

Company No: 03290026

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

CGI GROUP HOLDINGS EUROPE LIMITED

(the Company)

CIRCULATION DATE: March 31, 2021 (the **Circulation Date**)

The undersigned, being the shareholders the Company, who, at the circulation date of this resolution, would have been entitled to receive notice of, attend and vote at general meetings, hereby pass, pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (**CA 2006**), the following written resolution, which has been proposed by the directors of the Company, as a special resolution (the **Resolution**), and this resolution 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.

SPECIAL RESOLUTION

THAT the new Preference Share Terms in the form attached to this resolution be approved and with immediate effect adopted in substitution for and to the entire exclusion of the existing Preference Share Terms.

AGREEMENT

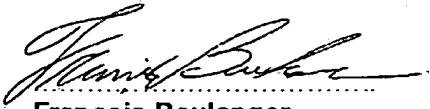
Please read the notes at the end of this document before signifying your agreement to the Resolution.

[Signature page follows]

Confidential

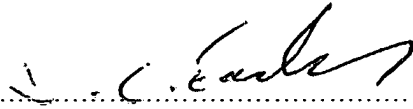


The undersigned, being entitled to vote on the Resolution on the Circulation Date stated above, hereby irrevocably agree to the Resolution:



François Boulanger
for and on behalf of
3955338 Canada Inc.

Date of signature: March 31, 2021



Darryl Eades
for and on behalf of
AMS Management Systems U.K. Ltd.

Date of signature: March 31, 2021



François Boulanger
for and on behalf of
CGI Technologies and Solutions Inc.

Date of signature: March 31, 2021

NOTES

1. If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by email to sarah.landrymaltais@cqi.com or gonca.caliskan@cqi.com or by hand to 20 Fenchurch Street, 14th Floor, London, United Kingdom, EC3M 3BY.
2. If you do not agree to the Resolution, you do not need to do anything. You will not be deemed to agree if you fail to reply.
3. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
4. The Resolution must be passed by the shareholders of the Company before the end of the period of 28 days beginning with the Circulation Date; otherwise it will lapse and be of no effect.

The Preference Share Terms

5. The special rights, restrictions and provisions applicable to the "A" Preference Shares, "B" Preference Shares, "C" Preference Shares, "D" Preference Shares, "E" Preference Shares, "F" Preference Shares, "G" Preference Shares, "H" Preference Shares and "I" Preference Shares (the **Preference Shares**) are as follows:

a. the Preference Shares listed in paragraphs (i) to (vii) below (the **Initial Preference Shares**) shall entitle the holders thereof, *pari passu* with any further Preference Shares created to rank *pari passu* therewith as regards 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 and the "I" Preference Shares, to a fixed cumulative preferential dividend as follows:

- i. 3.5% of £14,464,783.92 for "A" Preference Shares;
- ii. 3.5% of £7,563,425.96 for "B" Preference Shares;
- iii. 3.5% of £100 for "C" Preference Shares;
- iv. 3.5% of £2,262,708.55 for "D" Preference Shares;
- v. 3.5% of £1,769,930.02 for "E" Preference Shares;
- vi. 3.5% of £2,099,063.91 for "F" Preference Shares; and
- vii. 3.5% of £100,000 for "G" Preference Shares,

per annum, such dividend to accrue from day to day and shall be compounded semi-annually on 30 June and 31 December in each year in respect of the half-yearly periods ending on those respective dates and shall be paid at the discretion of the board of directors of the Company.

b. the Initial Preference Shares shall entitle the holders thereof on a winding up or on a reduction of capital involving a return of capital, *pari passu* with any further Preference Shares created to rank *pari passu*, therewith as regards priority in respect of capital, and in priority to any return of capital on any other class of shares except the "H" Preference Shares and the "I" Preference Shares, to repayment of capital paid up or credited as paid up thereon together with a sum equal to any arrears or accruals of the fixed cumulative preferential dividend thereon

calculated down to the date of repayment whether or not such dividend shall have been declared or earned.

- c. the Initial Preference Shares shall not confer on the holders thereof any further rights to participate in the profits or assets of the Company and shall not be redeemable.

