard                                                       | Target Retirement 2040                                                                                               | **          | 6,011,402               |
|     | Vanguard                                                       | Target Retirement 2045                                                                                               | **          | 6,026,558               |
|     | Vanguard                                                       | Target Retirement 2050                                                                                               | **          | 3,248,003               |
|     | Vanguard                                                       | Target Retirement 2055                                                                                               | **          | 1,604,288               |
|     | Vanguard                                                       | Target Retirement Income                                                                                             | **          | 141,723                 |
|     | Vanguard                                                       | Total Bond Market ADM                                                                                                | **          | 1,817,632               |
|     |                                                                |                                                                                                                      |             | <u>96,849,882</u>       |
|     |                                                                | Common or collective trust                                                                                           |             |                         |
|     | Putnam Investments                                             | Stable Value Fund                                                                                                    | **          | <u>6,753,050</u>        |
|     |                                                                | Money market accounts                                                                                                |             |                         |
| *   | Fidelity Management Trust Company                              | Fidelity Retirement Government MM                                                                                    | **          | 2,151,201               |
| *   | Fidelity Management Trust Company                              | Fidelity Cash Reserves                                                                                               | **          | <u>1,017,431</u>        |
|     |                                                                |                                                                                                                      |             | <u>3,168,632</u>        |
|     |                                                                | Common stock                                                                                                         |             |                         |
| *   | Fidelity Management Trust Company                              | Brokeragelink - common stock                                                                                         | **          | <u>2,041,068</u>        |
|     |                                                                | Preferred stock                                                                                                      |             |                         |
| *   | Fidelity Management Trust Company                              | Brokeragelink - preferred stock                                                                                      | **          | <u>87,525</u>           |
| *   | Participants' loans                                            | Interest rates ranging from 4.25% to 6.25%                                                                           | -0-         | <u>1,469,551</u>        |
|     |                                                                |                                                                                                                      |             | <u>\$ 110,369,708</u>   |

\*Denotes a party-in-interest.

\*\*Cost information not required for participant-directed investments.

# **Capgemini Financial Services USA Inc. 401(k) Retirement Plan**

**EIN 36-6899979 PN 001**

**Independent Auditor's Report and Financial Statements**

**December 31, 2016 and 2015**

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**Capgemini Financial Services USA Inc.**  
**401(k) Retirement Plan**  
**December 31, 2016 and 2015**

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## Independent Auditor's Report

Trustees  
Capgemini Financial Services USA Inc.  
401(k) Retirement Plan  
Rosemont, Illinois

### Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Capgemini Financial Services USA Inc. 401(k) Retirement Plan, which comprise the statements of net assets available for benefits as of December 31, 2016 and 2015, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

### Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

### Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting our audits in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the *Basis for Disclaimer of Opinion* paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

### Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the *Employee Retirement Income Security Act of 1974*, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 7, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and notes receivable from participants and executes transactions related to these assets. The plan administrator has obtained certifications from the trustee as of and for the years ended December 31, 2016 and 2015, that the information provided to the plan administrator by the trustee is complete and accurate.

## **Disclaimer of Opinion**

Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we have not been able to obtain sufficient, appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

## **Other Matter**

The supplemental Schedule H, Line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2016, is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the *Employee Retirement Income Security Act of 1974*, and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on this supplemental schedule.

## **Report on Form and Content in Compliance With DOL Rules and Regulations**

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the *Employee Retirement Income Security Act of 1974*.

