

Company No 01376179

FRIDAY



A19 20/12/2013 #305
COMPANIES HOUSE

LOGICA HOLDINGS LIMITED

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

Circulation Date 25 November 2013

The undersigned, being the sole shareholder of Logica Holdings Limited (the "Company") who, at the circulation date of these resolutions is the sole holder of all of the Ordinary Shares, "A" Deferred Shares, "B" Deferred Shares and Preferred Shares of the Company and who would have been entitled to receive notice of, attend and vote at general and special meetings, hereby passes the following written resolutions (the "Resolutions"), which have been proposed by the Directors of the Company, as special resolutions, and said resolutions shall for all purposes be as valid and effective as if the same had been passed at a general and special meeting of the Company duly convened and held

SPECIAL RESOLUTIONS

WHEREAS.

- 1 It was noted that the business of these resolutions was in connection with the sale by Logica Holdings BV of the remainder of the shares it holds in the share capital of Logica Private Limited (India) to CGI Information Systems and Management Consultants Private Limited (India) (the "Indian Reorganisation")
- 2 It was noted that the Preferred Shares of the Company are redeemable at the option of the Company or the holder
- 3 It was recommended by the Directors to redeem (the "Redemption") such number of Preferred Shares, at a price of £1 per Preferred Share, as would correspond to an aggregate redemption price equal to the £ equivalent of €26,862,745 13 (the "Redemption Price") It is proposed that the Redemption Price be paid out of the distributable reserves of the Company
- 4 A copy of the audited annual accounts of the Company for the period ending 30 September 2012 is attached hereto at "Schedule A"
- 5 It was noted that the Company's last audited annual accounts showed losses of £66,409,000 as at 30 September 2012 It was noted, however, that the Accounts do not show a number of distributions (received and made) and premium/capital reductions implemented after 30 September 2012 including
 - (a) cancellation of the share premium account, share capital reduction in the amount of £7,634,239 out of the capital attributable to the Preferred Shares and

distribution in the amount of AUD20,000,000 on 20 December 2012 pursuant to Phase IX-E of the CGI Group Inc /Logica plc Post-Acquisition Reorganisation,

- (b) distribution in the amount of the £ equivalent of €31,140,549 on 26 September 2013 pursuant to Phase III – A of the Year End Flow of Funds,
- (c) share capital reduction of £200,000,000 and distribution in the amount of USD118,444,192 on 26 September 2013 pursuant to Phase IV – C of the Year End Flow of Funds, and
- (d) distribution received from CMG Computer Management on the date hereof in the £ equivalent of €26,862,745 13 pursuant to the Indian Reorganisation

Taking into account these distributions and reductions as well as other transactions having occurred after 30 September 2012, the Company now has sufficient distributable profits available to pay the Redemption Price

IT IS RESOLVED THAT

- 1 The Redemption, as recommended by the Directors is approved and authorised and that the Directors of the Company be authorised to make immediate payment of the Redemption Price and execute and deliver such certificates, agreements, instruments and other documents as may, in the opinion of such person(s), be necessary or desirable to implement the intent of these resolutions, including, any direction of payment deemed necessary by such person(s) in order to implement the Indian Reorganisation

[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 25 November 2013



For and on behalf of
Logica Limited

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