

# Acceptance form regarding the public offer from CGI Nordic to the shareholders of Acando

## Acceptance period: March 18 – April 15, 2019

The acceptance form shall be received by SEB Emissioner ("SEB") **no later than 17.00 (CEST) on April 15, 2019**. The acceptance form may be sent by mail, to SEB Emissioner AB03, SE-106 40 Stockholm, Sweden. The acceptance form may also be sent by email to [emissioner@seb.se](mailto:emissioner@seb.se). The acceptance form should be sent or delivered in ample time prior to April 15, 2019.

CGI Nordic Holdings Limited ("CGI Nordic") offers the shareholders in Acando AB (publ) ("Acando") to tender their shares in Acando to CGI Nordic for cash payment according to the complete terms and conditions set out in the Offer Document dated March 15, 2019 (the "Offer" and the "Offer Document", respectively).

**CGI Nordic offers SEK 41.45 in cash for each share in Acando. If Acando pays dividends or makes any other distributions to shareholders, for which the record date occurs prior to the settlement of the Offer, the Offer price will be reduced accordingly. No commission will be charged in connection with the Offer.**

**I / we hereby tender, in accordance with the terms and conditions set out in the Offer Document, the following shares in Acando:**

|  |  |
|--|--|
|  | B-shares in Acando,<br>registered on VP/service account: _____ |
|--|--|

**If the number of shares in Acando as stated above is incorrect, please change to the correct number. No further supplements or amendments may be made in the pre-printed text on the acceptance form.**

*If the above VP-account is a so-called transfer account, your bank must be contacted and asked to re-register it as soon as possible.*

If the shares are pledged, the section below, which requests information pertaining to the pledgee, must be duly completed and signed by the pledgee. Incomplete or incorrect acceptance forms may be disregarded.

Completion of the Offer is conditional upon the conditions set out in the Offer Document. For complete terms and conditions, please see the Offer Document .

**By signing this acceptance form I / we hereby instruct and empower SEB for my/our behalf to tender the above stated shares in Acando according to the terms and conditions set out in the Offer Document and that I/we have read the Offer Document and read and understood the statements overleaf under "Important information".**

### Information regarding the holder

Address for transaction note will be obtained from Euroclear Sweden

|  |               |
|--|---------------|
| Personal ID number   | Daytime phone |
| Name   |               |
| Place  | Date          |
| The registered shareholder's signature (if applicable the representative / custodian)            |               |
| Please fill in your citizenship, if more than one, please fill in them all<br>I am a citizen of: |               |

### Information regarding the pledgee

(to be completed if the shares are pledged)

|  |               |
|--|---------------|
| Personal ID number / Registration number | Daytime phone |
| Name / Company name                      |               |
| Mailing address (street, box, etc)       |               |
| Postal code                              | City          |
| Place                                    | Date          |
| Signature of pledgee                     |               |

Observe! If you are a representative, please fill in the information on page 2. →

Observe! See restrictions of excluded jurisdictions on page 2.

### Information regarding the representative

(if applicable)

|  |               |
|--|---------------|
| Personal ID number / Registration number | Daytime phone |
| Name / Company name                      |               |
| Mailing address (street, box, etc)       |               |
| Postal code                              | City          |
| Citizenship / LEI (Corporate)            | Date          |
| Signature of representative              |               |

#### Important information

The Offer, pursuant to the terms and conditions presented in the Offer Document, is not being made to persons whose participation in the Offer requires that an additional offer document be prepared or registration effected or that any other measures be taken in addition to those required under Swedish law.

The distribution of the Offer Document, this acceptance form and any related offer documentation in certain jurisdictions may be restricted or affected by the laws of such jurisdictions. Accordingly, copies of this communication are not being, and must not be, mailed or otherwise forwarded, distributed or sent in, into or from any such jurisdiction. Therefore, persons who receive this communication (including, without limitation, nominees, trustees and custodians) and are subject to the laws of any such jurisdiction will need to inform themselves about, and observe, any applicable restrictions or requirements. Any failure to do so may constitute a violation of the securities laws of any such jurisdiction. To the fullest extent permitted by applicable law, CGI Nordic and CGI Inc. disclaim any responsibility or liability for the violations of any such restrictions by any person.

The Offer is not being made, and the Offer Document or this acceptance form may not be distributed, directly or indirectly, in or into, nor will any tender of shares be accepted from or on behalf of holders in, any jurisdiction in which the making of the Offer, the distribution of the Offer Document or the acceptance of any tender of shares would contravene applicable laws or regulations or require that further offer documents are prepared or that registration is effected, or other measures are taken, in addition to those required under Swedish law and CGI Nordic will not deliver any consideration in or into any such jurisdiction.

The Offer is for shares of a Swedish company and is subject to Swedish procedural and disclosure requirements that are different from those of the United States. The Offer will be made in the United States pursuant to an exemption from certain U.S. tender offer rules provided by Rule 14d-1(d) under the U.S. Securities Exchange Act of 1934, as amended (the "**Exchange Act**"), in compliance with Section 14(e) of the Exchange Act and otherwise in accordance with the requirements of Swedish law.

The Offer has not been approved or disapproved by any Canadian securities regulator or the United States Securities and Exchange Commission (the "**SEC**") or by any other provincial, state or other securities authority, nor has any Canadian securities regulator, the SEC or any other authority passed upon the fairness or merits of the Offer or upon the adequacy of the information contained in the Offer Document. Any representation to the contrary is unlawful.

The Offer, and the agreements entered into between CGI Nordic and Acando's shareholders in connection with the Offer, shall be governed and interpreted in accordance with Swedish law. Disputes relating to or arising from the Offer shall be settled exclusively by the Swedish court, with the Stockholm District Court as first instance.