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22/08/2013

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COMPANIES HOUSE

Step 839

Company No 03111266

LOGICA GROUP HOLDINGS LIMITED

AMENDING RESOLUTIONS IN WRITING OF THE SOLE SHAREHOLDER OF THE COMPANY

Circulation Date 21 August 2013

The undersigned, being the sole shareholder of Logica Group 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 pass, pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the following written resolution (the "**Resolution**"), which has been proposed by the Directors of the Company, as a special resolution, and said 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 RESOLUTIONS

1 WHEREAS

- 1 1 It was noted that, in the context of the CGI Group Inc /Logica plc Post-Acquisition Reorganisation, on 19 September 2012, a loan receivable from LogicaCMG Corporate Holdings Limited (the "**Loan Receivable**") in the amount of £532,946,018 as of 31 August 2012 was transferred by Logica Limited to the Company in exchange for ordinary shares in the Company (the "**Phase I – Q Transfer**")
- 1 2 It was noted that pursuant to the terms of the documentation for the Phase I – Q Transfer, the final number of ordinary shares subscribed to by Logica Limited (the "**Initial Subscription**") would be determined based on the opening balance of the Loan Receivable on 19 September 2012 in the accounting system of the Company and would be confirmed by way of a confirmation letter from the Company but should not exceed 550,000,000 ordinary shares of £1 each
- 1 3 It was noted that, as of the date hereof, no ordinary shares have been issued pursuant to the Phase I – Q Transfer
- 1 4 It was noted that pursuant to the sole shareholders resolution dated 19 September 2012 (the "**Shareholders Resolution**") authorising the Phase I – Q Transfer, the authority of the directors to generally and unconditionally allot ordinary shares expired on 30 November 2012
- 1 5 It was noted that the sole shareholder now wishes to extend this authority beyond 30 November 2012

2 **IT IS RESOLVED THAT**

- 2 1 In accordance with section 551 of the Companies Act 2006, as amended, (the "Act"), the directors authority to generally and unconditionally allot ordinary shares in the Company be extended to 31 December 2013, provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 31 December 2013

[Signature on the next page]

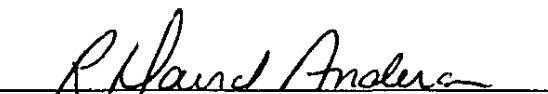
AGREEMENT

Please read the notes attached to this document before signifying your agreement to the Resolution

The undersigned, a person entitled to vote on the above Resolution on the Circulation Date, hereby irrevocably agrees to the Resolution

Signed

Dated 21 August 2013



R David Anderson
For and on behalf of
Logica Limited

NOTES

- 1 The members of the Company being entitled to vote on the Resolution on the circulation date should sign and date above to signify its agreement to the Resolution. Once the member's agreement has been signified, it may not be revoked.
- 2 The Resolution must be passed by the members 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