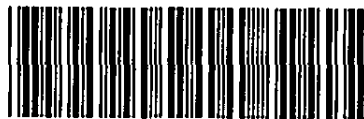


Registered number: 2444282

LOGICA ESIS (UK) LIMITED

**DIRECTORS' REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2012**

MONDAY



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LOGICA ESIS (UK) LIMITED

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LOGICA ESIS (UK) LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2012

The directors present their report and the financial statements for the year ended 31 December 2012

PRINCIPAL ACTIVITIES

During the current and prior year the company has been non trading and serves as a holding company with the group

The company is an indirect subsidiary of Logica Limited (formerly Logica plc), which was acquired in August 2012, by CGI Group Inc , a public company registered in Canada

DIRECTORS

The directors who served during the year and up to the date of signing the financial statements were as follows

William Floydd (resigned 31 July 2012)
Gavin Griggs (resigned 19 September 2012)
Jonathan Kay (appointed 31 July 2012 & resigned 31 August 2012)
R David Anderson (appointed 21 August 2012)
Timothy W Gregory (appointed 19 September 2012)
Faris M K Mohammed (appointed 19 September 2012)

POLITICAL AND CHARITABLE CONTRIBUTIONS

Total charitable and political donations in 2012 amounted to £nil (2011 £nil)

DIRECTORS' RESPONSIBILITIES STATEMENT

The directors are responsible for preparing the directors' report and the financial statements in accordance with applicable law and regulations

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgments and accounting estimates that are reasonable and prudent,
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements,
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities

LOGICA ESIS (UK) LIMITED

**DIRECTORS' REPORT
FOR THE YEAR ENDED 31 DECEMBER 2012**

DISCLOSURE OF INFORMATION TO AUDITORS

Each of the directors at the time when this directors' report is approved has confirmed that

- so far as that director is aware, there is no relevant audit information of which the company's auditors are unaware, and
- that director has taken all the steps that ought to have been taken as a director in order to be aware of any information needed by the company's auditors in connection with preparing their report and to establish that the company's auditors are aware of that information

INDEPENDENT AUDITORS

During the year ended 31 December 2012, PricewaterhouseCoopers LLP resigned as auditors of the company and were replaced by Ernst & Young LLP, who will be proposed for reappointment in accordance with section 485 of the Companies Act 2006

In preparing this report, the directors have taken advantage of the small companies exemptions provided by Part 15 of the Companies Act 2006

This report was approved by the board on 30 September 2013 and signed on its behalf



Faris M K Mohammed
Director

250 Brook Drive
Green Park
Reading
RG2 6UA

LOGICA ESIS (UK) LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF LOGICA ESIS (UK) LIMITED

We have audited the financial statements of Logica ESIS (UK) Limited for the year ended 31 December 2012, which comprise the profit and loss account, the balance sheet and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by the law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITORS

As explained more fully in the directors' responsibilities statement the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

SCOPE OF THE AUDIT OF THE FINANCIAL STATEMENTS

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the directors' report to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

OPINION ON FINANCIAL STATEMENTS

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 31 December 2012 and of its profit for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006.

OPINION ON OTHER MATTER PRESCRIBED BY THE COMPANIES ACT 2006

In our opinion the information given in the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements.

LOGICA ESIS (UK) LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF LOGICA ESIS (UK) LIMITED

MATTERS ON WHICH WE ARE REQUIRED TO REPORT BY EXCEPTION

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit
- the directors were not entitled to take advantage of the small companies' exemption in preparing the Directors' report

Ernst & Young LLP

N C Powell (Senior statutory auditor)
for and on behalf of
Ernst & Young LLP
Statutory Auditors
London

30 September 2013

LOGICA ESIS (UK) LIMITED

**PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31 DECEMBER 2012**

	Note	2012 £000	2011 £000
Interest receivable and similar income	4	<u>969</u>	<u>934</u>
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		969	934
Tax on profit on ordinary activities	5	<u>-</u>	<u>-</u>
PROFIT FOR THE FINANCIAL YEAR	8	<u>969</u>	<u>934</u>

All amounts relate to continuing operations

There were no recognised gains and losses for 2012 or 2011 other than those included in the profit and loss account

There are no material differences between the profit on ordinary activities before taxation and the retained profit for the financial year stated above and their historical cost equivalents

The notes on pages 7 to 10 form part of these financial statements

LOGICA ESIS (UK) LIMITED
REGISTERED NUMBER: 2444282

BALANCE SHEET
AS AT 31 DECEMBER 2012

	Note	2012 £000	2011 £000
CURRENT ASSETS			
Debtors	6	34,379	33,410
NET ASSETS		<u>34,379</u>	<u>33,410</u>
CAPITAL AND RESERVES			
Called up share capital	7	10,000	10,000
Profit and loss account	8	24,379	23,410
TOTAL SHAREHOLDERS' FUNDS	9	<u>34,379</u>	<u>33,410</u>

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 30 September 2013



Faris M K Mohammed
Director

The notes on pages 7 to 10 form part of these financial statements

LOGICA ESIS (UK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012

1. ACCOUNTING POLICIES

The principal accounting policies are set out below. They have all been applied consistently throughout the current year and preceding year.

