

Company No. 03290026

**CGI GROUP HOLDINGS EUROPE LIMITED**  
(the "Company")

**STATEMENT OF COMPLIANCE**

(in connection with a solvency statement under Section 643 of the Companies Act 2006 (the "Act") made for the purposes of Section 642 of the Act on 3 July 2017 (the "Solvency Statement"))

We, the Directors named below (being all the Directors of the Company as at the date of this statement), confirm:

1. that the Company made a copy of the Solvency Statement available to each of the eligible shareholders (members) as required; and
2. that the Directors did not make the solvency statement more than fifteen (15) days before the Company's shareholders (members) passed the resolution.

[Signature page follows]

DOCS 16800233

MONDAY



\*L69WEWAB\*

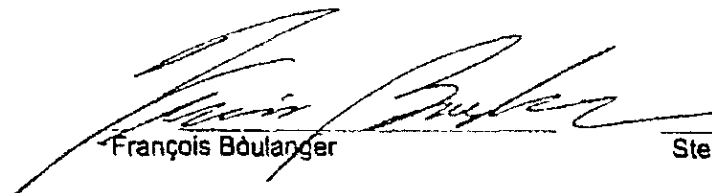
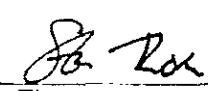
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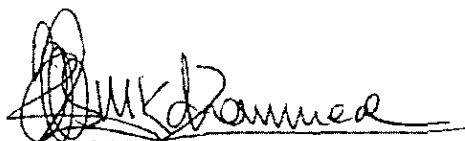
03/07/2017

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COMPANIES HOUSE

Signed by:

   
François Boulanger Stephen Thom

  
Faris M. K. Mohammed

Dated: 3 July 2017