

Regulatory Story

[Go to market news section](#)



Company [Logica PLC](#)
TIDM LOG
Headline Court sanction of the Scheme of Arrangement
Released 11:50 16-Aug-2012
Number 21136-1B54

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION IN WHOLE OR IN PART, IN, INTO OR
 FROM ANY JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE
 RELEVANT LAWS OF SUCH JURISDICTION

16 August 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

Court sanction of the Scheme of Arrangement

Logica plc ("Logica") and CGI Group Inc. ("CGI") are pleased to announce that the scheme of arrangement (the "Scheme") in order to effect the recommended acquisition of Logica by CGI Group Holdings Europe Limited (the "Acquisition") was today sanctioned by the Court. In order for the Scheme to become effective in accordance with its terms, Court approval must be obtained for the Capital Reduction at the Reduction Court Hearing which is scheduled to take place on 20 August 2012.

The Scheme will become effective upon the Court Orders being delivered to the Registrar of Companies which is expected to take place on 20 August 2012.

Dealings in Logica Shares on the London Stock Exchange and Euronext Amsterdam will be suspended at 7.30 a.m. (UK time) on Monday 20 August 2012. The delisting of Logica Shares and the cancellation of admission to trading of Logica Shares on the London Stock Exchange and Euronext Amsterdam is expected to take place at 8.00 a.m. (UK time) on 24 August 2012.

Upon completion of the Acquisition, holders of Scheme Shares on the Logica register of members at 6.00 p.m. on 17 August 2012 will be entitled to receive 105 pence in cash, for each Scheme Share held. The date for despatch of cheques and for settlement of cash consideration in relation to the Acquisition through CREST is expected to be 3 September 2012.

For those holding ordinary shares through Euroclear Nederland, payment is also expected to be made on 3 September 2012 and be made in Euros, based on the

prevailing Euros/pound sterling exchange rate.

Timetable

The expected timetable of events for the Scheme as set out in the scheme document issued by Logica on 21 June 2012 ("Scheme Document") was updated in the announcement dated 16 July 2012 and remains unchanged.

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 will be available, subject to certain restrictions in relation to persons resident in certain overseas jurisdictions, at www.Logica.com.

For enquiries please contact:

Logica plc

Karen Keyes (Investor Relations) Tel: +44(0) 20 7446 1338

Carolyn Esser (Media Relations) Tel: +44(0) 7841 602 391

Rothschild (joint financial adviser to Logica)

Warner Mandel Tel: +44 (0) 20 7280 5000

Jeremy Millard

Nick Ivey

Bank of America Merrill Lynch (joint financial adviser and joint corporate broker to Logica)

Simon Gorringe Tel: +44 (0) 20 7628 1000

Geoff Iles

Andrew Tusa

Deutsche Bank AG, London Branch (joint financial adviser and joint corporate broker to Logica)

Charles Wilkinson Tel: +44 (0) 20 7545 8000

Richard Sheppard

Charles Bryant

Brunswick (public relations adviser to Logica)

Sarah West Tel: +44 (0) 20 7404 5959

Jonathan Glass

CGI Group Inc.

Lorne Gorber Tel: +1 514 841 3355

Goldman Sachs International (financial adviser to CGI)

Gregg Lemkau Tel: +44 (0) 20 7774 1000

Nick Harper

Nicholas van den Arend

RLM Finsbury (public relations adviser to CGI)

James Murgatroyd

Tel: +44 (0) 20 7251 3801

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.

Rothschild, which is authorised and regulated in the United Kingdom by the FSA, is acting exclusively for Logica and no one else in connection with the Acquisition and will not be responsible to anyone other than Logica for providing the protections afforded to clients of Rothschild or for providing advice in connection with the Acquisition or in relation to matters described in this announcement or any transaction or arrangement referred to herein.

Bank of America Merrill Lynch, which is authorised and regulated in the United Kingdom by the FSA, is acting exclusively for Logica and for no one else in connection with the Acquisition and will not be responsible to any person other than Logica for providing the protections afforded to clients of Bank of America Merrill Lynch, or for providing advice in relation to the Acquisition, the content of this announcement or any matter referred to herein.

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.

LON21756868/9 054385-0147 Page 5

LON21756868/9 054385-0147 L

CLOSE

London Stock Exchange plc is not responsible for and does not check content on this Website. Website users are responsible for checking content. Any news item (including any prospectus) which is addressed solely to the persons and countries specified therein should not be relied upon other than by such persons and/or outside the specified countries. [Terms and conditions](#), including restrictions on use and distribution apply.

©2009 London Stock Exchange plc. All rights reserved

Regulatory