

General Meeting – admission form Ordinary Shareholders

You may submit your proxy electronically at www.logica-shares.com.
If not already registered for the Share Portal you will need your Investor Code below.



For use by members of Logica plc (the Company) at the General Meeting (and any adjournment thereof) of the holders of ordinary shares of the Company to be held at 10.15 a.m. on 16 July 2012 at Kings Place, 90 York Way, London N1 9AG.

If you wish to attend this meeting in your capacity as a holder of ordinary shares, please sign this card and on arrival hand it to the Company's registrars (Capita). This will facilitate entry to the meeting.

Signature of person attending

Barcode:

Investor Code:

Logica plc – Registered Office: 250 Brook Drive, Green Park, Reading RG2 6UA
Registered Number: 01631639 Registered in England and Wales

Please tear off this section and mail (see note 7 overleaf)

Form of Proxy for use by holders of ordinary shares at the General Meeting of the Company convened for 16 July 2012

Kindly note: This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different (i) account holders; or (ii) uniquely designated accounts. The Company accepts no liability for any instruction that does not comply with these conditions.

Please read the Notice convening the General Meeting dated 21 June 2012 accompanying this white Form of Proxy and the notes overleaf before completing this form.

Barcode:

I/We being a member of the Company hereby appoint the Chairman of the Meeting or (see note 3 over)

Name of proxy

Number of shares proxy appointed over

Investor Code:

Event Code:

(do not insert your own name(s)),

as my/our proxy to vote on my/our behalf at the General Meeting and at any adjournment thereof.

I/We instruct my/our proxy to vote for me/us to attend and vote on my/our behalf at the General Meeting or any adjourned meeting. The General Meeting will be held at 10.15 a.m. on 16 July 2012 at Kings Place, 90 York Way, London N1 9AG or after the preceding Court Meeting has been concluded or adjourned. Your proxy will vote on your behalf on the Special Resolution set out in the Notice of General Meeting dated 21 June 2012.

☐ Please tick here if this proxy appointment is one of multiple appointments being made. For the appointment of more than one proxy please refer to note 3.

Please indicate your vote by marking the appropriate box in black ink like this: ☒

Special Resolution that for the purposes of giving effect to the proposed Scheme of Arrangement (the Scheme) referred to in the Notice convening the General Meeting in its original form or with or subject to any modification, addition or condition approved or imposed by the Court:

For	Against	Vote Withheld
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

(a) the directors of Logica plc be authorised to take all such action as they may consider necessary or appropriate for carrying the Scheme into effect;

(b) the share capital of Logica plc be reduced by cancelling and extinguishing all of the Scheme Shares (as defined in the Scheme);

(c) subject to, and forthwith upon, the reduction of capital referred to in (b) above taking effect, the application of the reserve arising following the reduction in share capital be applied in paying up new ordinary shares to be allotted and issued, credited as fully paid, to CGI Europe (as defined in the Scheme) and/or its nominee(s) in accordance with the Scheme;

(d) subject to, and forthwith upon, the reduction of capital referred to in (b) above taking effect, authority be given to the directors under section 551 of the Companies Act 2006 to allot and issue ordinary shares for the purposes of implementing the Scheme; and

(e) the inclusion and adoption of a new article 141 in the Articles of Association of Logica plc be approved.

Please indicate with an 'x' in the appropriate box how you would like your proxy to vote or if you would like him or her to abstain from voting. If you have not given specific instructions on how your proxy should vote your proxy can vote as he or she chooses.

Your proxy may also vote or abstain from voting as he or she sees fit in connection with any other business that may properly come before the General Meeting.

Signature (any one of the joint shareholders may sign)

Date: 2012

In the case of a corporation, this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director, secretary)

Notes on filling in your form of proxy

1. Before completing this proxy form, please also read the sections entitled "Action to be taken" and the "Notice of General Meeting" set out in the circular relating to the Scheme.
2. A holder of ordinary shares entitled to attend and vote at the General Meeting is entitled to appoint one or more proxy to attend, speak and, on a poll, vote instead of him or her. A proxy need not be a member of the Company but must attend the General Meeting in person.