1.1 Basis of preparation of financial statements

These financial statements are prepared on the going concern basis, under the historical cost convention, and in accordance with the Companies Act 2006 and applicable accounting standards in the United Kingdom. The company is a wholly owned indirect subsidiary of CGI Group Inc. and is included in the consolidated accounts of that company, which are publically available (see note 11). Consequently, the company has taken advantage of the exemption under FRS 1 'Cash Flow Statements' (Revised 1996) from preparing a cash flow statement.

1.2 Taxation

Corporation tax is provided on taxable profits at amounts expected to be paid, or recovered, under tax rates and laws that have been enacted or substantively enacted at the balance sheet date.

Deferred tax is recognised to take account of timing differences between the treatment of transactions for financial reporting purposes and their treatment for tax purposes. A deferred tax asset is only recognised when it is regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing difference can be deducted.

Deferred tax is measured at the tax rates that are expected to apply in periods in which the timing differences are expected to reverse, based on the tax rates that have been enacted or substantively enacted at the balance sheet date. Deferred tax is measured on a non-discounted basis.

2. STAFF COSTS

The company has no employees other than the directors, who did not receive any remuneration (2011 - £nil).

There were no employees during the year (2011: nil) other than directors. During the current year all directors' emoluments have been borne by other group companies within the CGI Group Inc. group, since these directors are either officers or directors of other group companies. The directors' services to the company do not occupy a significant amount of their time. As such the directors do not consider that they have received any remuneration for their incidental services to the company for either period. For the year ended 31 December 2012, no directors were remunerated by this company (2011: £nil).

3. OPERATING PROFIT

The cost of auditors' remuneration was borne by CGI IT UK Limited.

4. INTEREST RECEIVABLE AND SIMILAR INCOME

	2012 £000	2011 £000
Interest receivable from group companies	969	934

LOGICA ESIS (UK) LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2012**

5. TAX ON PROFIT ON ORDINARY ACTIVITIES

	2012 £000	2011 £000
UK corporation tax charge on profit for the year	-	-

Factors affecting tax charge for the year

The tax assessed for the year is lower than (2011 - lower than) the standard rate of corporation tax in the UK of 24.5% (2011 - 26.5%). The differences are explained below

	2012 £000	2011 £000
Profit on ordinary activities before tax	969	934
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 24.5% (2011 - 26.5%)	237	248
Effects of:		
Group tax relief - tax losses claimed for no consideration	(237)	(248)
Current tax charge for the year (see note above)	-	-

Factors that may affect future tax charges

During the year the main rate of corporation tax reduced from 26% to 24% with effect from 1 April 2012. A number of changes to the UK corporation tax system were announced in the March 2013 Budget Statement. The Finance Act 2012, which was enacted and received Royal Assent on 17 July 2012, reduced the main rate of corporation tax to 23% from 1 April 2013.

Legislation to reduce the main rate of corporation tax from 23% to 21% from 1 April 2014 and to 20% from 1 April 2015 was included in the Finance Act 2013 which was enacted July 2013. These rate reductions had not been substantively enacted at the balance sheet date and therefore, are not included in these financial statements.

6. DEBTORS

	2012 £000	2011 £000
Amounts owed by group undertakings	34,379	33,410

The amounts owed by group undertakings are unsecured, repayable on demand and bear interest at variable market rate based on LIBOR plus 2%.

LOGICA ESIS (UK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2012

7. CALLED UP SHARE CAPITAL

	2012 £000	2011 £000
Authorised, allotted, called up and fully paid 10,000,000 Ordinary shares of £1 each	10,000	10,000

8. RESERVES

	Profit and loss account £000
At 1 January 2012	23,410
Profit for the year	969
At 31 December 2012	24,379

9. RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS

	2012 £000	2011 £000
Opening shareholders' funds	33,410	32,476
Profit for the year	969	934
Closing shareholders' funds	34,379	33,410

10. RELATED PARTY TRANSACTIONS

As a wholly owned subsidiary undertaking of the ultimate parent undertaking, CGI Group Inc, the company has taken advantage of the exemption in Financial Reporting Standard 8 'Related Party Disclosures' from disclosing transactions with other members of the group headed by CGI Group Inc, whose accounts are publicly available (see note 11)

There were no other related party transactions during the current or prior years

LOGICA ESIS (UK) LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2012**

11 ULTIMATE PARENT UNDERTAKING AND CONTROLLING PARTY

The immediate parent undertaking is LogicaCMG International Holdings Limited, a company incorporated in the United Kingdom

The ultimate parent undertaking and controlling party is CGI Group Inc, which is also the parent undertaking of the smallest and largest group to consolidate these financial statements. CGI Group Inc is incorporated in Canada. Copies of the CGI Group Inc financial statements are publicly available from

The Company Secretary
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Montreal
Quebec
H3G 1T4