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CGI makes all cash offer for SCISYS, a leading provider of IT services in the UK and Germany

Enhances IP portfolio and strengthens partnership with European space agencies

London, United Kingdom, June 14, 2019 – CGI (NYSE: GIB) (TSX: GIB.A) today announced a cash offer of 254.15 pence per share to acquire the entire issued and to be issued ordinary share capital of SCISYS through its wholly owned indirect subsidiary CGI Group Holdings Europe Limited. The offer is unanimously recommended by the SCISYS Board of Directors and CGI has received irrevocable undertakings to vote in favour of the transaction from SCISYS directors representing approximately 25.0% of the existing issued share capital of SCISYS. The offer represents a premium of 43.7% to SCISYS' volume weighted average closing price over the last 6 months, 47.0% to its volume weighted average closing price over the last 12 months and 24.6% to its closing price on June 13, 2019. The offer values the entire issued and to be issued ordinary share capital of SCISYS at approximately £78.9 million.

With annual revenue of approximately £58.4 million (representing approximately C\$100 million), Dublin-based SCISYS operates in several sectors, with deep expertise and industry leading solutions in the space and defence sectors, as well as in the media and broadcast news industries. With approximately 670 highly skilled professionals predominantly based in the UK and Germany, SCISYS will complement CGI's strong capabilities and client relationships in these countries.

The transaction is expected to close during the second half of 2019.

"CGI's offer to merge its operations with those of SCISYS is aligned to our Build and Buy strategy, providing opportunities to expand our industry depth in space, defense, government and media in the UK and Germany," said George Schindler, President and CEO, CGI. "SCISYS' industry-leading expertise and IP-based services and solutions will provide an opportunity to globalise certain platforms utilizing the broader CGI geographic footprint and client relationships."

"We look forward to welcoming SCISYS' highly-skilled innovators to CGI, sharing and collaborating with a focus on the success of our clients," said Tara McGeehan, CGI President of UK operations. "The addition of SCISYS consultants and IP to CGI's local presence and global reach will benefit our clients, and in particular making our investment in the European space industry more relevant than ever before," added Torsten Strass, CGI President of Central and Eastern Europe Operations.

For more details, please visit: https://www.cgi.com/en/SCISYS.



About CGI

Founded in 1976, CGI is a leading independent information technology ("IT") and business consulting services firm. With more than 77,000 consultants and professionals across the globe, CGI delivers an end-to-end portfolio of capabilities, from IT and business consulting to systems integration, outsourcing services and intellectual property solutions. CGI works with clients through a local relationship model complemented by a global delivery network that helps clients digitally transform their organizations and accelerate results. With annual revenue of C\$11.5 billion, CGI shares are listed on the TSX (GIB.A) and the NYSE (GIB). Learn more at cgi.com.

Forward-looking information and statements

This press release contains "forward-looking information" within the meaning of Canadian securities laws and "forward-looking statements" within the meaning of the United States Private Securities Litigation Reform Act of 1995 and other applicable United States safe harbours. All such forward-looking information and statements are made and disclosed in reliance upon the safe harbour provisions of applicable Canadian and United States securities laws. Forward-looking information and statements include all information and statements regarding CGI's intentions, plans, expectations, beliefs, objectives, future performance, and strategy, as well as any other information or statements that relate to future events or circumstances and which do not directly and exclusively relate to historical facts. Forward-looking information and statements often but not always use words such as "believe", "estimate", "expect", "intend", "anticipate", "foresee", "plan", "predict", "project", "aim", "seek", "strive", "potential", "continue", "target", "may", "might", "could", "should", and similar expressions and variations thereof. These information and statements are based on our perception of historic trends, current conditions and expected future developments, as well as other assumptions, both general and specific, that we believe are appropriate in the circumstances. Such information and statements are, however, by their very nature, subject to inherent risks and uncertainties, of which many are beyond the control of CGI, and which give rise to the possibility that actual results could differ materially from our expectations expressed in, or implied by, such forward-looking information or forward-looking statements. These risks and uncertainties include but are not restricted to: risks related to the market such as the level of business activity of our clients, which is affected by economic and political conditions, and our ability to negotiate new contracts; risks related to our industry such as competition and our ability to attract and retain qualified employees, to develop and expand our services, to penetrate new markets, and to protect our intellectual property rights; risks related to our business such as risks associated with our growth strategy, including the integration of new operations, financial and operational risks inherent in worldwide operations, foreign exchange risks, income tax laws, our ability to negotiate favorable contractual terms, to deliver our services and to collect receivables, and the reputational and financial risks attendant to cybersecurity breaches and other incidents; as well as other risks identified or incorporated by reference in this press release, in CGI's annual and quarterly MD&A and in other documents that we make public, including our filings with the Canadian Securities Administrators (on SEDAR at www.sedar.com) and the U.S. Securities and Exchange Commission (on EDGAR at www.sec.gov). Unless otherwise stated, the forwardlooking information and statements contained in this press release are made as of the date hereof and CGI disclaims any intention or obligation to publicly update or revise any forward-looking information or forwardlooking statements, whether as a result of new information, future events or otherwise, except as required by applicable law. While we believe that our assumptions on which these forward-looking information and forwardlooking statements are based were reasonable as at the date of this press release, readers are cautioned not to place undue reliance on these forward-looking information or statements. Furthermore, readers are reminded that forward-looking information and statements are presented for the sole purpose of assisting investors and



others in understanding our objectives, strategic priorities and business outlook as well as our anticipated operating environment. Readers are cautioned that such information may not be appropriate for other purposes. Further information on the risks that could cause our actual results to differ significantly from our current expectations may be found in the section titled "Risk Environment" of CGI's annual and quarterly MD&A, which is incorporated by reference in this cautionary statement. We also caution readers that the above-mentioned risks and the risks disclosed in CGI's annual and quarterly MD&A and other documents and filings are not the only ones that could affect us. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial could also have a material adverse effect on our financial position, financial performance, cash flows, business or reputation.

Statements required by the Irish Takeover Rules

Certain capitalized words used in this press release but not defined have the meaning given to such words in the Rule 2.5 Announcement. The bases and sources set out in the Rule 2.5 Announcement have been used in this press release, unless otherwise stated or the context otherwise requires.

The directors of CGI and the directors of CGI Group Holdings Europe Limited accept responsibility for the information contained in this press release. To the best of the knowledge and belief of the directors of CGI and the directors of CGI Group Holdings Europe Limited (who, in each case, have taken all reasonable care to ensure that such is the case), the information contained in this press release for which they accept responsibility is in accordance with the facts and does not omit anything likely to affect the import of such information.

For more information:

Investors and media

Lorne Gorber
Executive Vice-President, Investor and Public Relations
lorne.gorber@cgi.com
+1 514-841-3355