

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan 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). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 1.5em; font-weight: bold;">2019</div> This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2019 or fiscal plan year beginning <u>01/01/2019</u> and ending <u>12/31/2019</u>	
A This return/report is for:	☐ a multiemployer plan ☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.) ☒ a single-employer plan ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report ☐ the final return/report ☐ an amended return/report ☐ a short plan year return/report (less than 12 months)
C If the plan is a collectively-bargained plan, check here. ▶ ☐	
D Check box if filing under:	☒ Form 5558 ☐ automatic extension ☐ the DFVC program ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information		
1a Name of plan <u>CAPGEMINI SAFE HARBOR 401(K) PLAN</u>	1b Three-digit plan number (PN) ▶	<u>005</u>	
2a Plan sponsor's name (employer, if for a single-employer plan) Mailing address (include room, apt., suite no. and street, or P.O. Box) City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions) <u>CAPGEMINI AMERICA, INC.</u> <u>79 FIFTH AVENUE</u> <u>3RD FLOOR</u> <u>NEW YORK, NY 10003</u>		1c Effective date of plan <u>01/01/2017</u>	
		2b Employer Identification Number (EIN) <u>22-2575929</u>	
		2c Plan Sponsor's telephone number <u>212-314-8000</u>	
		2d Business code (see instructions) <u>541600</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.

SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2020	SHAWN SHOPE
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Form 5500 (2019)
v. 190130

3a Plan administrator's name and address ☒ Same as Plan Sponsor	3b Administrator's EIN 3c Administrator's telephone number <div style="background-color: #cccccc; height: 40px; width: 100%;"></div>
4 If the name and/or EIN of the plan sponsor or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report: a Sponsor's name c Plan Name	4b EIN 4d PN
5 Total number of participants at the beginning of the plan year	5 4553
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d). a(1) Total number of active participants at the beginning of the plan year a(2) Total number of active participants at the end of the plan year b Retired or separated participants receiving benefits..... c Other retired or separated participants entitled to future benefits d Subtotal. Add lines 6a(2) , 6b , and 6c e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. f Total. Add lines 6d and 6e g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested	6a(1) 3559 6a(2) 4561 6b 5 6c 6674 6d 11240 6e 43 6f 11283 6g 11236 6h 65
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:

2F 2E 2G 2J 2K 2T 3D 3H

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
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10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

- (1)** ☒ **R** (Retirement Plan Information)
- (2)** ☐ **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
- (3)** ☐ **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

- (1)** ☒ **H** (Financial Information)
- (2)** ☐ **I** (Financial Information – Small Plan)
- (3)** ☐ **A** (Insurance Information)
- (4)** ☒ **C** (Service Provider Information)
- (5)** ☒ **D** (DFE/Participating Plan Information)
- (6)** ☐ **G** (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 2019 Form M-1 annual report. If the plan was not required to file the 2019 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 _____

<div>SCHEDULE C</div> <div>(Form 5500)</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div> <div>Pension Benefit Guaranty Corporation</div>	<div>Service Provider Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div>	OMB No. 1210-0110
		2019
		This Form is Open to Public Inspection.

For calendar plan year 2019 or fiscal plan year beginning 01/01/2019 and ending 12/31/2019	
A Name of plan CAPGEMINI SAFE HARBOR 401(K) PLAN	B Three-digit plan number (PN) ▶ 005
C Plan sponsor's name as shown on line 2a of Form 5500 CAPGEMINI AMERICA, INC.	D Employer Identification Number (EIN) 22-2575929

Part I	Service Provider Information (see instructions)
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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) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL
04-2647786

(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) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) 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) Did the service provider give you a formula instead of an amount or estimated amount?
37 60 64 65	RECORDKEEPER	25867	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

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

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

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

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)

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

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

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

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

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

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 (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 43-1581814	0.40%

(a) Enter service provider name as it appears on line 2	(b) Service Codes (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 52-2269240	0.15%

(a) Enter service provider name as it appears on line 2	(b) Service Codes (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.
VICTORY S SM CO OP I - FIS INVESTO 4249 EASTON WAY SUITE 400 COLUMBUS, OH 43219	0.10%

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
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(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)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

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
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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
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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

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information 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). ► File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 2019 This Form is Open to Public Inspection
For calendar plan year 2019 or fiscal plan year beginning 01/01/2019 and ending 12/31/2019		
A Name of plan CAPGEMINI SAFE HARBOR 401(K) PLAN	B Three-digit plan number (PN) ►	005
C Plan sponsor's name as shown on line 2a of Form 5500 CAPGEMINI AMERICA, INC.	D Employer Identification Number (EIN) 22-2575929	

Part I Asset and Liability Statement			
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
a Total noninterest-bearing cash	1a	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)	0	17408534
(2) Participant contributions.....	1b(2)	0	0
(3) Other.....	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)	0	0
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other.....	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common.....	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property).....	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans.....	1c(8)	1812240	13741804
(9) Value of interest in common/collective trusts	1c(9)	5297238	112752609
(10) Value of interest in pooled separate accounts	1c(10)	0	0
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities.....	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	89898195	1357362827
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other.....	1c(15)	0	0

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	97007673	1501265774

Liabilities

g Benefit claims payable	1g	0	0
h Operating payables	1h	30000	82000
i Acquisition indebtedness	1i	0	0
j Other liabilities	1j	0	0
k Total liabilities (add all amounts in lines 1g through 1j)	1k	30000	82000

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	96977673	1501183774
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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
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	30829045	
(B) Participants	2a(1)(B)	41360348	
(C) Others (including rollovers)	2a(1)(C)	11721059	
(2) Noncash contributions	2a(2)	0	83910452
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	0	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	137488	
(F) Other	2b(1)(F)	1086	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		138574
(2) Dividends: (A) Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	5411688	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		5411688
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	0	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	0	
(B) Other	2b(5)(B)	0	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		25587356
(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)		0
c Other income	2c		0
d Total income. Add all income amounts in column (b) and enter total	2d		115048070

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	15663274	
(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)		15663274
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions)	2g		59926
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)	0	
(4) Other	2i(4)	108951	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		108951
j Total expenses. Add all expense amounts in column (b) and enter total	2j		15832151

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		99215919
l Transfers of assets:			
(1) To this plan	2l(1)		1304990182
(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) ☐ Unmodified (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: EISNERAMPERLLP

(2) EIN: 13-1639826

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
c 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.)			
4c		X	
d 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.).....			
4d		X	
e Was this plan covered by a fidelity bond?	X		25000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
4f		X	
g 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?.....			
4g		X	
h 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?.....			
4h		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
4i	X		
j 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.)			
4j		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?			
4k		X	
l Has the plan failed to provide any benefit when due under the plan?.....			
4l		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)			
4m		X	
n 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.			
4n		X	

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

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.)