6. The rights attaching to the "H" Preference Shares are as follows:

- a. the holders of the "H" Preference Shares shall be entitled, in priority to any other class of shares (including the Initial Preference Shares but excluding the "I" Preference Shares (which shall rank in priority over "H" Preference Shares)), to receive out of the profits of the Company available for distribution and resolved under the articles of association to be distributed in respect of each Financial Year a fixed cumulative preferential dividend (the **"H" Preference Share Dividend**) at the rate of seven percent per annum on the redemption price (as set forth in paragraph 6(g)(iii) below) of each "H" Preference Shares held by them respectively;
- b. the "H" Preference Share Dividend shall accrue on a daily basis and shall be payable at the discretion of the directors of the Company;
- c. the provisions of paragraphs a and b above are subject to any restrictions on the payment of dividends imposed by law;
- d. on a distribution of assets of the Company among its members on a winding up or other return of capital (other than a redemption or purchase by the Company of its own shares), the holders of the "H" Preference Shares shall be entitled, in proportion to the numbers of "H" Preference Shares held by each of them and in priority to any holder of any other class of shares (except the "I" Preference Shares which shall rank in priority over the "H" Preference Shares), to receive an amount equal to the aggregate of the nominal value of each "H" Preference Shares and a sum equal to any arrears and accruals of the "H" Preference Share Dividend (whether earned or declared or not) remaining unpaid on such "H" Preference Shares calculated up to and including the date of the commencement of the winding up or (in any other case) the date of the return of capital;
- e. save as provided in paragraph 6(a) to (d), the "H" Preference Shares shall not confer upon the holders of the "H" Preference Shares any further right of participation in the profits or assets of the Company;

- f. the holders of "H" Preference Shares shall be 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 in respect of their holdings of "H" Preference Shares;
- g. the "H" Preference Shares shall be redeemable, in whole or part, by the Company at any time and from time to time, upon the following terms:
 - i. the Company shall give notice of any redemption to be made at a date to be determined by the Directors (the **Redemption Date**). The notice shall specify to each holder of "H" Preference Shares the number of "H" Preference Shares held by him to be redeemed, the amount payable on redemption and the Redemption Date;
 - ii. redemption of the "H" Preference Shares is subject to any applicable restrictions on redemption set out in the Act;
 - iii. each "H" Preference Shares shall be redeemed in cash at a redemption price equal to its nominal value plus any accrued but unpaid "H" Preference Share Dividend (whether earned or declared or not);
 - iv. each redemption of some but not all of the "H" Preference Shares shall, unless holders of "H" Preference Shares consent otherwise in writing, be made amongst the holders thereof pro rata to their holdings of "H" Preference Shares, subject to rounding up or down at the Directors' absolute discretion if the allocation results in any fractions; and
 - v. upon delivery of a "H" Preference Share certificate to the registered office of the Company for redemption (or an indemnity in a form reasonably satisfactory to the Board of Directors in respect of any lost "H" Preference Share certificate) the Company shall pay to the holder thereof (or the first named holder in the register of members of the Company if more than one) the amount due to him in respect of such redemption calculated up to and including the Redemption Date) in accordance with this paragraph (g) and shall cancel the share certificate. If any "H" Preference Share certificate and/or indemnity so delivered to the Company includes any "H" Preference Shares which are not to be redeemed on that

occasion a fresh "H" Preference Share certificate for such unredeemed "H" Preference Share shall be issued to the holder, without charge, as soon as practicable and in any event within fifteen (15) business days of redemption.

