CGI

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Annual Information Form

For the fiscal year ended September 30, 2016

December 12, 2016

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This Annual Information Form is dated December 12, 2016 and, unless specifically stated otherwise, all information disclosed in this form is provided as at September 30, 2016, the end of CGI's most recently completed fiscal year. All dollar amounts are in Canadian dollars, unless otherwise stated.

CORPORATE STRUCTURE

Incorporation and Registered Office

CGI Group Inc. (the "Company", "CGI", "we", "us" or "our") was incorporated on September 29, 1981 under Part IA of the Companies Act (Quebec), predecessor to the Business Corporations Act (Quebec), which came into force on February 14, 2011 and which now governs the Company. The Company continued the activities of Conseillers en gestion et informatique CGI inc., which was originally founded in 1976. The executive and registered offices of the Company are situated at 1350 René-Lévesque Blvd. West, 25th Floor, Montreal, Quebec, Canada, H3G 1T4. CGI became a public company on December 17, 1986, upon completing an initial public offering of its Class A subordinate voting shares ("Class A subordinate voting shares").

Subsidiaries

The activities of the Company are conducted either directly or through subsidiaries. The table below lists the principal subsidiaries of the Company as at September 30, 2016, each of which is directly or indirectly wholly-owned by the Company. Certain subsidiaries whose total assets did not represent more than 10% of the Company's consolidated assets or whose revenues did not represent more than 10% of the Company's consolidated revenues as at September 30, 2016[1], have been omitted. The subsidiaries that have been omitted represent, as a group, less than 20% of the consolidated assets and revenues of the Company as at September 30, 2016. This table omits subsidiaries whose primary role is to hold investments in other CGI subsidiary entities.

Name of Subsidiary	Jurisdiction of Incorporation
Conseillers en gestion et informatique CGI inc.	Canada
CGI Information Systems and Management Consultants Inc.	Canada
CGI Technologies and Solutions Inc.	United States of America
CGI Federal Inc.	United States of America
CGI Suomi Oy	Finland
CGI Sverige AB	Sweden
CGI Nederland B.V.	Netherlands
CGI IT UK Limited	United Kingdom
CGI France SAS	France

[1] Based on the Company's audited consolidated financial statements for the fiscal year ended September 30, 2016 filed with Canadian securities regulatory authorities and which are available at www.sedar.com and on CGI's web site at www.cgi.com.

Capital Structure

The Company's authorized share capital consists of an unlimited number of Class A subordinate voting shares carrying one vote per share and an unlimited number of Class B shares (multiple voting) ("Class B shares") carrying 10 votes per share, all without par value, of which, as of December 12, 2016, 270,316,749 Class A subordinate voting shares and 32,852,748 Class B shares, were issued and outstanding. These shares represent respectively 45.14% and 54.86% of the aggregate voting rights attached to the outstanding Class A subordinate voting shares and Class B shares. Two classes of preferred shares also form part of CGI's authorized capital: an unlimited number of First Preferred Shares, issuable in series, and an unlimited number of Second Preferred Shares, also issuable in series. As of December 12, 2016 there were no preferred shares outstanding.

The Company incorporates by reference the disclosure contained under the headings *Class A Subordinate Voting Shares and Class B Shares* on pages 3 to 5, and *First Preferred Shares* and *Second Preferred Shares* on page 5 of CGI's Management Proxy Circular dated December 12, 2016 which was filed with Canadian securities regulatory authorities and which is available at www.sedar.com and on CGI's web site at www.cgi.com.

Stock Splits

As of December 12, 2016, the Company had proceeded with four subdivisions of its issued and outstanding Class A subordinate voting shares as follows:

- August 12, 1997 on a two for one basis;
- December 15, 1997 on a two for one basis;
- May 21, 1998 on a two for one basis; and
- January 7, 2000 on a two for one basis.

Market for Securities, Trading Price and Volume

CGI's Class A subordinate voting shares are listed for trading on the Toronto Stock Exchange ("TSX") under the symbol GIB.A and on the New York Stock Exchange, under the symbol GIB. A total of 160,839,640 Class A subordinate voting shares were traded on the TSX during the year ended September 30, 2016 as follows:

Month	High[(a)] ($)	Low[(a)] ($)	Volume
October 2015	47.91	46.91	12,202,615
November 2015	58.59	48.25	21,226,070
December 2015	59.39	55.11	16,486,268
January 2016	60.29	52.61	16,643,026
February 2016	61.50	55.00	14,007,336
March 2016	62.66	56.12	13,161,987
April 2016	63.62	57.23	14,017,150
May 2016	61.57	56.65	10,533,014

Month	High[a] ($)	Low[a] ($)	Volume
June 2016	61.74	53.55	13,217,601
July 2016	64.48	54.85	11,078,054
August 2016	65.17	62.39	8,917,600
September 2016	65.84	60.50	9,348,919

Source: NASDAQ

(a) The high and low prices reflect the highest and lowest prices at which a board lot trade was executed in a trading session during the month.

Normal Course Issuer Bid and Share Repurchases

On January 27, 2016, CGI announced that it was renewing its normal course issuer bid ("NCIB") to repurchase up to 10% of the Company's public float of its issued and outstanding Class A subordinate voting shares during the normal course issuer bid term that commenced on February 11, 2016 and will expire on February 3, 2017 at the latest. On December 2, 2016, the Company entered into a specific share repurchase program with a third party, which will form part of the NCIB. See *Description of CGI's Business – Significant developments of the Three Most Recent Fiscal Years – Fiscal Year ended September 30, 2016 – Share Repurchase Program* later in this document.

CORPORATE GOVERNANCE

Board and Standing Committee Charters and Codes of Ethics

CGI's Codes of Ethics, including its Code of Ethics and Business Conduct (which incorporates the CGI Anti-Corruption Policy) and its Executive Code of Conduct, the charter of the Board of Directors and the charters of the standing committees of the Board of Directors, including the charter of the Audit and Risk Management Committee, are set out in CGI's Fundamental Texts which are annexed as Appendix A to this Annual Information Form.

Audit Committee Information

The Company incorporates by reference the disclosure contained under the heading *Expertise and Financial and Operational Literacy* on pages 41 and 42 and the disclosure under the heading *Report of the Audit and Risk Management Committee* on page 50 and following of CGI's Management Proxy Circular dated December 12, 2016.

Directors and Officers

Directors

The Company incorporates by reference the disclosure under the heading *Nominees for Election as Directors* relating to the Company's directors contained on pages 8 to 15, and the table on Board of Directors committee membership on page 39 of CGI's Management Proxy Circular dated December 12, 2016.