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information 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). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2019 This Form is Open to Public Inspection.
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For calendar plan year 2019 or fiscal plan year beginning 01/01/2019 and ending 12/31/2019

A Name of plan <u>CAPGEMINI SAFE HARBOR 401(K) PLAN</u>	B Three-digit plan number (PN) ▶ <u>005</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>CAPGEMINI AMERICA, INC.</u>	D Employer Identification Number (EIN) <u>22-2575929</u>

Part I	Distributions
---------------	----------------------

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions	1	
2 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): EIN(s): <u>04-6568107</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year	3	

Part II	Funding Information (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.)
----------------	---

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 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 _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c 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)	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 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?	☐ Yes	☐ No	☐ N/A

Part III	Amendments
-----------------	-------------------

9 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	☐ Increase	☐ Decrease	☐ Both	☐ No
---	-----------------------------------	-----------------------------------	-------------------------------	-----------------------------

Part IV	ESOPs (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.
----------------	---

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
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.)	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

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

Schedule R (Form 5500) 2019
v. 190130

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): _____

14	Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:		
	a The current year	14a	
	b The plan year immediately preceding the current plan year	14b	
	c The second preceding plan year	14c	
15	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:		
	a The corresponding number for the plan year immediately preceding the current plan year	15a	
	b The corresponding number for the second preceding plan year	15b	
16	Information with respect to any employers who withdrew from the plan during the preceding plan year:		
	a Enter the number of employers who withdrew during the preceding plan year	16a	
	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	16b	
17	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. ☐		

Part VI	Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans
----------------	---

18	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
19	<p>If the total number of participants is 1,000 or more, complete lines (a) through (c)</p> <p>a Enter the percentage of plan assets held as: Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%</p> <p>b Provide the average duration of the combined investment-grade and high-yield debt: ☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more</p> <p>c What duration measure was used to calculate line 19(b)? ☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____</p>
20	<p>PBGC missed contribution reporting requirements. If this is a multiemployer plan or a single-employer plan that is not covered by PBGC, skip line 20.</p> <p>a Is the amount of unpaid minimum required contributions for all years from Schedule SB (Form 5500) line 40 greater than zero? ☐ Yes ☐ No</p> <p>b If line 20a is "Yes," has PBGC been notified as required by ERISA sections 4043(c)(5) and/or 303(k)(4)? Check the applicable box: ☐ Yes. ☐ No. Reporting was waived under 29 CFR 4043.25(c)(2) because contributions equal to or exceeding the unpaid minimum required contribution were made by the 30th day after the due date. ☐ No. The 30-day period referenced in 29 CFR 4043.25(c)(2) has not yet ended, and the sponsor intends to make a contribution equal to or exceeding the unpaid minimum required contribution by the 30th day after the due date. ☐ No. Other. Provide explanation _____</p>

EISNERAMPER

**CAPGEMINI SAFE HARBOR
401(k) PLAN**

FINANCIAL STATEMENTS

**DECEMBER 31, 2019 and 2018
(with supplemental information)**



CAPGEMINI SAFE HARBOR 401(k) PLAN

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INDEPENDENT AUDITORS' REPORT

To the Plan Administrator, Participants and Beneficiaries
of the Capgemini Safe Harbor 401(k) Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Capgemini Safe Harbor 401(k) Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2019 and 2018, and the related statement of changes in net assets available for benefits for the year ended December 31, 2019, 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 the 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 U.S. Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 ("ERISA"), the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information discussed in Note C, 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 executes investment transactions. The Plan administrator has obtained a certification from the trustee as of December 31, 2019 and 2018, and for the year ended December 31, 2019, 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 of assets (held at end of year) as of December 31, 2019, which is the responsibility of Plan management, is presented for the purpose of additional analysis and is not a required part of the financial statements, but is required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, it is inappropriate to, and we do not, express an opinion on the supplemental schedule referred to above.

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 DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

EisnerAmper LLP

EISNERAMPER LLP
Iselin, New Jersey
October 15, 2020

EISNERAMPER
LLP



CAPGEMINI SAFE HARBOR 401(k) PLAN

Statements of Net Assets Available for Benefits

	December 31,	
	2019	2018
ASSETS		
Investments, at fair value	\$ 1,470,115,436	\$ 95,195,433
Employer receivable	17,408,534	-
Notes receivable from participants	14,510,527	1,869,162
Total assets	1,502,034,497	97,064,595
LIABILITIES		
Accrued expenses	82,000	30,000
Net assets available for benefits	\$ 1,501,952,497	\$ 97,034,595

CAPGEMINI SAFE HARBOR 401(k) PLAN

Statement of Changes in Net Assets Available for Benefits Year Ended December 31, 2019

Additions:

Investment income:

Net realized/unrealized appreciation in value of investments	\$ 25,588,442
Dividends	<u>5,411,688</u>

31,000,130

Interest income on notes receivable from participants	<u>137,488</u>
---	----------------

Contributions:

Participant	41,360,348
Employer	30,829,045
Rollovers	<u>11,721,059</u>

83,910,452

Total additions	<u>115,048,070</u>
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Deductions:

Benefits paid to participants	15,011,399
Administrative expenses	<u>108,951</u>

Total deductions	<u>15,120,350</u>
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Net increase prior to transfers	99,927,720
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Transfer from Lyons	10,790,184
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Transfer from related plan	<u>1,294,199,998</u>
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Net increase	1,404,917,902
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Net assets available for benefits – beginning of year	<u>97,034,595</u>
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Net assets available for benefits – end of year	<u><u>\$ 1,501,952,497</u></u>
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CAPGEMINI SAFE HARBOR 401(k) PLAN

Notes to Financial Statements December 31, 2019

NOTE A - DESCRIPTION OF THE PLAN

The following description of the Capgemini Safe Harbor 401(k) Plan (the "Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

[1] General:

The Plan is a defined contribution plan, covering all full-time employees of Capgemini America, Inc. (the "Company") who are age 21 or older that are not already participating in the Capgemini 401(k) Profit Sharing Plan or Capgemini Financial Services USA, Inc. 401(k) Retirement Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). The trustee of the Plan is Fidelity Management Trust Company ("Fidelity") and the recordkeeper is Fidelity Investments Institutional Operations Company, Inc.

On July 1, 2015, the Company acquired iGate Corporation. On July 1, 2017, the iGate 401(k) Savings Plan was merged into the Capgemini Safe Harbor 401(k) Plan.

In February 2018, the Company acquired Liquidhub. Effective October 1, 2018, employees of Liquidhub were eligible to participate in the Plan and rollover their individual account balances into the Capgemini Safe Harbor 401(k) Plan.

Effective December 31, 2019, the Capgemini 401(k) Profit Sharing Plan ("the "Profit Sharing Plan") merged into the Plan, with the Plan surviving, and as a result, all assets, investments and accrued liabilities from the Profit Sharing Plan were transferred into the Safe Harbor Plan as of December 31, 2019. Additionally, pursuant to a restated and amended plan document of the Profit Sharing Plan effective December 31, 2019, no profit sharing contributions shall be made under the Profit Sharing Plan or the surviving plan (the Safe Harbor Plan) for any period on or after January 1, 2020.

[2] Contributions:

Participants may contribute up to 90% of pre-tax annual compensation or \$19,000, as defined by the Plan. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. In no event may participant's pre-tax contributions exceed any statutory limitations. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans.

The Company matches 100% of the first 3% of the participant's eligible compensation, and 50% of the next 2% of eligible compensation, contributed to the Plan as deferral contributions, as defined in the Plan. To be eligible for Company matching contributions, a participant must have completed one year of service with 1,000 hours in the given Plan year. Participants direct the investment of participant and employer contributions into various investment options offered by the Plan. The Company made a profit sharing contribution of \$17,408,534 for the 2019 plan year during 2020 on behalf of the participants that merged in from the Profit Sharing Plan, which is reflected as an employer receivable in the Statement of Net Assets Available for Benefits.

