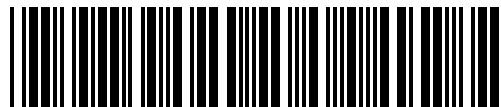


**Return of Allotment of Shares**Company Name: **CGI GROUP HOLDINGS EUROPE LIMITED**Company Number: **03290026**Received for filing in Electronic Format on the: **27/09/2021**

XADW3UQZ

Shares Allotted (including bonus shares)

Date or period during which shares are allotted	From	To
	24/09/2021	

Class of Shares:	I	Number allotted	1
	PREFERENCE	Nominal value of each share	1
	SHARE	Amount paid:	91642228
Currency:	GBP	Amount unpaid:	0

No shares allotted other than for cash

Statement of Capital (Share Capital)

Class of Shares:	ORDINARY	Number allotted	1003813475
Currency:	GBP	Aggregate nominal value:	10038134.75

Prescribed particulars

NON-REDEEMABLE ORDINARY SHARES WITH EACH SHARE CONFERRING ON EACH MEMBER THE ENTITLEMENT TO ONE VOTE ON A SHOW OF HANDS AND ONE VOTE PER SHARE ON A POLL.EACH ORDINARY SHARE IS ENTITLED PARI PASSU TO DIVIDEND PAYMENT OR ANY OTHER DISTRIBUTION REMAINING, AFTER THE PREFERENCE SHARES.EACH ORDINARY SHARE IS ENTITLED PARI PASSU TO PARTICIPATE IN A DISTRIBUTION ARISING FROM A WINDING UP OF THE COMPANY OR OTHERWISE,AFTER THE PREFERNCE SHARES.

Class of Shares:	A	Number allotted	100
	PREFERENCE	Aggregate nominal value:	100

Currency: **GBP**

Prescribed particulars

NON REDEEMABLE A PREFERENCE SHARES WITH EACH A PREFRENCE SHARE CONFERRING ON EACH MEMBER THE ENTITLEMENT TO ONE VOTE ON A SHOW OF HANDS AND THREE VOTES PER A PREFERENCE SHARE ON A POLL. HOLDERS OF A PREFERENCE SHARES ARE ENTITLED TO A FIXED ANNUAL CUMULATIVE PREFERENTIAL DIVIDEND OF 3.5%. ALL A PREFERENCE SHARES RANK PARRI PASSU WITH EACH OF THE B PREFERENCE SHARES, C PREFERENCE SHARS,D PREFERENCE SHAES,E PREFERENCE SHARES,F PREFERENCE HARES AND G PREFERENCE SHARES (AS TO DIVIDENDS, RETURN OF CAPITAL AND ANY OTHER DISTRIBUTION). HOLDERS OF PREFERENCE SHARES ARE ENTITLED TO PRIORITY IN RESPECT OF INCOME AND IN PRIORITY TO ANY DIVIDEND OR RETURN OF CAPITAL ON ANY OTHER CLASS OF SHARES, EXCEPT THE H PREFERENCE SHARES WHICH HAVE PRIORITY OVER ALL OF THE OTHER CLASSES OF PREFERENCE SHARES. HOLDERS OF PREFERENCE SHARES ARE ENTITLED TO PRIORITY ON A WINDING UP OR ON A REDUCTION OF CAPITAL INVOLVING A RETURN OF CAPITAL ON ANY OTHER CLASS OF SHARES, EXCEPT THE H PREFERENCESHARES WHICH HAVE PRIORITY OVER ALL OF THE OTHER CLASSES OF PREFERENCE SHARES.

