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21 June 2012

RECOMMENDED CASH ACQUISITION

of

LOGICA PLC

by

CGI GROUP HOLDINGS EUROPE LIMITED

(a wholly-owned subsidiary of CGI Group Inc.)

to be effected

by means of a Scheme of Arrangement

under Part 26 of the Companies Act 2006

Posting of Scheme Document

On 31 May 2012, the boards of directors of Logica plc (“**Logica**”) and CGI Group Inc. (“**CGI**”) announced that they had reached agreement on the terms of a recommended cash acquisition of Logica by CGI Group Holdings Europe Limited (“**CGI Europe**”), a wholly-owned subsidiary of CGI, pursuant to which CGI Europe will acquire the entire issued and to be issued ordinary share capital of Logica (the “**Acquisition**”). As outlined in that announcement, the Acquisition is to be implemented by way of a scheme of arrangement (“**Scheme**”).

Logica announces that the scheme document relating to the Acquisition, containing, among other things, the full terms of, and conditions to, the Scheme and an explanatory statement, together with the actions to be taken by Logica Shareholders (the “**Scheme Document**”), is today being sent to Logica Shareholders, together with the Forms of Proxy for the Court Meeting and the General Meeting.

Subject to the approval of the Logica Shareholders, the sanction of the Court and the satisfaction or waiver of the other Conditions, it is expected that the Scheme will be implemented in August 2012. The expected timetable of principal events for the implementation of the Acquisition is attached as an appendix to this announcement.

Full details of the Scheme, the Court Meeting and the General Meeting are set out in the Scheme Document. The Scheme Document also contains information on both Logica and CGI and the terms and conditions of the Acquisition.

Notices of the Court Meeting and General Meeting

Notices of both the Court Meeting and the General Meeting are set out in the Scheme Document. The Court Meeting will start at 10:00 a.m. on 16 July 2012 at Kings Place, 90 York Way, London, N1 9AG. Implementation of the Scheme also requires approval of Logica Shareholders at the General Meeting to be held at the same venue at 10:15 a.m. on 16 July 2012 (or as soon thereafter as the Court Meeting has concluded or been adjourned).

Action to be taken

Details of the Shareholder Meetings to be held and the action to be taken in respect of the Scheme are set out in the section entitled “**ACTION TO BE TAKEN**”, starting on page 8 of the Scheme Document. Logica Shareholders will find accompanying the Scheme Document a BLUE Form of Proxy for use at the Court Meeting and a WHITE Form of Proxy for use at the General Meeting.

Whether or not Logica Shareholders intend to be present at either Shareholder Meeting, Scheme Shareholders are urged to complete, sign and return both the Form of Proxy for the Court Meeting

(BLUE) and the Form of Proxy for the General Meeting (WHITE) in accordance with the instructions printed on the respective forms.

If you are a Logica Shareholder and have any questions about the Scheme Document, the Court Meeting or the General Meeting or are in any doubt as to how to complete and return the Forms of Proxy, please call the Shareholder Helpline on 0871 664 0321 from within the United Kingdom (or on +44 (0)20 8639 3399 if calling from outside the United Kingdom). Calls to the 0871 664 0321 number cost 10 pence per minute from a BT landline. Other network providers' costs may vary. Lines are open 9:00 a.m. to 5:30 p.m., Monday to Friday. Calls to the Shareholder Helpline from outside the United Kingdom will be charged at the applicable international rate. Different charges may apply to calls from mobile telephones and calls may be recorded and randomly monitored for security and training purposes. The Shareholder Helpline cannot provide advice on the merits of the Acquisition nor give any financial, legal or tax advice.

It is particularly important that as many votes as possible are cast at the Court Meeting so that the Court may be satisfied that there is a fair and reasonable representation of Scheme Shareholder opinion. Scheme Shareholders are therefore strongly urged to return both Forms of Proxy as soon as possible.

Timetable

The expected timetable of principal events for the implementation of the Acquisition is attached as an appendix to this announcement.

If any of the key dates set out in the timetable change, Logica will give notice of this change by issuing an announcement via a Regulatory Information Service.

Other

Unless otherwise defined, all capitalised terms in this announcement shall have the meaning given to them in the Scheme Document.