[3] 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 may be charged with an allocation of administrative expenses paid by the Plan. Allocations are based on participant earnings, or account balances, or specific participant transactions, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

CAPGEMINI SAFE HARBOR 401(k) PLAN

Notes to Financial Statements December 31, 2019

NOTE A - DESCRIPTION OF THE PLAN (CONTINUED)

[4] Vesting:

Participants are immediately vested in their voluntary contribution account, plus actual earnings thereon. Vesting in the Company's matching and discretionary contribution portion of their accounts, plus actual earnings thereon, is as follows:

<u>Years of Service</u>	<u>Vesting</u>
0 - 1 year	0%
1 or more	100%

Employees who are members of certain classes, specified below, receive a different vesting schedule for the below-specified contribution:

Plan participants with prior profit sharing accounts attributable to assets transferred January 1, 2017 from the IGATE the IGATE 401(k) Savings Plan the vesting schedule is as follows:

<u>Years of Service</u>	<u>Vesting</u>
Less than 1 year	0%
1 year	20%
2 years	40%
3 years	60%
4 years	80%
5 years	100%

Pre-2010 contributions for former Participants in the Taratec Development Corporation 401(k) Plan transferred January 1, 2017 from the IGATE 401(k) Savings Plan the vesting schedule is as follows:

<u>Years of Service</u>	<u>Vesting</u>
Less than 2 years	0%
2 years	20%
3 years	50%
4 years	100%

Prior company contributions for participant accounts transferred from the CHCS Services, Inc. Retirement Plan, accounts attributable to former participants in the iGate Corporations 401(k) Plan & Trust, plan participants with prior employer contribution accounts attributable to Safe Harbor Matching Employer Contributions, and plan participants with prior company contribution accounts attributable to discretionary matching employer contributions, subsequently transferred 01/01/2017 from the IGATE 401(k) Savings Plan, the vesting schedule is as follows:

<u>Years of Service</u>	<u>Vesting</u>
Less than 1 year	100%

CAPGEMINI SAFE HARBOR 401(k) PLAN

Notes to Financial Statements December 31, 2019

NOTE A - DESCRIPTION OF THE PLAN (CONTINUED)

[5] Notes receivable from participants:

Notes receivable from participants are measured at their unpaid principal balance, plus any accrued but unpaid interest. Participants may borrow from their fund accounts a minimum of \$1,000, up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. Loan terms range from one to five years; however, terms may exceed five years for the purchase of a primary residence. The loans are secured by the balance in the participant's account and bear interest at a rate commensurate with local prevailing rates as determined by the Plan administrator. Interest rates on outstanding loan balances range from 3.25% to 9.25%. Principal and interest are paid ratably through payroll deductions. Delinquent notes receivable from participants are reclassified as distributions based upon the terms of the Plan document.

[6] Payment of benefits:

On termination of service due to death, disability, or retirement, a participant may elect to receive either a lump-sum amount equal to the value of the participant's vested interest in his or her account, or annual installments over a period of time. 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.

[7] Forfeitures:

Forfeited nonvested accounts are used to reduce future Company contributions and pay Plan expenses. During the year ended December 31, 2019, there were no forfeitures used to reduce employer contributions and pay Plan expenses. Forfeited nonvested accounts available at December 31, 2019 and 2018 were approximately \$907,000 and \$12,000, respectively. The forfeitures available at December 31, 2019 include approximately \$812,000 that were included in the plan transfer from the Profit Sharing Plan on December 31, 2019.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

[1] Basis of accounting:

The financial statements have been prepared on the accrual method of accounting.

[2] Subsequent events:

The Plan has evaluated subsequent events through October 15, 2020, the date the financial statements were available to be issued.

[3] Investment valuation and income recognition:

The Plan's investments are reported at fair value. 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. See Note D for discussion of fair value measurements. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation in value of investments includes the Plan's gains and losses on investments bought and sold, as well as held during the year.

[4] Payment of benefits:

Benefits are recorded when paid.

CAPGEMINI SAFE HARBOR 401(k) PLAN

Notes to Financial Statements December 31, 2019

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

[5] Plan expenses:

Administrative expenses, to the extent directly related to the Plan, are charged to the Plan. These expenses include investment management, investment consulting, recordkeeping, trustee fees, loan fees, audit fees and other miscellaneous administrative expenses. All other expenses are paid by the Company, except for fees related to notes receivable from participants.

[6] Use of estimates:

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

NOTE C - INVESTMENT CERTIFICATION

The Plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the U.S. Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, Fidelity Management Trust Company, the trustee of the Plan, has certified to the completeness and accuracy of all investments and related investment activity and notes receivable from participants and related activity in the accompanying statements of net assets available for benefits as of December 31, 2019 and 2018, the statement of changes in net assets available for benefits for the year ended December 31, 2019, and the accompanying supplemental schedule of assets (held at end of year) as of December 31, 2019.

NOTE D - FAIR VALUE MEASUREMENTS

The Financial Accounting Standards Board's ("FASB") Accounting Standards Codification ("ASC") 820, *Fair Value Measurements and Disclosures*, provides the framework for measuring fair value. The framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements), and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described as follows:

Level 1 – Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 – Inputs to the valuation methodology include: (1) quoted prices for similar assets or liabilities in active markets; (2) quoted prices for identical or similar assets or liabilities in inactive markets; (3) inputs other than quoted prices that are observable for the asset or liability; or (4) inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 – Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset's or liability'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. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for investment assets measured at fair value. There have been no changes in the methodologies used at December 31, 2019 and 2018.

CAPGEMINI SAFE HARBOR 401(k) PLAN

Notes to Financial Statements December 31, 2019

NOTE D - FAIR VALUE MEASUREMENTS (CONTINUED)

Mutual funds – Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-ended mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value ("NAV") and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

Collective trust fund – Valued at the NAV of units of a bank collective trust. The NAV, as provided by the trustee, 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 liabilities. This practical expedient is not used when it is determined to be probable that the Plan will sell the investment for an amount different than the reported NAV. Participant transactions (purchases and sales) may occur daily. Were the Plan to initiate a full redemption of the collective trust, the investment advisor reserves the right to temporarily delay withdrawal from the trust in order to ensure that securities liquidations will be carried out in an orderly business manner.

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.

The following tables set forth, by level, within the fair value hierarchy, the Plan's investment assets at fair value as of December 31, 2019 and 2018:

Investment Assets at Fair Value as of December 31, 2019

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds	<u>\$ 1,357,362,827</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 1,357,362,827</u>
Total investment assets in the fair value hierarchy	<u>\$ 1,357,362,827</u>	<u>\$ -</u>	<u>\$ -</u>	<u>1,357,362,827</u>
Investments measured at net asset value (A)				<u>112,752,609</u>
Investments at fair value				<u>\$ 1,470,115,436</u>

(A) Certain investments that are measured at fair value using the net asset value per share (or its equivalent) practical expedient have not been classified in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the amounts presented in the statement of net assets available for benefits.