*BKD, LLP*

Oakbrook Terrace, Illinois  
October 16, 2017

Federal Employer Identification Number: 44-0160260

**Capgemini Financial Services USA Inc.  
401(k) Retirement Plan**

**Statements of Net Assets Available for Benefits  
December 31, 2016 and 2015**

**Assets**

|                                    | <b>2016</b>        | <b>2015</b>       |
|------------------------------------|--------------------|-------------------|
| <b>Investments, at Fair Value</b>  |                    |                   |
| Registered investment companies    | \$ 96,849,882      | \$ 76,849,715     |
| Common or collective trust         | 6,753,050          | 6,808,274         |
| Money market accounts              | 3,168,632          | 3,050,583         |
| Common stock                       | 2,041,068          | 1,702,056         |
| Preferred stock                    | 87,525             | -                 |
|                                    | <u>108,900,157</u> | <u>88,410,628</u> |
| <b>Receivables</b>                 |                    |                   |
| Employer contributions             | 407,849            | 311,620           |
| Notes receivable from participants | 1,469,551          | 1,094,458         |
|                                    | <u>1,877,400</u>   | <u>1,406,078</u>  |
| <b>Noninterest Bearing Cash</b>    | <u>-</u>           | <u>19,828</u>     |
| <b>Total assets</b>                | <b>110,777,557</b> | <b>89,836,534</b> |

**Liabilities**

|                                                     |                              |                             |
|-----------------------------------------------------|------------------------------|-----------------------------|
| <b>Excess Contributions Payable to Participants</b> | <u>975,817</u>               | <u>809,669</u>              |
| <b>Net Assets Available for Benefits</b>            | <u><u>\$ 109,801,740</u></u> | <u><u>\$ 89,026,865</u></u> |

**Capgemini Financial Services USA Inc.**  
**401(k) Retirement Plan**  
**Statements of Changes in Net Assets Available for Benefits**  
**Years Ended December 31, 2016 and 2015**

|                                                                 | <b>2016</b>                  | <b>2015</b>                 |
|-----------------------------------------------------------------|------------------------------|-----------------------------|
| <b>Additions</b>                                                |                              |                             |
| Investment income (loss)                                        |                              |                             |
| Interest and dividends                                          | \$ 3,560,768                 | \$ 3,551,976                |
| Net appreciation (depreciation) in<br>fair value of investments | <u>4,037,265</u>             | <u>(4,506,951)</u>          |
| Total investment income (loss)                                  | <u>7,598,033</u>             | <u>(954,975)</u>            |
| Interest from participant notes receivable                      | <u>53,627</u>                | <u>44,385</u>               |
| Contributions                                                   |                              |                             |
| Participants                                                    | 13,391,631                   | 11,567,463                  |
| Employer                                                        | 5,068,441                    | 4,201,679                   |
| Participants' rollovers                                         | <u>1,777,687</u>             | <u>1,207,008</u>            |
| Total contributions                                             | <u>20,237,759</u>            | <u>16,976,150</u>           |
| Total additions                                                 | <u>27,889,419</u>            | <u>16,065,560</u>           |
| <b>Deductions</b>                                               |                              |                             |
| Benefits paid to participants                                   | 10,518,309                   | 6,776,743                   |
| Refunds of excess contributions                                 | 975,817                      | 809,669                     |
| Administrative expenses                                         | <u>197,229</u>               | <u>147,056</u>              |
| Total deductions                                                | <u>11,691,355</u>            | <u>7,733,468</u>            |
| <b>Net Increase</b>                                             | 16,198,064                   | 8,332,092                   |
| <b>Transfers Into the Plan</b>                                  | 4,576,811                    | -                           |
| <b>Net Assets Available for Benefits, Beginning of Year</b>     | <u>89,026,865</u>            | <u>80,694,773</u>           |
| <b>Net Assets Available for Benefits, End of Year</b>           | <u><u>\$ 109,801,740</u></u> | <u><u>\$ 89,026,865</u></u> |

**Capgemini Financial Services USA Inc.**  
**401(k) Retirement Plan**  
**Notes to Financial Statements**  
**December 31, 2016 and 2015**

**Note 1: Description of Plan**

The following description of the Capgemini Financial Services USA Inc. (Company) 401(k) Retirement Plan (Plan) provides only general information. Participants should refer to the plan agreement for a more complete description of the Plan's provisions.