A copy of this announcement and the Scheme Document will be available free of charge (subject to any applicable restrictions with respect to persons resident in Restricted Jurisdictions) on Logica's and CGI's websites (www.logica.com and www.cgi.com respectively). The Scheme Document will also be submitted to the National Storage Mechanism and will thereafter be available for inspection at <http://www.hemscott.com/nsm.do>

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Goldman Sachs International, which is authorised and regulated in the United Kingdom by the FSA, is acting for CGI and CGI Europe and no one else in connection with the Acquisition and will not be responsible to anyone other than CGI and CGI Europe for providing the protections afforded to clients of Goldman Sachs International, or for giving advice in connection with the Acquisition or any matter referred to herein.

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Deutsche Bank AG, London Branch is authorised under German Banking Law (competent authority: BaFin – Federal Financial Supervisory Authority) and authorised and subject to limited regulation by the Financial Services Authority. Details about the extent of Deutsche Bank AG, London Branch's authorisation and regulation by the Financial Services Authority are available on request. Deutsche Bank AG, London Branch is acting as financial adviser to Logica

and no one else in connection with the Acquisition or the contents of this announcement and will not be responsible to any person other than Logica for providing the protections afforded to clients of Deutsche Bank AG, London Branch, nor for providing advice in relation to the Acquisition or any matters referred to in this announcement.

This announcement is for information purposes only and is not intended to and does not constitute or form part of an offer to sell or otherwise dispose of or invitation to purchase or otherwise acquire any securities or the solicitation of any vote or approval in any jurisdiction, nor shall there be any sale, issue or transfer of the securities referred to in this announcement in any jurisdiction in contravention of applicable law. The Acquisition will be made solely through the Scheme Document and the accompanying Forms of Proxy, which will together contain the full terms and conditions of the Acquisition, including details of how to vote in respect of the Acquisition. Any vote in respect of the Scheme or other response in relation to the Acquisition should be made only on the basis of the information contained in the Scheme Document.

This announcement has been prepared for the purpose of complying with the laws of England and Wales and the Code and the information disclosed may not be the same as that which would have been disclosed if this announcement had been prepared in accordance with the laws of jurisdictions outside England and Wales.

Overseas Shareholders

The release, publication or distribution of this announcement in certain jurisdictions may be restricted by law. Persons who are not resident in the United Kingdom or who are subject to other jurisdictions should inform themselves of, and observe, any applicable requirements. Further details in relation to Overseas Shareholders will be contained in the Scheme Document.

The Acquisition relates to the shares of an English company and is proposed to be effected by means of a scheme of arrangement under the laws of England and Wales. Neither the proxy solicitation rules nor (unless implemented by means of a Takeover Offer) the tender offer rules under the US Securities Exchange Act of 1934, as amended, will apply to the Acquisition. Moreover, the Acquisition is subject to the disclosure requirements and practices applicable in the United Kingdom and under the City Code to schemes of arrangement, which differ from the disclosure requirements of the US proxy solicitation rules and tender offer rules. If CGI exercises its right to implement the Acquisition of the Logica Shares by way of a Takeover Offer, the Takeover Offer will be made in compliance with applicable US securities laws and regulations.

Unless otherwise determined by CGI Europe or required by the Code, and permitted by applicable law and regulation, the Acquisition will not be made available, directly or indirectly, in, into or from a Restricted Jurisdiction where to do so would violate the laws in that jurisdiction and no person may vote in favour of the Scheme by any such use, means, instrumentality or form within a Restricted Jurisdiction or any other jurisdiction if to do so would constitute a violation of the laws of that jurisdiction. Accordingly, copies of this announcement and all documents relating to the Acquisition are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in, into or from a Restricted Jurisdiction where to do so would violate the laws in that jurisdiction, and persons receiving this announcement and all documents relating to the Acquisition (including custodians, nominees and trustees) must not mail or otherwise distribute or send them in, into or from such jurisdictions where to do so would violate the laws in that jurisdiction.

The availability of the Acquisition to Logica Shareholders who are not resident in the United Kingdom may be affected by the laws of the relevant jurisdictions in which they are resident. Persons who are not resident in the United Kingdom should inform themselves of, and observe, any applicable requirements.

