



**Certificate of Approval of a Prospectus
pursuant to The Prospectus Regulations 2005**

To:

COMMISSION BANCAIRE, FINANCIERE ET DES ASSURANCES (BELGIUM)
CZECH NATIONAL BANK (CZECH REPUBLIC)
FINANSTILSYNET (DENMARK)
FINANCIAL SUPERVISION AUTHORITY (ESTONIA)
RAHOITUSTARKASTUS (FINLAND)
BUNDESANSTALT FUR FINANZDIENSTLEISTUNGSAUFIGHT (BAFIN) (GERMANY)
HUNGARIAN FINANCIAL SUPERVISORY AUTHORITY (HUNGARY)
COMMISSION DE SURVEILLANCE DU SECTEUR FINANCIER (LUXEMBOURG)
AUTORITEIT FINANCIERE MARKTEN (AFM) (THE NETHERLANDS)
KREDITILSYNET (NORWAY)
POLISH FINANCIAL SUPERVISION AUTHORITY (POLAND)
COMISSAO DO MERCADO DE VALORES MOBILIARIOS (PORTUGAL)
NATIONAL BANK OF SLOVAKIA (SLOVAK REPUBLIC)
COMISION NACIONAL DEL MERCADO DE VALORES (SPAIN)
FINANSINSPEKTIONEN (SWEDEN)

From:

The Financial Conduct Authority
25 The North Colonnade, Canary Wharf, London E14 5HS, United Kingdom

We hereby certify that the Prospectus detailed below has been drawn up in accordance with Directive 2003/71/EC as amended by the Directive 2010/73/EU or national law transposing the Directive and was approved by the FCA on 10th March 2016.

Name of Issuer: CGI GROUP INC.
Registered Office/Seat: Canada
Type of Securities: EMPLOYEE SHARE PURCHASE PLAN PROSPECTUS FOR CERTAIN EMPLOYEES OF CGI GROUP INC. AND ITS SUBSIDIARIES IN THE EUROPEAN ECONOMIC AREA.
Guarantor (if any): N/A
Annexes: N/A

**Financial Conduct Authority
Document Approved**
Date: 11th March 2016
Signed: *[Signature]*

We have authorised, in accordance with Article 8 of Directive 2003/71/EC as amended by the Directive 2010/73/EU or national law transposing Directive 2003/71/EC as amended, the omission of the information on the following grounds: **No omission**

Attachments:

1. Prospectus dated 10 March 2016
2. Dutch Translation of the Summary
3. Czech Translation of the Summary



- 4. Danish Translation of the Summary**
- 5. Swedish Translation of the Summary**
- 6. Polish Translation of the Summary**
- 7. Portuguese Translation of the Summary**
- 8. Spanish Translation of the Summary**
- 9. Estonian Translation of the Summary**
- 10. German Translation of the Summary**
- 11. Hungarian Translation of the Summary**
- 12. French Translation of the Summary**
- 13. Slovak Translation of the Summary**