



**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)
RAHOITUSTARKASTUS (FINLAND)
BUNDESANSTALT FUR FINANZDIENSTLEISTUNGSAUFIGHT (BAFIN) (GERMANY)
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
12 Endeavour Square, London E20 1JN, 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 25 February 2019.

Name of Issuer:	CGI Inc
Registered Office/Seat:	Canada
Type of Securities:	Employee share purchase plan prospectus for certain employees of CGI Inc. and its subsidiaries in the European Economic Area
Guarantor (if any):	N/A
Annexes:	1,3 & 22
National Identifier Number:	PRO04656

Financial Conduct Authority
Document Approved

Date: 25/2/19

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 25 February 2019