

The Companies Acts 1985 and 2006

Private Company Limited by Shares

**ARTICLES
OF ASSOCIATION**

of

CGI GROUP HOLDINGS EUROPE LIMITED

Company Number: 03290026

Incorporated 10 December 1996

as adopted pursuant to a special resolution dated February 19, 2009.

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**THE COMPANIES ACTS 1985 and 2006
PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
-of-
CGI GROUP HOLDINGS EUROPE LIMITED
(the "Company")**

(as adopted by a special resolution passed on February 19, 2009)

INTERPRETATION

1. The regulations constituting Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 2007 (SI 2007/2541) and the Companies (Tables A to F) (Amendment) (No. 2) Regulations 2007 (SI 2007/2826), and as otherwise amended prior to the adoption of these Articles as they relate to a private company limited by shares ("Table A") shall apply to the Company except in so far as they are excluded or varied by these articles.

Words and expressions defined in Regulation 1 of Table A have the same meanings in these articles where the context admits.

Regulations 24, 35, 40, 64, 73, 74, 75, 77 to 81 (inclusive) and 94 to 98 (inclusive) of Table A do not apply to the Company.

The Company is a private company and no shares or debentures of the Company may be offered to the public.

SHARE CAPITAL

2.

- (a) Subject to the provisions of Table A and to the following provisions of these articles, the directors shall have authority to exercise any power of the Company to offer, allot or otherwise dispose of any shares in the Company, or any relevant securities, to such person, at such times and generally on such terms and conditions as they think fit proper provided that (insofar as the Company in general meeting shall not have varied, renewed or revoked the said authority):
 - (i) the Directors shall not be authorised to make any offer or allotment of shares in the Company, or grant any right to subscribe for, or to convert any securities into, shares in the Company if such allotment, or an allotment in pursuance of such offer or right, would or might result in the aggregate of the shares or stock in issue exceeding, in nominal value, the amount of the authorised share capital of the Company for the time being, and such limited shall determined the maximum amount of the relevant securities which at any time remain to be allotted by the directors hereunder; and

- (ii) the period within which the said authority to allot relevant securities may be exercise shall be limited to five years, commencing upon the date of the incorporation of the Company,
 - (b) Any offer or agreement in respect of relevant securities, which is made prior to the expiration of such authority and in all other respects within the terms of such authority, shall be authorised to be made, notwithstanding that such offer or agreement would or might require relevant securities to be allotted after the expiration of such authority and, accordingly, the directors may at any time allot any relevant securities in pursuance of such offer or agreement.
 - (c) The authority conferred upon the directors to allot relevant securities may at any time, by ordinary resolution of the Company in general meeting, be revoked varied or renewed (whether or not it has been previously renewed hereunder) for a further period not exceeding five years.
3. In accordance with Section 91(1) of the 1985 Act, Sections 89(1) and 90(1) to (6) inclusive of the 1985 Act shall not apply to the Company. The shares comprised in the initial allotment of equity securities by the Company shall be at the disposal of the directors as they think proper but thereafter, unless otherwise determined by ordinary resolution of the Company in general meeting, any relevant securities shall, before they are allotted on any terms to any person, be first offered on the same or more favourable terms to each person who holds shares in the Company in the proportion which is, as nearly practicable, equal to the proportion in nominal value held by him of the aggregate of such shares in issue.

Such offer shall be made by notice in writing specifying the number of share offered and the period, being not less than twenty one days, within which the offer, if not accepted, will be deemed to have been declined. After the expiration of such period, or on receipt of notice of the acceptance or refusal of every offer so made, the directors may, subject to these articles, dispose of such securities as have not been taken up in such manner as they think proper. The directors may, in like manner, dispose of any such securities as aforesaid, by which reason of the proportion borne by them in the number of persons entitled to such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the directors be conveniently offered in the manner hereinbefore provided.

