

Company No. 02444282

LOGICA ESIS (UK) LIMITED

TUESDAY



LD1 "L3AQX6A3"
24/06/2014 #10
COMPANIES HOUSE

**RESOLUTIONS IN WRITING
OF THE SOLE SHAREHOLDER OF THE COMPANY**

Circulation Date: 23 June 2014

The undersigned, being the sole shareholder of Logica ESIS (UK) Limited (the "Company") who, at the circulation date of these resolutions, would have been entitled to receive notice of, attend and vote at general meetings, hereby passes, pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the following written resolutions (the "Resolutions"), which have been proposed by the Directors of the Company and said resolutions shall for all purposes be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

WHEREAS:

1. It was noted that the business of the remainder of these resolutions was in connection with and in anticipation of the proposed voluntary strike-offs of various UK companies owned ultimately by CGI Group Inc. (the "UK Strike Off"), including the Company
2. In connection with the UK Strike Off, the Directors desire that the Company's share capital be reduced by £9,999,999 (leaving £1.00 remaining) in order to be transformed into realised profit which can then be distributed and returned to the sole shareholder of the Company Logica CMG International Holdings Ltd (the "Shareholder") by way of a special dividend (the "Reduction")
3. It was also noted that the Directors intended to commence the winding-up of the Company within 12 months.
4. The Directors of the Company have recommended the payment of a dividend (the "Dividend") in specie in the amount of being £35,026,999 being the profits of the Company available for distribution to the shareholder (taking into account the Reduction) to the Shareholder.
5. The step plan prepared by management and illustrates that the Company has distributable reserves for the payment of the Dividend has been reviewed by the Shareholder.
6. It was proposed that the Dividend would be paid in specie by the assignment of a loan receivable from CGI IT UK Limited held by the Company worth £35,026,999 (the "Receivable")
7. It is proposed that the Company and the Shareholder enter into a deed of assignment (the "Deed of Assignment" in connection with the assignment of the Receivable.
8. A draft of the Deed of Assignment has been reviewed by the sole member of the Company

IT IS RESOLVED THAT:

1. The Reduction be and is hereby approved and authorised.
2. The Dividend, as recommended by the Directors, is approved and that the Directors of the Company be authorised to make immediate payment of the Dividend.
3. The terms of, and the transactions contemplated by, the Deed of Assignment be and are hereby approved and that the Directors of the Company be authorised to approve and execute, in the name and on behalf of the Company, the Deed of Assignment and to take all such steps as they consider necessary or desirable to give effect to the Deed of Assignment and implement the terms of, and the transactions contemplated by, the Deed of Assignment.

[Signatures on the next page]

AGREEMENT

Please read the notes attached to this document before signifying your agreement to the Resolutions.

The undersigned, a person entitled to vote on the above Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions:

Signed

Dated: 23 June 2014


For and on behalf of
LogicaCMG International Holdings

NOTES

1. The members of the Company being entitled to vote on the Resolutions on the circulation date should sign and date above to signify its agreement to the Resolutions. Once the member's agreement has been signified, it may not be revoked.
2. The Resolutions must be passed by the members of the Company before the end of the period of 28 days beginning with the circulation date; otherwise they will lapse and be of no effect.