

Company No 01438026

ADMIRAL SYSTEMS AND NETWORKS LIMITED

COMPANIES HOUSE

RESOLUTIONS IN WRITING
OF THE SOLE SHAREHOLDER OF THE COMPANY

THURSDAY



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22/08/2013

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Circulation Date: 21 August 2013

The undersigned, being the sole shareholder of Admiral Systems and Networks 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, 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 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 and in anticipation of the proposed voluntary strike-offs of various UK companies owned ultimately by CGI Group Inc (the "UK Strike Off"), including the Company
- 2 The Directors of the Company have recommended the implementation of a cancellation of the entire share premium account (£26,000) by way of a solvency statement to be transformed into realised profit which can then be distributed and returned to the sole shareholder by way of a special dividend (the "Cancellation")
- 3 In addition to the Cancellation and in connection with the UK Strike Off, the Directors desire that the Company's share capital be reduced by £8,099 (leaving £1 00 remaining) in order to be transformed into realised profit which can then be distributed and returned to the sole shareholder of the Company by way of a special dividend (the "Reduction")
- 4 It was also noted that the Directors intended to commence the winding-up of the Company within 12 months
- 5 The Directors of the Company have recommended the payment of the Cancellation and Reduction in specie to the shareholder
- 6 The Directors of the Company have recommended the payment of the realised profits resulting from the Cancellation and the Reduction in specie subject to the deduction of the accumulated losses of £16,100 (as shown in the Company's accounts for the year ended 30 September 2012 (the "Accounts")) This resulting amount (being £17,999) amounts to the profits of the Company available for distribution to the shareholder (the "Dividend")

- 7 A copy of the Accounts, which illustrate, when read together with the anticipated Cancellation and Reduction, that the Company has distributable reserves for the payment of the Dividend has been reviewed by the shareholder of the Company, and is attached hereto at "**Schedule A**"
- 8 It is proposed that the Company and the sole shareholder of the Company enter into a deed of assignment (the "**Deed of Assignment**") in connection with the Dividend which is to be paid as a dividend in specie by the assignment of a loan receivable from CGI IT UK Limited held by the Company worth £17,999 (the "**Receivable**")
- 9 A draft of the Deed of Assignment has been reviewed by the sole member of the Company

IT IS RESOLVED THAT:

- 1 The Cancellation and Reduction be and are hereby approved and authorised
- 2 The Dividend, as recommended by the Directors, is approved and that the Directors of the Company be authorised to make immediate payment of the Dividend
- 3 The terms of, and the transactions contemplated by, the Deed of Assignment 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 Deed of Assignment and to take all such steps as they consider necessary or desirable to give effect to the Deed of Assignment and implement the terms of, and the transactions contemplated by, the Deed of Assignment

[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 21 August 2013


For and on behalf of
CMG UK (Holdings) 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.

Schedule A

Please refer to the Accounts attached to this Schedule A