7. The rights attaching to the "I" Preference Shares are as follows:

- a. the holders of the "I" Preference Shares shall be entitled, in priority to any other class of shares (including the Initial Preference Shares and the "H" Preference Shares), to receive out of the profits of the Company available for distribution and resolved under the articles of association to be distributed in respect of each Financial Year a fixed cumulative preferential dividend (the **"I" Preference Share Dividend**) at the rate of six percent per annum on its nominal value plus any accrued but unpaid "I" Preference Share Dividend (whether earned or declared or not) of each "I" Preference Shares held by them respectively;
- b. notwithstanding the terms set out in paragraph 7(a), with effect from 1 April 2021, the rate of the "I" Preference Share Dividend shall be 5,50% percent per annum on its nominal value plus any accrued but unpaid "I" Preference Share Dividend (whether earned or declared or not) of each "I" Preference Shares held by them respectively;
- c. the "I" Preference Share Dividend shall accrue on a daily basis and shall be payable annually on 31 March with the first such "I" Preference Share Dividend being payable on 31 March 2021;
- d. notwithstanding the terms set out in paragraph 7(c), with effect from 1 April 2021, the "I" Preference Share Dividend shall accrue on a daily basis and shall be payable annually on 25 March with the first such "I" Preference Share Dividend being payable on 25 March 2022;
- e. with the written consent of the holders of the "I" Preference Shares, the directors of the Company may declare a dividend on the "H" Preference Shares without first paying any amount outstanding in relation to the "I" Preference Share Dividend, on such terms that shall be approved by the holders of the "I" Preference Shares;
- f. the provisions of paragraphs a to d (inclusive) above are subject to any restrictions on the payment of dividends imposed by law;
- g. on a distribution of assets of the Company among its members on a winding up or other return of capital (other than a redemption or

purchase by the Company of its own shares), the holders of the "I" Preference Shares shall be entitled, in proportion to the numbers of "I" Preference Shares held by each of them and in priority to any holder of any other class of shares (including the "H" Preference Shares over which the "I" Preference Shares rank in priority), to receive an amount equal to the aggregate of the nominal value of each "I" Preference Share and a sum equal to any arrears and accruals of the "I" Preference Share Dividend (whether earned or declared or not) remaining unpaid on such "I" Preference Shares calculated up to and including the date of the commencement of the winding up or (in any other case) the date of the return of capital;

- h. save as provided in paragraph 7(a) to (d), the "I" Preference Shares shall not confer upon the holders of the "I" Preference Shares any further right of participation in the profits or assets of the Company;
 - i. the holders of "I" Preference Shares shall be 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 in respect of their holdings of "I" Preference Shares; and
 - j. the "I" Preference Shares shall have no redemption rights attached to them.
- 8. Subject to this paragraph 8, the Company may, without any consent or sanction of the holders of Initial Preference Shares, create and issue further Preference Shares either ranking *pari passu* and identically in all respects and so as to form one class with the existing Initial Preference Shares or ranking *pari passu* therewith as regards priority in respect of income and/or capital but carrying a different rate of dividend or premium (if any) or otherwise differing from the Initial Preference Shares, provided that:
 - a. no further Initial Preference Shares or other Preference Shares ranking *pari passu* therewith as aforesaid shall be issued unless at the time of issue the auditors for the time being of the Company shall have certified in writing to the company that the aggregate of the nominal amount of the Initial Preference Shares and any further Preference Shares ranking *pari passu* therewith (including the Preference Shares proposed to be issued) which would be outstanding immediately after such issue and the amount of the fixed or minimum premium payable on all such Preference Shares will not exceed an amount equal to the aggregate of the nominal amount of the issued and paid up share capital of the Company ranking as to dividend and capital after all such Preference Shares, and

- b. no such shares shall be issued as redeemable Preference Shares.
9. No further shares ranking as to dividend or repayment of capital in priority to or (except as provided in paragraph 8 above) *pari passu* with the Preference Shares shall be created or issued except with the consent or sanction of each of the Preference Shareholders respectively given in accordance with this paragraph 9. In this paragraph 9 the expression "the Preference Shareholders" means the holders of the Preference Shares.
10. In the winding up of the Company the surplus assets shall be applied to the following purposes and in the following order of priority:
- c. to the repayment of capital paid up or credited as paid up, and the payment of the premium (if any) on the "I" Preference Shares also with any arrears or accruals of fixed dividend in accordance with the rights of those shares;
 - d. to the repayment of capital paid up or credited as paid up, and the payment of the premium (if any) on the "H" Preference Shares also with any arrears or accruals of fixed dividend in accordance with the rights of those shares;
 - e. to the repayment of capital paid up or credited as paid up, and the payment of the premium (if any) on the Initial Preference Shares (and on any further Preference Shares ranking *pari passu* therewith as regards priority in respect of capital) together also with any arrears or accruals of fixed dividend in accordance with the rights of all such shares;
 - f. to the repayment of the capital paid up or credited as paid up on the ordinary shares and any surplus assets shall be divided amongst the holders of the ordinary shares of in proportion to the number of ordinary shares held by them respectively.