Class of Shares:	B	Number allotted	100
	PREFERENCE	Aggregate nominal value:	100

Currency: **GBP**

Prescribed particulars

NON REDEEMABLE B PREFERENCE SHARES WITH EACH B PREFERENCE SHARE CONFERRING ON EACH MEMBER THE ENTITLEMENT TO ONE VOTE ON A SHOW OF HANDS AND THREE VOTES PER B PREFERENCE SHARE ON A POLL. HOLDERS OF B PREFERENCE SHARES ARE ENTITLED TO A FIXED ANNUAL CUMULATIVE PREFERENTIAL DIVIDEND OF 3.5%. ALL B PREFERENCE SHARES RANK PARI PASSU WITH EACH OF THE A PREFERENCE SHARES, C, PREFERENCE SHARES D PREFERENCE SHARES, E PREFERENCE SHARES, F PREFERENCE SHARES AND G PREFERENCE SHARES (AS TO DIVIDENDS, RETURN OF CAPITAL AND ANY OTHER DISTRIBUTION). HOLDERS OF PREFERENCE SHARES ARE ENTITLED TO PRIORITY IN RESPECT OF INCOME AND IN PRIORITY TO ANY DIVIDEND OR RETURN OF CAPITAL ON ANY OTHER CLASS OF SHARES, EXCEPT THE H PREFERENCE SHARES WHICH HAVE PRIORITY OVER ALL OF THE OTHER CLASSES OF PREFERENCE SHARES. HOLDERS OF PREFERENCE SHARES ARE ENTITLED TO PRIORITY ON A WINDING UP OR ON A REDUCTION OF CAPITAL INVOLVING A RETURN OF CAPITAL ON ANY OTHER CLASS OF SHARES, EXCEPT THE H PREFERENCE SHARES WHICH HAVE PRIORITY OVER ALL OF THE OTHER CLASSES OF PREFERENCE SHARES.

Class of Shares:	C	Number allotted	100
	PREFERENCE	Aggregate nominal value:	100

Currency: **GBP**

Prescribed particulars

NON REDEEMABLE C PREFERENCE SHARES WITH EACH C PREFERENCE SHARE CONFERRING ON EACH MEMBER THE ENTITLEMENT TO ONE VOTE ON A SHOW OF HANDS AND THREE VOTES PER C PREFERENCE SHARE ON A POLL. HOLDERS OF C PREFERENCE SHARES ARE ENTITLED TO A FIXED ANNUAL CUMULATIVE PREFERENTIAL DIVIDEND OF 3.5%. ALL C PREFERENCE SHARES RANK PARRI PASSU WITH EACH OF THE A PREFERENCE SHARES, B PREFERENCE SHARES, D PREFERENCE SHARES, E PREFERENCE SHARES, F PREFERENCE SHARES AND G PREFERENCE SHARES (AS TO DIVIDENDS, RETURN OF CAPITAL AND ANY OTHER DISTRIBUTION). HOLDERS OF PREFERENCE SHARES ARE ENTITLED TO PRIORITY IN RESPECT OF INCOME AND IN PRIORITY TO ANY DIVIDEND OR RETURN OF CAPITAL ON ANY OTHER CLASS OF SHARES, EXCEPT THE H PREFERENCE SHARES WHICH HAVE PRIORITY OVER ALL OF THE OTHER CLASSES OF PREFERENCE SHARES.

Class of Shares:	D	Number allotted	100
	PREFERENCE	Aggregate nominal value:	100
Currency:	GBP		

Prescribed particulars

NON REDEEMABLE D PREFERENCE SHARES WITH EACH D PREFERENCE SHARE CONFERRING ON EACH MEMBER THE ENTITLEMENT TO ONE VOTE ON A SHOW OF HANDS AND THREE VOTES PER D PREFERENCE SHARE ON A POLL. HOLDERS OF D PREFERENCE SHARES ARE ENTITLED TO A FIXED ANNUAL CUMULATIVE PREFERENTIAL DIVIDEND OF 3.5%. ALL D PREFERENCE SHARES RANK PARRI PASSU WITH EACH OF THE A PREFERENCE SHARES, B PREFERENCE SHARES, C PREFERENCE SHARES, E PREFERENCE SHARES, F PREFERENCE SHARES AND G PREFERENCE SHARES (AS TO DIVIDENDS, RETURN OF CAPITAL AND ANY OTHER DISTRIBUTION). HOLDERS OF PREFERENCE SHARES ARE ENTITLED TO PRIORITY IN RESPECT OF INCOME AND IN PRIORITY TO ANY DIVIDEND OR RETURN OF CAPITAL ON ANY OTHER CLASS OF SHARES, EXCEPT THE H PREFERENCE SHARES WHICH HAVE PRIORITY OVER ALL OF THE OTHER CLASSES OF PREFERENCE SHARES. HOLDERS OF PREFERENCE SHARES ARE ENTITLED TO PRIORITY ON A WINDING UP OR ON A REDUCTION OF CAPITAL INVOLVING A RETURN OF CAPITAL ON ANY OTHER CLASS OF SHARES, EXCEPT THE H PREFERENCE SHARES WHICH HAVE PRIORITY OVER ALL OF THE OTHER CLASSES OF PREFERENCE SHARES.