- (a) No share shall be issued at a discount.
 - (b) The Company shall not have the power to issue share warrants to bearer.
 - (c) Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.
4. Subject to the provision of Part V of the Act:
- (a) The Company may purchase any of its own shares, provided that the terms of any contract under which the Company will or may become entitled or obliged to purchase its owns shares shall be authorised by ordinary resolution of the Company in general meeting before the Company enters into the contract.

- (b) The Company shall be authorised, in respect of the redemption or purchase of its own shares, to give financial assistance, or to make such payments out of capital as may be permissible in accordance with the Act, provided that any such payment shall first be approved by special resolution of the Company in general meeting.

LIEN

- 5. In regulation 8 of Table A, the words "*(not being a fully paid share)*" shall be omitted. The Company shall have a first and paramount lien on every share for all moneys (whether presently payable or not) payable at a fixed time or called in respect of that share. The directors may at any time declare any share to be wholly or in part exempt from the provisions of this article. The Company's lien on a share shall extend to any amount payable in respect of it.

TRANSFER OF SHARES

- 6. The Directors may, in their absolute discretion and without assigning any reason therefore, decline to register any transfer of any share, whether or not it is a fully paid share.

GENERAL MEETINGS

- 7. The directors may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene a general meeting in accordance with the provisions of the Act. If there are not within the United Kingdom sufficient directors to call a general meeting any director or any member of the Company may call a general meeting.

PROCEEDINGS AT GENERAL MEETINGS

- 8. No business shall be transacted at any meeting unless a quorum is present at the time when the meeting proceeds to business. Save in the case of a company with a single member two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum. At the end of regulation 41 of Table A there shall be inserted the following "*If within half an hour from the time appointed for the holding of an adjourned meeting a quorum is not present, the members present shall be a quorum*".
- 9. If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the directors may determine. In regulation 59 of Table A, the second sentence shall be omitted.
- 10. A resolution in writing signed or approved by letter, facsimile transmission or telex by or on behalf of all the members or all the holders of a class of shares (as the case may be) for the time being entitled to vote on the relevant resolution shall be as valid and effective as if it had been passed at a general meeting of the Company or a separate meeting of such class (as the case may be) duly convened and held and when signed or approved

may consist of several documents each signed or approved by one or more of the persons aforesaid.

NUMBER OF DIRECTORS

11. Unless otherwise determined by ordinary resolution, the number of directors (other than alternate directors) shall not be subject to a maximum but shall be subject to a minimum of one. If and so long as there shall be one director only he shall be entitled to exercise all the powers and shall carry out all the duties assigned to directors and the provisions of these articles and the regulations of Table A shall be construed accordingly.

POWER OF DIRECTORS

12. The directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and, subject to the provision of the Act, to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or any third party.

APPOINTMENT AND RETIREMENT OF DIRECTORS

13. At every general meeting of the Company all of the directors shall retire from office.
14. No person shall be appointed or reappointed a director at any general meeting unless:
 - (a) he is recommended by the directors; or
 - (b) not less than fourteen nor more than thirty-five clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Company of the intention to propose that person for appointment or reappointment stating the particulars which would, if he were so appointed or reappointed, to be included in the Company's register of directors together with notice executed by that person of his willingness to be appointed or reappointed.
15. Not less than seven nor more than twenty-eight clear days before the date appointed for holding a general meeting notice shall be given to all who are entitled to receive notice of the meeting of any person who is recommended by the directors for appointment or reappointment as a director at the meeting or in respect of whom notice has been duly given to the Company of the intention to propose him at the meeting for appointment or reappointment as a director. The notice shall give the particulars of that person which would, if he were so appointed or reappointed, be required to be included in the Company's register of directors.
16. The Company may by ordinary resolution appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director whether in addition to or in replacement of any of the directors.
17. The directors may appoint a person to be a director, either to fill a vacancy or as an additional director, so long as the appointment does not cause the number of directors to exceed any number fixed by or in accordance with the articles as the maximum number of directors. A director so appointed shall hold office only until the next following

general meeting. If not reappointed at such general meeting, he shall vacate office at the conclusion thereof.