**General**

The Plan is a defined contribution plan covering all full-time employees of the Company. Employees who are nonresident aliens and who receive no earned income from the Company, which constitutes income from services within the United States, are not eligible to participate. The Plan is subject to the provisions of the *Employee Retirement Income Security Act of 1974* (ERISA), as amended by subsequent legislation.

**Contributions**

Each year, participants may contribute up to 90% of pre-tax annual compensation, as defined in the Plan, subject to certain Internal Revenue Code limits. Participants who have attained age 50 before the end of the plan year are eligible to make catch-up contributions. Participants also may contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. The Plan provides for annual Company matching and/or profit sharing contributions at the discretion of the Company's Board of Directors. In 2016 and 2015, the Company made matching contributions of 50% of the first 6% of the employee's annual salary but limited to 50% of the employee's contribution. In 2016 and 2015, there were no discretionary profit sharing contributions. Participants direct the investment of all the contributions into various investment options offered by the Plan. The Plan currently offers various registered investment companies, a common or collective trust, money market accounts and common and preferred stocks as investment options for participants. Participants may change their investment options daily.

**Participant Accounts**

Each participant's account is credited with the participant's contribution and allocations of (a) the Company's contributions and (b) plan earnings, and charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

**Vesting**

Participants immediately are vested in their contributions plus actual earnings thereon. Vesting in the Company's contribution portion of their accounts is based on years of continuous service. A

**Capgemini Financial Services USA Inc.**  
**401(k) Retirement Plan**  
**Notes to Financial Statements**  
**December 31, 2016 and 2015**

participant is 100% vested after three years of credited service. Full vesting also occurs upon death, disability or retirement at designated ages.

***Notes Receivable From Participants***

Participants may borrow from their accounts a minimum amount of \$1,000 not to exceed 50% of their vested account balance. The maximum aggregate dollar amount of loans outstanding may not exceed \$50,000 per participant. The notes are secured by the balance in the participant's account and bear interest at a range of 4.25% to 6.25% at December 31, 2016, which is commensurate with local prevailing rates at the time of the loans.

***Payment of Benefits***

On termination of service due to death, disability or retirement, the entire balance in the participant's account will be payable to the participant, or their beneficiary, in either payment in the form of a joint and survivor annuity if married, or in the form of a life annuity if unmarried, payment in a lump sum, or payments in equal monthly, quarterly, semi-annual or annual installments over a period not to exceed the participant's life expectancy.

For termination of service for other reasons, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution. When the participant's vested interests are less than \$5,000, the plan administrator may distribute such benefit in a lump sum without the participant's consent.

***Forfeited Accounts***

At December 31, 2016 and 2015, forfeited nonvested accounts totaled \$507,899 and \$314,180, respectively. Those accounts will normally be applied first to reduce the Company matching and/or profit sharing contributions and any excess is applied to the payment of the Plan's administrative expenses. During 2016 and 2015, forfeitures of \$137,987 and \$465,257, respectively, were used to reduce Company contributions and administrative expenses.

**Note 2: Summary of Significant Accounting Policies**

***Basis of Accounting***

The accompanying financial statements have been prepared using the accrual method of accounting in accordance with accounting principles generally accepted in the United States of America.

**Capgemini Financial Services USA Inc.**  
**401(k) Retirement Plan**  
**Notes to Financial Statements**  
**December 31, 2016 and 2015**

***Use of Estimates***

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Accordingly, actual results could differ from those estimates.

***Investment Valuation and Income Recognition***

The Plan's investments are stated at fair value. The Plan's investments in registered investment companies, common and preferred stock and money markets are valued at quoted market prices. The common or collective trust fund is valued at the net asset value (NAV) of the shares held at year-end. The NAV is used as a practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held by the fund less its liability.

Purchases and sales of securities are recorded on the trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

The Plan provides for investments that, in general, are exposed to various risks, such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

***Administrative Expenses***

Certain expenses of the Plan are paid by the Company. The Plan pays certain administrative expenses and transaction costs related to investment fees. Certain investment fees are expensed as incurred and certain investment fees are included in the net appreciation (depreciation) in fair value of investments. Administrative expenses paid by the Plan are expensed as incurred.