Class of Shares:	E	Number allotted	100
	PREFERENCE	Aggregate nominal value:	100

Currency: **GBP**

Prescribed particulars

NON REDEEMABLE E PREFERENCE SHARES WITH EACH E PREFERENCE SHARE CONFERRING ON EACH MEMBER THE ENTITLEMENT TO ONE VOTE ON A SHOW OF HANDS AND THREE VOTES PER E PREFERENCE SHARE ON A POLL. HOLDERS OF E PREFERENCE SHARES ARE ENTITLED TO A FIXED ANNUAL CUMULATIVE PREFERENTIAL DIVIDEND OF 3.5%. ALL E PREFERENCE SHARES RANK PARRI PASSU WITH EACH OF THE A PREFERENCE SHARES, B PREFERENCE SHARES, C PREFERENCE SHARES, D PREFERENCE SHARES, F PREFERENCE SHARES AND G PREFERENCE SHARES (AS TO DIVIDENDS, RETURN OF CAPITAL AND ANY OTHER DISTRIBUTION). HOLDERS OF PREFERENCE SHARES ARE ENTITLED TO PRIORITY IN RESPECT OF INCOME AND IN PRIORITY TO ANY DIVIDEND OR RETURN OF CAPITAL ON ANY OTHER CLASS OF SHARES, EXCEPT THE H PREFERENCE SHARES WHICH HAVE PRIORITY OVER ALL OF THE OTHER CLASSES OF PREFERENCE SHARES. HOLDERS OF PREFERENCE SHARES ARE ENTITLED TO PRIORITY ON A WINDING UP OR ON A REDUCTION OF CAPITAL INVOLVING A RETURN OF CAPITAL ON ANY OTHER CLASS OF SHARES, EXCEPT THE H PREFERENCE SHARES WHICH HAVE PRIORITY OVER ALL OF THE OTHER CLASSES OF PREFERENCE SHARES.

Class of Shares:	F	Number allotted	100
	PREFERENCE	Aggregate nominal value:	100

Currency: **GBP**

Prescribed particulars

NON REDEEMABLE F PREFERENCE SHARES WITH EACH F PREFERENCE SHARE CONFERRING ON EACH MEMBER THE ENTITLEMENT TO ONE VOTE ON A SHOW OF HANDS AND THREE VOTES PER F PREFERENCE SHARE ON A POLL. HOLDERS OF F PREFERENCE SHARES ARE ENTITLED TO A FIXED ANNUAL CUMULATIVE PREFERENTIAL DIVIDEND OF 3.5%. ALL PREFERENCE SHARES RANK PARRI PASSU WITH EACH OF THE A PREFERENCE SHARES, B PREFERENCE SHARES, C PREFERENCE SHARES, D PREFERENCE SHARES, E PREFERENCE SHARES AND G PREFERENCE SHARES (AS TO DIVIDENDS, RETURN OF CAPITAL AND ANY OTHER DISTRIBUTION). HOLDERS OF PREFERENCE SHARES ARE ENTITLED TO PRIORITY IN RESPECT OF INCOME AND IN PRIORITY TO ANY DIVIDEND OR RETURN OF CAPITAL ON ANY OTHER CLASS OF SHARES., EXCEPT THE H PREFERENCE SHARES WHICH HAVE PRIORITY OVER ALL OF THE OTHER CLASSES OF PREFERENCE SHARES. HOLDERS OF PREFERENCE SHARES ARE ENTITLED TO PRIORITY ON A WINDING UP OR ON A REDUCTION OF CAPITAL INVOLVING A RETURN OF CAPITAL ON ANY OTHER CLASS OF SHARES; EXCEPT THE H PREFERENCE SHARES WHICH HAVE PRIORITY OVER ALL OF THE OTHER CLASSES OF PREFERENCE SHARES.

Class of Shares:	G	Number allotted	100
	PREFERENCE	Aggregate nominal value:	100
Currency:	GBP		