CAPGEMINI SAFE HARBOR 401(k) PLAN

Notes to Financial Statements December 31, 2019

NOTE D - FAIR VALUE MEASUREMENTS (CONTINUED)

Investment Assets at Fair Value as of December 31, 2018

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds	\$ 89,898,195	\$ -	\$ -	\$ 89,898,195
Total investment assets in the fair value hierarchy	<u>\$ 89,898,195</u>	<u>\$ -</u>	<u>\$ -</u>	89,898,195
Investments measured at net asset value (A)				<u>5,297,238</u>
Investments at fair value				<u>\$ 95,195,433</u>

(A) Certain investments that are measured at fair value using the net asset value per share (or its equivalent) practical expedient have not been classified in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the amounts presented in the statement of net assets available for benefits.

Changes in Fair Value Levels

The availability of observable market data is monitored to assess the appropriate classification of financial instruments within the fair value hierarchy. Changes in economic conditions or model-based valuation techniques may require the transfer of financial instruments from one fair value level to another. In such instances, the transfer is reported at the beginning of the reporting period.

The following table summarizes investments for which fair value is measured using the net asset value per share practical expedient as of December 31, 2019 and 2018, respectively:

	<u>December 31, 2019</u>			
	<u>Fair Value</u>	<u>Unfunded Commitments</u>	<u>Redemption Frequency (if currently eligible)</u>	<u>Plan Level Redemption Notice Period</u>
Common/Collective trust (a)	\$112,752,609	-	Daily	12 Months
	<u>December 31, 2018</u>			
	<u>Fair Value</u>	<u>Unfunded Commitments</u>	<u>Redemption Frequency (if currently eligible)</u>	<u>Plan Level Redemption Notice Period</u>
Common/Collective trust (a)	\$5,297,238	-	Daily	12 Months

CAPGEMINI SAFE HARBOR 401(k) PLAN

Notes to Financial Statements December 31, 2019

NOTE D - FAIR VALUE MEASUREMENTS (CONTINUED)

- (a) The Plan holds an investment in the Fidelity Managed Income Portfolio II Fund ("MIP II Fund") (Class 3), a common/collective trust. The MIP II Fund is a commingled pool managed by the trustee. The MIP II Fund's investment objective is to seek preservation of capital while providing a competitive level of income over time and to maintain a stable net asset value of \$1.00 per unit. The MIP II Fund primarily invests in fixed income securities, including U.S. Treasury and agency bonds, corporate bonds, mortgage-backed securities, commercial mortgage-backed securities, and asset-backed securities, as well as bond funds and money market funds. The MIP II Fund may invest in derivative instruments, including futures contracts and swap agreements. Additionally, the MIP II Fund enters into wrap contracts with third-party issuers, such as financial institutions or insurance companies, normally rated in the top three long-term rating categories (A- or the equivalent and above). The wrap contracts are designed to allow the portfolio to maintain a constant net asset value and to protect the portfolio in extreme circumstances.

Participant-directed withdrawals of MIP II Fund units may be made on any business day. Participant-directed exchanges to another investment option may be made on any business day, as long as the exchange is not directed into a competing fund (money market funds or certain other types of fixed income funds).

Transferred amounts must be held in a non-competing investment option for 90 days before subsequent transfers to a competing fund may occur. Withdrawals directed by a plan sponsor must be preceded by 12 months' written notice to the MIP II Fund Trustee. The MIP II Fund Trustee may in its discretion complete any such plan-level withdrawals before the expiration of such 12-month period. Additionally, the MIP II Fund Trustee may defer completing a withdrawal directed by a participant or plan sponsor where doing so might adversely affect the MIP II Fund portfolio. The MIP II Fund Trustee shall make the payments available as quickly as cash flows and prudent portfolio management permits.

NOTE E - TAX STATUS

The Plan has adopted a Volume Submitter Profit Sharing Plan sponsored by Capgemini America, Inc. On March 31, 2014, the Internal Revenue Service ("IRS") stated in an advisory letter that the Volume Submitter adopted by the Plan, as then designed, was in compliance with applicable requirements of the Internal Revenue Code ("IRC") and therefore, the related trust is exempt from taxation. The Plan has been amended since receiving the letter. However, the Plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, the Plan administrator believes that the Plan is qualified and the related trust is tax-exempt.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by a government authority. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2019, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine examinations by taxing jurisdictions; however, there are currently no examinations for any tax periods in progress.

NOTE F - RELATED PARTY AND PARTY-IN-INTEREST TRANSACTIONS

Certain investments are shares of mutual funds and a common collective trust managed by Fidelity. Fidelity is the Plan's trustee and recordkeeper; therefore, transactions related to these investments and record keeping fees qualify as party-in-interest transactions. Fees paid by the Plan were approximately \$27,000 for the year ended December 31, 2019. Additionally, the remaining balance in the revenue credit account of the Profit Sharing Plan of approximately \$472,000 was included in the Plan transfer on December 31, 2019.

CAPGEMINI SAFE HARBOR 401(k) PLAN

Notes to Financial Statements December 31, 2019

NOTE G - RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities 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 the participants' account balances and the amounts reported in the statements of net assets available for benefits.

Volatility in the financial markets may significantly impact the subsequent valuation of the Plan's investments. Accordingly, the valuation of investments at December 31, 2019 may not necessarily be indicative of amounts that could be realized in a current market exchange.

The extent of the impact of the coronavirus ("COVID-19") outbreak on the financial performance of the Plan's investments will depend on future developments, including the duration and spread of the outbreak and related advisories and restrictions and the impact of COVID-19 on the financial markets and the overall economy, all of which are highly uncertain and cannot be predicted. If the financial markets and/or the overall economy are impacted for an extended period, the Plan's investment results may be materially adversely affected.

COVID-19 poses risks to the Company as well, given that such public health epidemics, if sustained, could impact Company employees, customers, supply chain and services in affected regions. Additionally, a prolonged widespread epidemic could adversely impact global economies and financial markets resulting in an economic downturn that may impact demand for the Company's products. Such impacts could adversely affect Company profitability, cash flows, financial results, and the ability to make required Plan contributions. At this point, the extent to which the coronavirus may impact the Company's financial results is uncertain.

NOTE H - MUTUAL FUND FEES

Certain investments in mutual funds are subject to sales charges in the form of front-end loads, back-end loads or 12b-1 fees. 12b-1 fees are ongoing fees allowable under Section 12b-1 of the Investment Company Act of 1940. These annual fees are used to pay for marketing and distribution costs of the funds. These fees are deducted prior to the allocation of the Plan's investment earnings activity, and thus not separately identifiable as an expense.

NOTE I - PLAN TERMINATION

Although it has not expressed any intent 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 Company contributions.

NOTE J - SUBSEQUENT EVENTS

Subsequent events have been evaluated through October 15, 2020, the date the financial statements were available to be issued.

The Coronavirus Aid, Relief, and Economic Security ("CARES") Act was signed into law on March 27, 2020 and provided optional distribution and loan provisions as well as suspension of required minimum distributions ("RMDs") for anyone required to receive an RMD in 2020. The Plan Sponsor has implemented the following provisions of the CARES Act and the Plan will be formally amended prior to December 31, 2022, as required by the Act.