***Notes Receivable From Participants***

Notes receivable from participants are reported at their unpaid principal balance plus any accrued but unpaid interest, with no allowance for credit losses, as repayments of principal and interest are received through payroll deductions.

***Payment of Benefits***

Benefits are recorded when paid.

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**Note 3: Fair Value Measurements**

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Fair value measurements must maximize the use of observable input and minimize the use of unobservable inputs. There is a hierarchy of three levels of inputs that may be used to measure fair value:

**Level 1** Quoted prices in active markets for identical assets or liabilities.

**Level 2** Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities

**Level 3** Unobservable inputs supported by little or no market activity and are significant to the fair value of the assets or liabilities.

The asset's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. There have been no changes in the methodologies used at December 31, 2016 and 2015.

The fair value of registered investment companies is determined by obtaining quoted prices on nationally recognized securities exchanges (Level 1 inputs).

The fair value of money market accounts are carried at cost, which approximates fair value (Level 1 inputs).

The fair value of common and preferred stocks is supported by quoted prices in active markets (Level 1 inputs).

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

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The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2016 and 2015:

|                                             |                       | Fair Value Measurements at<br>Reporting Date Using                                               |                                                           |                                                    |
|---------------------------------------------|-----------------------|--------------------------------------------------------------------------------------------------|-----------------------------------------------------------|----------------------------------------------------|
|                                             |                       | Quoted<br>Prices<br>in Active<br>Markets for<br>Identical<br>Assets/<br>Liabilities<br>(Level 1) | Significant<br>Other<br>Observable<br>Inputs<br>(Level 2) | Significant<br>Unobservable<br>Inputs<br>(Level 3) |
|                                             | Fair Value            |                                                                                                  |                                                           |                                                    |
| December 31, 2016                           |                       |                                                                                                  |                                                           |                                                    |
| Registered investment companies             | \$ 96,849,882         | \$ 96,849,882                                                                                    | \$ -                                                      | \$ -                                               |
| Money market accounts                       | 3,168,632             | 3,168,632                                                                                        | -                                                         | -                                                  |
| Common stock                                | 2,041,068             | 2,041,068                                                                                        |                                                           |                                                    |
| Preferred stock                             | 87,525                | 87,525                                                                                           | -                                                         | -                                                  |
| Total investments in fair value hierarchy   | 102,147,107           | 102,147,107                                                                                      | -                                                         | -                                                  |
| Investments measured at net asset value (A) | 6,753,050             | -                                                                                                | -                                                         | -                                                  |
| Total                                       | <u>\$ 108,900,157</u> | <u>\$ 102,147,107</u>                                                                            | <u>\$ -</u>                                               | <u>\$ -</u>                                        |
| December 31, 2015                           |                       |                                                                                                  |                                                           |                                                    |
| Registered investment companies             | \$ 76,849,715         | \$ 76,849,715                                                                                    | \$ -                                                      | \$ -                                               |
| Money market accounts                       | 3,050,583             | 3,050,583                                                                                        | -                                                         | -                                                  |
| Common stock                                | 1,702,056             | 1,702,056                                                                                        | -                                                         | -                                                  |
| Total investments in fair value hierarchy   | 81,602,354            | 81,602,354                                                                                       | -                                                         | -                                                  |
| Investments measured at net asset value (A) | 6,808,274             | -                                                                                                | -                                                         | -                                                  |
| Total                                       | <u>\$ 88,410,628</u>  | <u>\$ 81,602,354</u>                                                                             | <u>\$ -</u>                                               | <u>\$ -</u>                                        |

- (A) In accordance with Subtopic 820-10, certain investments that were measured at net asset value per share practice expedient (or its equivalent) have not been classified in the fair value hierarchy. The fair value amounts presented in these tables are intended to permit reconciliation of the fair value hierarchy to the line items presented in the statements of net assets available for benefits.

