

CGI GROUP INC.

INCENTIVE COMPENSATION CLAWBACK POLICY

1. Purpose

This incentive compensation clawback policy (the “**Policy**”) has been adopted by the Board of Directors (the “**Board**”) of CGI Group Inc. (the “**Company**”) in order to allow the Board to require, in specific situations, the reimbursement of short-term or long-term incentive compensation received by a Covered Leader (as defined below).

2. Definitions

For purposes of this Policy, the following terms shall have the meanings set forth below:

“**Covered Leaders**” means any officer of the Company, and any other individual designated from time to time by the Board as a “Covered Leader” for the purposes of this Policy;

“**HR Committee**” means the Human Resources Committee of the Board or such other committee as the Board may, from time to time, appoint to oversee the application of this Company’s executive compensation policies;

“**Incentive Compensation**” means any compensation under the Company’s short-term and long-term incentive plans, including bonuses under the *Profit Participation Plan*, grants under the *Share Option Plan for Employees, Officers and Directors of CGI Group Inc. and its Subsidiaries*, awards under the *Performance Share Unit Plan*, and any other contingent compensation that is paid, granted, awarded, received, earned or vested from time to time;

“**Restatement**” means an accounting restatement of the Company’s financial statements resulting from any material non-compliance with any financial reporting requirements under applicable securities laws, other than the retrospective application of a change or amendment in accounting principles; and

“**Wrongful Act**” means any gross negligence, intentional misconduct, theft, embezzlement, fraud or other serious misconduct.

3. Recoupment of Incentive Compensation

In the event of a Restatement or if the Covered Leader has been involved in any Wrongful Act, the Board will review all Incentive Compensation paid, granted or awarded to, or received or earned by, or vested in favour of, Covered Leaders on the basis of having attained any financial reporting measure during the period covered by the Restatement or Wrongful Act.

The Board may seek to recoup any Incentive Compensation paid, granted or awarded to, or received or earned by, or vested in favour of, any current or former Covered Leader, if and to the extent that the Board determines that:

- (a) the Covered Leader would not have been entitled, in whole or in part, to the Incentive Compensation if a Restatement had not been required; or
- (b) the Covered Leader committed or was involved in a Wrongful Act that resulted, or that was a significant contributing factor to, the Covered Leader becoming entitled to all or part of such Incentive Compensation.

4. Limitation on Recoupment Period

Any recoupment under Section 3 of this Policy shall be in respect of Incentive Compensation paid, granted or awarded to, or received or earned by, or vested in favour of, any current or former Covered Leader in the current period and the last three preceding financial years.

5. Sources of Recoupment

Any recoupment under Section 3 of this Policy may be made from any of the following sources: (a) direct reimbursement from the Covered Leader, (b) deduction from salary, wages and/or future payments, grants or awards of Incentive Compensation to the Covered Leader, or (c) cancellation or forfeiture of vested or unvested share options, performance share units or any other share-based or option-based incentive awards held by the Covered Leader.

6. Effective Date

This Policy shall be effective as of May 2, 2017 (the “**Effective Date**”) and shall apply to all individuals who are or become Covered Leaders on or after the Effective Date in respect of all Incentive Compensation paid, granted, awarded, received, earned or vested in respect of the financial year ending September 30, 2017 and all subsequent periods, whether before or after they became Covered Leaders.

7. Board Authority

All determinations, decisions and interpretations to be made under this Policy shall be made by the Board, on the recommendation of the HR Committee. Any determination, decision or interpretation made by the Board under this Policy shall be final, binding and conclusive on all parties. This Policy may be amended or terminated at any time by the Board.

8. No Impairment of Other Remedies

This Policy does not preclude the Company from taking any other action to enforce a Covered Leader’s obligations to the Company, including termination of employment or institution of any proceedings.