Dealing Disclosure Requirements

Under Rule 8.3(a) of the Code, any person who is interested in 1 per cent. or more of any class of relevant securities of an offeree company or of any paper offeror (being any offeror other than an offeror in respect of which it has been announced that its offer is, or is likely to be, solely in cash)

must make an Opening Position Disclosure following the commencement of the offer period and, if later, following the announcement in which any paper offeror is first identified. An Opening Position Disclosure must contain details of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any paper offeror(s). An Opening Position Disclosure by a person to whom Rule 8.3(a) applies must be made by no later than 3.30 pm (London time) on the 10th business day following the commencement of the offer period and, if appropriate, by no later than 3.30 pm (London time) on the 10th business day following the announcement in which any paper offeror is first identified. Relevant persons who deal in the relevant securities of the offeree company or of a paper offeror prior to the deadline for making an Opening Position Disclosure must instead make a Dealing Disclosure.

Under Rule 8.3(b) of the Code, any person who is, or becomes, interested in 1 per cent. or more of any class of relevant securities of the offeree company or of any paper offeror must make a Dealing Disclosure if the person deals in any relevant securities of the offeree company or of any paper offeror. A Dealing Disclosure must contain details of the dealing concerned and of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any paper offeror, save to the extent that these details have previously been disclosed under Rule 8. A Dealing Disclosure by a person to whom Rule 8.3(b) applies must be made by no later than 3.30 pm (London time) on the business day following the date of the relevant dealing.

If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire or control an interest in relevant securities of an offeree company or a paper offeror, they will be deemed to be a single person for the purpose of Rule 8.3.

Opening Position Disclosures must also be made by the offeree company and by any offeror and Dealing Disclosures must also be made by the offeree company, by any offeror and by any persons acting in concert with any of them (see Rules 8.1, 8.2 and 8.4).

Details of the offeree and offeror companies in respect of whose relevant securities Opening Position Disclosures and Dealing Disclosures must be made can be found in the Disclosure Table on the Panel's website at www.thetakeoverpanel.org.uk, including details of the number of relevant securities in issue, when the offer period commenced and when any offeror was first identified. If you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure, you should contact the Panel's Market Surveillance Unit on +44 (0) 20 7638 0129.

Appendix

Expected Timetable of Principal Events

The following timetable sets out the expected dates for implementation of the Acquisition (some of which are indicative):

| | Time and/or date¹ |
|---|-------------------------------------|
| Latest time for lodging BLUE Form of Proxy for the Court Meeting² | 10:00 a.m. on 14 July 2012 |
| Latest time for lodging WHITE Form of Proxy for the General Meeting | 10:15 a.m. on 14 July 2012 |
| Scheme Voting Record Time² | 6:00 p.m. on 14 July 2012 |
| Court Meeting³ | 10:00 a.m. on 16 July 2012 |

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|--|------------------------------------|
| General Meeting⁴ | 10:15 a.m. on 16 July 2012 |
| Scheme Court Hearing | 16 August 2012 |
| Last day of dealings in, and for registration of transfers of, Logica Shares | 17 August 2012 |
| Reduction Record Time | 6:00 p.m. on 17 August 2012 |
| Reduction Court Hearing | 20 August 2012 |
| Effective Date | 20 August 2012 |
| Earliest date for cancellation of listing and admission to trading of Logica Shares | 8:00 a.m. on 21 August 2012 |
| Latest date for despatch of Consideration | by 3 September 2012 |
| Long Stop Date | 16 November 2012 |

- 1 All times shown in this document are London times unless otherwise stated. Some dates are indicative only and will depend, among other things, on the date upon which the Court sanctions the Scheme and whether (and, if so, when) the Conditions are fulfilled or (if capable of waiver) waived. IF THE EXPECTED DATE OF THE SCHEME COURT HEARING OR ANY OTHER KEY DATE IS CHANGED, LOGICA WILL GIVE NOTICE OF THIS CHANGE BY ISSUING AN ANNOUNCEMENT VIA A REGULATORY INFORMATION SERVICE. All Logica Shareholders have the right to attend the Scheme Court Hearing in person or through counsel to support or oppose the sanctioning of the Scheme.
- 2 If either the Court Meeting or the General Meeting is adjourned, the voting record time for the adjourned meeting will be 6.00 p.m. on the date falling two days before the adjourned meeting.
- 3 A BLUE Form of Proxy for the Court Meeting not lodged by the required date may be handed to the Registrar or the Chairman of the Court Meeting at the venue of the Court Meeting, before the start of the Court Meeting.
- 4 The Court Meeting and the General Meeting will both be held at Kings Place, 90 York Way, London N1 9AG. The Court Meeting will start at 10:00 a.m. and the General Meeting will start at 10:15 a.m. (or as soon thereafter as the Court Meeting has been concluded or adjourned).