Participants, who meet specific conditions, are eligible to take a COVID-19 related distribution up to \$100,000 without a 10% early withdrawal penalty. Eligible distributions can be taken from January 1, 2020 through December 31, 2020, and may be repaid within three years. The repayments will be treated as tax-free rollovers into the participant's account.

CAPGEMINI SAFE HARBOR 401(k) PLAN

Notes to Financial Statements December 31, 2019

NOTE J - SUBSEQUENT EVENTS (CONTINUED)

Participants, who meet specific conditions, are eligible to take a COVID-19 related loan up to \$100,000 (an increase from \$50,000 previously allowed) for the period March 27, 2020 to September 22, 2020. Loan repayments due between March 27, 2020 and December 31, 2020 may be suspended until January 1, 2021 for eligible participants, with the repayment amount re-amortized and the due date of the loan extended for up to 1 year.

The Plan Sponsor elected to suspend paying RMDs to participants and beneficiaries that would otherwise be required to receive an RMD in 2020. However, participants and beneficiaries have a choice between receiving and not receiving the RMD for 2020. In addition, individuals that received an RMD prior to the enactment of the Act have until August 31, 2020 to rollover the RMD to an eligible retirement plan.

NOTE K - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements as of December 31, 2019 to Form 5500:

	<u>2019</u>	<u>2018</u>
Net assets available for benefits per the financial statements	\$ 1,501,952,497	\$ 97,034,595
Less: adjustment for loans reported as deemed distributions	<u>(768,723)</u>	<u>(56,922)</u>
Net assets available for benefits per the Form 5500	<u>\$ 1,501,183,774</u>	<u>\$ 96,977,673</u>

The following is a reconciliation of the increase in assets per the financial statements to the net income per Form 5500 for the year ended December 31, 2019:

	<u>2019</u>
Total increase in assets per the financial statements	\$ 1,404,917,902
Add: 2018 adjustment for loan activity as deemed distributions	56,922
Less: 2019 adjustment for loan activity as deemed distributions	<u>(768,723)</u>
Increase in assets per the Form 5500	<u>\$ 1,404,206,101</u>

CAPGEMINI SAFE HARBOR 401(k) PLAN

Employer Identification No. 22-2575929, Plan No. 5
Schedule H of Form 5500
Schedule of Assets (Held at End of Year)
December 31, 2019

(a)	(b)	(c)	(e)
	Identity of Issuer, Borrower, Lessor or Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Collateral Par or Maturity Value	Current Value
*	Fidelity Managed Income Portfolio II	Common/collective Trust	<u>\$112,752,609</u>
	PIMCO Total Return	Mutual fund	55,519,800
	Baron Growth	Mutual fund	61,625,011
	T. Rowe Price Equity Income	Mutual fund	27,796,061
	Vanguard Morgan Growth Admiral	Mutual fund	67,457,475
	Vanguard Total Bond Market Inst.	Mutual fund	26,494,272
	Vanguard Target Retirement 2015	Mutual fund	6,687,680
	Vanguard Target Retirement 2020	Mutual fund	30,862,485
	Vanguard Target Retirement 2025	Mutual fund	53,833,948
	Vanguard Target Retirement 2030	Mutual fund	55,329,889
	Vanguard Target Retirement 2035	Mutual fund	67,283,077
	Vanguard Target Retirement 2040	Mutual fund	80,703,290
	Vanguard Target Retirement 2045	Mutual fund	76,786,692
	Vanguard Target Retirement 2050	Mutual fund	57,464,534
	Vanguard Target Retirement 2055	Mutual fund	15,823,807
	Vanguard Target Retirement 2060	Mutual fund	7,161,687
	Vanguard Target Retirement 2065	Mutual fund	559,855
	Vanguard Target Institutional Target Retirement Income	Mutual fund	8,759,210
	Victory Sycamore Small Company Opp. Fund	Mutual fund	31,198,981
*	Fidelity Growth Company K	Mutual fund	206,728,627
*	Fidelity Balanced Fund K	Mutual fund	79,065,851
*	Fidelity Diversified International K	Mutual fund	27,345,680
*	Fidelity Low-Priced Stock Fund K	Mutual fund	58,682,295
*	Fidelity Spartan International Index	Mutual fund	13,263,503
*	Fidelity Spartan 500 Index Inv.	Mutual fund	181,409,670
*	Hartford International Opportunities HLS Fund IA	Mutual fund	31,408,382
	American Funds Capital World Growth & Income R6	Mutual fund	<u>28,111,065</u>
		Total investments in mutual funds	<u>1,357,362,827</u>
*	Notes receivable from participants Maturity dates range from 2020 to 2049	Interest at 3.25% to 9.25%	<u>13,741,804</u>
		Total	<u>\$1,483,857,240</u>
*	Party-in-interest, as defined by ERISA.		

EISNERAMPER

**CAPGEMINI SAFE HARBOR
401(k) PLAN**

FINANCIAL STATEMENTS

**DECEMBER 31, 2019 and 2018
(with supplemental information)**



CAPGEMINI SAFE HARBOR 401(k) PLAN

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INDEPENDENT AUDITORS' REPORT

To the Plan Administrator, Participants and Beneficiaries
of the Capgemini Safe Harbor 401(k) Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Capgemini Safe Harbor 401(k) Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2019 and 2018, and the related statement of changes in net assets available for benefits for the year ended December 31, 2019, 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 the 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 U.S. Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 ("ERISA"), the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information discussed in Note C, 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 executes investment transactions. The Plan administrator has obtained a certification from the trustee as of December 31, 2019 and 2018, and for the year ended December 31, 2019, 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 of assets (held at end of year) as of December 31, 2019, which is the responsibility of Plan management, is presented for the purpose of additional analysis and is not a required part of the financial statements, but is required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, it is inappropriate to, and we do not, express an opinion on the supplemental schedule referred to above.

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 DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

EisnerAmper LLP

EISNERAMPER LLP
Iselin, New Jersey
October 15, 2020

EISNERAMPER
LLP



CAPGEMINI SAFE HARBOR 401(k) PLAN

Statements of Net Assets Available for Benefits

	December 31,	
	2019	2018
ASSETS		
Investments, at fair value	\$ 1,470,115,436	\$ 95,195,433
Employer receivable	17,408,534	-
Notes receivable from participants	<u>14,510,527</u>	<u>1,869,162</u>
Total assets	<u>1,502,034,497</u>	<u>97,064,595</u>
LIABILITIES		
Accrued expenses	<u>82,000</u>	<u>30,000</u>
Net assets available for benefits	<u><u>\$ 1,501,952,497</u></u>	<u><u>\$ 97,034,595</u></u>

CAPGEMINI SAFE HARBOR 401(k) PLAN

Statement of Changes in Net Assets Available for Benefits Year Ended December 31, 2019

Additions:

Investment income:

Net realized/unrealized appreciation in value of investments	\$ 25,588,442
Dividends	<u>5,411,688</u>

31,000,130

Interest income on notes receivable from participants	<u>137,488</u>
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Contributions:

Participant	41,360,348
Employer	30,829,045
Rollovers	<u>11,721,059</u>

83,910,452

Total additions	<u>115,048,070</u>
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Deductions:

Benefits paid to participants	15,011,399
Administrative expenses	<u>108,951</u>

Total deductions	<u>15,120,350</u>
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Net increase prior to transfers	99,927,720
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Transfer from Lyons	10,790,184
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Transfer from related plan	<u>1,294,199,998</u>
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Net increase	1,404,917,902
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Net assets available for benefits – beginning of year	<u>97,034,595</u>
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Net assets available for benefits – end of year	<u><u>\$ 1,501,952,497</u></u>
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CAPGEMINI SAFE HARBOR 401(k) PLAN

Notes to Financial Statements December 31, 2019

NOTE A - DESCRIPTION OF THE PLAN

The following description of the Capgemini Safe Harbor 401(k) Plan (the "Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

[1] General:

The Plan is a defined contribution plan, covering all full-time employees of Capgemini America, Inc. (the "Company") who are age 21 or older that are not already participating in the Capgemini 401(k) Profit Sharing Plan or Capgemini Financial Services USA, Inc. 401(k) Retirement Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). The trustee of the Plan is Fidelity Management Trust Company ("Fidelity") and the recordkeeper is Fidelity Investments Institutional Operations Company, Inc.