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The plan administrator has evaluated the significance of transfers between levels based upon the nature of the financial instrument and size of the transfer relative to total net assets available for benefits. For the years ended December 31 2016 and 2015, there were no significant transfers in or out of Levels 1, 2 or 3.

***Investments Measured Using the Net Asset Value per Share Practical Expedient***

The following table summarizes investments for which fair value is measured using the net asset value per share practical expedient as of December 31, 2016 and 2015. There are no participant redemption restrictions for these investments; the redemption notice period is applicable only to the Plan.

|                            | <b>Fair Value</b> | <b>Unfunded Commitments</b> | <b>Redemption Frequency</b> | <b>Redemption Notice Period</b> |
|----------------------------|-------------------|-----------------------------|-----------------------------|---------------------------------|
| December 31, 2016          |                   |                             |                             |                                 |
| Common or collective trust | \$ 6,753,050      | \$ -                        | Daily                       | None                            |
| December 31, 2015          |                   |                             |                             |                                 |
| Common or collective trust | \$ 6,808,274      | \$ -                        | Daily                       | None                            |

**Note 4: Corrective Actions**

For the years ended December 31, 2016 and 2015, the Plan failed certain nondiscrimination tests and has completed corrective actions. For the years ended December 31, 2016 and 2015, refunds of \$975,817 and \$809,669, respectively, were due to certain participants to return to them excess deferral contributions in order to satisfy the relevant nondiscrimination provisions of the Plan. These amounts are included in the statements of net assets available for benefits as excess contributions payable to participants at December 31, 2016 and 2015, and in the 2016 and 2015 statements of changes in net assets available for benefits as refunds of excess contributions.

**Note 5: Party-in-Interest Party Transactions**

Certain Plan investments are managed by Fidelity Management Trust Company, the trustee of the Plan, and, therefore, these transactions qualify as exempt party-in-interest transactions. Fees paid by the Plan of \$197,229 and \$147,056 during 2016 and 2015, respectively, for legal, accounting and other professional services are primarily rendered by parties-in-interest.

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**Note 6: Income Tax Status**

The Plan operates under a standardized adoption agreement in connection with a Volume Submitter Defined Contribution Plan sponsored by Fidelity Management & Research Co. This prototype plan document has been filed with the appropriate agency and has obtained an opinion letter dated March 31, 2014, from the Internal Revenue Service stating that the prototype constitutes a qualified plan under Section 401 of the Internal Revenue Code (IRC). Although the Plan has been amended since receiving the opinion letter, the plan administrator believes that the Plan is designed, and currently being operated, in compliance with the applicable requirements of the IRC and, therefore, believes that the Plan is qualified, and the related trust is tax exempt as of the financial statement date.

**Note 7: Information Certified by the Plan's Trustee**

The plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Fidelity Management Trust Company, the trustee of the Plan, has certified the following information included in the accompanying financial statements and supplemental schedule is complete and accurate.

- Investments, at fair value, and notes receivable from participants as shown in the statements of net assets available for benefits as of December 31, 2016 and 2015.
- Investment income (loss) components and interest income from participant notes receivable as shown in the statements of changes in net assets available for benefits for the years ended December 31, 2016 and 2015.
- Investments and participant loans included in the supplemental schedule of assets (held at end of year) as of December 31, 2016.

The Plan's independent auditors did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplemental schedule.

**Note 8: Plan Termination**

Although it has not expressed any intention to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of plan termination, participants would become 100% vested in their employer contributions.