Prescribed particulars

NON-REDEEMABLE G PREFERENCE SHARES WITH EACH G PREFERENCE SHARE CONFERRING ON EACH MEMBER THE ENTITLEMENT TO ONE VOTE ON A SHOW OF HANDS AND THREE VOTES PER G PREFERENCE SHARE ON A POLL. HOLDERS OF G PREFERENCE SHARES ARE ENTITLED TO FIXED ANNUAL CUMULATIVE PREFERENTIAL DIVIDEND OF 3.5%. ALL G PREFERENCE SHARES RANK PARRI PASSU WITH EACH OF THE A PREFERENCE SHARES, B PREFERENCE SHARES, C PREFERENCE SHARES, D PREFERENCE SHARES, E PREFERENCE SHARES AND F PREFERENCE SHARES (AS TO DIVIDENDS, RETURN OF CAPITAL AND ANY OTHER DISTRIBUTION). HOLDERS OF PREFERENCE SHARES ARE ENTITLED TO PRIORITY IN RESPECT OF INCOME AND IN PRIORITY TO ANY DIVIDEND OR RETURN OF CAPITAL ON ANY OTHER CLASS OF SHARES, EXCEPT THE H PREFERENCE SHARES WHICH HAVE PRIORITY OVER ALL OF THE OTHER CLASSES OF PREFERENCE SHARES. HOLDERS OF PREFERENCE SHARES ARE ENTITLED TO PRIORITY ON A WINDING UP OR ON A REDUCTION OF CAPITAL INVOLVING A RETURN OF CAPITAL ON ANY OTHER CLASS OF SHARES, EXCEPT THE H PREFERENCE SHARES WHICH HAVE PRIORITY OVER ALL OF THE OTHER CLASSES OF PREFERENCE SHARES.

Class of Shares:	H	Number allotted	991250000
	PREFERENCE	Aggregate nominal value:	991250000

Currency: **GBP**

Prescribed particulars

H PREFERENCE SHARES ARE REDEEMABLE, IN WHOLE OR PART, BY THE COMPANY AT ANY TIME AND FROM TIME TO TIME, IN CASH AT THEIR NOMINAL VALUE PLUS ANY ACCRUED BUT UNPAID DIVIDEND (WHETHER EARNED OR DECLARED OR NOT). HOLDERS OF H PREFERENCE SHARES ARE ENTITLED TO RECEIVE NOTICE OF AND TO ATTEND ANY GENERAL MEETINGS OF THE COMPANY BUT SHALL NOT HAVE THE RIGHT TO SPEAK OR VOTE (WHETHER ON A SHOW OF HANDS OR ON A POLL) AT SUCH GENERAL MEETINGS. HOLDERS OF H PREFERENCE SHARES ARE ENTITLED TO A FIXED ANNUAL CUMULATIVE PREFERENTIAL DIVIDEND OF 7%. HOLDERS OF H PREFERENCE SHARES ARE ENTITLED TO PRIORITY IN RESPECT OF INCOME AND IN PRIORITY TO ANY DIVIDEND OR RETURN OF CAPITAL ON ANY OTHER CLASS OF SHARES. HOLDERS OF H PREFERENCE SHARES ARE ENTITLED TO PRIORITY ON A WINDING UP OR ON A REDUCTION OF CAPITAL INVOLVING A RETURN OF CAPITAL ON ANY OTHER CLASS OF SHARES.

Class of Shares:	I	Number allotted	2
	PREFERENCE	Aggregate nominal value:	2

Currency: **GBP**

Prescribed particulars

"I" PREFERENCE SHARES ARE REDEEMABLE, IN WHOLE OR PART, BY THE COMPANY AT ANY TIME AND FROM TIME TO TIME, IN CASH AT THEIR NOMINAL VALUE PLUS ANY ACCRUED BUT UNPAID DIVIDEND (WHETHER EARNED OR DECLARED OR NOT). HOLDERS OF "I" PREFERENCE SHARES ARE ENTITLED TO RECEIVE NOTICE OF AND TO ATTEND ANY GENERAL MEETINGS OF THE COMPANY BUT SHALL NOT HAVE THE RIGHT TO SPEAK OR VOTE (WHETHER ON A SHOW OF HANDS OR ON A POLL) AT SUCH GENERAL MEETINGS. HOLDERS OF "I" PREFERENCE SHARES ARE ENTITLED TO A FIXED ANNUAL CUMULATIVE PREFERENTIAL DIVIDEND OF 7%. HOLDERS OF "I" PREFERENCE SHARES ARE ENTITLED TO PRIORITY IN RESPECT OF INCOME AND IN PRIORITY TO ANY DIVIDEND OR RETURN OF CAPITAL ON ANY OTHER CLASS OF SHARES APART FROM THE "H" PREFERENCE SHARES WHICH RANK MPARI PASSU. HOLDERS OF "I" PREFERENCE SHARES ARE ENTITLED TO PRIORITY ON A WINDING UP OR ON A REDUCTION OF CAPITAL INVOLVING A RETURN OF CAPITAL ON ANY OTHER CLASS OF SHARES APART FROM "H" PREFEENCE SHARES WHICH RANK PARI PASSU.

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	1995064177
		Total aggregate nominal value:	1001288836.75
		Total aggregate amount unpaid:	0

Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Administrator, Administrative Receiver, Receiver, Receiver Manager, CIC Manager.