On July 1, 2015, the Company acquired iGate Corporation. On July 1, 2017, the iGate 401(k) Savings Plan was merged into the Capgemini Safe Harbor 401(k) Plan.

In February 2018, the Company acquired Liquidhub. Effective October 1, 2018, employees of Liquidhub were eligible to participate in the Plan and rollover their individual account balances into the Capgemini Safe Harbor 401(k) Plan.

Effective December 31, 2019, the Capgemini 401(k) Profit Sharing Plan ("the "Profit Sharing Plan") merged into the Plan, with the Plan surviving, and as a result, all assets, investments and accrued liabilities from the Profit Sharing Plan were transferred into the Safe Harbor Plan as of December 31, 2019. Additionally, pursuant to a restated and amended plan document of the Profit Sharing Plan effective December 31, 2019, no profit sharing contributions shall be made under the Profit Sharing Plan or the surviving plan (the Safe Harbor Plan) for any period on or after January 1, 2020.

[2] Contributions:

Participants may contribute up to 90% of pre-tax annual compensation or \$19,000, as defined by the Plan. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. In no event may participant's pre-tax contributions exceed any statutory limitations. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans.

The Company matches 100% of the first 3% of the participant's eligible compensation, and 50% of the next 2% of eligible compensation, contributed to the Plan as deferral contributions, as defined in the Plan. To be eligible for Company matching contributions, a participant must have completed one year of service with 1,000 hours in the given Plan year. Participants direct the investment of participant and employer contributions into various investment options offered by the Plan. The Company made a profit sharing contribution of \$17,408,534 for the 2019 plan year during 2020 on behalf of the participants that merged in from the Profit Sharing Plan, which is reflected as an employer receivable in the Statement of Net Assets Available for Benefits.

[3] 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 may be charged with an allocation of administrative expenses paid by the Plan. Allocations are based on participant earnings, or account balances, or specific participant transactions, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

CAPGEMINI SAFE HARBOR 401(k) PLAN

Notes to Financial Statements December 31, 2019

NOTE A - DESCRIPTION OF THE PLAN (CONTINUED)

[4] Vesting:

Participants are immediately vested in their voluntary contribution account, plus actual earnings thereon. Vesting in the Company's matching and discretionary contribution portion of their accounts, plus actual earnings thereon, is as follows:

<u>Years of Service</u>	<u>Vesting</u>
0 - 1 year	0%
1 or more	100%

Employees who are members of certain classes, specified below, receive a different vesting schedule for the below-specified contribution:

Plan participants with prior profit sharing accounts attributable to assets transferred January 1, 2017 from the IGATE the IGATE 401(k) Savings Plan the vesting schedule is as follows:

<u>Years of Service</u>	<u>Vesting</u>
Less than 1 year	0%
1 year	20%
2 years	40%
3 years	60%
4 years	80%
5 years	100%

Pre-2010 contributions for former Participants in the Taratec Development Corporation 401(k) Plan transferred January 1, 2017 from the IGATE 401(k) Savings Plan the vesting schedule is as follows:

<u>Years of Service</u>	<u>Vesting</u>
Less than 2 years	0%
2 years	20%
3 years	50%
4 years	100%

Prior company contributions for participant accounts transferred from the CHCS Services, Inc. Retirement Plan, accounts attributable to former participants in the iGate Corporations 401(k) Plan & Trust, plan participants with prior employer contribution accounts attributable to Safe Harbor Matching Employer Contributions, and plan participants with prior company contribution accounts attributable to discretionary matching employer contributions, subsequently transferred 01/01/2017 from the IGATE 401(k) Savings Plan, the vesting schedule is as follows:

<u>Years of Service</u>	<u>Vesting</u>
Less than 1 year	100%

CAPGEMINI SAFE HARBOR 401(k) PLAN

Notes to Financial Statements December 31, 2019

NOTE A - DESCRIPTION OF THE PLAN (CONTINUED)

[5] Notes receivable from participants:

Notes receivable from participants are measured at their unpaid principal balance, plus any accrued but unpaid interest. Participants may borrow from their fund accounts a minimum of \$1,000, up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. Loan terms range from one to five years; however, terms may exceed five years for the purchase of a primary residence. The loans are secured by the balance in the participant's account and bear interest at a rate commensurate with local prevailing rates as determined by the Plan administrator. Interest rates on outstanding loan balances range from 3.25% to 9.25%. Principal and interest are paid ratably through payroll deductions. Delinquent notes receivable from participants are reclassified as distributions based upon the terms of the Plan document.

[6] Payment of benefits:

On termination of service due to death, disability, or retirement, a participant may elect to receive either a lump-sum amount equal to the value of the participant's vested interest in his or her account, or annual installments over a period of time. 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.

[7] Forfeitures:

Forfeited nonvested accounts are used to reduce future Company contributions and pay Plan expenses. During the year ended December 31, 2019, there were no forfeitures used to reduce employer contributions and pay Plan expenses. Forfeited nonvested accounts available at December 31, 2019 and 2018 were approximately \$907,000 and \$12,000, respectively. The forfeitures available at December 31, 2019 include approximately \$812,000 that were included in the plan transfer from the Profit Sharing Plan on December 31, 2019.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

[1] Basis of accounting:

The financial statements have been prepared on the accrual method of accounting.

[2] Subsequent events:

The Plan has evaluated subsequent events through October 15, 2020, the date the financial statements were available to be issued.

[3] Investment valuation and income recognition:

The Plan's investments are reported at fair value. 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. See Note D for discussion of fair value measurements. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation in value of investments includes the Plan's gains and losses on investments bought and sold, as well as held during the year.

[4] Payment of benefits:

Benefits are recorded when paid.

CAPGEMINI SAFE HARBOR 401(k) PLAN

Notes to Financial Statements December 31, 2019

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

[5] Plan expenses:

Administrative expenses, to the extent directly related to the Plan, are charged to the Plan. These expenses include investment management, investment consulting, recordkeeping, trustee fees, loan fees, audit fees and other miscellaneous administrative expenses. All other expenses are paid by the Company, except for fees related to notes receivable from participants.