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**Note 9: Reconciliation to Form 5500**

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 as of December 31, 2016 and 2015:

|                                                                | <u>2016</u>                  | <u>2015</u>                 |
|----------------------------------------------------------------|------------------------------|-----------------------------|
| Net assets available for benefits per the financial statements | \$ 109,801,740               | \$ 89,026,865               |
| Employer contributions receivable                              | (407,849)                    | (311,620)                   |
| Excess contributions payable to participants                   | <u>975,817</u>               | <u>809,669</u>              |
| Net assets available for benefits per the Form 5500            | <u><u>\$ 110,369,708</u></u> | <u><u>\$ 89,524,914</u></u> |

The following is a reconciliation of changes in net assets per the financial statements to the Form 5500 for the years ended December 31, 2016 and 2015:

|                                                                                | <u>2016</u>                 | <u>2015</u>                |
|--------------------------------------------------------------------------------|-----------------------------|----------------------------|
| Net increase in net assets available for benefits per the financial statements | \$ 16,198,064               | \$ 8,332,092               |
| Prior year employer contributions receivable                                   | 311,620                     | -                          |
| Current year employer contributions receivable                                 | (407,849)                   | (311,620)                  |
| Excess contributions payable to participants                                   |                             |                            |
| At December 31, 2016                                                           | 975,817                     | -                          |
| At December 31, 2015                                                           | (809,669)                   | 809,669                    |
| At December 31, 2014                                                           | <u>-</u>                    | <u>(287,449)</u>           |
| Net income per the Form 5500                                                   | <u><u>\$ 16,267,983</u></u> | <u><u>\$ 8,542,692</u></u> |

**Note 10: Transfer of Plan Assets**

Capgemini America, Inc., an affiliate of the Company, acquired IGATE Corporation and approved an amendment to terminate the IGATE Corporation 401(k) Plan effective December 31, 2016. All participants in the IGATE Corporation 401(k) Plan became 100% vested in that Plan upon termination and were provided the option to have their account balance rolled into any qualified plan (including the Plan) or IRA, receive a lump-sum distribution or be paid through an annuity contract. As a result, \$4,576,811 was rolled into the Plan during the year ended December 31, 2016, and is included as a transfer into the Plan on the statement of changes in net assets available for benefits.

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**Note 11: Subsequent Events**

Effective January 1, 2017, the Plan was amended and restated. The Plan was amended to include additional eligibility requirements for employer matching contributions, and to provide for 401(k) safe harbor matching contributions.

Plan management has evaluated subsequent events through the date of the Independent Auditor's Report, which is the date the financial statements were available to be issued.