Officers

The following table states the names of CGI's senior officers, their place of residence, their principal occupation within the Company as of December 12, 2016 and, where required, any other previously held positions in the last five years with the Company or one of its affiliates, or outside of the Company:

Name and Province/State and Country of Residence	Principal Occupation with the Company	Previously held position (last five years)
Jean-Michel Baticle Oise, France	President, France, Luxembourg and Morocco Operations	• Senior Vice-President, Regions • Vice-President, Regions
François Boulanger Quebec, Canada	Executive Vice-President and Chief Financial Officer	• Senior Vice-President and Corporate Controller
Mark Boyajian Toronto, Ontario	President, Canada Operations	• Senior Vice-President & Mid-Atlantic Business Unit Leader • Senior Vice-President, US Mid-Atlantic
Benoit Dubé Quebec, Canada	Executive Vice-President, Chief Legal Officer and Corporate Secretary	--
Stuart Forman Quebec, Canada	Senior Vice-President and Global Chief Information Officer	• Regional Chief Information Officer, North America • Sector Vice-President, Global Infrastructure Services • Sector Vice-President, Global SAP Practice
Julie Godin Quebec, Canada	Vice-Chair of the Board, Chief Planning and Administration Officer	• Executive Vice-President, Global Human Resources and Strategic Planning • Senior Vice-President, Human Resources and Strategic Planning
Serge Godin Quebec, Canada	Founder and Executive Chairman of the Board	--
Lorne Gorber Quebec, Canada	Executive Vice-President, Global Communications and Investor Relations	• Senior Vice-President, Global Communications and Investor Relations
Timothy W. Gregory Kent, United Kingdom	Executive Vice-President, Business Engineering, Marketing and IP Strategy	• President, United Kingdom Operations • President, Europe and Australia • Business Unit Leader UK

Name and Province/State and Country of Residence	Principal Occupation with the Company	Previously held position (last five years)
David L. Henderson Virginia, United States	President, United States Operations	• Senior Vice-President US Central and South • Vice-President US Central and South
Colin Holgate Sydney, Australia	President, Asia Pacific Operations	• Managing Director, Asia Pacific, Middle East and Africa of Logica plc • Chief Executive Officer Asia Pacific of Logica plc
Kevin Linder Quebec, Canada	Senior Vice-President and Corporate Controller	• Vice-President Financial Business Services • Vice-President Finance, Canada • Vice-President Corporate Reporting
Douglas McCuaig Ontario, Canada	President, Eastern Central and Southern Europe Operations	• Executive Vice-President, Global Client Transformation Services • President, Canada
Heikki Nikku Tuusula, Finland	President, Nordics Operations	• Senior Vice-President of Finland and Estonia Operations • Managing Director of Logica Finland Operations
Steve Perron Quebec, Canada	Senior Vice-President, Finance and Treasury	• Vice-President, Corporate Accounting and Taxation
Luc Pinard Quebec, Canada	Executive Vice-President, Corporate Performance	• Executive Vice-President, Chief Technology and Quality Officer
Daniel Rocheleau Quebec, Canada	Executive Vice-President and Chief Business Engineering Officer	--
George D. Schindler Virginia, United States	President and Chief Executive Officer	• President and Chief Operating Officer • Chief Operating Officer • President, United States and Canada • President, CGI Federal
Claude Séguin Quebec, Canada	Advisor to the Executive Chairman	• Senior Vice-President, Corporate Development and Strategic Investments

Name and Province/State and Country of Residence	Principal Occupation with the Company	Previously held position (last five years)
Stanley L. Sims Fairfax, United States	Chief Security Officer	• Director, Defense Security Services, a U.S. Department of Defense agency
Steve Thorn Surrey, United Kingdom	President, United Kingdom Operations	• Senior Vice-President, UK Public Sector Business • Senior Vice-President, Application Services • Vice-President, Logica UK Delivery
Guy Vigeant Quebec, Canada	Senior Vice-President, Mergers and Acquisitions	• Senior Vice-President, Greater Montreal • Financial Sector Vice-President

Ownership of Securities on the Part of Directors and Officers

The Company incorporates by reference the disclosure under the heading *Principal Holders of Class A Subordinate Voting Shares and Class B Shares* on pages 5 and 6 of CGI's Management Proxy Circular dated December 12, 2016.

DESCRIPTION OF CGI'S BUSINESS

Mission, Vision and Strategy

The mission of CGI is to help its clients with professional services of outstanding quality, competence and objectivity, delivering the best solutions to fully satisfy client objectives in information technology ("IT"), business processes and management. In all we do, we foster a culture of partnership, intrapreneurship and integrity, building a global IT and business process services company.

CGI is unique compared to most companies. We not only have a vision, but also a dream: "To create an environment in which we enjoy working together and, as owners, contribute to building a company we can be proud of." This dream has motivated us since our founding in 1976 and drives our vision: "To be a global, world-class IT and business process services leader helping our clients succeed."

In pursuing this dream and vision, CGI has been highly disciplined throughout its history in executing a "Build and Buy" profitable growth strategy comprised of four pillars that combine profitable organic growth ("Build") and accretive acquisitions ("Buy"):

- **Pillar 1**: Smaller contract wins, renewals and extensions;
- **Pillar 2**: Large, long-term transformational outsourcing contracts;
- **Pillar 3**: Small firm or niche player acquisitions; and
- **Pillar 4**: Large, transformational acquisitions.

The first two pillars relate to driving profitable organic growth through the pursuit of contracts-both large and small-with new and existing clients in our targeted industries.

The last two pillars focus on growth through niche and large acquisitions. We identify niche acquisitions through a strategic qualification process that systematically searches for targets to strengthen our local proximity in metro markets, our industry expertise and enhance our services and solutions. We also pursue large acquisitions to further expand our geographic presence and critical mass, which enables us to compete for large outsourcing contracts and broaden our client relationships. CGI will continue to be a consolidator in the IT services industry.

Since 1976, our professionals have been working toward the same dream and vision. Today, with a presence in hundreds of global locations and more than $10 billion in revenue, our aspiration is to double our size over a five to seven year period.

CGI's Mission, Vision, Dream and Values are explained in the Company's Fundamental Texts, which are annexed as Appendix A, and are available on the Company's web site at www.cgi.com.

Executing our strategy

CGI's strategy is executed through a unique business model that combines client proximity with an extensive global delivery network to deliver the following benefits:

- **Local responsiveness and accountability**: We live and work near our clients to provide a high level of responsiveness. Our local CGI teams speak our clients' language, understand their business environment, and collaborate to meet their goals and advance their business.
- **Global reach**: Our local presence is complemented by an expansive global delivery network that ensures our clients have 24/7 access to best-fit digital capabilities and resources to meet their end-to-end needs.
- **Committed experts**: One of our key strategic goals is to be our clients' expert of choice. To achieve this, we invest in recruiting professionals with extensive industry, business and technology expertise, particularly in high-demand areas, such as agile services, robotics process automation, cloud, mobile computing, cybersecurity, data analytics and the Internet of Things. In addition, a majority of CGI professionals are also shareholders, providing an added level of commitment to the success of our clients.
- **Comprehensive quality processes**: CGI's investment in quality frameworks and rigorous client satisfaction assessments has resulted in a consistent track record of on-time and within-budget project delivery.

Business Structure

The Company's operations are managed through the following seven operating segments, referred to as our Strategic Business Units, namely: United States of America ("U.S."); Nordics; Canada; France (including Luxembourg and Morocco) ("France"); United Kingdom ("U.K."); Eastern, Central and Southern Europe (primarily Netherlands and Germany) ("ECS"); and Asia Pacific (including Australia, India and the Philippines) ("Asia Pacific"). For additional information on our operating segments, please refer to sections 3.4 and 3.6 of CGI's Management's Discussion and Analysis for Fiscal Year 2016 and to note 27 of our audited consolidated financial statements for the years ended September 30, 2016 and 2015, which were filed with Canadian securities regulatory authorities and are available at www.sedar.com and on CGI's web site at www.cgi.com.