[6] Use of estimates:

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

NOTE C - INVESTMENT CERTIFICATION

The Plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the U.S. Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, Fidelity Management Trust Company, the trustee of the Plan, has certified to the completeness and accuracy of all investments and related investment activity and notes receivable from participants and related activity in the accompanying statements of net assets available for benefits as of December 31, 2019 and 2018, the statement of changes in net assets available for benefits for the year ended December 31, 2019, and the accompanying supplemental schedule of assets (held at end of year) as of December 31, 2019.

NOTE D - FAIR VALUE MEASUREMENTS

The Financial Accounting Standards Board's ("FASB") Accounting Standards Codification ("ASC") 820, *Fair Value Measurements and Disclosures*, provides the framework for measuring fair value. The framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements), and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described as follows:

Level 1 – Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 – Inputs to the valuation methodology include: (1) quoted prices for similar assets or liabilities in active markets; (2) quoted prices for identical or similar assets or liabilities in inactive markets; (3) inputs other than quoted prices that are observable for the asset or liability; or (4) inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 – Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset's or liability'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. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for investment assets measured at fair value. There have been no changes in the methodologies used at December 31, 2019 and 2018.

CAPGEMINI SAFE HARBOR 401(k) PLAN

Notes to Financial Statements December 31, 2019

NOTE D - FAIR VALUE MEASUREMENTS (CONTINUED)

Mutual funds – Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-ended mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value ("NAV") and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

Collective trust fund – Valued at the NAV of units of a bank collective trust. The NAV, as provided by the trustee, 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 liabilities. This practical expedient is not used when it is determined to be probable that the Plan will sell the investment for an amount different than the reported NAV. Participant transactions (purchases and sales) may occur daily. Were the Plan to initiate a full redemption of the collective trust, the investment advisor reserves the right to temporarily delay withdrawal from the trust in order to ensure that securities liquidations will be carried out in an orderly business manner.

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.

The following tables set forth, by level, within the fair value hierarchy, the Plan's investment assets at fair value as of December 31, 2019 and 2018:

Investment Assets at Fair Value as of December 31, 2019

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds	<u>\$ 1,357,362,827</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 1,357,362,827</u>
Total investment assets in the fair value hierarchy	<u>\$ 1,357,362,827</u>	<u>\$ -</u>	<u>\$ -</u>	<u>1,357,362,827</u>
Investments measured at net asset value (A)				<u>112,752,609</u>
Investments at fair value				<u>\$ 1,470,115,436</u>

- (A) Certain investments that are measured at fair value using the net asset value per share (or its equivalent) practical expedient have not been classified in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the amounts presented in the statement of net assets available for benefits.

CAPGEMINI SAFE HARBOR 401(k) PLAN

Notes to Financial Statements December 31, 2019

NOTE D - FAIR VALUE MEASUREMENTS (CONTINUED)

Investment Assets at Fair Value as of December 31, 2018

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds	\$ 89,898,195	\$ -	\$ -	\$ 89,898,195
Total investment assets in the fair value hierarchy	<u>\$ 89,898,195</u>	<u>\$ -</u>	<u>\$ -</u>	89,898,195
Investments measured at net asset value (A)				<u>5,297,238</u>
Investments at fair value				<u>\$ 95,195,433</u>

(A) Certain investments that are measured at fair value using the net asset value per share (or its equivalent) practical expedient have not been classified in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the amounts presented in the statement of net assets available for benefits.

Changes in Fair Value Levels

The availability of observable market data is monitored to assess the appropriate classification of financial instruments within the fair value hierarchy. Changes in economic conditions or model-based valuation techniques may require the transfer of financial instruments from one fair value level to another. In such instances, the transfer is reported at the beginning of the reporting period.

The following table summarizes investments for which fair value is measured using the net asset value per share practical expedient as of December 31, 2019 and 2018, respectively:

	December 31, 2019			
	<u>Fair Value</u>	<u>Unfunded Commitments</u>	<u>Redemption Frequency (if currently eligible)</u>	<u>Plan Level Redemption Notice Period</u>
Common/Collective trust (a)	\$112,752,609	-	Daily	12 Months
	December 31, 2018			
	<u>Fair Value</u>	<u>Unfunded Commitments</u>	<u>Redemption Frequency (if currently eligible)</u>	<u>Plan Level Redemption Notice Period</u>
Common/Collective trust (a)	\$5,297,238	-	Daily	12 Months

CAPGEMINI SAFE HARBOR 401(k) PLAN

Notes to Financial Statements December 31, 2019

NOTE D - FAIR VALUE MEASUREMENTS (CONTINUED)

- (a) The Plan holds an investment in the Fidelity Managed Income Portfolio II Fund ("MIP II Fund") (Class 3), a common/collective trust. The MIP II Fund is a commingled pool managed by the trustee. The MIP II Fund's investment objective is to seek preservation of capital while providing a competitive level of income over time and to maintain a stable net asset value of \$1.00 per unit. The MIP II Fund primarily invests in fixed income securities, including U.S. Treasury and agency bonds, corporate bonds, mortgage-backed securities, commercial mortgage-backed securities, and asset-backed securities, as well as bond funds and money market funds. The MIP II Fund may invest in derivative instruments, including futures contracts and swap agreements. Additionally, the MIP II Fund enters into wrap contracts with third-party issuers, such as financial institutions or insurance companies, normally rated in the top three long-term rating categories (A- or the equivalent and above). The wrap contracts are designed to allow the portfolio to maintain a constant net asset value and to protect the portfolio in extreme circumstances.

Participant-directed withdrawals of MIP II Fund units may be made on any business day. Participant-directed exchanges to another investment option may be made on any business day, as long as the exchange is not directed into a competing fund (money market funds or certain other types of fixed income funds).

Transferred amounts must be held in a non-competing investment option for 90 days before subsequent transfers to a competing fund may occur. Withdrawals directed by a plan sponsor must be preceded by 12 months' written notice to the MIP II Fund Trustee. The MIP II Fund Trustee may in its discretion complete any such plan-level withdrawals before the expiration of such 12-month period. Additionally, the MIP II Fund Trustee may defer completing a withdrawal directed by a participant or plan sponsor where doing so might adversely affect the MIP II Fund portfolio. The MIP II Fund Trustee shall make the payments available as quickly as cash flows and prudent portfolio management permits.

NOTE E - TAX STATUS

The Plan has adopted a Volume Submitter Profit Sharing Plan sponsored by Capgemini America, Inc. On March 31, 2014, the Internal Revenue Service ("IRS") stated in an advisory letter that the Volume Submitter adopted by the Plan, as then designed, was in compliance with applicable requirements of the Internal Revenue Code ("IRC") and therefore, the related trust is exempt from taxation. The Plan has been amended since receiving the letter. However, the Plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, the Plan administrator believes that the Plan is qualified and the related trust is tax-exempt.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by a government authority. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2019, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine examinations by taxing jurisdictions; however, there are currently no examinations for any tax periods in progress.

NOTE F - RELATED PARTY AND PARTY-IN-INTEREST TRANSACTIONS

Certain investments are shares of mutual funds and a common collective trust managed by Fidelity. Fidelity is the Plan's trustee and recordkeeper; therefore, transactions related to these investments and record keeping fees qualify as party-in-interest transactions. Fees paid by the Plan were approximately \$27,000 for the year ended December 31, 2019. Additionally, the remaining balance in the revenue credit account of the Profit Sharing Plan of approximately \$472,000 was included in the Plan transfer on December 31, 2019.

