



**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 09/03/2017.

Name of Issuer: CGI Group Inc.

Registered Office/Seat: Canada

National Identifier Number: PRO03412

**Financial Conduct Authority
Document Approved**

Date: 10th March 2017

Signed: [Signature]

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: Annex I, III and XXII

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 9th March 2017