The following table provides a summary of the year-over-year changes in our revenue, in total and by segment, in fiscal 2016 and 2015:

Segment Revenue	2016	2015
In thousands of CAD		
U.S.	2,878,661	2,813,127
Nordics	1,651,322	1,638,985
Canada	1,536,331	1,533,719
France	1,444,966	1,283,387
U.K.	1,431,739	1,331,287
ECS	1,198,854	1,211,228
Asia Pacific	541,391	475,363
Total	**10,683,264**	**10,287,096**

Services Offered by CGI

Through high-end consulting, systems integration, transformational outsourcing and intellectual property ("IP") solutions, combined with in-depth industry expertise, CGI works with clients across the globe through a unique client proximity and best-fit global delivery model to accelerate their digital transformation and drive competitive advantage.

CGI delivers end-to-end services that cover the full spectrum of delivery; from solution design and development, to implementation, integration and technology operations. Our portfolio encompasses:

- **High-end consulting and system integration**: CGI helps clients form their digital roadmap, adopting an agile, iterative approach that enables them to innovate, connect and rationalize legacy systems to deliver enterprise-wide change.
- **Transformational outsourcing**: Our clients entrust us with full or partial responsibility for their IT and business functions. In return, we deliver significant efficiency improvements and cost savings. Typical services in an end-to-end engagement include: application development, integration and maintenance; technology infrastructure management; and business process services, such as collections and payroll management. Outsourcing contracts are long-term in nature, with a typical duration of five to ten or more years allowing our clients to reinvest savings, further driving digital transformation.

CGI has a wide range of CGI-built IP-based business solutions that help shape opportunities and drive value for its clients and shareholders, including the following:

- *CGI Advantage* is a leading enterprise resource planning ("ERP") solution that helps state and local governments improve their back-office operations and better serve their citizens. Its full suite of built-for-government applications includes financial management, payroll, budgeting, human resources management, procurement, permitting, case management and business intelligence. *CGI Advantage* has had 400+ successful implementations spanning U.S. states, cities and counties. Clients include 22 state governments, the two largest U.S. cities by population and four of the six largest U.S. counties by population, including the largest. *CGI Advantage* delivery options include on-premises implementation, managed services hosted in a CGI data center, or as a "software as a service" ("SaaS") offering.

- *Momentum* is an integrated ERP suite trusted by 100+ organizations across the three branches of the U.S. federal government, including intelligence and defense organizations. *Momentum* provides comprehensive capabilities to improve federal back-office operations. Its delivery options include on-premises implementation, managed services hosted in a CGI data center, or as a SaaS subscription-based offering.
- CGI's Credit Services Solutions, including *CGI Collections360*, *CGI Gateway360*, *CACS*, *ACAPS*, *Bureaulink*, *Strata* and other applications, are in use by hundreds of enterprises around the world to improve their consumer and small business credit operations.
- *CGI Atlas360* is used in 70 countries (39 languages) to provide a cost-efficient, global contact center network via SaaS and omni-channel customer relationship management solutions, as well as business process services. *CGI Atlas360* business process services include global call center support, fee processing, cash management and complex scheduling, all supported by a cloud-based customer relationship management software. *CGI Atlas360* specializes in applicant processes such as customer applications for credit cards, government IDs, insurance cards, etc. *CGI Atlas360* is an end-to-end outsourcing solution with the ability to deliver individual components to support the needs of clients who require one or more specialized services.
- *CGI Trade360* delivers all of the software, infrastructure and support resources necessary to power a bank's global trade business. Delivered as a SaaS offering, *CGI Trade360* enables banks to provide the full range of traditional trade, payables, receivables and cash management services to their customers – anywhere, anytime – on a single, integrated and global platform. The *CGI Trade360* platform is built uniquely for multi-bank, multi-currency and multi-time zone processing, and supports more than 33,000 portal users in 90 countries.

ACAPS, BureauLink, CACS, CGI Advantage, CGI Atlas360, CGI Collections360, CGI Gateway360, CGI Trade360, Momentum and Strata are trademarks or registered trademarks of CGI Group Inc. or its related companies.

Markets for CGI's Services

CGI has long and focused practices in all of its core industries, providing clients with a partner that is not only expert in IT, but expert in their industries. This combination of business knowledge and digital technology expertise allows us to help our clients adapt as their industries change and, in the process, allows us to evolve the industries in which we operate.

Our targeted industries include: government, financial services, health, utilities, telecommunications, oil & gas, manufacturing, retail & consumer services, transportation and post and logistics. While these represent our go to market industry targets, we group these industries into the following: government; financial services; health; telecommunications & utilities; and manufacturing, retail & distribution ("MRD").

As the move toward digitalization continues to increase across industries, CGI partners with clients to support their strategic initiatives. We provide extensive expertise to guide them in becoming customer-centric digital organizations.

Intangible Properties

We own and use various intangible assets which include, without limitation, brand names, trademarks, patents and patent applications, copyrights and copyrighted material, domain names, customer lists, know-how, tools, techniques, software, processes and methodologies. We derive value through the use of these assets in our business activities and they are central to our operations.

Our success depends, in part, on our ability to protect our proprietary intangible assets that we use to provide our services. We rely on a combination of contractual and licensing agreements and trademarks, copyright and patent laws to protect these assets against infringement.

Our general practice is to pursue trademark, patent, copyright, or other appropriate intellectual property protection that is timely and necessary to protect and leverage our intellectual assets for the longest possible period. We will continue to seek intellectual property protection for our technology, software, methodologies, processes, know-how, tools, techniques and other proprietary information and that throughout the various countries within which CGI operates.

Human Resources

As of September 30, 2016, CGI had approximately 68,000 employees, whom we refer to as members. In order to encourage the high degree of commitment necessary to ensure the quality and continuity of client service, CGI offers its members the right to acquire Class A subordinate voting shares pursuant to a *Share Purchase Plan*. Among the countries in which we currently offer the Share Purchase Plan, approximately 52,000 of our members own Class A subordinate voting shares. The Company also has a *Profit Participation Plan* which reinforces our ownership culture by distributing a portion of the Company's profits based on business performance.

Specialized Skills and Knowledge

The skills, expertise and competencies required by clients in the IT industry are constantly evolving. CGI strives to be one step ahead and adopts a proactive approach, not only by recruiting engaged and skilled professionals but more importantly developing and retaining them to meet our clients' needs. In addition to training and development activities and participation in professional associations, our talent management strategy includes stretch project assignments (local and abroad), job shadowing, coaching, mentoring and access to leadership and core competencies development programs through CGI's Leadership Institute. Over the years, we have put in place multiple initiatives to ensure we are able to meet our clients' needs, fulfill our business plans, maintain and develop professionals of the highest calibre for the benefits of our clients, members and shareholders.

CGI Offices and Global Delivery Model

CGI serves its clients from global delivery centers located on four continents. These delivery centers enable CGI to provide its clients with the right mix of onshore, near-shore and off-shore IT services that best suits their business needs.