3. If you wish to appoint the Chairman as your proxy, leave the space overleaf blank. If you wish to nominate someone other than the Chairman as your proxy, give that person's name in the space overleaf. You may appoint more than one proxy provided that each proxy is appointed to exercise rights attaching to different shares. If you wish to appoint more than one proxy please also indicate by ticking the box provided if the proxy is one of multiple instructions being given.

If you wish to appoint more than one proxy, you may: (a) photocopy the form of proxy, fill in the name of the proxy and the number of shares in respect of which the proxy is appointed and send the multiple forms together to Capita at the address in note 7 below (please ensure that all of the multiple forms of proxy in respect of one registered holding are sent in the same envelope if possible); or alternatively (b) call Capita on the number in note 13 below who will then issue you with multiple forms of proxy. If you appoint a proxy or proxies and then decide to attend the General Meeting in person and vote on a poll using this poll card, then the vote in person will override the proxy vote(s).

4. Lodging a form of proxy will not prevent you from attending and voting in person. The Company will give effect to the intention of members and include votes wherever and to the fullest extent possible. Any amendments you make to any form of proxy must be initialled by you.
5. In the case of joint holders, the vote of the senior shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority is determined by the order in which the names stand in the Company's register of members in respect of the joint holding.
6. If the form of proxy is signed by someone else on behalf of you, their authority to sign must be returned with the form of proxy. If you are appointing the proxy for a company, the form must show the company's seal or be signed on its behalf by an officer, attorney or other person authorised to sign for the company. Where an officer signs this form, the signatory should state his or her office on the form.
7. To be valid, the form of proxy (together with any power of attorney or authority under which it is signed, or a notarially certified copy of such power of attorney) must be received by post or by hand (during normal business hours) at the offices of Capita, at PXS, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU no later than 10.15 a.m. on 14 July 2012 (or, in the case of an adjournment, not later than 48 hours before the time fixed for the holding of the adjourned meeting).

Please do not enclose anything else with your form (except for the authority mentioned in note 6 above where appropriate).

If your form arrives late, it will not be valid and will not replace any earlier form of proxy we have received. We cannot accept forms of proxy returned by fax.

8. The "Vote Withheld" option is provided to enable you to abstain on any particular resolution. However, "Vote Withheld" is not a vote in law and will not be counted in the calculation of the proportion of the votes "For" or "Against".
9. To be entitled to attend and vote at the General Meeting (and for the purpose of the determination by the Company of the number of votes that can be cast), members must be entered on the Company's register of members at 6.00 p.m. on 14 July 2012 (or in the case of any adjournment not later than 48 hours before the time fixed for the holding of the adjourned meeting).
10. You may appoint a proxy electronically by logging on to www.logica-shares.com and selecting the "Proxy Voting" link. If you have not previously registered for electronic communications, you will first be asked to register as a new user, for which you will require your Investor Code (which can be found on this form of proxy), family name and post code (if resident in the United Kingdom). Once registered, you will have the opportunity to appoint a proxy online. For an electronic proxy to be valid, your appointment must be received by Capita no later than 10.15 a.m. on 14 July 2012 or in the case of an adjournment, not later than 48 hours before the time fixed for the holding of the adjourned meeting. Any electronic communication found to contain a computer virus will not be accepted.
11. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
12. If we receive more than one valid form of proxy from the same shareholder, we will accept the last one sent. Where it cannot be determined which proxy was last sent, the one which was received last shall be so treated. Where it cannot be determined either which was sent last or received last, none of such proxy appointments shall be treated as valid in respect of that share.
13. If you are in any doubt about completing the form of proxy please telephone Capita between 9:00 a.m. and 5:30 p.m., Monday to Friday, on 0871 664 0321 (from within the United Kingdom) and +44 20 8639 3399 (from outside the United Kingdom). Calls to 0871 664 0321 are charged at 10 pence per minute (including VAT) plus network charges. Other service providers' costs may vary. Calls to +44 20 8639 3399 from outside the United Kingdom are charged at applicable international rates. Different charges may apply to calls made from mobile telephones and calls may be recorded and monitored randomly for security and training purposes. Capita cannot provide advice on the merits of the proposals nor give any financial, legal or tax advice.