

CGI GROUP INC.

Majority Voting Policy for Directors

1. Definitions

- 1.1. “Committee” means the Corporate Governance Committee of the Board of Directors or a committee of independent directors appointed by the Board of Directors in accordance with this policy.
- 1.2. “Conditional Resignation” means a written resignation in substantially the following format:

[Date]

[Name of director]

To: The Chair of the Board of Directors

I hereby tender my resignation from the Board of Directors of CGI Group Inc. to become effective upon its acceptance by the Board of Directors.

Sincerely,

[Signature]

- 1.3. “Disinterested Director” means a director who is not required to offer a Conditional Resignation in accordance with this Policy.
- 1.4. “Policy” means this *Majority Voting Policy for Directors*.
- 1.5. “Uncontested Election” means an election of directors at a shareholders meeting where the number of nominees proposed for election is equal to the number of directors to be elected.

2. Majority Election of Directors

- 2.1. The purpose of this Policy is to ensure that the Board of Directors of the Company remains composed of directors elected by a majority of the votes cast in favour of their election.

3. Conditional Resignation

- 3.1. In an Uncontested Election of directors of the Company, a nominee for election to the Board of Directors shall promptly tender a Conditional Resignation to the Chairman of the Board of Directors following the shareholders meeting at which the election took place if the number of votes that have been withheld from the director is greater than the number of votes cast in favour of the director.

4. Recommendation by the Committee

- 4.1. The Committee will meet promptly to consider the Conditional Resignation and to recommend to the Board of Directors whether or not to accept it.
- 4.2. The Board of Directors shall appoint an *ad hoc* committee of independent Disinterested Directors to consider the Conditional Resignation and make a recommendation to the Board of Directors if:
 - 4.2.1. The Corporate Governance Committee is unable for any reason to meet within a reasonable time following the shareholders' meeting at which the director was elected; or
 - 4.2.2. The director whose Conditional Resignation is to be considered is a member of the Corporate Governance Committee and a quorum of independent Disinterested Directors is absent on the Corporate Governance Committee
- 4.3. The Committee will recommend that the Conditional Resignation be accepted unless the Committee determines that circumstances justify the Committee's recommendation that the Conditional Resignation not be accepted.
- 4.4. In considering whether or not to recommend acceptance of the Conditional Resignation, the Committee will consider the factors it considers to be relevant including, without limitation:
 - 4.4.1. The needs of the Company, of the Board of Directors and of its standing committees;
 - 4.4.2. The Company's corporate governance practices;
 - 4.4.3. The reasons given by shareholders who withheld votes from the nominee;
 - 4.4.4. The director's qualifications;
 - 4.4.5. The director's contribution to the Board of Directors; and
 - 4.4.6. The length of the director's service.

5. Action by the Board of Directors

- 5.1. The Board of Directors will act on the Committee's recommendation within ninety (90) days following the shareholders meeting at which the director was elected.
- 5.2. In considering the Committee's recommendation, the Board of Directors will consider the factors considered by the Committee in making its recommendation as well as any additional information that the Board of Directors considers relevant in its sole discretion.

- 5.3. If a Conditional Resignation is accepted, the Board of Directors may, in its sole discretion, and in accordance with the Company's *Articles of Incorporation* and *General By-Law*, appoint a new director to fill the vacancy resulting from the acceptance of the Conditional Resignation.
- 5.4. If a director does not tender a Conditional Resignation when required to do so in accordance with this Policy, the director will not be re-nominated by the Board of Directors for election by the shareholders.

6. Press release

- 6.1. Following its decision, the Board of Directors will issue a press release concerning its decision, and giving the reasons for not accepting the Conditional Resignation if that is the case.

7. Director's right to attend and make representations

- 7.1. The director who is required to offer a Conditional Resignation in accordance with this policy may attend and address the meeting or meetings of the Committee and of the Board of Directors convened to consider the Conditional Resignation but shall withdraw from the meeting during the deliberations and shall not vote on the matter.