CGI's delivery centers and its main offices are listed below:

Canada

Burnaby, BC	Markham, ON	Quebec City, QC‡	Stratford, PEI‡
Calgary, AB	Mississauga, ON	Regina, SK	Toronto, ON
Edmonton, AB	Moncton, NB‡	Saguenay, QC‡	Victoria, BC
Fredericton, NB‡	Montréal, QC‡	Shawinigan, QC	
Halifax, NS‡	Ottawa, ON	Sherbrooke, QC‡	

United States

Albany, NY	Fairfax, VA	New York, NY	Sierra Vista, AZ
Atlanta, GA	Houston, TX	North Charleston, SC	Somersworth, NH
Belton, TX‡	Huntsville, AL	Phoenix, AZ	Sterling, VA
Cleveland, OH	Lafayette, LA‡	Pittsburg, PA	Troy, AL‡
Columbia, SC	Lakewood, CO	Sacramento, CA	Tuscon, AZ
Columbus, OH	Lebanon, VA‡	San Angelo, TX	Washington, DC
Dallas / Fort Worth, TX	Los Angeles, CA	San Antonio, TX	Wilmington, MA
Durham, NC	Manasses, VA	San Diego, CA	

Europe, Asia Pacific, Latin America, Middle East and Africa

Aarhus, Denmark	Düsseldorf, Germany	Lille, France	Rabat, Morocco‡
Amiens, France‡	Edinburgh, U.K.	Linköping, Sweden	Reading, U.K.
Arnhem, Netherlands	Eindhoven, Netherlands	Lisbon, Portugal‡	Rennes, France
Aix-Marseille, France	Espoo, Finland	London, U.K.	Riihimäki, Finland
Ballerup, Denmark	Gävle, Sweden	Lyon, France‡	Rotterdam, Netherlands
Bangalore, India‡	Gloucester, U.K.	Madrid, Spain‡	Sacavém, Portugal
Bertrange, Luxembourg	Göteborg, Sweden	Málaga, Spain‡	São Paulo, Brazil
Birmingham, U.K.	Grenoble, France	Malmö, Sweden	Sintra, Portugal
Bordeaux, France‡	Groningen, Netherlands	Manila, Philippines‡	Stockholm, Sweden
Borlänge, Sweden	Hamburg, Germany	Melbourne, Australia	Strasbourg, France
Bratislava, Slovakia	Heerlen, Netherlands	Milton Keynes, U.K.	Sulzback (Taunus), Germany
Bremen, Germany	Helsinki, Finland	Montpellier, France‡	Sundsvall, Sweden
Bridgend, U.K.‡	Hoofddorp, Netherlands	Mumbai, India‡	Sydney, Australia
Bristol, U.K.	Hyderabad, India‡	Munich, Germany	Tallinn, Estonia
Brno, Czech Republic‡	Karlstad, Sweden	Nantes, France	Tampere, Finland
Bromölla, Sweden	Köln / Bonn, Germany	Nice, France	Tartu, Estonia
Casablanca, Morocco‡	Krakow, Poland‡	Oslo, Norway	Toulouse, France‡
Chennai, India‡	Kuala Lumpur, Malaysia‡	Östersund, Sweden‡	Turku, Finland
Clermont-Ferrand, France	Lahti, Finland	Oulu, Finland	Warsaw, Poland‡
Darmstadt, Germany	Le Mans, France	Paris, France	
Didsbury, U.K.	Leatherhead, U.K.	Porto, Portugal‡	
Diegem, Belgium	Leinfelden-Echterdingen, Germany	Prague, Czech Republic‡	

‡ indicates cities where CGI operates global delivery centers.

All of CGI's offices are located in rented premises with the exception of the following properties, which are owned by CGI: one property in Belton, Texas; one property in Lebanon, Virginia where the land is leased with a right to acquire; one property in Phoenix, Arizona which is a data center; one property in Montreal, Quebec, which is a data center; one data center in Mississauga, Ontario; one property in Riihimäki, Finland; one office building in Mumbai, India that is built on land that we lease; two properties in Odivelas, Portugal; one property in Bromölla, Sweden; and two properties in Bridgend, United Kingdom, one of which is an office building and the other of which is a parcel of land.

Commercial Alliances

CGI currently has commercial alliance agreements with various business partners. These non-exclusive commercial agreements with hardware and software providers allow the Company to provide its clients with high quality technology, often on advantageous commercial terms. CGI's business partners include prominent hardware and software providers.

Quality Processes

CGI's ISO 9001 certified operations that are reflected in its management frameworks ensure that its clients' objectives are clearly defined, that projects are properly scoped and that the necessary resources are applied to meet objectives. These processes ensure that clients' requirements drive CGI's solutions. Clients are constantly kept informed; their degree of satisfaction is regularly measured and part of the incentive compensation of CGI managers is linked to the results.

In 1993, the Company began working towards obtaining ISO 9001 certification for the portion of its operations covered by its *Project Management Framework*. CGI's Quebec City office was granted ISO 9001 certification in June 1994, which allowed CGI to become North America's first organization in the IT consulting field to receive ISO 9001 certification for the way in which it managed projects. Since 1995, CGI expanded the ISO 9001 certification throughout its Canadian, U.S. and international offices as well as its corporate headquarters. Over the past several years, in the context of CGI's high growth rate, its ISO certified quality system has been a key ingredient in spreading its culture, in part because it helps to integrate new members successfully.

As clients grow and IT projects become increasingly complex, CGI strives to further refine its quality processes while allowing them to branch out across all its activities. CGI's enhanced quality system of which the *Client Partnership Management Framework* forms part, is simpler and provides the Company's business units with greater autonomy in a context of decentralized activities. One of CGI's key focus areas remains the successful management of client relationships, leading to long-term partnerships. CGI applications development centers in Mumbai, Hyderabad, Chennai and Bangalore in India, have achieved SEI CMMi DEV Level 5 quality certification and ISO 27001 security management system certification.

CGI also obtained ISO 9001 certification for the application of its *Member Partnership Management Framework* in its operations and, in 2004, we similarly obtained ISO 9001 certification for the portion of our operations covered by our *Shareholder Partnership Management Framework* ("SPMF"). The SPMF structures the processes and information flows between CGI and its shareholders as well as with the investment community.

CGI now holds ISO quality certification for the management of its partnerships with each of its three major stakeholder groups, namely clients, members and shareholders.

The IT Services Industry

Trends and Outlook

Although the current state of the economy makes it difficult to predict future trends in IT spending, CGI intends to continue its “Build and Buy” growth strategy, expanding both through profitable organic growth (Build) and through accretive acquisitions (Buy). Today more than ever, technology is essential to enabling and driving change for both businesses and governments. Any new service, program or efficiency improvement brings a need for additional IT.

As part of our annual strategic planning activities in 2016, we held 1,024 face-to-face interviews with our executive-level clients. A few key trends and priorities, common across industries and geographies emerged from these conversations: the need for digital transformation brought about by an increasingly mobile and digital world; the ever increasing regulatory compliance requirements not only in finance but in a broad range of domains; and the growth in cybersecurity threats.

These trends, along with the rise of technology innovation in areas such as analytics and the “Internet of Things”, combine to create a need to ensure that IT is more secure than ever, from infrastructures to applications. Achieving this requires significant investments and understanding that IT is not a commodity but a crucial asset to be protected.

Budget pressures and the need to improve performance remain an ongoing trend across industries, thereby presenting opportunities that the Company has successfully exploited in the past. We believe that the potential in IT and business process services outsourcing remains enormous. CGI has from time to time commissioned a study from *International Data Corp.* (“IDC”) which provides CGI with insight as to spending on IT and business process services in Canada, the United States and Europe.

According to IDC’s research conducted in 2015, the IT domain spending was estimated to be US$690 billion in the U.S. and US$613 billion in Europe (in countries where CGI is present) and US$74 billion in Canada. These numbers exclude the value of services already outsourced and indicate a large untapped potential market for outsourcing services.