## **Supplemental Schedule**

# Capgemini Financial Services USA Inc. 401(k) Retirement Plan

EIN # 36-6899979 PN 001

## Schedule H, Line 4i – Schedule of Assets (Held at End of Year) December 31, 2016

| (a) | (b)<br>Identity of Issue, Borrower,<br>Lessor or Similar Party | (c)<br>Description of Investment, including<br>Maturity Date, Rate of Interest,<br>Collateral, Par or Maturity Value | (d)<br>Cost | (e)<br>Current<br>Value |
|-----|----------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------|-------------|-------------------------|
|     |                                                                | Registered investment companies                                                                                      |             |                         |
| *   | Fidelity Management Trust Company                              | Brokeragelink - External Fund                                                                                        | **          | \$ 41,675               |
| *   | Fidelity Management Trust Company                              | Brokeragelink - Fidelity Fund                                                                                        | **          | 477,009                 |
| *   | Fidelity Management Trust Company                              | Brokeragelink - Unit                                                                                                 | **          | 88,661                  |
| *   | Fidelity Management Trust Company                              | International Index Premium Fund                                                                                     | **          | 362,666                 |
|     | Baron Capital Group                                            | Growth Retail                                                                                                        | **          | 2,600,836               |
|     | American Funds                                                 | Capital World Growth and Income                                                                                      | **          | 1,359,487               |
|     | Janus                                                          | High Yield                                                                                                           | **          | 1,014,450               |
|     | T. Rowe Price                                                  | Equity Income                                                                                                        | **          | 8,306,456               |
|     | PIMCO                                                          | Total Return                                                                                                         | **          | 4,735,910               |
|     | PIMCO                                                          | Real Return                                                                                                          | **          | 1,017,736               |
|     | Oppenheimer                                                    | International Growth                                                                                                 | **          | 4,348,461               |
|     | Loomis Sayles                                                  | Small Cap Growth                                                                                                     | **          | 2,033,897               |
| *   | Fidelity Management Trust Company                              | Government Income                                                                                                    | **          | 3,800,691               |
| *   | Fidelity Management Trust Company                              | Growth Company                                                                                                       | **          | 12,306,773              |
|     | Columbia                                                       | Large Cap Index                                                                                                      | **          | 9,209,069               |
|     | Columbia                                                       | Mid Cap Index                                                                                                        | **          | 2,581,410               |
|     | Columbia                                                       | Small Cap Index                                                                                                      | **          | 2,264,634               |
|     | JP Morgan                                                      | Intrepid Value Select                                                                                                | **          | 153,629                 |
|     | John Hancock                                                   | Disciplined Value Mid Cap                                                                                            | **          | 4,998,901               |
|     | American Beacon                                                | Small Cap Value                                                                                                      | **          | 1,754,288               |
|     | Oakmark                                                        | International                                                                                                        | **          | 2,254,273               |
|     | Wells Fargo Advantage                                          | Emerging Markets Equity                                                                                              | **          | 1,314,148               |
|     | Vanguard                                                       | Target Retirement 2010                                                                                               | **          | 147,655                 |
|     | Vanguard                                                       | Target Retirement 2015                                                                                               | **          | 186,069                 |
|     | Vanguard                                                       | Target Retirement 2020                                                                                               | **          | 1,822,871               |
|     | Vanguard                                                       | Target Retirement 2025                                                                                               | **          | 1,273,862               |
|     | Vanguard                                                       | Target Retirement 2030                                                                                               | **          | 3,306,395               |
|     | Vanguard                                                       | Target Retirement 2035                                                                                               | **          | 4,238,364               |
|     | Vanguard                                                       | Target Retirement 2040                                                                                               | **          | 6,011,402               |
|     | Vanguard                                                       | Target Retirement 2045                                                                                               | **          | 6,026,558               |
|     | Vanguard                                                       | Target Retirement 2050                                                                                               | **          | 3,248,003               |
|     | Vanguard                                                       | Target Retirement 2055                                                                                               | **          | 1,604,288               |
|     | Vanguard                                                       | Target Retirement Income                                                                                             | **          | 141,723                 |
|     | Vanguard                                                       | Total Bond Market ADM                                                                                                | **          | 1,817,632               |
|     |                                                                |                                                                                                                      |             | <u>96,849,882</u>       |
|     |                                                                | Common or collective trust                                                                                           |             |                         |
|     | Putnam Investments                                             | Stable Value Fund                                                                                                    | **          | 6,753,050               |
|     |                                                                | Money market accounts                                                                                                |             |                         |
| *   | Fidelity Management Trust Company                              | Fidelity Retirement Government MM                                                                                    | **          | 2,151,201               |
| *   | Fidelity Management Trust Company                              | Fidelity Cash Reserves                                                                                               | **          | 1,017,431               |
|     |                                                                |                                                                                                                      |             | <u>3,168,632</u>        |
|     |                                                                | Common stock                                                                                                         |             |                         |
| *   | Fidelity Management Trust Company                              | Brokeragelink - common stock                                                                                         | **          | 2,041,068               |
|     |                                                                | Preferred stock                                                                                                      |             |                         |
| *   | Fidelity Management Trust Company                              | Brokeragelink - preferred stock                                                                                      | **          | 87,525                  |
| *   | Participants' loans                                            | Interest rates ranging from 4.25% to 6.25%                                                                           | -0-         | 1,469,551               |
|     |                                                                |                                                                                                                      |             | <u>\$ 110,369,708</u>   |

\*Denotes a party-in-interest.

\*\*Cost information not required for participant-directed investments.