

Company No. 01376179

LOGICA HOLDINGS LIMITED

THURSDAY



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26/06/2014

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COMPANIES HOUSE

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

Circulation Date: 26 June 2014

The undersigned, being the sole shareholder of Logica Holdings 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:

It was noted that the business of these resolutions was in connection with the decision to conclude the affairs and dissolve various UK companies owned ultimately by CGI Group Inc., including the Company, by way of voluntary strike off (the "**Strike Off**"). In connection with the Strike Off, it is intended that the Company will take all of the steps necessary to conclude its affairs, including ascertaining its assets and liabilities, settling with its debtors and creditors, terminating all contractual relationships, and distributing its remaining assets to its shareholder in respect of its share in the capital of the Company, and, having done so, to file an application for voluntary strike off of the Register of Companies.

Reduction of the Company's Share Capital

1. In connection with the Strike Off, the Directors desire that the Company's share capital be reduced in order to be transformed into realised profit which can then be returned to the sole shareholder of the Company, Logica Limited ("**Logica**"). It is proposed that the Company's share capital be reduced as follows (the "**Reduction**"):
 - (a) cancellation of the entire "A" deferred share capital in the amount of £162,365;
 - (b) cancellation of the entire "B" deferred share capital in the amount of £100,000;
 - (c) reduction of the ordinary share capital by £162,365 (leaving one issued and outstanding ordinary share of £0.10); and
 - (d) reduction of the preferred share capital by £747,693,808 (leaving one preferred share of £1).

Redemption of Preferred Shares

2. It was noted that the preferred shares of the Company (the "**Preferred Shares**") are redeemable at the option of the Company or the holder.
3. The Directors desire to approve the redemption (the "**Redemption**"), on the date hereof, of the remaining Preferred Share, at a price of £849,342,958 per Preferred Share, corresponding to an aggregate redemption price equal to £849,342,958 (the "**Redemption Price**"). It is proposed that the Redemption Price be paid by the transfer of the Transfer Shares (as defined below) and the assignment of the Receivable (as defined below) to Logica.
4. A copy of the step plan prepared by management, which illustrates, that the Company will have, taking into account the Reduction, sufficient distributable reserves for the payment of the Redemption Price, has been reviewed by the shareholders of the Company

Transfer of Existing Shareholdings

5. It was noted that in connection with the Redemption it has been proposed that certain shareholdings of subsidiaries of the Company be transferred to Logica in partial payment of the Redemption Price.
 - (a) all of the shares the Company owns in CMG Computer Management Group (UK) Limited (being 187,541 ordinary shares and 116,054,092 preferred shares) having a fair market value of £798,054,092 (the "**CMG Shares**"); and
 - (b) all of the shares the Company owns in LogicaCMG International Holdings Limited (being 482,753,179 ordinary shares, 155,000 deferred shares and 100,000 'A' preference shares) having a fair market value of £48,256,318 (the "**LogicaCMG International Shares**" and together with the CMG Shares, the "**Transfer Shares**").
6. It is proposed that the Company and Logica enter into a share transfer agreement (the "**STA**") and stock transfer form (the "**STF**") in connection with the transfer of the Transfer Shares.

Assignment of Receivable

7. It was noted that in connection with the Redemption it has been proposed that a loan receivable from Logica held by the Company worth £3,032,548 (the "**Receivable**") be assigned to Logica in partial payment of the Redemption Price.
8. It is proposed that the Company and Logica enter into a deed of assignment (together with the STA and the STF, the "**Documents**") in connection with the assignment of the Receivable.

IT IS RESOLVED THAT:

1. The Reduction be and is hereby approved and authorised.
2. The Redemption is approved and that the Directors of the Company be authorised to transfer the Transfer Shares and assign the Receivable immediately in satisfaction of the Redemption Price.
3. The terms of, and the transactions contemplated by, the Documents 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 Documents and to take all such steps as they consider necessary or desirable to give effect to the Documents and implement the terms of, and the transactions contemplated by, the Documents.


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: 26 June 2014


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.