Competitive Environment

In today’s digital era, there is a competitive urgency for organizations across industries to become digital in a sustainable way. The pressure is on to modernize legacy assets and connect them to digital business and operating models. Central to this massive transformation is the evolving role of technology. Traditionally viewed as an enabler, technology is now being recognized as a business driver. The promise of digital creates an enormous opportunity to transform organizations end-to-end, and CGI is well-positioned to serve as a digital partner and expert of choice. We are working with clients across the globe to implement digital strategies, roadmaps and solutions that revolutionize the customer/citizen experience, drive the launch of new products and services, and deliver efficiencies and cost savings.

As the demand for digitalization increases, competition within the global IT industry is intensifying. CGI’s competition comprises a variety of players; from niche companies providing specialized services and software, to global, end-to-end IT service providers, to large consulting firms. All of these players are competing to deliver some or all of the services we provide. Many factors distinguish the industry leaders, including the following:

- Industry and technology expertise;

- On-time, within-budget delivery;
- Total cost of services;
- Breadth of digital IP solutions;
- Global delivery capabilities; and
- Local presence and strength of client relationships.

CGI compares very favourably with the competition with respect to all of these factors. We are not only delivering all of the capabilities clients need to compete in a digital world, but the immediate results and long-term value they expect. We are helping clients to better run, change and grow their businesses providing a competitive differentiator.

Significant Developments of the Three Most Recent Fiscal Years

Key Performance Measures

The Company reports its financial results in accordance with International Financial Reporting Standards ("IFRS"). However, we use a combination of financial measures, ratios, and non-GAAP measures to assess our Company's performance. The non-GAAP measures used to report our financial results do not have any standardized meaning prescribed by IFRS and are therefore unlikely to be comparable to similar measures presented by other issuers. These measures should be considered as supplemental in nature and not as a substitute for the related financial information prepared in accordance with IFRS. The table below summarizes our non-GAAP measures and most relevant key performance measures:

Profitability

Adjusted EBIT (non-GAAP) – is a measure of earnings excluding restructuring costs, net finance costs and income tax expense as these items are not directly related to the cost of operations. Management believes this measure is useful to investors as it best reflects the Company's operating profitability and allows for better comparability from period to period as well as to trend analysis in our operations. A reconciliation of the adjusted EBIT to its closest IFRS measure can be found in section 3.7 of CGI's Management's Discussion and Analysis for Fiscal Year 2016.

Net earnings – is a measure of earnings generated for shareholders.

Diluted earnings per share – is a measure of earnings generated for shareholders on a per share basis, assuming all dilutive elements are exercised.

Net earnings excluding specific items (non-GAAP) – is a measure of net earnings excluding certain items not considered by management to be part of the day to day operations. By excluding these items, it provides a better evaluation of operating performance using the same measures as management. Management believes that, as a result, the investors are afforded greater transparency in assessing the true operation performance of the Company also providing better comparability from period to period. A reconciliation of the net earnings excluding specific items (non-GAAP) to its closest IFRS measure can be found in section 3.8.3. of CGI's Management's Discussion and Analysis for Fiscal Year 2016.

Basic and diluted earnings per share excluding specific items (non-GAAP) – is defined as the net earnings excluding specific items on a per share basis. Management believes that this measure is useful to investors as it best reflects the Company's operating profitability on a per share basis and allows for better comparability from period to period. The basic and diluted earnings per share reported in accordance with IFRS can be found on section 3.8 of CGI's Management's Discussion and Analysis for Fiscal Year 2016, while the basic and diluted earnings per share excluding specific items can be found in section 3.8.3. of CGI's Management's Discussion and Analysis for Fiscal Year 2016.

Liquidity

Cash provided by operating activities – is a measure of cash generated from managing our day-to-day business operations. We believe strong operating cash flow is indicative of financial flexibility, allowing us to execute our Company's strategy.

Days sales outstanding ("DSO") (non-GAAP) – is the average number of days needed to convert our trade receivables and work in progress into cash. DSO is obtained by subtracting deferred revenue from trade accounts receivable and work in progress; the result is divided by the quarter's revenue over 90 days. Deferred revenue is net of the fair value adjustments on revenue-generating contracts established upon business combination. Management tracks this metric closely to ensure timely collection, healthy liquidity, and is committed to a DSO target of 45 days or less. We believe this measure is useful to investors as it demonstrates the Company's ability to timely convert its trade receivables and work in progress into cash.

Growth

Constant currency growth (non-GAAP) – is a measure of revenue growth before foreign currency impacts. This growth is calculated by translating current period results in local currency using the conversion rates in the equivalent period from the prior year. Management believes that it is helpful to adjust revenue to exclude the impact of currency fluctuations to facilitate period-to-period comparisons of business performance. We believe that this measure is useful to investors for the same reason.

Backlog (non-GAAP) – includes new contract wins, extensions and renewals ("bookings") (non-GAAP), partially offset by the backlog consumed during the period as a result of client work performed and adjustments related to the volume, cancellation and the impact of foreign currencies to our existing contracts. Backlog incorporates estimates from management that are subject to change. Management tracks this measure as it is a key indicator of management's best estimate of revenue to be realized in the future and believes that this measure is useful to investors for the same reason.

Book-to-bill ratio (non-GAAP) – is a measure of the proportion of the value of our bookings to our revenue in the period. This metric allows management to monitor the Company's business development efforts to ensure we grow our backlog and our business over time and believes that this measure is useful to investors for the same reason. Management remains committed to maintaining a target ratio greater than 100% over a trailing 12-month period. Management believes that the longer period is a more representative measure as the services and contract type, size and timing of bookings could cause this measurement to fluctuate significantly if taken for only a three-month period.

Capital Structure

Net debt (non-GAAP) – is obtained by subtracting from our debt our cash and cash equivalents, short-term investments, long-term investments and fair value of foreign currency derivative financial instruments related to debt. Management uses the net debt metric to monitor the Company's financial leverage. We believe that this metric is useful to investors as it provides insight into our financial strength. A reconciliation of net debt to its closest IFRS measure can be found in section 4.5 of CGI's Management's Discussion and Analysis for Fiscal Year 2016.

Net debt to capitalization ratio (non-GAAP) – is a measure of our level of financial leverage and is obtained by dividing the net debt by the sum of shareholder's equity and debt. Management uses the net debt to capitalization metric to monitor the proportion of debt versus capital used to finance our operations and to assess the Company's financial strength. We believe that this metric is useful to investors as it provides insight into our financial strength.

Return on equity ("ROE") (non-GAAP) – is a measure of the rate of return on the ownership interest of our shareholders and is calculated as the proportion of earnings for the last 12 months over the last four quarters' average equity. Management looks at ROE to measure its efficiency at generating earnings for the Company's shareholders and how well the Company uses the invested funds to generate earnings growth. We believe that this measure is useful to investors for the same reasons.

Return on invested capital ("ROIC") (non-GAAP) – is a measure of the Company's efficiency at allocating the capital under its control to profitable investments and is calculated as the proportion of the after-tax adjusted EBIT for the last 12 months, over the last four quarters' average invested capital, which is defined as the sum of equity and net debt. Management examines this ratio to assess how well it is using its funds to generate returns. We believe that this measure is useful to investors for the same reasons.