18. A director who retires at a general meeting may, if willing to act, be reappointed. If he is not reappointed, he shall retain office until the meeting appoints someone in his place, or if it does not do so, until the end of the meeting.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

19. The office of a director shall be vacated if:
- 19.1 he ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a director; or
 - 19.2 he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - 19.3 he is, or may be, suffering from mental disorder and either:
 - (a) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland an application for admission under the Mental Health (Scotland) Act 1960; or
 - (b) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
 - 19.4 he resigns his office by notice to the Company; or
 - 19.5 he shall for more than six consecutive months have been absent without permission of the directors from meetings of directors held during that period and the directors resolve that his office be vacated; or
 - 19.6 if a written resolution signed by all members entitled to vote is delivered to the Company requires the removal of any director.

DIRECTORS' APPOINTMENTS AND INTERESTS

20. A director may vote in respect of any contract or arrangement in which he, or any person with whom he is connected, is interested and be counted in the quorum present at any meeting of the directors or, if otherwise so entitled, at any general meeting of the Company at which such contract or arrangement is proposed or considered, and if he shall so vote, his vote shall be counted. This article shall have effect in substitution for regulations 94 to 98 inclusive of Table A, which regulations shall not apply to the Company.

DIRECTORS' CONFLICTS OF INTERESTS

21. The directors may, in accordance with the requirements set out in this article 38, authorise any matter proposed to them by any director which would, if not authorised,

involve a director breaching his duty under section 175 of the 2006 Act to avoid conflicts of interest ("**Conflict**").

- 21.1 Any authorisation under this article 21 will be effective only if:
- (a) the matter in question shall have been proposed by any director for consideration at a meeting of directors in the same way that any other matter may be proposed to the directors under the provisions of these articles or in such other manner as the directors may determine;
 - (b) any requirement as to the quorum at the meeting of the directors at which the matter is considered is met without counting the director in question; and
 - (c) the matter was agreed to without his voting or would have been agreed to if his vote had not been counted.
- 21.2 Any authorisation of a matter under this article may (whether at the time of giving the authority or subsequently):
- (a) extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter so authorised;
 - (b) be subject to such terms and for such duration, or impose such limits or conditions as the directors may determine;
 - (c) be terminated or varied by the directors at any time.

This will not affect anything done by the director prior to such termination or variation in accordance with the terms of the authorisation.

- 21.3 In authorising a Conflict the directors may decide (whether at the time of giving the authority or subsequently) that if a director has obtained any information through his involvement in the Conflict otherwise than as a director of the Company and in respect of which he owes a duty of confidentiality to another person the director is under no obligation to:
- (a) disclose such information to the directors or to any director or other officer or employee of the company;
 - (b) use or apply any such information in performing his duties as a director;
 - (c) where to do so would amount to a breach of that confidence.
- 21.4 Where the directors authorise a Conflict they may provide, without limitation (whether at the time of giving the authority or subsequently) that the director:
- (a) is excluded from discussions (whether at meetings of directors or otherwise) related to the Conflict;
 - (b) is not given any documents or other information relating to the Conflict;

- (c) may or may not vote (or may or may not be counted in the quorum) at any future meeting of directors in relation to any resolution relating to the Conflict.

21.5 Where the directors authorise a Conflict:

- (a) the director will be obliged to conduct himself in accordance with any terms imposed by the directors in relation to the Conflict;
- (b) the director will not infringe any duty he owes to the company by virtue of sections 171 to 177 of the 2006 Act provided he acts in accordance with such terms, limits and conditions (if any) as the directors impose in respect of its authorisation.

21.6 A director is not required, by reason of being a director (or because of the fiduciary relationship established by reason of being a director), to account to the Company for any remuneration, profit or other benefit which he derives from or in connection with a relationship involving a Conflict which has been authorised by the directors or by the Company in general meeting (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds.

INDEMNITY

22. Subject to the provisions of the Act, and in addition to such indemnity as is contained in regulation 118 of Table A, every director, secretary or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.