CAPGEMINI SAFE HARBOR 401(k) PLAN

Notes to Financial Statements December 31, 2019

NOTE G - RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities 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 the participants' account balances and the amounts reported in the statements of net assets available for benefits.

Volatility in the financial markets may significantly impact the subsequent valuation of the Plan's investments. Accordingly, the valuation of investments at December 31, 2019 may not necessarily be indicative of amounts that could be realized in a current market exchange.

The extent of the impact of the coronavirus ("COVID-19") outbreak on the financial performance of the Plan's investments will depend on future developments, including the duration and spread of the outbreak and related advisories and restrictions and the impact of COVID-19 on the financial markets and the overall economy, all of which are highly uncertain and cannot be predicted. If the financial markets and/or the overall economy are impacted for an extended period, the Plan's investment results may be materially adversely affected.

COVID-19 poses risks to the Company as well, given that such public health epidemics, if sustained, could impact Company employees, customers, supply chain and services in affected regions. Additionally, a prolonged widespread epidemic could adversely impact global economies and financial markets resulting in an economic downturn that may impact demand for the Company's products. Such impacts could adversely affect Company profitability, cash flows, financial results, and the ability to make required Plan contributions. At this point, the extent to which the coronavirus may impact the Company's financial results is uncertain.

NOTE H - MUTUAL FUND FEES

Certain investments in mutual funds are subject to sales charges in the form of front-end loads, back-end loads or 12b-1 fees. 12b-1 fees are ongoing fees allowable under Section 12b-1 of the Investment Company Act of 1940. These annual fees are used to pay for marketing and distribution costs of the funds. These fees are deducted prior to the allocation of the Plan's investment earnings activity, and thus not separately identifiable as an expense.

NOTE I - PLAN TERMINATION

Although it has not expressed any intent 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 Company contributions.

NOTE J - SUBSEQUENT EVENTS

Subsequent events have been evaluated through October 15, 2020, the date the financial statements were available to be issued.

The Coronavirus Aid, Relief, and Economic Security ("CARES") Act was signed into law on March 27, 2020 and provided optional distribution and loan provisions as well as suspension of required minimum distributions ("RMDs") for anyone required to receive an RMD in 2020. The Plan Sponsor has implemented the following provisions of the CARES Act and the Plan will be formally amended prior to December 31, 2022, as required by the Act.

Participants, who meet specific conditions, are eligible to take a COVID-19 related distribution up to \$100,000 without a 10% early withdrawal penalty. Eligible distributions can be taken from January 1, 2020 through December 31, 2020, and may be repaid within three years. The repayments will be treated as tax-free rollovers into the participant's account.

CAPGEMINI SAFE HARBOR 401(k) PLAN

Notes to Financial Statements December 31, 2019

NOTE J - SUBSEQUENT EVENTS (CONTINUED)

Participants, who meet specific conditions, are eligible to take a COVID-19 related loan up to \$100,000 (an increase from \$50,000 previously allowed) for the period March 27, 2020 to September 22, 2020. Loan repayments due between March 27, 2020 and December 31, 2020 may be suspended until January 1, 2021 for eligible participants, with the repayment amount re-amortized and the due date of the loan extended for up to 1 year.

The Plan Sponsor elected to suspend paying RMDs to participants and beneficiaries that would otherwise be required to receive an RMD in 2020. However, participants and beneficiaries have a choice between receiving and not receiving the RMD for 2020. In addition, individuals that received an RMD prior to the enactment of the Act have until August 31, 2020 to rollover the RMD to an eligible retirement plan.

NOTE K - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements as of December 31, 2019 to Form 5500:

	<u>2019</u>	<u>2018</u>
Net assets available for benefits per the financial statements	\$ 1,501,952,497	\$ 97,034,595
Less: adjustment for loans reported as deemed distributions	<u>(768,723)</u>	<u>(56,922)</u>
Net assets available for benefits per the Form 5500	<u>\$ 1,501,183,774</u>	<u>\$ 96,977,673</u>

The following is a reconciliation of the increase in assets per the financial statements to the net income per Form 5500 for the year ended December 31, 2019:

	<u>2019</u>
Total increase in assets per the financial statements	\$ 1,404,917,902
Add: 2018 adjustment for loan activity as deemed distributions	56,922
Less: 2019 adjustment for loan activity as deemed distributions	<u>(768,723)</u>
Increase in assets per the Form 5500	<u>\$ 1,404,206,101</u>

CAPGEMINI SAFE HARBOR 401(k) PLAN

Employer Identification No. 22-2575929, Plan No. 5
Schedule H of Form 5500
Schedule of Assets (Held at End of Year)
December 31, 2019

(a)	(b)	(c)	(e)
	Identity of Issuer, Borrower, Lessor or Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Collateral Par or Maturity Value	Current Value
*	Fidelity Managed Income Portfolio II	Common/collective Trust	<u>\$112,752,609</u>
	PIMCO Total Return	Mutual fund	55,519,800
	Baron Growth	Mutual fund	61,625,011
	T. Rowe Price Equity Income	Mutual fund	27,796,061
	Vanguard Morgan Growth Admiral	Mutual fund	67,457,475
	Vanguard Total Bond Market Inst.	Mutual fund	26,494,272
	Vanguard Target Retirement 2015	Mutual fund	6,687,680
	Vanguard Target Retirement 2020	Mutual fund	30,862,485
	Vanguard Target Retirement 2025	Mutual fund	53,833,948
	Vanguard Target Retirement 2030	Mutual fund	55,329,889
	Vanguard Target Retirement 2035	Mutual fund	67,283,077
	Vanguard Target Retirement 2040	Mutual fund	80,703,290
	Vanguard Target Retirement 2045	Mutual fund	76,786,692
	Vanguard Target Retirement 2050	Mutual fund	57,464,534
	Vanguard Target Retirement 2055	Mutual fund	15,823,807
	Vanguard Target Retirement 2060	Mutual fund	7,161,687
	Vanguard Target Retirement 2065	Mutual fund	559,855
	Vanguard Target Institutional Target Retirement Income	Mutual fund	8,759,210
	Victory Sycamore Small Company Opp. Fund	Mutual fund	31,198,981
*	Fidelity Growth Company K	Mutual fund	206,728,627
*	Fidelity Balanced Fund K	Mutual fund	79,065,851
*	Fidelity Diversified International K	Mutual fund	27,345,680
*	Fidelity Low-Priced Stock Fund K	Mutual fund	58,682,295
*	Fidelity Spartan International Index	Mutual fund	13,263,503
*	Fidelity Spartan 500 Index Inv.	Mutual fund	181,409,670
*	Hartford International Opportunities HLS Fund IA	Mutual fund	31,408,382
	American Funds Capital World Growth & Income R6	Mutual fund	<u>28,111,065</u>
		Total investments in mutual funds	<u>1,357,362,827</u>
*	Notes receivable from participants Maturity dates range from 2020 to 2049	Interest at 3.25% to 9.25%	<u>13,741,804</u>
		Total	<u>\$1,483,857,240</u>
*	Party-in-interest, as defined by ERISA.		