Fiscal Year ended September 30, 2016

Highlights and Key Performance Measures

Key performance figures for the year include:

- Revenue of $10.7 billion, up 3.9%;
- Bookings of $11.7 billion, or 110% of revenue;
- Backlog of $20.9 billion; up $181.8 million;
- Adjusted EBIT of $1,560.3 million, up 7.1%;
- Adjusted EBIT margin of 14.6%, up 40 basis points;
- Net earnings of $1,068.7 million, up 9.3%;
- Net earnings margin of 10.0%, up 50 basis points;
- Diluted EPS of $3.42, up 12.5%;
- Cash provided by operating activities of $1,333.1 million, or 12.5% of revenue;
- Net debt of $1.3 billion, down $446.3 million; and
- Return on equity of 17.2%.

Long-term Debt

On November 8, 2016, the unsecured committed revolving facility of $1,500 million of the Company was extended by two years to December 2021 and can be further extended. There were no material changes in the terms and conditions including interest rates and banking covenants.

For the year ended September 30, 2016, $182.7 million was used to reduce our outstanding long-term debt mainly driven by $129.7 million in repayment under the term loan credit facility, while we made net repayments of $901.6 million to reduce our long-term debt last year. During the years ended September 30, 2016 and 2015, the Company used $24.1 million and $121.6 million respectively to settle the cross-currency swaps related to the outstanding long-term debt repaid during these periods. There is no outstanding amount under our revolving credit facility other than pursuant to letters of credit.

Share Repurchase Program

On January 27, 2016, the Company's Board of Directors authorized and subsequently received the approval from the TSX for the renewal of its NCIB to purchase up to 21,425,992 Class A subordinate voting shares for cancellation, representing 10% of the Company's public float as of the close of business on January 22, 2016. The Class A subordinate voting shares may be purchased under the NCIB between February 11, 2016 and the earlier of February 3, 2017 or the date on which the Company has either acquired the maximum number of Class A subordinate voting shares allowable under the NCIB, or elects to terminate the NCIB.

During fiscal 2016, the Company repurchased 9,319,875 Class A subordinate voting shares for approximately $517.8 million at an average price of $55.56 under the previous and current NCIB. The repurchased shares included 7,112,375 Class A subordinate voting shares repurchased from Caisse de dépôt et placement du Québec (the “Caisse”) for cash consideration of $400.0 million. In accordance with the TSX rules, the repurchase is considered in the annual aggregate limit that the Company is entitled to repurchase under its current NCIB. The NCIB allows for purchases outside of the facilities of the TSX by private agreements pursuant to exemption orders issued by securities regulatory authorities. As at September 30, 2016, the Company could repurchase up to 14,313,617 Class A subordinate voting shares under the current NCIB.

Bookings and Book-To-Bill Ratio

Bookings for the year were $11.7 billion representing a book-to-bill ratio of 109.8%. Of the $11.7 billion in bookings signed during this year, 43% came from new business, while 57% came from extensions and renewals.

Our largest verticals for bookings were Government, MRD and Financial services, making up approximately 33%, 30% and 20% of total bookings, respectively. From a reporting segment perspective, the U.S. accounted for 25% of total bookings, followed by Canada at 21% and the Nordics at 15%.

Information regarding our bookings is a key indicator of the volume of our business over time. However, due to the timing and transition period associated with outsourcing contracts, the realization of revenue related to these bookings may fluctuate from period to period. The values initially booked may change over time due to their variable attributes, including demand-driven usage, modifications in the scope of work to be performed caused by changes in client requirements as well as termination clauses at the option of the client. As such, information regarding our bookings is not comparable to, nor should it be substituted for an analysis of our revenue; it is instead a key indicator of our future revenue used by the Company's management to measure growth.

Foreign currency impact

Foreign currency rate fluctuations favourably impacted our revenue by 3.7%. This compares with a favourable impact of 2.0% in fiscal 2015 and a favourable impact of 7.0% in fiscal 2014.

Fiscal Year ended September 30, 2015

Significant Developments

Key performance figures for the year include:

- Revenue of $10,287.1 million;
- Bookings of $11.6 billion; representing a book-to-bill ratio of 113.2%;
- Backlog of $20.7 billion, up $2.5 billion;
- Adjusted EBIT of $1,457.3 million, up $100.4 million;
- Adjusted EBIT margin of 14.2%, up 130 basis points;
- Net earnings prior to specific items[1] of $1,005.1 million, up 12.5%;
- Net earnings margin prior to specific items[1] of 9.8% up 130 basis points;
- Diluted EPS prior to specific items[1] of $3.13, up 11.8%;
- Cash provided by operating activities of $1,289.3 million representing 12.5% of revenue;
- Return on invested capital of 14.5%;
- Net debt of $1,779.6 million, down $333.7 million; and
- Return on equity of 17.7%.

[1] Specific items include the integration-related costs net of tax, the restructuring costs net of tax, the resolution of acquisition-related provisions net of tax and the tax adjustments which are discussed on page 23 of CGI's Management's Discussion and Analysis for Fiscal Year 2015.

Long-term Debt

On November 9, 2015, the unsecured revolving credit facility of $1,500 million was extended by one year to December 2019 under the same terms and conditions and can be further extended annually. All other terms and conditions, including interest rates and banking covenants, remain unchanged.

For the year ended September 30, 2015, $901.6 million was used to reduce our outstanding long-term debt mainly driven by $879.7 million in repayments under the term loan credit facility, while we made net repayments of $308.4 million on our long-term debt for the same period for Fiscal Year 2014. Following the net repayments on our outstanding long-term debt, the Company used $121.6 million to settle the related cross-currency swaps contract during fiscal 2015. Remaining outstanding amount under our loan credit facility was $129.2 million net of financing fees of $163,000. The unsecured committed term loan credit facility expired on May 2016.

Share Repurchase Program

On January 28, 2015, the Company's Board of Directors authorized and subsequently received the approval from the TSX for the renewal of the NCIB to purchase up to 19,052,207 Class A subordinate voting shares for cancellation, representing 10% of the Company's public float as of the close of business on January 23, 2015. The Class A subordinate voting shares could be purchased under the NCIB commencing February 11, 2015 and ended on the earlier of February 10, 2016, or the date on which the Company had either acquired the maximum number of Class A subordinate voting shares allowable under the then current NCIB, or elected to terminate the NCIB.

During fiscal 2015, CGI repurchased 6,925,735 Class A subordinate voting shares for approximately $332.5 million at an average price of $48.01 under the then current NCIB. This included a total of 6,350,735 Class A subordinate voting shares acquired for cancellation between May and September 2015 pursuant to issuer bid orders issued by the Ontario Securities Commission at a price representing a discount to the prevailing market price of the shares on the TSX. The NCIB allowed for purchases outside the facilities of the TSX by private agreements pursuant to exemption orders issued by securities regulatory authorities. As at September 30, 2015, the Company could purchase up to 12,126,472 shares under the then current NCIB.

Bookings and Book-To-Bill Ratio

Bookings for the year were $11.6 billion representing a book-to-bill ratio of 113.2%. Of the $11.6 billion in bookings signed during this year, 36% came from new business, while 64% came from extensions and renewals.

Our largest verticals for bookings were Government, Telecommunications & Utilities and Financial services, making up approximately 28%, 27% and 20% of total bookings, respectively. From a geographical perspective, Canada accounted for 29% of total bookings, followed by the U.S. at 21% and the Nordics at 14%.

Information regarding our bookings is a key indicator of the volume of our business over time. However, due to the timing and transition period associated with outsourcing contracts, the realization of revenue related to these bookings may fluctuate from period to period. The values initially booked may change over time due to their variable attributes, including demand-driven usage, modifications in the scope of work to be performed caused by changes in client requirements as well as termination clauses at the option of the client. As such, information regarding our bookings is not comparable to, nor should it be substituted for an analysis of our revenue; it is instead a key indicator of our future revenue used by the Company's management to measure growth.

Foreign currency impact

Foreign currency rate fluctuations favourably impacted our revenue by 2.0%. This compared with a favourable impact of 7.0% in fiscal 2014 and a favourable impact of 1.2% in fiscal 2013.

Fiscal Year ended September 30, 2014

Significant Developments

Key performance figures for the year include:

- Revenue of $10,499.7 million, up 4.1%;
- Adjusted EBIT of $1,356.9 million, up 26.1%;
- Adjusted EBIT margin of 12.9%, up 220 basis points;
- Net earnings prior to specific items[1] of $893.5 million, or diluted EPS of $2.80, up 22.8%;
- Net earnings of $859.4 million, or diluted EPS of $2.69, up 88.5%;
- Cash provided by operating activities of $1,174.8 million, up 75.0%;
- Bookings of $10.2 billion and backlog of $18.2 billion;
- Net debt reduced by $626.6 million;
- Return on invested capital of 14.5%; and
- Return on equity of 18.8%.

[1] Specific items include the integration costs related to the acquisition of Logica plc (« Logica »), the tax adjustments and the resolution of acquisition-related provisions which are discussed on page 20 of CGI's Management's Discussion and Analysis for Fiscal Year 2014.

Acquisition of Logica plc

On August 20, 2012, CGI completed its acquisition of Logica for 105 pence ($1.63) per ordinary share which is equivalent to a total purchase price of $2.7 billion plus the assumption of Logica's net debt of $0.9 billion. Subsequent to August 20, 2012, our results incorporated the operations of Logica.

As of September 30, 2014, we completed the integration of Logica, a full year earlier than planned. In addition to the previously announced $525 million program, we actioned an incremental $26.5 million of new opportunities while foreign currency fluctuations unfavorably impacted the program by approximately $24.0 million over the two-year period. In summary, a total of $575.5 million in one-time costs were spent to drive annual savings in excess of $400 million and EPS accretion to CGI.

Long-term Debt

In the first quarter of Fiscal Year 2014, the unsecured revolving credit facility of $1,500 million was extended by one year to December 2017. On July 25, 2014, the facility was further extended by another year to December 2018 and can be further extended annually. All other terms and conditions including interest rates and banking covenants remain unchanged.

In April 2014, we repaid the first maturing tranche of the term loan credit facility of $486.7 million using the proceeds from our credit facilities.

In September 2014, the Company entered into a $955 million debt private placement comprised of four tranches of Senior U.S. unsecured notes for US$745 million, and one tranche of Senior euro unsecured note for €85 million, with a weighted average maturity of 7.9 years and a weighted average fixed coupon of 3.62%. The Company used the proceeds of the issuance of the new private placement notes to repay the May 2015 maturing tranche of the term loan credit facility of $494.7 million and the outstanding balance of the credit facilities. Further details are provided in section 4.1.3 of CGI's Management's Discussion and Analysis for Fiscal Year 2014.

Share Repurchase Program

On January 29, 2014, the Company's Board of Directors authorized and subsequently received the approval from the TSX for the renewal of the NCIB to purchase up to 21,798,645 Class A subordinate shares for cancellation, representing 10% of the Company's public float as of the close of business on January 24, 2014. The Class A subordinate shares could be purchased under the NCIB commencing February 11, 2014 and ended on the earlier of February 10, 2015, or the date on which the Company had either acquired the maximum number of Class A subordinate shares allowable under the NCIB, or elected to terminate the NCIB.

During fiscal 2014, the Company repurchased 2,837,360 Class A subordinate shares for $111.5 million at an average price of $39.29 under the annual aggregate limit of the then current NCIB. Included in this number are 2,490,660 Class A subordinate voting shares sold by the Caisse and purchased by the Company for cancellation on November 29, 2013. In accordance with TSX rules, the repurchase by the Company of the shares held by the Caisse were taken into account when calculating the annual aggregate limit that the Company was entitled to repurchase under its then current NCIB. As at September 30, 2014, the Company could purchase up to 21.8 million shares under the then current NCIB.

Significant Share Transactions

On November 29, 2013, the Caisse reduced its holding in the Company by 9,962,660 Class A subordinate voting shares. The reduction was in accordance with the Caisse's portfolio rebalancing policy based on the increase in the share price for the Company's Class A subordinate voting shares that nearly doubled since the private placement by the Caisse in May of 2012. As indicated in the above paragraph, 25% of the shares sold by the Caisse were purchased by the Company for cancellation under its then current NCIB at a price per share of $40.15 corresponding to the net price that the Caisse obtained from the broker who acquired the remaining 75% of the shares.

Bookings and Book-To-Bill Ratio

Bookings for the year were $10.2 billion, representing a book-to-bill ratio of 96.8%. Of the $10.2 billion in bookings signed during this year, 39% came from new business, while 61% came from extensions and renewals.

Our largest verticals for bookings were MRD, Government and Financial services, making up approximately 28%, 28% and 20% of total bookings, respectively. From a geographical perspective, Nordics, Southern Europe and South America ("NSESA") accounted for 26% of total bookings, followed by the U.S. at 19% and France at 15%.

Information regarding our bookings is a key indicator of the volume of our business over time. However, due to the timing and transition period associated with outsourcing contracts, the realization of revenue related to these bookings may fluctuate from period to period. The values initially booked may change over time due to their variable attributes, including demand-driven usage, modifications in the scope of work to be performed caused by changes in client requirements as well as termination clauses at the option of the client. As such, information regarding our bookings is not comparable to, nor should it be substituted for an analysis of our revenue; it is instead a key indicator of our future revenue used by the Company's management to measure growth. For the year ended September 30, 2014, the book-to-bill ratio of our North American operations was at 76.0% while it was at 112.2% for our European operations for a total book-to-bill ratio of 96.8%.

Foreign currency impact

Foreign currency rate fluctuations favourably impacted our revenue by 7.0%. This compares with a favourable impact of 1.2% in fiscal 2013, and a favourable impact of 0.9% in fiscal 2012. The foreign currency impact in 2014 was mainly due to the strengthening of the euro, U.S. dollar and British pound.

FORWARD LOOKING INFORMATION AND RISKS AND UNCERTAINTIES

Forward-Looking Information

All statements in this Annual Information Form that do not directly and exclusively relate to historical facts constitute "forward-looking statements" within the meaning of that term in Section 27A of the United States Securities Act of 1933, as amended, and Section 21E of the United States Securities Exchange Act of 1934, as amended, and are "forward-looking information" within the meaning of Canadian securities laws. These statements and this information represent CGI's intentions, plans, expectations and beliefs, and are subject to risks, uncertainties and other factors, of which many are beyond the control of the Company. These factors could cause actual results to differ materially from such forward-looking statements or forward-looking information. These factors include but are not restricted to: the timing and size of new contracts; acquisitions and other corporate developments; the ability to attract and retain qualified employees; market competition in the rapidly evolving information technology industry; general economic and business conditions; foreign exchange and other risks identified in this Annual Information Form, in CGI's annual and quarterly Management's Discussion and Analysis and in other public disclosure documents filed with the Canadian securities authorities (on SEDAR at www.sedar.com) and with the U.S. Securities and Exchange Commission (on EDGAR at www.sec.gov), as well as assumptions regarding the foregoing. The words "believe", "estimate", "expect", "intend", "anticipate", "foresee", "plan", and similar expressions and variations thereof, identify certain of such forward-looking statements or forward-looking information, which speak only as of the date on which they are made. In particular, statements relating to future performance are forward-looking statements and forward-looking information. CGI disclaims any intention or obligation to publicly update or revise any forward-looking statements or forward-looking information, whether as a result of new information, future events or otherwise, except as required by applicable law. Readers are cautioned not to place undue reliance on these forward-looking statements or on this forward-looking information.

Risks and Uncertainties

The description of risks affecting CGI and its activities can be found in section 10 at pages 47 to 54 of CGI's Management's Discussion and Analysis for Fiscal Year 2016, which pages are incorporated by reference herein.

LEGAL PROCEEDINGS

The Company is involved in legal proceedings, audits, claims and litigation arising in the ordinary course of its business. Certain of these matters seek damages in significant amounts. Although the outcome of such matters is not predictable with assurance, the Company has no reason to believe that the disposition of any such current matter could reasonably be expected to have a material adverse effect on the Company's financial position, results of operations or the ability to carry on any of its business activities.

TRANSFER AGENT AND REGISTRAR

The Company's transfer agent for the Company's Class A subordinate voting shares and Class B shares is Computershare Investor Services Inc. whose head office is situated in Toronto, Ontario. Share transfer service is available at Computershare's Montreal, Quebec, and Toronto, Ontario, offices as well as at the offices of Computershare Trust Company, N.A. in Canton, MA, Jersey City, NJ and College Station, TX.

AUDITORS

The auditors of the Company are Ernst & Young LLP. They have confirmed their independence to the Audit and Risk Management Committee of the Company's Board of Directors.

The Company incorporates by reference the disclosure under the heading *Fees Billed by Auditors* on page 52 of CGI's Management Proxy Circular dated December 12, 2016.

ADDITIONAL INFORMATION

The Company will provide to any person, upon request to the Company, (i) a copy of this Annual Information Form of the Company, together with a copy of any document incorporated by reference therein, (ii) a copy of the audited consolidated financial statements of the Company for the year ended September 30, 2016 together with the accompanying report of the auditor and a copy of any subsequent interim financial statements, (iii) a copy of the Management Proxy Circular dated December 12, 2016 and

(iv) a copy of the Management's Discussion and Analysis of the Company for the year ended September 30, 2016.

Additional information regarding, among others, directors' and named executive officers' compensation and indebtedness, securities authorized for issuance under equity compensation plans and principal holders of the Company's shares, is included in the Management Proxy Circular dated December 12, 2016.

Additional financial information in relation to the last fiscal year ended September 30, 2016 is presented in the audited consolidated financial statements of the Company and in the related Management's Discussion and Analysis of the Company.

The documents mentioned above are available on SEDAR at www.sedar.com and on the Company's web site at www.cgi.com. You can also obtain a copy of such documents by contacting Investor Relations by sending an e-mail to ir@cgi.com, by visiting the Investors section on the Company's web site at www.cgi.com or by contacting us by mail or telephone:

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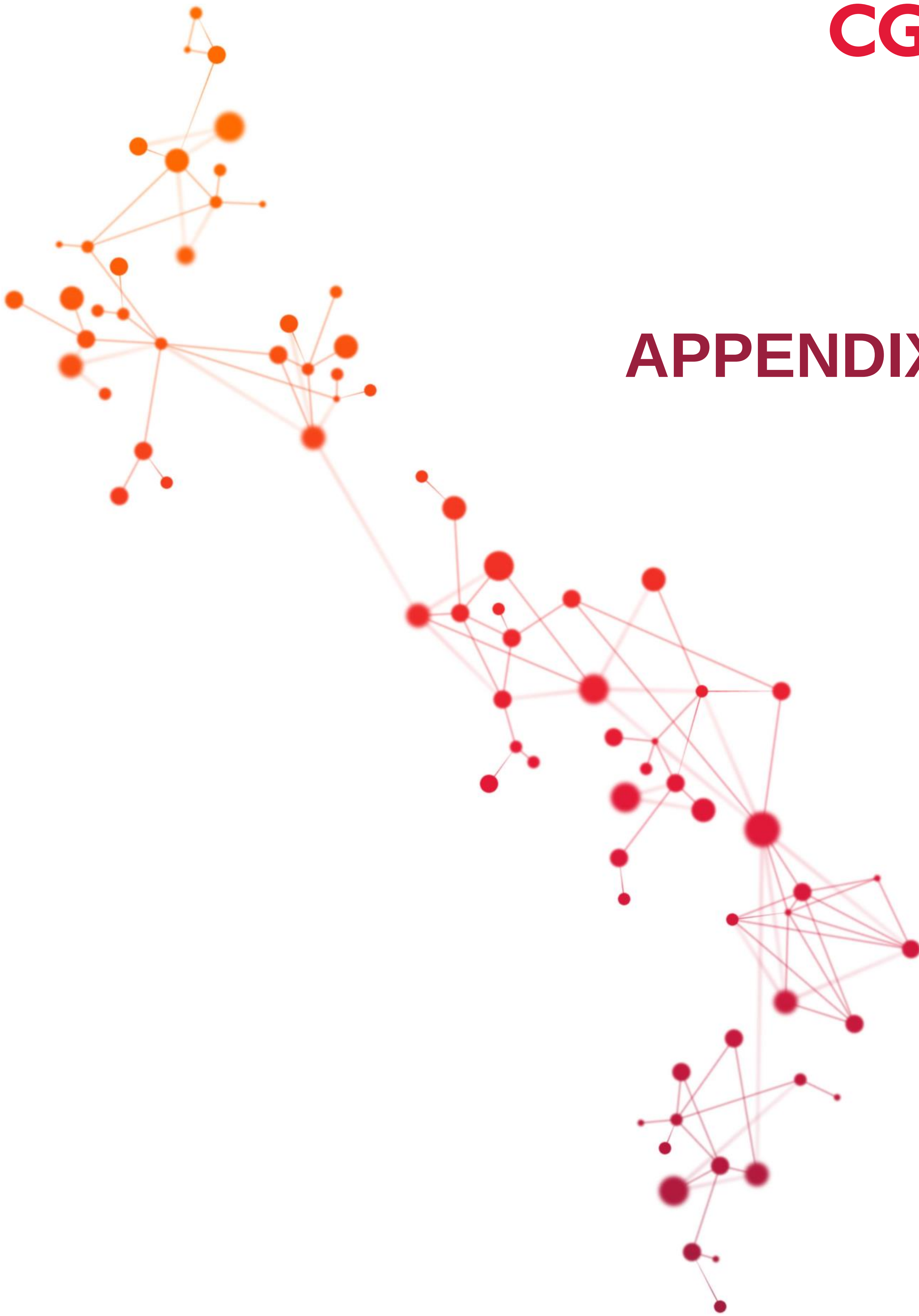

APPENDIX

Appendix A

CGI GROUP INC.

Fundamental Texts

The following documents form part of CGI's Fundamental Texts and may be found on the pages indicated below: