CGI

Notice of Annual General Meeting of Shareholders

To be held in Montreal, Quebec, Canada
on Wednesday, January 28, 2015
at 11:00 a.m.

at the

Ritz Carlton Hotel
Oval Room
1228 Sherbrooke Street West
Montreal, Quebec
Canada

Record Date: Friday, December 12, 2014

Proxy cut-off date and time:
11:00 a.m. Montreal Time on Tuesday, January 27, 2015

Letter to Shareholders
&
MANAGEMENT PROXY CIRCULAR
Dated December 12, 2014

These securityholder materials are being sent to both registered and non-registered owners of the securities. If you are a non-registered owner, and the issuer or its agent has sent these materials directly to you, your name and address and information about your holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf.

By choosing to send these materials to you directly, the issuer (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions.

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NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

Montreal, Quebec, December 12, 2014

Notice is hereby given that an Annual General Meeting of Shareholders (the "Meeting") of CGI GROUP INC. ("CGI" or the "Company") will be held at the Ritz Carlton Hotel in the Oval Room, 1228 Sherbrooke Street West, in Montreal, Quebec, Canada, on Wednesday, January 28, 2015, at 11:00 a.m. (Montreal time) for the following purposes:

1) to receive the report of the directors, together with the consolidated balance sheet and statements of earnings, comprehensive income, changes in equity and cash flows, and the auditors' report for the fiscal year ended September 30, 2014;

2) to elect directors;

3) to appoint auditors and authorize the Audit and Risk Management Committee to fix their remuneration;

4) to consider shareholder Proposal Number One – Advisory Vote on the Compensation of Senior Executives – attached as Appendix C; and

5) to transact such other business as may properly come before the Meeting or any adjournment thereof.

The Meeting will be broadcast live on the Company's web site at www.cgi.com. The webcast will also be archived afterwards.

CGI has opted to use the Notice and Access rules adopted by Canadian securities regulators to reduce the volume of paper in the Meeting materials distributed for the Annual General Meeting of Shareholders. Instead of receiving the enclosed Management Proxy Circular with the form of proxy or voting instruction form, shareholders received a Notice of Meeting with instructions for accessing the remaining Meeting materials online. **This Management Proxy Circular and other relevant materials are available via the internet at www.envisionreports.com/gib2014 or on the Canadian Securities Administrators' site at www.sedar.com.**

Proxies submitted by mail, phone or internet must be received by Computershare Investor Services Inc. by 11:00 a.m., Montreal time, on Tuesday, January 27, 2015. Alternatively, shareholders who miss the phone and internet proxy return deadline may still submit a paper proxy which must be received by the Corporate Secretary of the Company prior to the Meeting or any adjournment thereof.

By order of the Board of Directors,

André Imbeau
Founder, Vice-Chairman of the Board
and Corporate Secretary

We wish to have as many shares as possible represented and voted at the Meeting, and for this reason, if you are unable to attend the Meeting in person, we would kindly ask you to (i) complete and return the form of proxy or voting instruction form in the postage prepaid envelope provided for that purpose, (ii) vote by phone, or (iii) vote using the internet. Instructions on how to vote by phone or by using the internet are provided in the Management Proxy Circular.

Record Date to Determine Shareholders Eligible to Vote and Attend the Meeting

Only persons shown on the register of shareholders at the close of business on Friday, December 12, 2014, or their proxy holders, will be entitled to attend the Meeting and vote. The register of shareholders is kept by CGI's transfer agent, Computershare Investor Services Inc.

LETTER TO SHAREHOLDERS

Dear fellow shareholders,

At CGI we are totally committed to providing high-value services to our clients. Our results speak for themselves. We deliver 95% of our projects on time and on budget whereas statistics show that, overall, 18% of IT projects fail, 74% experience schedule overruns, and 59% exceed budgeted costs.[1]

We achieve our goal by applying best practices and management tools that we have developed over the years in a methodical and consistent way. These are contained in our *Management Foundation*, which is a set of key elements that define and guide the management of the Company. It includes management frameworks for our three stakeholders: our customers, our shareholders and our employees, whom we call members. Each of our frameworks requires, among other key processes, that we measure the satisfaction levels of each group so as to ensure that we continuously improve our service delivery capabilities. Their input allows us to continually strive to meet or exceed their expectations and always maintain a consistent balance among their respective interests.

The development of an ownership mentality among our members is one of the keys to our success. Our members have traditionally made up one of the largest shareholder groups in the Company and continue to represent a very significant presence among our shareholders. At the present time, 70% of our members participate in the CGI Share Purchase Plan. In that way, our members become owners in every sense of the word and therefore reap the benefits of owning a customer-focused company whose interests are closely aligned with those of its customers, its shareholders, and its members.

Our success begins and ends with client satisfaction. The components of our *Management Foundation* contribute to the excellent client satisfaction scores we earn. Our unique approach ensures both quality and consistency of execution in all our operations, and this has allowed us to achieve ISO 9001 certification for approximately 97% of our operations.

The market for our services remains strong, and our sustained growth means that we are better placed than at any time in our history to provide services to our clients with truly global reach. Our client proximity model together with our sharp focus on clearly delineated vertical markets means that we develop a fundamental understanding of our clients' needs. In addition, we have centres strategically located to optimize delivery to our clients, so that while we operate globally, we remain singularly focused on interacting with our clients locally.

Our client focus begins in our local offices and extends throughout the business all the way to our board room. Our directors are selected for their expertise in our vertical markets and in our geographic segments, as well as for their financial literacy and business acumen. The composition of our Board of Directors is yet another key ingredient in CGI's recipe for continued success.

As you learn more about the Company you will come to appreciate that CGI's foundation is rock solid and that we have a robust and stable platform for continued growth. The scope of our operations, the enduring quality of our governance structures, and our well-defined business processes have been designed for exceptional financial strength and sustainable long-term success.

We encourage you to read our 2014 annual audited consolidated financial statements, *Management's Discussion and Analysis*, and *Management Proxy Circular* in order to become better acquainted with CGI. We are confident that, as you come to know us, you will appreciate the strength of our commitment to our three stakeholders including you, our shareholders. CGI was built to last.

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1 Standish Group Report 2012; www.standishgroup.com

Annual General Meeting and Proxy Voting

On behalf of CGI's Board of Directors, management and members, we invite you to attend the Annual General Meeting of Shareholders that will be held at the Ritz-Carlton Hotel, in the Oval Room, 1228 Sherbrooke Street West, Montreal, Quebec, Canada, on Wednesday, January 28, 2015, at 11:00 a.m. (Montreal time).

The items of business are described in this *Notice of Annual General Meeting of Shareholders and Management Proxy Circular*.

At the Annual General Meeting of Shareholders, you will have the opportunity to hear CGI's senior leadership discuss the highlights of our performance in 2014. You will also hear about our plans for the future and will have the opportunity to ask any questions you may have about your Company.

If you are unable to attend the meeting we encourage you to exercise the power of your proxy by voting your shares by mail, by phone or by using the internet as outlined in the enclosed Management Proxy Circular.

Yours sincerely,

Serge Godin
Founder and Executive
Chairman of the Board

Thomas P. d'Aquino
Lead Director

MANAGEMENT PROXY CIRCULAR

This *Management Proxy Circular* is provided in relation to the solicitation of proxies by the management of CGI GROUP INC. (the "Company" or "CGI") for use at the Annual General Meeting of Shareholders (the "Meeting") of the Company which will be held on Wednesday, January 28, 2015, and at any adjournment thereof. Unless otherwise indicated, the information provided in this *Management Proxy Circular* that relates to financial information is provided as of September 30, 2014, all other information is provided as of December 12, 2014, and all currency amounts are shown in Canadian dollars.

NOTICE AND ACCESS

CGI has opted to use the new Notice and Access rules adopted by Canadian securities regulators to reduce the volume of paper in the materials distributed for the Annual General Meeting of Shareholders. Instead of receiving this Management Proxy Circular with the form of proxy or voting instruction form, shareholders received a Notice of Meeting with instructions for accessing the remaining materials online. CGI sent the Notice of Meeting and proxy form directly to registered shareholders, and the Notice of Meeting and voting instruction form directly to non-objecting beneficial owners. CGI intends to pay for intermediaries to deliver the Notice of Meeting, voting instruction form and other materials to objecting beneficial owners.

This Management Proxy Circular and other relevant materials are available via the internet at www.envisionreports.com/gib2014 or on the Canadian Securities Administrators' site at www.sedar.com.

If you would like to receive a paper copy of the current materials by mail, you must request one. There is no charge to you for requesting a copy. Registered shareholders and non-objecting beneficial shareholders may call toll free at 1-866-962-0498 within North America or +1 (514) 982-8716 outside North America and enter the control number as indicated on the Notice of Meeting to request a paper copy of the materials for the Meeting. Objecting beneficial shareholders may request a paper copy of the materials by calling *Broadridge Investor Communication Solutions, Canada* toll-free at 1-877-907-7643.

To ensure you receive the materials in advance of the voting deadline and Meeting date, all requests must be received not later than January 14, 2015. If you do request the current materials, please note that another Voting Instruction Form or Proxy Form will not be sent; please retain the one received with the Notice of Meeting for voting purposes.

To obtain paper copies of the materials after the Meeting date, please contact CGI's Investor Relations department as follows:

Investor Relations
CGI Group Inc.
1350 René-Lévesque Blvd. West
15th Floor
Montreal, Quebec
Canada
H3G 1T4
Tel.: (514) 841-3200

PROXIES

Solicitation of Proxies

The solicitation of proxies will be made primarily by mail for registered and beneficial shareholders and by e-mail and e-delivery for participants in the Company's Share Purchase Plan. Proxies may also be solicited personally by e-mail or by telephone by members of the Company at minimal cost. The Company does not expect to pay any compensation for the solicitation of proxies, but will pay brokers and other persons holding shares for other reasonable expenses for sending proxy materials to beneficial owners in order to obtain voting instructions. The Company has not retained the services of any third party to solicit proxies. Should it decide to do so, the fees payable to the proxy solicitor are not expected to exceed $50,000. The Company will bear all expenses in connection with the solicitation of proxies.

The persons whose appointment to act under the form of proxy solicited by the management of the Company are all directors of the Company.

In order to be voted at the Meeting, a proxy must be received by the Corporate Secretary of the Company prior to the Meeting or any adjournment thereof.

The persons whose names are printed on the form of proxy will vote all the shares in respect of which they are appointed to act in accordance with the instructions given on the form of proxy. **In the absence of a specified choice in relation to any matter to be voted on at the Meeting, or if more than one choice is indicated, the shares represented by the form of proxy will be voted:**

> **FOR the election as directors of the fourteen persons nominated in this Management Proxy Circular;**
>
> **FOR the appointment of Ernst & Young LLP as auditors; and**
>
> **AGAINST Proposal Number One – Advisory Vote on the Compensation of Senior Executives.**

Every proxy given to any person in the form of proxy that accompanies the Notice of Meeting will confer discretionary authority with respect to amendments or variations to the items of business identified in the Notice of Meeting and with respect to any other matters that may properly come before the Meeting.

Appointment and Revocation of Proxies

Every shareholder has the right to appoint a person to act on his or her behalf at the Meeting other than the persons whose names are printed in the form of proxy that accompanies the Notice of Meeting. To exercise this right, the shareholder should insert the nominee's name in the space provided for that purpose in the form of proxy or prepare another proxy in proper form appointing the nominee. The paper form of proxy or internet voting are the only voting options for shareholders who wish to appoint a person as proxy other than the nominees named on the form of proxy.

A proxy may be revoked at any time by the person giving it to the extent that it has not yet been exercised. A proxy may be revoked by filing a written notice with the Corporate Secretary of the Company. The powers of the proxy holders may also be revoked if the shareholder attends the Meeting in person and so requests.

Record Date

Only persons shown on the register of shareholders at the close of business on Friday, December 12, 2014, or their proxy holders, will be entitled to attend the Meeting and vote. The register of holders of Class A subordinate voting shares is kept by CGI's transfer agent, Computershare Investor Services Inc.

Voting by Registered Shareholders

Registered shareholders, rather than returning the form of proxy by mail or hand delivery, may vote by phone or by using the internet. Proxies submitted by mail, phone or internet must be received by Computershare Investor Services Inc. by 11:00 a.m., Montreal time, on Tuesday, January 27, 2015. Alternatively, shareholders who miss the phone and internet proxy return deadline may still submit a paper proxy which must be received by the Corporate Secretary of the Company prior to the Meeting or any adjournment thereof.

Telephone Voting

If a shareholder wishes to vote by phone, a touch-tone phone must be used to transmit voting preferences to a toll free number. Shareholders must follow the instructions of the voice-response system and refer to the form of proxy they received in the mail which provides the toll free number, the holder account number and the proxy control number which are located on the front side of the proxy form.

Internet Voting

If a shareholder elects to vote using the internet, the shareholder must access the following web site: www.investorvote.com. Shareholders must follow the instructions that appear on the screen and refer to the form of proxy they received in the mail which provides the holder account number and the proxy control number which are located on the front side of the proxy form.

Voting by Non-Registered Shareholders

Non-registered shareholders or "beneficial shareholders" are holders whose shares are held on their behalf through a ''nominee'' such as a bank, a trust company, a securities broker or other financial institution. Most of CGI's shareholders hold their shares in this way. Non-registered or beneficial shareholders must seek instructions from their nominees as to how to complete their voting instruction form if they wish to vote their shares themselves. Non-registered or beneficial shareholders who received or who were given access to this *Management Proxy Circular* in a mailing from their nominee must adhere to the voting instructions provided to them by their nominee.

Since CGI's registrar and transfer agent, Computershare Investor Services Inc., may not have a complete record of the names of the Company's non-registered shareholders, the transfer agent may not have knowledge of a non-registered shareholder's right to vote, unless the nominee has appointed the non-registered shareholder as proxyholder. Non-registered shareholders who wish to vote in person at the Meeting must insert their own name in the space provided on the voting instruction form, and adhere to the signing and return instructions provided by their nominee. By doing so, non-registered shareholders are instructing their nominee to appoint them as proxyholder.

VOTING SHARES AND PRINCIPAL HOLDERS OF VOTING SHARES

The Company's authorized share capital consists of an unlimited number of First Preferred Shares ("First Preferred Shares"), issuable in series, an unlimited number of Second Preferred Shares ("Second Preferred Shares"), issuable in series, an unlimited number of Class A subordinate voting shares ("Class A subordinate voting shares") and an unlimited number of Class B shares (multiple voting) ("Class B shares"), all without par value, of which, as of December 12, 2014, 280,336,500 Class A subordinate voting shares and 33,272,767 Class B shares were issued and outstanding.

The following summary of the material features of the Company's authorized share capital is given subject to the detailed provisions of its articles of incorporation.

Class A Subordinate Voting Shares and Class B Shares

Voting Rights

The holders of Class A subordinate voting shares are entitled to one vote per share and the holders of Class B shares are entitled to ten votes per share. As of December 12, 2014, 45.7% and 54.3% of the aggregate voting rights are attached to the outstanding Class A subordinate voting shares and Class B shares, respectively.

Subdivision or Consolidation

The Class A subordinate voting shares or Class B shares may not be subdivided or consolidated unless simultaneously the Class B shares or the Class A subordinate voting shares, as the case may be, are subdivided or consolidated in the same manner and in such an event, the rights, privileges, restrictions and conditions then attaching to the Class A subordinate voting shares and Class B shares shall also attach to the Class A subordinate voting shares and Class B shares as subdivided or consolidated.

Rights upon Liquidation

Upon liquidation or dissolution of the Company or any other distribution of its assets among its shareholders for the purposes of winding up its affairs, all the assets of the Company available for payment or distribution to the holders of Class A subordinate voting shares and holders of Class B shares will be paid or distributed equally, share for share.

Conversion Rights of Class A Subordinate Voting Shares in Specific Circumstances

Subject to what is hereinafter set out, if a take-over bid or exchange bid or an issuer bid, other than an exempt bid (as defined in the articles of incorporation of the Company), for the Class B shares is made to the holders of Class B shares without being made simultaneously and on the same terms and conditions to the holders of Class A subordinate voting shares, each Class A subordinate voting share shall become convertible into one Class B share, at the holder's option, in order to entitle the holder to accept the offer from the date it is made. However, this right of conversion shall be deemed not to come into effect if the offer is not completed by its offeror or if the senior executives and full-time employees of the Company or its subsidiaries and any corporate entity under the control of one or more of such senior executives, as owners, as a group, of more than 50% of the outstanding Class B shares, do not accept the offer.

The articles of incorporation of the Company contain a complete description of the types of bids giving rise to the rights of conversion, provide certain procedures to be followed to perform the conversion and stipulate that upon such a bid, the Company or the transfer agent will communicate in writing to the holders of Class A subordinate voting shares full details as to the bid and the manner of exercising the right of conversion.

Conversion of Class B Shares

Each Class B share may, from time to time, at the holder's option, be converted into one Class A subordinate voting share.

Issue of Class B Shares

The Company's articles of incorporation provide for pre-emptive rights in favour of holders of Class B shares. Therefore, the Company may not issue Class A subordinate voting shares or securities convertible into Class A subordinate voting shares without offering, in the manner determined by the Board of Directors, to each holder of Class B shares, pro rata to the number of Class B shares it holds, the right to subscribe concurrently with the issue of Class A subordinate voting shares or of securities convertible into Class A subordinate voting shares, as the case may be, an aggregate number of Class B shares or securities convertible into Class B shares, as the case may be, sufficient to fully maintain its proportion of voting rights associated with the Class B shares. The consideration to be paid for the issuance of each Class B share or security convertible into Class B shares, as the case may be, shall be equal to the issue price of each Class A subordinate voting share or security convertible into Class A subordinate voting shares then issued.

The pre-emptive rights do not apply in the case of the issuance of Class A subordinate voting shares or securities convertible into Class A subordinate voting shares:

- in payment of stock dividends;
- pursuant to the stock option plans or share purchase plans of the Company;
- further to the conversion of Class B shares into Class A subordinate voting shares pursuant to the articles of incorporation of the Company; or
- further to the exercise of the conversion, exchange or acquisition rights attached to securities convertible into Class A subordinate voting shares.

Any holder of Class B shares may assign its pre-emptive rights to other holders of Class B shares.

Dividends

The Class A subordinate voting shares and Class B shares participate equally, share for share, in any dividend which may be declared, paid or set aside for payment thereon. In fiscal 2014, considering, among other matters, the needs for reinvestment in the Company's operations, the scope of investment projects, the repayment of the Company's debt, and the repurchase of outstanding Class A subordinate voting shares under the Company's Normal Course Issuer Bid, the Board of Directors determined that the Company, in keeping with its long-standing practice, would not pay a dividend. The Board of Directors re-evaluates the Company's dividend policy annually.

Amendments

The rights, privileges, conditions and restrictions attaching to the Class A subordinate voting shares or Class B shares may respectively be amended if the amendment is authorized by at least two-thirds of the votes cast at a meeting of holders of Class A subordinate voting shares and Class B shares duly convened for that purpose. However, if the holders of Class A subordinate voting shares as a class or the holders of Class B shares as a class were to be affected in a manner different from that of the other classes of shares, such amendment shall, in addition, be authorized by at least two-thirds of the votes cast at a meeting of holders of shares of the class of shares so affected in a different manner.

Rank

Except as otherwise provided hereinabove, each Class A subordinate voting share and each Class B share carry the same rights, rank equally in all respects and are to be treated by the Company as if they constituted shares of a single class.

Normal Course Issuer Bid

On January 29, 2014, the Board of Directors authorized the renewal of a Normal Course Issuer Bid (the "Issuer Bid") and the purchase of up to 10% of the public float of the Company's Class A subordinate voting shares as at January 24, 2014. The Issuer Bid enables the Company to purchase on the open market through the facilities of the *Toronto Stock Exchange* and certain alternative markets up to 21,798,645 Class A subordinate voting shares for cancellation. As at January 24, 2014, there were 276,181,109 Class A subordinate voting shares of the Company outstanding of which approximately 79% were widely held. The Company was authorized to purchase Class A subordinate voting shares under the Issuer Bid commencing on February 11, 2014 and may continue to do so until February 10, 2015, or until such earlier date when the Company completes its purchases or elects to terminate the Issuer Bid. As of December 12, 2014, the Company had not purchased any Class A subordinate voting shares under the Issuer Bid. A copy of the Company's *Notice of Intention to make a Normal Course Issuer Bid* may be obtained free of charge from CGI's Investor Relations department. See the heading *Additional Information* at the end of this document.

First Preferred Shares

The First Preferred Shares may be issued from time to time in one or more series and the Board of Directors of the Company has the right to determine, by resolution, the designation, rights, privileges, restrictions and conditions attaching to each series. The First Preferred Shares of each series rank equal to the First Preferred Shares of all other series and rank prior to the Second Preferred Shares, the Class A subordinate voting shares and Class B shares with respect to payment of dividends and repayment of capital. The holders of First Preferred Shares are entitled to receive notice of and attend any shareholders' meetings and are entitled to one vote per share. As of December 12, 2014, no First Preferred Shares were outstanding.

Second Preferred Shares

The Second Preferred Shares may be issued from time to time in one or more series and the Board of Directors has the right to determine, by resolution, the designation, rights, privileges, restrictions and conditions attaching to each series. The Second Preferred Shares of each series rank equal to all other Second Preferred Shares of all other series and rank prior to the Class A subordinate voting shares and Class B shares with respect to payment of dividends and repayment of capital. The Second Preferred Shares are non-voting. As of December 12, 2014, no Second Preferred Shares were outstanding.

Principal Holders of Class A Subordinate Voting Shares and Class B Shares

As of December 12, 2014, to the knowledge of the directors and executive officers of the Company, the only persons who beneficially owned, directly or indirectly, or exercised control or direction over 10% or more of CGI's outstanding Class A subordinate voting shares or Class B shares were Serge Godin, André Imbeau, the *Caisse de dépôt et placement du Québec* (the "Caisse"), and FMR LLC (Fidelity Investments). Their holdings are set out in the tables that follow.

Name	Shares – Class "A"		Shares – Class "B"		Shares – Class "A" and "B"		
	Number	%	Number	%	Total % of Equity	Total Number of Votes	Total % of Vote
Serge Godin	13,124[a]	0.00%			0.00%	13,124	0.00%
			23,007,351[b]	69.15%	7.34%	230,073,510	37.53%
			5,209,156[c]	15.66%	1.66%	52,091,560	8.50%
			360,582[d]	1.08%	0.11%	3,605,820	0.59%
Total	**13,124**	**0.00%**	**28,577,089**	**85.89%**	**9.11%**	**285,784,014**	**46.62%**

(a) These shares are owned directly or indirectly by Mr. Godin.
(b) These shares are owned by Distinction Capital Inc., a company controlled by Mr. Godin.
(c) These shares are owned by 3727912 Canada Inc., a company controlled by Mr. Godin.
(d) These shares are owned by 9164-7586 Québec Inc., a company controlled by Mr. Godin.

Name	Shares – Class "A"		Shares – Class "B"		Shares – Class "A" and "B"		
	Number	%	Number	%	Total % of Equity	Total Number of Votes	Total % of Vote
André Imbeau	267,724[a]	0.10%			0.09%	267,724	0.04%
			3,477,071[b]	10.45%	1.11%	34,770,710	5.67%
			798,588[c]	2.40%	0.25%	7,985,880	1.30%
Total	**267,724**	**0.10%**	**4,275,659**	**12.85%**	**1.45%**	**43,024,314**	**7.01%**

(a) These shares are owned directly or indirectly by Mr. Imbeau.
(b) These shares are owned by 9088-0832 Québec Inc., a company controlled by Mr. Imbeau.
(c) These shares are owned by 9102-7003 Québec Inc., a company controlled by Mr. Imbeau.

CGI's Investor Relations department regularly surveys the Company's largest institutional shareholders.

The following table sets out, as at December 12, 2014, the top ten institutional holders of CGI's Class A subordinate voting shares, based on the shareholder identification data available to the Company.

Name	Shares – Class "A"		Shares – Class "B"		Shares – Class "A" and "B"		
	Number	%	Number	%	Total % of Equity	Total Number of Votes	Total % of Vote
Caisse de dépôt et placement du Québec	58,174,038	20.75%	-	-	18.55%	58,174,038	9.49%
FMR LLC (Fidelity Investments)	30,125,000	10.75%	-	-	9.61%	30,125,000	4.91%
BlackRock Asset Management Canada Limited	12,460,000	4.44%	-	-	3.97%	12,460,000	2.03%
CI Investments Inc.	10,335,000	3.69%	-	-	3.30%	10,335,000	1.69%
Invesco Advisers, Inc.	9,400,000	3.35%	-	-	3.00%	9,400,000	1.53%
1832 Asset Management L.P.	7,403,173	2.64%	-	-	2.36%	7,403,173	1.21%

Name	Shares – Class “A”		Shares – Class “B”		Shares – Class “A” and “B”		
	Number	%	Number	%	Total % of Equity	Total Number of Votes	Total % of Vote
BMO Capital Markets (US)	6,540,000	2.33%	-	-	2.09%	6,540,000	1.07%
Fiera Capital Corporation	6,075,000	2.17%	-	-	1.94%	6,075,000	0.99%
TD Securities Inc.	5,679,129	2.03%	-	-	1.81%	5,679,129	0.93%
Connor, Clark & Lunn Investment Management Ltd.	5,640,000	2.01%	-	-	1.80%	5,640,000	0.92%

As of December 12, 2014, the directors and officers of the Company, as a group, beneficially owned, directly or indirectly, or exercised control or direction over, 3,259,457 Class A subordinate voting shares and 33,272,767 Class B shares representing respectively 1.16% of the issued and outstanding Class A subordinate voting shares and 100% of the issued and outstanding Class B shares.

BUSINESS TO BE TRANSACTED AT THE MEETING

The following items of business will be presented to the shareholders at the Meeting:

1. Presentation of the Annual Audited Consolidated Financial Statements

The annual audited consolidated financial statements for the fiscal year ended September 30, 2014 and the report of the auditors will be placed before the Meeting. The annual audited consolidated financial statements were mailed with the Notice of Meeting to shareholders who requested them. Additional copies of the fiscal 2014 annual audited consolidated financial statements may be obtained from CGI upon request and will be available at the Meeting.

2. Election of Directors

Fourteen directors are to be elected to hold office until the close of the next Annual General Meeting of Shareholders or until their successor is elected or appointed. Each of the persons presented in this *Management Proxy Circular* is proposed to be nominated as a director of the Company and each nominee has agreed to serve as a director if elected.

The persons named as proxies in the proxy form intend to cast the votes represented by proxy at the Meeting FOR the election as directors of the fourteen persons nominated in this Management Proxy Circular unless shareholders direct otherwise.

3. Appointment of Auditors

The Board of Directors recommends that Ernst & Young LLP be appointed as the auditors of the Company to hold office until the next Annual General Meeting of Shareholders or until their successors are appointed. Ernst & Young LLP were first appointed as the Company’s auditors at the Annual General Meeting of Shareholders held on January 27, 2010.

The persons named as proxies in the proxy form intend to cast the votes represented by proxy at the Meeting FOR the appointment of Ernst & Young LLP as auditors and to vote to authorize the Audit and Risk Management Committee to fix the remuneration of the auditors unless shareholders direct otherwise.

4. Shareholder Proposals

Four shareholder proposals have been submitted by the *Mouvement d'éducation et de défense des actionnaires* ("Médac"). Médac is a not for profit company whose registered office is situated at 82 Sherbrooke Street West, in Montreal, Quebec, Canada, H2X 1X3, holding 100 Class A subordinate voting shares that it acquired on February 13, 2014.

The fourth proposal was withdrawn by Médac following discussions with the Company. The three remaining proposals (the "Proposals") are enclosed below as Appendix C, along with the responses of the CGI Board of Directors. As agreed with Médac, only Proposal Number One – Advisory Vote on the Compensation of Senior Executives – will be presented at the Meeting for a vote by the Company's shareholders.

The persons named as proxies in the proxy form intend to cast the votes represented by proxy at the Meeting AGAINST the adoption of Proposal Number One – Advisory Vote on the Compensation of Senior Executives – unless shareholders direct otherwise.

NOMINEES FOR ELECTION AS DIRECTORS

The persons whose names are printed in the form of proxy intend to vote for the election as directors of the proposed nominees whose names are set forth in the following table. Each director elected will hold office until the next Annual General Meeting of Shareholders or until that director's successor is duly elected or appointed, unless the office is earlier vacated.

The information below lists the name of each candidate proposed by the Board of Directors on the recommendation of the Corporate Governance Committee for election as a director; whether the director has been determined by the Board of Directors to be independent of, or related to, the Company; whether the candidate complies with the Company's share ownership guideline; the candidate's age; the principal occupation; the municipality, province or state, and country of residence; the year when the person first became a director; their standing committee memberships; the skills the director brings to the Board of Directors based on the Board of Directors skills matrix; the number of shares of the Company beneficially owned, directly or indirectly, or over which control or direction is exercised; the number of Deferred Stock Units ("DSUs") of the Company (see the heading *Stock Options and Deferred Stock Units Granted to Directors* later in this document); the number of stock options of the Company held (see the heading *Share Option Plan* later in this document); and the number of Performance Share Units ("PSUs") of the Company held (see the heading *Performance Share Unit Plan* later in this document); as well as the other companies on whose board of directors the candidate serves.

By filling in the form of proxy, shareholders may vote for all directors or choose to withhold their vote from some or all of the directors proposed for election.

Information relating to shares, DSUs, stock options, and PSUs beneficially owned, or over which control or direction is exercised has been provided by each of the candidates as of December 12, 2014.

Alain Bouchard
Independent director, complies with the share ownership guideline
Age 65
Lorraine, Quebec, Canada
Director since 2013

				Governance Risk and Compliance			
Operational Literacy				Financial Literacy			Governance and Human Resources
Executive Leadership	Consulting Services and IT Industry	Geography	Vertical market	Finance	Accounting	Risk	
√		Global	Retail and distribution	√	√	√	√

Member of the Human Resources Committee
Class A subordinate voting shares: 17,500 (*)
Deferred Stock Units: 3,043 (+)
Stock options: 13,902 (‡)

Mr. Bouchard is Founder and Executive Chairman of the Board and a director of Alimentation Couche-Tard Inc., a company listed on the Toronto Stock Exchange that operates more than 13,000 convenience stores in Canada, the United States, Europe and ten other countries worldwide (China, Guam, Honduras, Hong Kong, Indonesia, Japan, Macau, Mexico, Vietnam, the Philippines, and the United Arab Emirates). The company is the largest independent convenience store operator in North America in terms of number of company-operated stores. Mr. Bouchard founded the company in 1980, led its growth, and has more than 45 years of experience in the retail industry.

Bernard Bourigeaud
Independent director, complies with the share ownership guideline
Age 70
Waterloo, Belgium
Director since 2008

				Governance Risk and Compliance			
Operational Literacy				Financial Literacy			
Executive Leadership	Consulting Services and IT Industry	Geography	Vertical market	Finance	Accounting	Risk	Governance and Human Resources
√	√	Global	Multiple vertical markets	√	Expert	√	√

Member of the Human Resources Committee
Class A subordinate voting shares: 10,000 (*)
Deferred Stock Units: 1,497 (+)
Stock options: 18,330 (‡)

Mr. Bourigeaud, a chartered professional accountant, is Chairman of BJB Consulting, a CEO to CEO consultancy business. Until September 2007, Mr. Bourigeaud was Chairman of Atos Origin S.A., a leading global IT services company which he founded through a chain of successful mergers which began in 1991. Prior to that, he spent 11 years at Deloitte, Haskins and Sells where he was the head of the management consulting group. Mr. Bourigeaud holds positions on various boards including the board of advisors of Jefferies International Limited. In December 2011, Mr. Bourigeaud was appointed non-executive Chairman of Oberthur Technologies Holding and non-executive Vice-Chairman of Oberthur Technologies SA. He is also an international operating partner of Advent International and President of CEPS (*Centre d'Etude et Prospective Stratégique*). Mr. Bourigeaud is an Affiliate Professor at HEC School of Management in Paris and a member of HEC's International Advisory Board. In 2004, he was appointed *Chevalier de la Légion d'Honneur*.

Jean Brassard
Independent director, complies with the share ownership guideline
Age 70
Verdun (Nuns' Island), Quebec, Canada
Director since 1978

				Governance Risk and Compliance			
Operational Literacy				Financial Literacy			
Executive Leadership	Consulting Services and IT Industry	Geography	Vertical market	Finance	Accounting	Risk	Governance and Human Resources
√	√	Global	Multiple vertical markets	√	√	√	√

Member of the Audit and Risk Management Committee
Class A subordinate voting shares: 228,027 (*)
Class B shares: 420,019 (*)
Deferred Stock Units: 13,195 (+)
Stock options: 40,838 (‡)

Mr. Brassard has had an extensive career as an IT professional practitioner and senior manager. He joined the Company in 1978 as a Vice-President and led the development and implementation of major IT projects in all economic sectors served by CGI. He became President and Chief Operating Officer in January 1997 and was Vice-Chairman of the Company's Board of Directors for 25 years. Mr. Brassard contributed significantly to CGI's international profitable growth until he retired in 2000.

Robert Chevrier
Independent director, complies with the share ownership guideline
Age 71
Verdun (Nuns' Island), Quebec, Canada
Director since 2003

				Governance Risk and Compliance			
Operational Literacy				Financial Literacy			
Executive Leadership	Consulting Services and IT Industry	Geography	Vertical market	Finance	Accounting	Risk	Governance and Human Resources
√		Global	Retail and distribution	√	Expert	√	√

Chair of the Human Resources Committee
Class A subordinate voting shares: 10,000 (*)
Deferred Stock Units: 34,948 (+)
Stock options: 79,679 (‡)

Mr. Chevrier is President of Roche Management Co. Inc., a holding and investment company. A chartered professional accountant, he was previously Chairman and Chief Executive Officer of Rexel Canada Inc. (formerly Westburne Inc.). Mr. Chevrier is Chair of the Board of Directors of Uni-Select Inc. and Executive Chairman of the Board of Rona Inc.

Dominic D'Alessandro
Independent director, complies with the share ownership guideline
Age 67
Toronto, Ontario, Canada
Director since 2010

				Governance Risk and Compliance			
Operational Literacy				Financial Literacy			
Executive Leadership	Consulting Services and IT Industry	Geography	Vertical market	Finance	Accounting	Risk	Governance and Human Resources
√		Global	Financial services	√	Expert	√	√

Member of the Human Resources Committee
Class A subordinate voting shares: 10,000 (*)
Deferred Stock Units: 14,865 (+)
Stock options: 44,234 (‡)

Mr. D'Alessandro, a fellow of the Institute of Chartered Accountants, was President and Chief Executive Officer of Manulife Financial Corporation from 1994 until 2009. During his tenure, Manulife undertook a dramatic expansion of its operations and emerged as one of the world's leading life insurers. In recognition of his achievements, Mr. D'Alessandro was named by his peers Canada's Outstanding CEO for 2002 and was named Canada's Most Respected CEO for 2004. He is an Officer of the Order of Canada. Mr. D'Alessandro is also a director of Suncor Energy Inc.

Paule Doré
Independent director, complies with the share ownership guideline
Age 63
Outremont, Quebec, Canada
Director since 1995

				Governance Risk and Compliance			
Operational Literacy				Financial Literacy			
Executive Leadership	Consulting Services and IT Industry	Geography	Vertical market	Finance	Accounting	Risk	Governance and Human Resources
√	√	Global	Multiple vertical markets	√	√	√	√

Member of the Corporate Governance Committee
Class A subordinate voting shares: 99,774 (*)
Deferred Stock Units: 5,098 (+)
Stock options: 27,142 (‡)

Mrs. Doré joined CGI in 1990 as Vice-President Communications and Human Resources, and was Executive Vice-President and Chief Corporate Officer and Secretary until September of 2006 when she assumed the role of Advisor to the Founder and Executive Chairman, a position she held until her retirement in August of 2009. Mrs. Doré is also a director of Cogeco Inc. and Héroux Devtek Inc.

Richard B. Evans
Independent director, complies with the share ownership guideline
Age 67
San Francisco, California, USA
Director since 2009

				Governance Risk and Compliance			
Operational Literacy				Financial Literacy			
Executive Leadership	Consulting Services and IT Industry	Geography	Vertical market	Finance	Accounting	Risk	Governance and Human Resources
√		Global	Multiple vertical markets	√	√	√	√

Member of the Audit and Risk Management Committee
Class A subordinate voting shares: 10,000 (*)
Deferred Stock Units: 16,123 (+)
Stock options: 49,249 (‡)

Prior to his retirement in April 2009, Mr. Evans was Executive Director of London-based Rio Tinto plc and Melbourne-based Rio Tinto Ltd. While with Rio Tinto, he was Chief Executive of Rio Tinto Alcan. Prior to that, he was President and Chief Executive Officer of Alcan Inc. until its acquisition by Rio Tinto in October of 2007. He is now Chairman of the Board of Constellium Inc., and is also a director of Noranda Aluminum Holding Corp. and Tyhee Gold Corp.

Julie Godin
Director related to CGI, complies with the share ownership guideline
Age 39
Verdun (Nun's Island), Quebec, Canada
Director since 2013

				Governance Risk and Compliance			
Operational Literacy				Financial Literacy			
Executive Leadership	Consulting Services and IT Industry	Geography	Vertical market	Finance	Accounting	Risk	Governance and Human Resources
√	√	Global	Multiple vertical markets	√	√	√	√

Class A subordinate voting shares: 5,851 (*)
Stock options: 154,810 (‡)

Ms. Godin is CGI's Executive Vice-President, Global Human Resources and Strategic Planning, and is therefore a related director. She has led CGI's global human resources group since 2009 and the Company's strategic planning process since 2011. Ms. Godin oversees the development of enterprise-wide human resources policies, programs and processes and their application across all CGI business units around the world, and is also responsible for CGI's leadership, organizational development and strategic planning initiatives and programs.

Serge Godin
Director related to CGI, complies with the share ownership guideline
Age 65
Westmount, Quebec, Canada
Director since 1976

				Governance Risk and Compliance			
Operational Literacy				Financial Literacy			
Executive Leadership	Consulting Services and IT Industry	Geography	Vertical market	Finance	Accounting	Risk	Governance and Human Resources
√	√	Global	Multiple vertical markets	√	√	√	√

Class A subordinate voting shares: 13,124 (*)
Class B shares: 28,577,089 (*)
Stock options: 1,399,005 (‡)
Performance Share Units: 893,187 (§)

As a Co-Founder of CGI, Executive Chairman of the Board and a key member of CGI's senior leadership team, Serge Godin is a related director. Mr. Godin also owns a majority interest in CGI's Class B shares (see *Principal Holders of Class A Subordinate Voting Shares and Class B Shares* earlier in this document). Under Mr. Godin's leadership, CGI has grown to become the fifth largest independent information technology and business process services firm in the world. Mr. Godin is a member of the Order of Canada and the Ordre national du Québec. In 2008, he was inducted into the Canadian Business Hall of Fame, and, in 2011, he received the Conference Board of Canada's Honorary Associate Award, the Board's highest honor. Mr. Godin has been chosen to receive the International Horatio Alger Award in 2015, a prestigious award presented by the Horatio Alger Association of Distinguished Americans to honor individuals who have succeeded in spite of adversity and who encourage young people to pursue their dreams through higher education.

Timothy J. Hearn
Independent director, complies with the share ownership guideline
Age 70
Calgary, Alberta, Canada
New candidate for election as director

				Governance Risk and Compliance			
Operational Literacy				Financial Literacy			
Executive Leadership	Consulting Services and IT Industry	Geography	Vertical market	Finance	Accounting	Risk	Governance and Human Resources
√		Global	Manufacturing, retail and distribution	√	√	√	√

Class A subordinate voting shares: 7,500 (*)

Mr. Hearn is Chairman of the consulting, investment management, and philanthropic organization Hearn & Associates, and was, until March 2008, the Chairman and Chief Executive Officer of Imperial Oil Limited. Mr. Hearn has over 40 years' experience in the oil and gas industry and in the course of his career he held executive leadership positions in Canada and abroad having spent 10 years with Exxon Mobil Corporation heading global businesses while living in the United States, and Asia. He is a past Chairman and an honorary director of the C.D. Howe Institute, and a member of the Joint Public Advisory Committee (JPAC) of the Commission for Environmental Cooperation (CEC). Mr. Hearn is also a director of the Royal Bank of Canada, and ARC Resources Ltd.

André Imbeau
Director related to CGI, complies with the share ownership guideline
Age 65
Beloeil, Quebec, Canada
Director since 1976

				Governance Risk and Compliance			
Operational Literacy				Financial Literacy			
Executive Leadership	Consulting Services and IT Industry	Geography	Vertical market	Finance	Accounting	Risk	Governance and Human Resources
√	√	Global	Multiple vertical markets	√	√	√	√

Class A subordinate voting shares: 267,724 (*)
Class B shares: 4,275,659 (*)
Stock options: 117,808 (‡)
Performance Share Units: 7,923 (§)

Mr. Imbeau co-founded CGI in 1976 and was, until July 2006, Executive Vice-President and Chief Financial Officer. He now acts as Founder, Vice-Chairman of the Board and Corporate Secretary, and as Advisor to the Founder and Executive Chairman of the Board, and is therefore a related director. Mr. Imbeau holds an interest in the Company's Class B shares (see the heading *Principal Holders of Class A Subordinate Voting Shares and Class B Shares* earlier in this document). His financial and operational expertise and deep understanding of CGI's operations are important assets to the Company's Board of Directors.

Gilles Labbé
Independent director, complies with the share ownership guideline
Age 58
Montreal, Quebec, Canada
Director since 2010

				Governance Risk and Compliance			
Operational Literacy				Financial Literacy			
Executive Leadership	Consulting Services and IT Industry	Geography	Vertical market	Finance	Accounting	Risk	Governance and Human Resources
√	√	Global	Manufacturing and distribution	√	Expert	√	√

Chair of the Audit and Risk Management Committee
Class A subordinate voting shares: 25,000 (*)
Deferred Stock Units: 11,754 (+)
Stock options: 38,012 (‡)

Mr. Labbé is President and Chief Executive Officer, and a director, of Héroux Devtek Inc., a Canadian company specializing in the design, development, manufacture, repair, and overhaul of landing gear systems and components for the Aerospace market. He has held these positions since June 2000. Prior to the acquisition of Devtek in that year, Mr. Labbé was President and Chief Executive Officer and a director of Héroux Inc. since 1989. A Fellow of the Institute of Chartered Accountants, Mr. Labbé is the recipient of numerous business awards and is also a director of the Aerospace Industries Association of Canada, and Aéro Montreal.

Michael E. Roach
Director related to CGI, complies with the share ownership guideline
Age 62
Westmount, Quebec, Canada
Director since 2006

				Governance Risk and Compliance			
Operational Literacy				Financial Literacy			
Executive Leadership	Consulting Services and IT Industry	Geography	Vertical market	Finance	Accounting	Risk	Governance and Human Resources
√	√	Global	Multiple vertical markets	√	√	√	√

Class A subordinate voting shares: 884,798 (*)
Stock options: 1,883,380 (‡)
Performance Share Units: 893,187 (§)

As President and Chief Executive Officer of CGI, Michael E. Roach is a related director. Mr. Roach has served as President and CEO since 2006. Prior to this role, he served as President and Chief Operating Officer, a role he assumed in 2002. Mr. Roach joined CGI in 1998 from a major telecommunications company where he held a number of leadership positions and spearheaded the outsourcing of the company's IT operations into CGI. He sits on the boards of directors of the Conference Board of Canada and is also a member of the Canadian Council of Chief Executives. Mr. Roach was recognized as "Most Innovative CEO" for 2014 by *Canadian Business* magazine.

Joakim Westh
Independent director, complies with the share ownership guideline
Age 53
Stockholm, Sweden
Director since 2013

				Governance Risk and Compliance			
Operational Literacy				Financial Literacy			
Executive Leadership	Consulting Services and IT Industry	Geography	Vertical market	Finance	Accounting	Risk	Governance and Human Resources
√	√	Global	Multiple vertical markets	√	√	√	√

Member of the Audit and Risk Management Committee
Stock options: 7,813 (‡)

Mr. Westh is an independent director sitting on the boards of directors of several leading Nordic companies. Until 2009, Mr. Westh was a Senior Vice-President and executive team member at LM Ericsson AB with responsibility for strategy, operational excellence and sourcing. Mr. Westh is well-known as a leading expert in the fields of technology and management, particularly in Scandinavia. He is also a director of Saab Group, Swedish Match AB, and Absolent AB.

(*) Number of shares beneficially owned, or controlled, or directed, directly or indirectly.
(+) For more information concerning DSUs, please refer to the heading *Compensation of Directors* later in this document.
(‡) For more information concerning stock options, please refer to the headings *Share Option Plan* and *Compensation of Directors* later in this document.
(§) For more information concerning PSUs, please refer to the heading *Performance Share Unit Plan* later in this document.

COMMITTEE REPORTS

REPORT OF THE HUMAN RESOURCES COMMITTEE

Executive Compensation Discussion and Analysis

Executive Compensation Policy

CGI's executive compensation policy emphasizes **incentive compensation linked to business success** to ensure that the financial interests of the Company's executives are closely aligned with those of shareholders. CGI measures business success on the basis of profit and growth as well as client and member satisfaction.

CGI's compensation policy is rooted in its fundamental belief that a company with an inspiring dream, uncompromising integrity, a caring human resources philosophy and solid values is better able to attract and respond to the profound aspirations of high-calibre, competent people. These people in turn will deliver high-quality services, in keeping with the Company's profitability objectives. The growth and profitability generated as a result will allow CGI to continue to offer its shareholders value for their investment.

This belief drives the Company's compensation programs, which are designed to attract and retain the key talent CGI needs to remain competitive in a challenging market and achieve continued and profitable growth for shareholders.

In keeping with CGI's compensation policy, the same principles that are used to determine the compensation of the named executive officers (the CEO, the CFO and the three other most highly compensated executive officers of the Company, hereafter referred to as the "Named Executive Officers") are also applied to all management team members, taking into account the results of their respective business units. In the case of CGI's senior executives, there is an added emphasis on closely aligning executives' financial interests with those of shareholders through incentive compensation.

This report outlines the main features of CGI's executive compensation policy and programs.

The Human Resources Committee of the Board of Directors

The Committee reviews management's proposals and makes recommendations to the Board of Directors of the Company in relation to the compensation of certain senior executives, including the entitlements under short and long-term incentive and benefit plans and the corporate objectives that the Founder and Executive Chairman of the Board, the President and Chief Executive Officer and other senior executive officers are responsible for meeting. It is similarly responsible for approving and making recommendations in relation to the compensation of the Company's outside directors and succession plans for senior executive officers.

The Committee is made up of Messrs. Robert Chevrier, Chair of the Committee, Alain Bouchard, Bernard Bourigeaud and Dominic D'Alessandro, all of whom are independent directors. The Committee met four times in fiscal 2014. Mr. Chevrier's role and responsibilities as Chair of the Committee are described later in this document in the report of the Corporate Governance Committee under the heading *Role and Responsibilities of the Lead Director and Standing Committee Chairs*.

Each of the members of the Committee has significant experience in the role of chief executive officer that includes ample experience in matters relating to human resources management and executive compensation. Mr. Chevrier was Chairman and Chief Executive Officer of Rexel Canada Inc. (formerly Westburne Inc.), Mr. Bouchard was President and Chief Executive Officer and is now Founder and Executive Chairman of the Board of Alimentation Couche-Tard Inc., Mr. Bourigeaud was Chairman and Chief Executive Officer of Atos Origin S.A., and Mr. D'Alessandro was President and Chief Executive Officer of Manulife Financial Corporation.

The role and responsibilities of the Committee are contained in the Committee's charter. The Committee's charter forms part of CGI's *Fundamental Texts* and the charter is incorporated by reference in this *Management Proxy Circular* (see the heading *Mandate, Structure and Composition of the CGI Board of Directors* later in this document) and is available on CGI's web site at www.cgi.com.

The role and responsibilities of the Committee include:

(a) Advising the Board of Directors on human resources planning;

(b) Reviewing and advising the Board of Directors on management's succession plans for executive officers, with special emphasis on the Executive Chairman of the Board and Chief Executive Officer succession;

(c) Reviewing and advising the Board of Directors on CGI's compensation philosophy and policies, including the remuneration strategy and remuneration policies for the executive officer level as proposed by the Executive Chairman of the Board and the Chief Executive Officer;

(d) Making recommendations to the Board of Directors for the appointment of the Executive Chairman of the Board, the Chief Executive Officer and other executive officers, and the corporate objectives which the Executive Chairman of the Board and such other executive officers, as the case may be, are responsible for meeting, as well as the assessment of the Executive Chairman of the Board and of the Chief Executive Officer against these objectives;

(e) Monitoring of the Executive Chairman of the Board's performance and providing advice and counsel in the execution of his duties;

(f) Reviewing and advising the Board of Directors on CGI's overall remuneration plan including the adequacy and form of compensation realistically reflecting the responsibilities and risks of the position for the Executive Chairman of the Board and for the Chief Executive Officer of the Company and, in that regard, considering appropriate information, including information from the Board of Directors with respect to the overall performance of the Executive Chairman of the Board and of the Chief Executive Officer;

(g) Reviewing and advising the Board of Directors on the remuneration for executive officers, annual adjustment to executive salaries, and the design and administration of short and long-term incentive plans, stock options, benefits and perquisites as proposed by the Executive Chairman of the Board and the Chief Executive Officer;

(h) Reviewing and advising the Board of Directors on employment and termination arrangements for senior management;

(i) Making recommendations on the adoption of new, or significant modifications to, pay and benefit plans;

(j) Recommending the appointment of new officers as appropriate;

(k) Reviewing and advising the Board of Directors on significant organizational changes;

(l) Reviewing and approving the Committee's executive compensation report to be contained in the Company's annual *Management Proxy Circular*;

(m) Reviewing and advising the Board of Directors on management development programs for the Company;

(n) Reviewing and advising the Board of Directors on special employment contracts or arrangements with officers of the Company, if any, including any contracts relating to change of control; and

(o) Reviewing and advising the Board of Directors on the remuneration for members of the Board of Directors and its committees, including the adequacy and form of compensation realistically reflecting the responsibilities and risks of the positions, and recommending changes where applicable.

The Committee also performs such other duties as are from time to time assigned to it by the Board of Directors.

The Committee reports to the Board of Directors on its proceedings, the reviews it undertakes, and its recommendations.

In executing its mandate, the Committee retains the services of Towers Watson, the Company's external human resources consultant. Towers Watson was first retained to provide consulting services in 1995. Towers Watson's mandate is to:

- Provide the Committee with information on market trends and best practices on executive and director compensation;
- Develop recommendations on the composition of the reference groups of companies used as the basis for determining the compensation of the directors, the Founder and Executive Chairman of the Board, the President and Chief Executive Officer and other senior executive officers of the Company;
- Conduct market research and provide the Committee with data and analysis on compensation practices of reference groups to allow the Company to align its compensation policy with the market as it applies to the directors, the Founder and Executive Chairman of the Board, the President and Chief Executive Officer and other senior executive officers; and

- Review the design of the annual and long-term incentive programs and provide data and analysis on reference groups' practices in this area.

To ensure the quality of services provided to the Committee by its external advisor, as well as the external advisor's independence, the Committee has established the following processes as part of its annual work plan:

- Once a year or as required, each of the external advisors retained by the Committee will provide to the Committee a statement of the services to be provided to the Committee at its request and those to be provided at the request of management for the purpose of enabling the Committee to pre-approve all services to be provided by the external advisor;
- The Committee may request from each external advisor information concerning the advisor's organizational structure and employees who provide services to the Committee so that the Committee may agree with the advisor on measures to address any real or perceived conflicts of interest that may arise from the services provided by the advisor to the Company at the request of management; and
- The Committee reviews the independence policy annually to ensure that it continues to meet the Committee's requirements.

Executive Compensation Related Fees

During the years ended September 30, 2014 and 2013, CGI's external human resources consultant billed the following fees for its services:

Service retained	Fees billed	
	2014	2013
Advice in relation to executive compensation and the compensation of directors[(a)]	$169,671	$115,622
All other fees[(b)]	$451,809	$1,016,323
Total fees billed	**$621,480**	**$1,131,945**

(a) All fees billed by the human resources consultant for the years ended September 30, 2014 and 2013 were related to recurring work for the Committee.
(b) The other fees billed by the human resources consultant for the year ended September 30, 2014 were mainly in relation to global rewards, compensation programs, human resources policies, retirement plans and health and group benefit plans. The other fees billed by the human resources consultant for the year ended September 30, 2013 were mainly in relation to global talent and rewards issues and health and group benefits.

Compensation Policy and Process for the 2014 Fiscal Year

Composition of Reference Groups

To determine appropriate compensation levels, the Named Executive Officers' positions are compared with similar positions within a reference group made up of companies leading their industry. These companies include information technology consulting firms and companies similar to CGI with regard to size, and operational and managerial complexity. The Committee reviews the composition of the reference groups annually.

With 84% of its 2014 revenues generated outside Canada, as well as constant international expansion, CGI must ensure that it offers competitive compensation in the challenging markets in which it operates and recruits high-performing executives. All of the Company's major competitors are based either in the U.S. or Europe and they compete against CGI both in Canada and internationally.

In response to this market reality, the Committee based Named Executive Officers' compensation for the year ended September 30, 2014 on the U.S. market for executives based in Canada and the U.S., on the UK market for the executive based in the U.K., and on the Australian market for the executive based in Australia.

The selection criteria used to determine the composition of the comparator groups are the following:

- Autonomous and publicly-traded companies;
- Large number of professionals;
- Growing companies;
- High-end IT consulting, systems integration, IT outsourcing and business solutions providers;

- International scope;
- Companies for which IT is very strategic; and
- Participation in the data bank for the U.S., the U.K. or other geographies maintained by Towers Watson, the Company's external human resources consultant, as the case may be.

Each company in the following table meets at least one of the foregoing criteria:

U.S. Comparator Group: 16 companies

Accenture plc	Fidelity National Information Services Inc.
Atos SE	Fiserv, Inc.
Automatic Data Processing, Inc.	Indra Sistemas SA
CACI International Inc.	SAIC, Inc.
Cap Gemini SA	SNC-Lavalin Group Inc.
Cognizant Technology Solutions Corporation	Tata Consultancy Services Limited
Computer Sciences Corporation	Unisys Corporation
Experian plc	Xerox Corporation

UK Comparator Group: 14 companies

Accenture plc	Groupe Steria SCA
Agilent Technologies Inc	Hewlett-Packard Company
Atos SE	International Business Machines Corp.
BT Group plc	Indra Sistemas SA
Cap Gemini SA	Tieto OYJ
Cognizant Technology Solutions Corporation	Unisys Corporation
Computer Sciences Corporation	Verizon Communications Inc.

Australian Comparator Group: 6 companies

ASG Group Limited	SMS Management & Technology LTD
DWS Limited	UXC Limited
Oakton Limited	Unidentified[a]

(a) For confidentiality reasons, this peer company's name was not disclosed to the Company.

The foregoing comparator groups were used to determine the compensation of the Named Executive Officers for the fiscal year ended September 30, 2014.

Executive Compensation Components

CGI's total executive compensation is made up of five components: base salary, short-term incentive plan, long-term incentive plan, benefits and perquisites. In keeping with the Company's values, **incentive compensation** and **share ownership** are emphasized to ensure that executives' interests are aligned with CGI's profitability and growth objectives, which in turn results in increased value for all shareholders under normal market conditions. CGI's Named Executive Officers do not participate in any defined benefit pension plans.

Component	Description	Alignment with Reference Group
Base salary	Annual base salary based on each executive's responsibilities, competencies and contribution to the Company's success.	Aligned with **median** base salary offered in the reference group, while allowing for compensation above the median to recognize an executive's exceptional and sustained contribution to the Company's success.
Short-term incentive plan	Annual bonus based on the achievement of business objectives in accordance with CGI's Profit Participation Plan (details are provided later in this document).	Aligned with **median** short-term incentives of the reference group, when business objectives are met.
Long-term incentive plan	Grants under the Share Option Plan and awards under the Performance Share Unit Plan based on achievement of business objectives (details are provided later in this document).	Aligned with **median** total compensation of the reference group, or above the median to recognize an executive's exceptional performance, when business objectives are met.
Benefits	Group benefits and employer contributions under the Share Purchase Plan.	Aligned with **median** benefits of the reference group.
Perquisites	Company car and related expenses, tax services, health insurance, and medical exams are the principal perquisites.	Aligned with **median** perquisites of the reference group.
Total compensation		Aligned with the **median** of the reference group while allowing for total compensation above the median to recognize an executive's exceptional performance, when business objectives are met.

The following table shows for each Named Executive Officer the compensation components as a percentage of total compensation, at target levels for the short term and long term incentives, for the year ended September 30, 2014:

Name and title	Base salary	CGI Profit Participation Plan	Long-term incentive	Benefits and perquisites
Serge Godin Founder and Executive Chairman of the Board	11.69%	23.37%	64.46%	0.48%
Michael E. Roach President and Chief Executive Officer	11.56%	23.12%	63.76%	1.56%
R. David Anderson(a) Executive Vice-President and Chief Financial Officer	18.44%	18.44%	62.29%	0.83%
Timothy W. Gregory President, United Kingdom	39.58%	23.75%	28.35%	8.32%
Colin Holgate President, Asia Pacific	41.01%	20.50%	33.09%	5.40%

(a) Mr. Anderson retired from his role as Chief Financial Officer on September 30, 2014.

The Founder and Executive Chairman of the Board and the President and Chief Executive Officer may from time to time exercise their discretion to recommend to the Committee and the Board of Directors that incentive compensation under the Profit Participation Plan, and the performance-based vesting of stock options under the *Share Option Plan for Employees, Officers and Directors of CGI Group Inc. and its Subsidiaries* (the "Share Option Plan") and of PSUs under the *Performance Share Unit Plan for the Executive Chairman, the Executive Vice-Chairman, the President and Chief Executive Officer and Other Designated Participants of CGI Group Inc.* (the "PSU Plan"), be adjusted in order to ensure that actual profit participation and vested stock options are equitable and balance the interests of each of the Company's stakeholders based on the overall performance of the Company and exceptional market conditions.

Base Salary

The base salaries paid to Named Executive Officers are reviewed every year based on each executive's scope of responsibilities, competencies and contribution to the Company's success. The objective of CGI's compensation policy for base salaries is to align them with the median base salary in the reference group, while allowing for compensation to rise above the median in recognition of a particular executive's exceptional and sustained contribution to the Company's success. As part of the methodology used for fiscal 2014, Named Executive Officers' positions were compared with generic positions in the compensation databases for the U.S, the U.K. and Australia maintained by Towers Watson, the Company's external human resources consultant. When differences in the level and scope of responsibilities for the comparable generic executive position are observed, the value of the generic position is adjusted to ensure that there is an appropriate basis for comparison.

Profit Participation Plan: Annual Bonus

The Named Executive Officers participate in CGI's Profit Participation Plan, a short-term incentive plan that pays an annual bonus **based on achievement of business objectives** as approved at the beginning of the fiscal year by the Board of Directors on the recommendation of the Committee. The Profit Participation Plan is designed to provide CGI's management and members with an incentive to increase the profitability and growth of the Company.

The Committee makes a recommendation to the Board of Directors in relation to the payment of bonuses to the Named Executive Officers under the Profit Participation Plan based on the Company's achievement of performance objectives.

Individual incentive awards are based on the executive's target bonus under the Profit Participation Plan and the achievement of objectives. The target bonus varies as a percentage of base salary depending on the executive's position. The target bonus is then adjusted in accordance with a **performance factor** that is directly linked to the level of achievement of business objectives set out in the Company's annual plan. Executive bonus targets are reviewed annually to ensure they remain aligned with the Company's compensation policy and continue to be competitive with CGI's applicable reference group.

Performance Factor

The performance factor used to adjust each Named Executive Officer's target bonus is based on two separate measures: profitability and growth. Achievement of profitability and growth objectives determines the performance factor that is applied to calculate the annual bonus. Such adjustment may result in a reduction or an increase in the bonus. In the latter case, the payout may not exceed two times the target award.

The profitability performance factor is based on the degree of achievement of the net earnings margin objective approved by the Board of Directors as part of the Company's annual budget and strategic plan. The growth performance factor is based on the degree of achievement of the year-over-year percentage revenue growth objective also approved by the Board of Directors as part of the Company's annual budget and strategic plan.

We ensure that only factors that are the results of actual management operation activities are taken into account in the application of performance factors for compensation purposes. The performance factors for achievement of results between levels are prorated.

The performance factors for profitability and growth are determined by applying the following formula.

Profitability			Revenue	
Net earnings margin	**Profitability Performance Factor**		**Revenue**	**Revenue Performance Factor**
Budgeted margin objectives on a scale of four levels	0	**X**	Budgeted revenue objectives on a scale of four levels	0
	0.5			1.0
	1.0			1.25
	1.33			1.5

For instance, to determine the payout under the Company's Profit Participation Plan, the following formula is used:

SALARY times **TARGET BONUS** times **PROFITABILITY PERFORMANCE FACTOR** times **REVENUE PERFORMANCE FACTOR**

The effect of the formula for fiscal 2014 was to place importance on meeting both the growth and the profitability objectives. If either of such key minimum thresholds is not met, no bonus is paid under the plan.

In the case of Presidents of Strategic Business Units, half of their target bonus was based on the formula above while the other half was determined based on the performance of the business units for which they are responsible using the same performance measures.

CGI does not disclose specific performance objectives because it considers that the information would place it at a significant competitive disadvantage if the objectives became known. Disclosing the specific performance objectives that are set as part of the Company's annual budget and strategic planning process would expose CGI to serious prejudice and negatively impact its competitive advantage. For example, to the extent that the Company's performance objectives became known, its ability to negotiate accretive business agreements would be significantly impaired, putting incremental pressure on its profit margins. In addition, we believe that disclosing performance objectives would be inconsistent with CGI's policy of not providing guidance to the market and limiting all other forward-looking information.

Achievement of the performance objectives presents a meaningful challenge for the Company's management team since the Company consistently sets ambitious goals as part of its annual budget and strategic planning process. The payouts to the Named Executive Officers for fiscal 2014, 2013, and 2012 of compensation that was subject to performance objectives averaged 62.6% of the target compensation at risk, which clearly indicates the difficulty of achieving the performance objectives.

The table below shows the portion of the total compensation at risk that was paid out to the Named Executive Officers for the 2014 fiscal year.

Name and title	Percentage of total compensation at risk	Percentage payout for fiscal 2014[(a)]
Serge Godin Founder and Executive Chairman of the Board	87.83%	44.80%
Michael E. Roach President and Chief Executive Officer	86.88%	44.80%
R. David Anderson[(b)] Executive Vice-President and Chief Financial Officer	80.73%	47.10%

Name and title	Percentage of total compensation at risk	Percentage payout for fiscal 2014[(a)]
Timothy W. Gregory President, United Kingdom	52.10%	75.73%
Colin Holgate President, Asia Pacific	53.59%	82.24%

(a) This percentage shows the proportion of the Named Executive Officer's compensation at risk that was actually earned, based on the achievement of objectives, including the performance-based vesting of the Company's stock options and, where applicable, PSUs.
(b) Mr. Anderson retired from his role as Chief Financial Officer on September 30, 2014.

The total aggregate compensation paid to the Named Executive Officers as indicated in the *Net Total Compensation Table* and in the *Summary Compensation Table* later in this document, is in keeping with the Company's compensation policy as described earlier in this document and, overall, the net total compensation was below the median of the reference group at approximately 84% of the median target total compensation of the reference group, resulting from the operation of the pay for performance policy.

The Committee is responsible for ensuring that CGI's executive compensation policies do not expose the Company to significant risks such as providing incentives for senior executives to engage in business strategies that could yield compensation for the executive while placing the Company in financial jeopardy.

The Committee considers that the Company's executive compensation policies, particularly those that relate to the portion of compensation for which the achievement of performance measures apply, do not expose the Company to risks that could have a material adverse effect on the Company. The short term and long term incentive performance-based compensation components require that the Company's profitability objectives be met. Business strategies that impair the Company's profitability, whether in the short or long term, will not result in payouts to the executive team. Since the measures are based on generally accepted accounting principles ("GAAP") measures, which in the case of the Company are International Financial Reporting Standards ("IFRS"), the results are subject to the same controls over financial reporting and disclosure controls and procedures that apply to the disclosure of the Company's financial results. These controls include controls and procedures that are designed to protect against, and provide early warning of, fraud and falsification.

All of the Company's senior executives and directors are required to prepare and file reports disclosing their trading activities in the Company's securities, including derivative instruments, and the Company prepares and files the reports on their behalf. The Company therefore monitors all securities transactions by its senior executives and directors and also requires that they pre-clear their transactions with the Company. Although the Company does not have a policy that prevents a senior executive from hedging his or her exposure to a decrease in the value of the Company's shares, in the event that a senior executive or director intended to hedge their exposure, the matter would be brought to the Company's attention.

Long-Term Incentive Plans

CGI's long term incentive plans include the Share Option Plan and the PSU Plan. In line with practices among certain of the Company's peers, the Company's compensation policy is to grant, on a case by case basis, either stock options issued under the Share Option Plan or PSUs awarded under the PSU Plan as the long term incentive component of certain of its senior executives' compensation.

Share Option Plan

CGI's executives participate in the Share Option Plan. Like the Profit Participation Plan and the PSU Plan, the Share Option Plan is designed to ensure that executives' interests are closely aligned with those of all shareholders. The Share Option Plan is designed in accordance with the Company's ownership philosophy.

The Company's practice is to apply performance-based vesting rules for all stock options granted under the Share Option Plan as part of the Company's long-term incentive program. CGI's general grant of stock options is made at the beginning of the fiscal year. The percentage of stock options that become eligible to vest is based on the degree of achievement of profitability and revenue growth objectives. Stock options that do not become eligible to vest are forfeited and cancelled.

Stock options that have become eligible to vest then vest on a time basis as follows: one-quarter when the fiscal year's results are approved, one quarter on the second anniversary of the grant, one-quarter on the third anniversary of the grant, and the final quarter on the fourth anniversary of the grant.

See the heading *Key Features of CGI's Long Term Incentive Plans* later in this document for a summary of the features of the Share Option Plan.

Stock Options Granted in Fiscal 2014

During fiscal 2014, 127,895 stock options were granted to the Named Executive Officers. The number of stock options granted was determined based on the long-term compensation value required to align the Named Executive Officer's total compensation with the Company's compensation policy.

The number of stock options granted is a function of the current year's compensation objectives and, for that reason, previous grants of stock option based awards are not taken into account when considering the annual grant of incentive stock options.

All the stock options granted as part of the long-term incentive plan for fiscal 2014 were granted for a term of ten years and were eligible to vest based on the achievement of profitability and growth objectives for the year ended September 30, 2014. The details of these grants are shown in the table entitled *Stock Options held by Named Executive Officers* which appears in Appendix A.

Based on the degree of achievement of profitability and growth objectives of the Company and the Named Executive Officers' respective Strategic Business Units during fiscal 2014, 80.52% of the stock options granted to two of the Named Executive Officers in respect of the long-term incentive awards for fiscal 2014 became eligible to vest.

Grant Date Fair Value

The grant date fair value for compensation purposes for the fiscal 2014, 2013 and 2012 grants of stock options was determined by applying a Black-Scholes value of $7.35, $4.98 and $5.52 respectively as the grant date fair value for the stock options. The following table sets out the key assumptions and estimates used to determine the stock options' grant date fair values.

Stock Option Valuation Methods for Compensation Purposes			
Assumptions	**Black Scholes Pricing Method**		
	2014	**2013**	**2012**
Grant date fair value ($)	7.35	4.98	5.52
Dividend yield (%)	0.00	0.00	0.00
Expected volatility (%)	23.41	23.67	27.63
Risk-free interest rate (%)	1.50	1.29	1.20
Expected life (years)	4.00	4.00	4.75
Exercise Price ($)	34.95	23.89	19.71

The accounting fair value of the stock options is determined in accordance with IFRS 2 using the Black-Scholes stock option pricing model and therefore complies with the requirements under GAAP.

For the three years ended September 30, 2014, 2013 and 2012 the grant date fair value for executive compensation purposes, the grant date fair value for accounting purposes, and the differences in fair values are shown in the following table:

Fiscal Year	Black-Scholes Value for compensation purposes	Black-Scholes Value for accounting purposes	Difference
2014	$7.35	$7.98	$0.63
2013	$4.98	$4.98	$0.00
2012	$5.52	$4.67	$0.85

The fair value of the stock option grants presented in the *Summary Compensation Table* later in this document was based on the fair value estimated immediately prior to the grant date using the Black-Scholes option pricing model. The difference between the values for compensation and accounting purposes results from the calculation of the fair value in accordance with GAAP which uses a weighted average exercise price, as well as adjustments to the expected life assumption made subsequent to the grant date for accounting purposes, whereas the fair value for compensation purposes is a one-time measurement based on assumptions made immediately prior to the grant.

Performance Share Unit Plan

The PSU Plan is designed to ensure that executives' interests are closely aligned with those of all shareholders and is similar in function to the Share Option Plan in that the plan is designed in accordance with the Company's ownership philosophy.

PSUs have performance-based vesting rules that are the same as those that apply to stock options granted under the Share Option Plan. The PSUs are part of the Company's long-term incentive program and serve the same purpose as stock options. CGI's general award of PSUs is made at the beginning of the fiscal year. The percentage of PSUs that become eligible to vest is based on the degree of achievement of the same profitability and revenue growth objectives as for stock options. PSUs that do not become eligible to vest are forfeited and cancelled.

See the heading *Key Features of CGI's Long Term Incentive Plans* later in this document for a summary of the features of the PSU Plan.

Performance Share Units Awarded in Fiscal 2014

During fiscal 2014, 619,888 PSUs were awarded to certain of the Named Executive Officers. The number of PSUs granted was determined based on the long-term compensation value required to align the Named Executive Officer's total compensation with the Company's compensation policy.

All PSUs awarded as part of the long-term incentive plan for 2014 were granted for a term of three years following the calendar year in which they became eligible to vest, and were eligible to vest based on the achievement of profitability and growth objectives for the year ended September 30, 2014. The details of these awards are shown in the *Net Total Compensation Table* and in the *Summary Compensation Table* later in this document.

Based on the degree of achievement of profitability and growth objectives during fiscal 2014, 61.05% of the PSUs awarded to the Named Executive Officers in respect of the long-term incentive awards for fiscal 2014 became eligible to vest.

A table showing all outstanding unvested PSU awards held by the Company's Named Executive Officers as at September 30, 2014 as well as the market value of such unvested PSUs is provided in Appendix A.

Award Date Fair Value

The award date fair value for compensation purposes for the fiscal 2014, 2013, and 2012 awards of PSUs was determined by applying a factor of 0.75 to the award date price of the Class A subordinate voting shares underlying the PSUs. This discount method was suggested by Towers Watson, the Company's external human resources consultant, because in its databanks of companies that make up the Company's comparator groups, such performance discount methods are used when performance vesting conditions are required for the PSU unitholder.

The accounting fair value of the PSUs was determined in accordance with IFRS 2 as the market value of the underlying Class A subordinate voting shares on the award date. The stock-based compensation cost related to PSUs recorded in costs of services, selling and administrative expenses for fiscal 2014, 2013, and 2012 takes into account the actual result of the performance-based vesting and amortizes the resulting net PSU value over the four-year vesting period.

For the three years ended September 30, 2014, 2013 and 2012 the award date fair value for executive compensation purposes, the award date fair value for accounting purposes, and the differences in fair values are shown in the following table:

Fiscal Year	Value for compensation purposes	Value for accounting purposes	Difference
2014	$26.25	$36.15	$9.90
2013	$17.74	$23.65	$5.91
2012	$14.78	$19.71	$4.93

The difference between the value used for compensation purposes disclosed above and that used for accounting purposes results from the fact that for accounting purposes there is no recognition of a performance discount at the date of grant but a recognition of the actual performance vesting condition at the date of the performance vesting.

Incentive Plan Awards – Value Vested or Earned During the Year

Name	Option-based awards – Value vested during the year[(a)] ($)	Share-based awards – Value vested during the year[(b)] ($)	Non-equity incentive plan compensation – Value earned during the year ($)
Serge Godin	2,429,819	-	-
Michael E. Roach	2,429,819	-	-
R. David Anderson[(c)]	990,810	-	-
Timothy W. Gregory	515,894	-	256,369[(d)]
Colin Holgate	308,863	-	264,855[(e)]

(a) The stock options that vested during the 2014 fiscal year were the performance-based stock options granted in the 2011, 2012, and 2013 fiscal years that became eligible to vest and for which the exercise prices were $15.49, $19.71, and $23.65 respectively. One-quarter of the stock options granted for fiscal 2011, and one-quarter of the stock options granted for fiscal 2012 vested on October 1, 2013 when the closing price of the shares was $36.55 and one-quarter of the stock options granted for fiscal 2013 vested on November 13, 2013 when the closing price of the shares was $37.62.

(b) The share-based awards for fiscal 2014 are PSUs. 61.05%, 95.3%, and 35.6% of the PSUs granted for the 2014, 2013 and 2012 fiscal years respectively became eligible to vest. The participants who are Named Executive Officers elected to defer the acquisition of their PSUs in accordance with the PSU Plan.

(c) Mr. Anderson retired from his role as Chief Financial Officer on September 30, 2014.

(d) Mr. Gregory is paid in British pounds sterling. The amounts shown are in Canadian dollars converted on the basis of the average exchange rate used to present expense information in the Company's annual audited consolidated financial statements which was CAD$1.7953, CAD$1.5846, and CAD$1.5878, for each British pound in 2014, 2013 and 2012 respectively. Please refer to the disclosure concerning the foreign exchange rates used for financial reporting purposes on page 15 of the *Management's Discussion and Analysis* for the fiscal year ended September 30, 2014 under the heading *Foreign Exchange*.

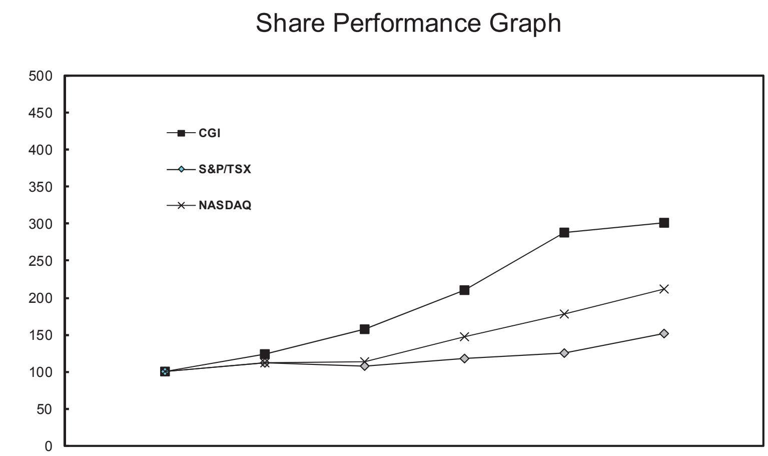
(e) Mr. Holgate is paid in Australian dollars. The amounts shown are in Canadian dollars converted on the basis of the average exchange rate used to present expense information in the Company's annual audited consolidated financial statements which was CAD$0.9971, CAD$1.0105, and CAD$1.0368, for each Australian dollar in 2014, 2013 and 2012 respectively. Please refer to the disclosure concerning the foreign exchange rates used for financial reporting purposes on page 15 of the *Management's Discussion and Analysis* for the fiscal year ended September 30, 2014 under the heading *Foreign Exchange*.

Compensation Awarded to the Named Executive Officers in Fiscal 2014

The compensation paid to the Named Executive Officers for the fiscal year ended September 30, 2014 was determined according to the Company's executive compensation policy described earlier in this document that applies to all executives. All compensation was paid in accordance with the policy.

Performance Graph

The following graph compares the annual variations in the total cumulative return on CGI's Class A subordinate voting shares with the total cumulative return of the S&P/TSX and NASDAQ stock indexes for the past five fiscal years of the Company.



	Sept 2009	Sept 2010	Sept 2011	Sept 2012	Sept 2013	Sept 2014
CGI	100.00	123.52	157.18	210.53	288.28	301.75
S&P/TSX	100.00	111.60	107.63	117.50	125.87	151.52
NASDAQ	100.00	111.60	113.80	146.82	177.70	211.71

Value of $100 invested on September 30, 2009

CGI's approach to compensation, as discussed earlier in this document under the heading *Executive Compensation Policy*, is designed to promote long-term growth and profitability, with a strong focus on share ownership and profit-sharing. CGI's management team, including the Named Executive Officers, are compensated on the basis of metrics that the Company considers to be fundamental, namely the Company's growth and profitability, rather than on the basis of factors tied to the performance of the Company's shares in the market.

For the two-year period ended on September 30, 2011, the compensation paid to the CEO and CFO increased, reflecting CGI's need to adjust compensation levels for the Company's Named Executive Officers to reflect global markets in order to ensure CGI's ability to attract and retain the highly qualified staff it needs to compete effectively. For fiscal 2012, the total compensation paid to the CEO and CFO year over year declined by approximately 50% reflecting the operation of CGI's compensation policy based on financial performance. For fiscal 2013, the increase in compensation to the Named Executive Officers resulted from an increase in base salaries commensurate with the increased scope of responsibilities and accountabilities as the size of the Company more than doubled as a result of the acquisition of *Logica plc*, as well as payouts under the short term and long term incentive programs that are based on the degree of achievement of performance objectives. For fiscal 2014, the reduction in total compensation for the Founder and Executive Chairman, the President and Chief Executive Officer and the Executive Vice-President and Chief Financial Officer reflects the operation of the pay-for-performance aspect of the Company's executive compensation policy with an average incentive-based compensation payout of approximately 46% of the compensation at risk. The payout for the remaining two Named Executive Officers averaged approximately 79% of the compensation at risk which reflects the performance of the respective Strategic Business Units they lead.

Since 1986, the year the Company became publicly listed, the price of CGI's Class A subordinate voting shares increased on average by approximately 18% per year. Over the five-year period ended on September 30, 2014, the price of the Company's shares increased by more than 300%. The percentage increase in the share price is extremely significant when compared to the evolution of the total compensation of the Executive Chairman, CEO, and CFO over the same period.

As mentioned earlier in this document, the compensation awarded to the Named Executive Officers is well in line with the Company's compensation policy. The resulting net aggregate compensation paid to the Named Executive Officers for fiscal 2014 is below the median of the reference group at approximately 84% of the median target total compensation of the reference group, resulting from the operation of the pay-for-performance policy.

Compensation of Named Executive Officers

The *Net Total Compensation Table* and the *Summary Compensation Table* that follow show detailed information on actual net total compensation, and total compensation for regulatory purposes, respectively, for Serge Godin, *Founder and Executive Chairman of the Board*, Michael E. Roach, *President and Chief Executive Officer*, R. David Anderson, *Executive Vice-President and Chief Financial Officer*, who retired from his role as Chief Financial Officer on September 30, 2014, as well as for the two other Named Executive Officers for services rendered during the fiscal years ended September 30, 2014, 2013, and 2012.

The regulatory requirements that determine the content of the *Summary Compensation Table* can result in a substantial overstatement of the compensation awarded to CGI's Named Executive Officers. The overstatement arises because the regulation requires that for stock options and share based compensation amounts, the amount of compensation shown must be the grant date fair value. In the case of CGI's compensation policies, all long term incentive compensation, including all stock option awards and share based compensation awards, is performance-based. To the extent that stock options and PSUs awarded for the fiscal year in question fail to become eligible to vest as a result of the degree of achievement of performance objectives, the stock options and PSUs are forfeited and cancelled.

The following table shows the amount by which the combined value of the stock option grant and of the PSU award must be reduced to reflect the net compensation amount attributable to the long-term incentive component of compensation disclosed in the *Summary Compensation Table* later in this document. The table is necessary to communicate the true, actual total compensation earned by each of the Named Executive Officers.

Net Total Compensation Table

Name and Principal Position as at September 30, 2014	Year	Summary Compensation Table Total compensation ($)	Performance-based vesting reduction[a] ($)	Net total compensation ($)
Serge Godin Founder and Executive Chairman of the Board	2014	8,524,359	(2,793,103)	5,731,256
	2013	8,818,066	(264,575)	8,553,491
	2012	4,760,013	(2,069,121)	2,690,892
Michael E. Roach President and Chief Executive Officer	2014	8,645,303	(2,793,103)	5,852,200
	2013	8,937,585	(264,575)	8,373,010
	2012	5,762,246	(2,951,178)	2,811,068
R. David Anderson[b] Executive Vice- President and Chief Financial Officer	2014	3,228,734	(960,514)	2,268,220
	2013	4,231,824	(101,799)	4,130,025
	2012	2,317,488	(1,066,232)	1,251,256
Timothy W. Gregory President, United Kingdom	2014	1,432,270	(85,152)	1,347,118
	2013	1,470,692	(5,788)	1,464,904
	2012	774,329	(238,022)	536,307
Colin Holgate President, Asia Pacific	2014	1,472,953	(97,932)	1,375,021
	2013	1,509,339	(4,536)	1,504,803
	2012	174,607	-	174,607

(a) The vesting eligibility conditions for the stock options granted and PSUs awarded as part of the long-term incentive for the fiscal year ended September 30, 2014 were based solely on the Company's performance. On the basis of the degree of achievement of profitability and growth objectives, 61.05% of the PSUs and stock options became eligible to vest. In the case of Messrs. Gregory and Holgate, the performance-based vesting of their stock options also depended on the performance results at the Strategic Business Unit level, resulting in 80.52% of their stock options becoming eligible to vest. Stock options and PSUs that did not become eligible to vest based on such performance were forfeited and cancelled. The reduction amount shown is the dollar value required to be deducted from the fair value of the grants and awards to reflect accurately the net value of the stock option grant and PSU award for the Named Executive Officer as part of his total compensation for the 2014 fiscal year.

(b) Mr. Anderson retired from his role as Chief Financial Officer on September 30, 2014.

The following table shows the compensation paid to the Company's Named Executive Officers for regulatory purposes.

As noted above, securities regulations require that for stock options and share based compensation amounts, the amount of compensation to be disclosed must be the grant date fair value. In the case of CGI's compensation policies, all long term incentive compensation, including all stock option awards and share based compensation awards are performance-based. A number of stock options and PSUs awarded to Named Executive Officers do not become eligible to vest as a result of the degree of achievement of performance objectives, and those stock options and PSUs are then forfeited and cancelled. To that extent the total compensation amount shown in this table overstates the true total compensation received by the Company's Named Executive Officers.

Summary Compensation Table

Name and Principal Position as at September 30, 2014	Year	Salary ($)	Share-based awards[(a)] ($)	Option-based awards[(b)] ($)	Non-equity incentive plan compensation Annual incentive plans ($)	Pension value ($)	All other compensation[(c)] ($)	Total compensation ($)
Serge Godin Founder and Executive Chairman of the Board	2014	1,300,000	7,170,443	-	-	-	53,916	8,524,359
	2013	1,250,000	5,925,372	-	1,585,132	-	57,562	8,818,066
	2012	995,900	3,700,518	-	-	-	46,688	4,760,013
Michael E. Roach President and Chief Executive Officer	2014	1,300,000	7,170,443	-	-	-	174,859[(d)]	8,645,303
	2013	1,250,000	5,925,372	-	1,585,132	-	177,081[(d)]	8,937,585
	2012	1,005,806	4,582,575	-	-	-	173,865[(d)]	5,762,246
R. David Anderson[(e)] Executive Vice-President and Chief Financial Officer	2014	730,000	2,465,828	-	-	-	32,907	3,228,734
	2013	720,000	2,444,281	-	1,032,518	-	35,025	4,231,824
	2012	600,836	1,655,640	-	-	-	36,733	2,317,488
Timothy W. Gregory[(f)] President, United Kingdom	2014	610,402	-	437,207	256,369	-	128,292	1,432,270
	2013	530,841	-	494,180	358,993	-	86,678	1,470,692
	2012	396,950	-	331,199	-	-	46,180	774,329
Colin Holgate[(g)] President, Asia Pacific	2014	623,188	-	502,821	264,855	-	82,090	1,472,953
	2013	572,448	-	440,522	434,825	-	61,543	1,509,339
	2012	155,795	-	-	-	-	18,812	174,607

(a) The award date fair value used for determining the number of PSUs awarded to Named Executive Officers as a component of their total compensation was determined using the pricing model suggested by Towers Watson that yielded grant date fair values of $26.25 for fiscal 2014, $17.74 for fiscal 2013, and $14.78 for fiscal 2012. The fair value of the PSUs for accounting purposes was the market value of the Class A subordinate voting shares on the award date resulting in an award date fair value for accounting purposes of $36.15 for fiscal 2014, $23.65 for fiscal 2013 and $19.71 for fiscal 2012. Please refer to the heading *Award Date Fair Value* earlier in this document for an explanation of the differences between fair values, and the reasons behind the choice of valuation methods. The PSUs awarded to the Named Executive Officers include the PSUs awarded as part of the long term incentive grant, and the PSUs awarded as part of the special incentive grant for the integration of *Logica plc.* Please refer to the heading *Stock Options Granted in Fiscal 2014* earlier in this document.

(b) The grant date fair value used for determining the number of stock options issued to Named Executive Officers as a component of their total compensation was determined using the Black-Scholes stock option pricing model that yielded a grant date fair value of $7.35 for fiscal 2014, $4.98 for 2013, and $5.52 for 2012. The fair value of the stock options for accounting purposes was determined using the Black-Scholes stock option pricing model that yielded a grant date fair value of $7.98, $4.98, and $4.67, in fiscal 2014, 2013 and 2012 respectively. Please refer to the heading *Grant Date Fair Value* earlier in this document for an explanation of the difference between fair values, and the reasons behind the choice of valuation models.

(c) This amount includes the Company's contribution under the CGI Share Purchase Plan, the contribution towards health insurance benefits and related insurance coverage, but, except as shown in note (d), excludes the value of perquisites and other personal benefits which in the aggregate is less than $50,000 or 10% of the aggregate salary and bonus under the Profit Participation Plan for the particular fiscal year which is therefore not required to be disclosed.

(d) These amounts include the Company's contribution under the CGI Share Purchase Plan, the contribution towards health insurance benefits and related insurance coverage, as well as perquisites totalling $116,385.78 of which the only component in excess of 25% of the total amount was an amount of $72,000 paid in each year towards housing costs for Mr. Roach.

(e) Mr. Anderson retired from his role as Chief Financial Officer on September 30, 2014

(f) Mr. Gregory is paid in British pounds sterling. The amounts shown (other than those for stock option-based compensation) are in Canadian dollars converted on the basis of the average exchange rate used to present expense information in the Company's annual audited consolidated financial statements which was CAD$1.7953, CAD$1.5846, and CAD$1.5878, for each British pound in fiscal 2014, 2013 and 2012 respectively. Please refer to the disclosure concerning the foreign exchange rates used for financial reporting purposes on page 15 of the *Management's Discussion and Analysis* for the fiscal year ended September 30, 2014 under the heading *Foreign Exchange*.

(g) Amounts earned by Mr. Holgate from *Logica plc* and its affiliates prior to the acquisition by the Company are excluded. Mr. Holgate is paid in Australian dollars. The amounts shown are in Canadian dollars converted on the basis of the average exchange rate used to present expense information in the Company's annual audited consolidated financial statements which was CAD$0.9971, CAD$1.0105, and CAD$1.0368, for each Australian dollar in fiscal 2014, 2013 and 2012 respectively. Please refer to the disclosure concerning the foreign exchange rates used for financial reporting purposes on page 15 of the *Management's Discussion and Analysis* for the fiscal year ended September 30, 2014 under the heading *Foreign Exchange*.

Termination Benefits

The entitlement of the Named Executive Officers in the case of termination of employment is the same as that which applies to all members under the laws of the jurisdiction that applies to their employment. The provisions that apply to termination of employment under the Share Option Plan and under the Performance Share Unit Plan apply in the same way to all participants under those plans and they described below under the headings *Share Option Plan* and *Performance Share Unit Plan*.

Key Features of CGI's Long Term Incentive Plans

Share Option Plan

The Share Option Plan is governed by the Board of Directors. The Committee makes recommendations to the Board of Directors in relation to the Share Option Plan and to grants of stock options, and is responsible for overseeing its administration. The Board of Directors has the ultimate and sole power and authority to grant stock options under the Share Option Plan and to interpret the terms and conditions of stock options that have been granted. The Board of Directors grants stock options by identifying the members, directors, and officers who are to receive stock options, including the number of stock options, the subscription price, the stock option period and the vesting conditions. The determinations, designations, decisions and interpretations of the Board of Directors are binding and final. Management of the Company looks after the day to day administration of the Share Option Plan.

The total number of Class A subordinate voting shares authorized to be issued under the Share Option Plan is 53,600,000 representing, as at December 12, 2014, 17.09% of the currently issued and outstanding Class A subordinate voting shares and Class B shares. The maximum number of stock options that may be issued in the aggregate to any single individual under the Share Option Plan cannot exceed five percent of the total number of Class A subordinate voting shares and Class B shares issued and outstanding at the time of the grant. The number of Class A subordinate voting shares issuable to insiders in aggregate, at any time, pursuant to the Share Option Plan and any other securities-based compensation arrangement cannot exceed 10% of the Class A subordinate voting shares and Class B shares issued and outstanding. The number of Class A subordinate voting shares issued to insiders within any one-year period pursuant to the Share Option Plan and any other securities-based compensation arrangement cannot exceed 10% of the Class A subordinate voting shares and Class B shares issued and outstanding. As at December 12, 2014, stock options for an aggregate of 19,600,259 Class A subordinate voting shares are outstanding pursuant to the Share Option Plan, representing 6.25% of the currently issued and outstanding Class A subordinate voting shares and Class B shares.

Under the Share Option Plan, the Board of Directors may at any time amend, suspend or terminate the Share Option Plan, in whole or in part, subject to obtaining any required approval from the *Toronto Stock Exchange*, the Company's shareholders or other regulatory authorities. More detailed information on the rules for amending the Share Option Plan is provided later in this document under the heading *Amending Formula*. Stock options may not be assigned, pledged or otherwise encumbered with the exception of bequests made in wills or otherwise in accordance with the laws relating to successions.

Under the Share Option Plan, the Board of Directors, on the recommendation of the Committee, may grant to eligible participants stock options to purchase Class A subordinate voting shares. The exercise price of the stock options granted is determined by the Board of Directors and cannot be lower than the closing price for Class A subordinate voting shares on the *Toronto Stock Exchange* on the trading day immediately preceding the day on which the stock option is granted. The Board of Directors also determines the applicable stock option period and vesting rules.

Employees, officers, and directors of the Company may receive stock options under the Share Option Plan. The Board of Directors, on the recommendation of the Committee, has determined that stock options will no longer be granted to outside directors beginning with the 2016 fiscal year.

Stock options that have been granted under the Share Option Plan cease to be exercisable upon the expiry of the term which cannot exceed ten years from the date of the grant.

Upon resignation or termination, stock options that have not vested are forfeited, and vested stock options must be exercised during a 90 day period.

Employees who retire, directors who leave the Board of Directors, and the estates of deceased stock option holders benefit from the automatic vesting of stock options that have become eligible to vest in accordance with performance-based vesting rules, but that have yet to vest due to time-based vesting. Those stock options must be exercised within 90 days in the case of retirement or 180 days if the stock option holder dies, subject to the extension of the exercise periods explained in more detail below. The Board of Directors, on the recommendation of the Committee, has the discretion to vary these periods and to accelerate the vesting period, provided that the maximum term for any stock option is ten years from the time it is granted.

The Company does not currently provide any financial assistance to participants under the Share Option Plan.

Extension of Exercise Periods

Blackout Periods

In keeping with CGI's *Policy on Insider Trading and Blackout Periods*, stock options must not be exercised by reporting insiders when a trading blackout period is in effect.

The policy is designed to ensure that reporting insiders and CGI members who have access to undisclosed material information regarding CGI comply with insider trading laws. Under the policy, those who normally have access to undisclosed material information may only trade in CGI securities within the period beginning on the third business day following the release of CGI's quarterly financial results and fiscal year-end results and ending at the close of business on the fourteenth calendar day preceding the end of the following fiscal quarter.

Blackout periods may also be prescribed from time to time as a result of special circumstances relating to the Company when insiders should be precluded from trading in its securities.

If the date on which a stock option expires occurs during a blackout period or within ten business days after the last day of a blackout period, the date of expiry of the stock option will be the tenth business day following the termination of the blackout period.

Extensions for Length of Service

Retiring members, directors and officers, as well as the estates of deceased stock option holders earn one day of extension for every three days of service to the Company, up to a maximum extension period of three years. The extension period is earned pro-rata day by day during the stock option holder's service to the Company. The extension period for length of service cannot extend the life of a stock option beyond the period of time determined by the Board of Directors as the stock option term which may not exceed ten years from the date of grant.

Amending Formula

The Board of Directors, on the recommendation of the Committee, may amend, suspend or terminate the Share Option Plan, or amend any term of an issued and outstanding stock option provided that no amendment, suspension or termination may be made without:

- obtaining approval of the shareholders of the Company, except when approval is not required under the terms of the plan, as explained in more detail below;

- obtaining any required approval of any applicable regulatory authority or stock exchange; and

- in the case of issued and outstanding stock options, obtaining the consent or, subject to regulatory approval, the deemed consent of the concerned optionee in the event that the amendment materially prejudices the optionee's rights.

Shareholder approval is not required with respect to the following amendments, in as much as the amendment is in accordance with applicable regulatory requirements:

- changing the eligibility for, and limitations on, participation in the Share Option Plan;
- modifying the periods during which stock options may be exercised, subject to (i) the stock option period terminating on or before the tenth anniversary of the date of the grant of the stock option and subject to the effect of blackout periods, and (ii) a maximum stock option exercise period extension of three years;
- changing the terms on which stock options may be granted and exercised including, without limitation, the provisions relating to the price at which shares may be purchased under the plan to the extent that the subscription price is not reduced, vesting, expiry, assignment and the adjustments to be made in the event of certain changes such as stock splits that affect all shareholders;
- making amendments that are necessary to comply with applicable law or the requirements of any applicable regulatory authority or stock exchange;
- correcting or rectifying any ambiguity, defective provision, error or omission in the Share Option Plan; and
- changing the provisions of the Share Option Plan that relate to its administration.

Finally, any amendment that would reduce the subscription price of an issued and outstanding stock option, lead to a significant or unreasonable dilution of the outstanding shares, extend the expiry date of stock options held by insiders beyond the exercise periods contemplated under the Share Option Plan, or provide additional material benefits to insiders of the Company automatically requires shareholder approval.

If the amendment that reduces the subscription price of any outstanding stock option held by an insider or extends the expiry date of stock options held by an insider beyond the exercise periods contemplated under the Share Option Plan, the approval of the shareholders of the Company, other than the relevant insiders, must be obtained.

Amendments to the Share Option Plan Adopted in 2014

Amendments to the Share Option Plan were approved by the Board of Directors on November 12, 2014.

The amendments related to:

- clarifying that options issued under the Share Option Plan cannot be re-priced without requiring shareholder approval;
- removing the possibility of granting stock options to consultants;
- removing the possibility of granting shares to employees, officers and directors of entities which do not qualify as “related entities” under applicable Canadian securities legislation;
- clarifying the sections dealing with the extension periods for the benefit of retirees, estates, and departing directors (without extending or modifying their rights);
- aligning administration provisions with current practices; and
- other minor clarifications.

Shareholder approval was not required for these amendments in accordance with the amending provisions of the Share Option Plan and applicable stock exchange rules.

Equity Compensation Plan Information as of September 30, 2014

The following table shows the total number of shares to be issued upon the exercise of outstanding stock options under all of CGI's equity-based compensation plans, their weighted average exercise price, and the number of shares available for future issuance.

Plan Category	Number of Class A subordinate voting shares to be issued upon the exercise of outstanding stock options (#)	Weighted-average exercise price of outstanding stock options ($)	Number of Class A subordinate voting shares remaining available for future issuance under equity compensation plans (excluding shares issuable under outstanding stock options) (#)
Equity compensation plans approved by securityholders	19,662,939	22.86	21,448,273
Equity compensation plans not approved by securityholders			
Total	19,662,939	22.86	21,448,273

Performance Share Unit Plan

The PSU Plan is governed by the Board of Directors and the Committee makes recommendations to the Board of Directors in relation to the PSU Plan and to awards of PSUs. The Board of Directors has the ultimate and sole power and authority to award PSUs under the PSU Plan and to interpret the terms and conditions of PSUs that have been awarded. The Committee is responsible for the administration of the PSU Plan, and management looks after its day to day implementation.

Under the PSU Plan, the Board of Directors may at any time amend, suspend or terminate the PSU Plan, in whole or in part. PSUs may not be assigned, pledged or otherwise encumbered with the exception of bequests made in wills, or otherwise in accordance with the laws relating to successions.

Under the PSU Plan, the Board of Directors, on the recommendation of the Committee, may award PSUs to executives and to other participants that it determines are eligible. Each PSU entitles the participant to receive one Class A subordinate voting share, subject to the degree of achievement of the profitability and revenue growth objectives set by the Board of Directors as part of the Company's annual budget and strategic planning process. The number of PSUs awarded is determined based on the dollar amount of long-term compensation required to align the participant's total compensation with the Company's compensation policy, and takes into account stock options granted under the Share Option Plan.

Within 90 days after an award of PSUs, the plan trustee purchases in the open market the shares required to be delivered to the participants on settlement. The plan trustee holds the shares in trust for the purposes of the PSU Plan.

On each settlement entitlement date, the PSU Plan participants receive from the plan trustee a number of Class A subordinate voting shares equal to the number of PSUs that have vested. Participants may elect to defer the settlement of PSUs to a later date not later than the expiry date of the PSUs.

Upon resignation or termination, PSUs that have not become eligible to vest are forfeited, and PSUs that have become eligible to vest are settled on the date of resignation or termination, as the case may be.

Participants who retire and the estates of deceased participants benefit from the automatic vesting of PSUs that have become eligible to vest in accordance with performance-based vesting rules, but that have yet to vest due to time-based vesting. Those PSUs are settled on the date of retirement or death, as the case may be and the plan trustee remits the Class A subordinate voting shares as soon as practicable thereafter.

PSUs expire on the business day preceding December 31 of the third calendar year following the end of the fiscal year during which the PSU award is made. On the expiry date, all remaining PSUs in the participant's account that are eligible to vest but that have not yet vested are automatically vested and settled.

The Company does not provide any financial assistance to participants under the PSU Plan.

COMPENSATION OF DIRECTORS

Board of Directors and Standing Committee Fees

Ms. Julie Godin and Messrs. Serge Godin, André Imbeau and Michael E. Roach are not compensated for their roles as directors of the Company.

The compensation paid to outside directors for the year ended September 30, 2014 was adjusted by increasing the Board retainer from $90,000 to $100,000 with the amount of the increase to be paid in DSUs. In addition, the annual retainer for the Chairs of the Audit and Risk Management Committee and Human Resources Committee increased to $15,000. The resulting elements of directors' compensation are set out in the following table:

Component	Amount
Board retainer	$100,000
Lead Director retainer	$15,000
Committee annual retainer	
Members	$2,000
Audit and Risk Management Committee Chair	$15,000
Human Resources Committee Chair	$15,000
Governance Committee Chair	$10,000
Per-meeting fees	
Board of Directors	$1,500
Audit and Risk Management Committee	$2,500
Human Resources Committee	$2,500
Corporate Governance Committee	$2,500

The first $50,000 in retainer fees is paid as a rule in DSUs and beginning in January 2015, directors will be able to elect to receive all or a portion of their per-meeting fees in DSUs as well. However, a director may elect to receive the equivalent of his or her mandatory portion in cash instead of in DSUs if i) the director is not a resident of Canada for income tax purposes, or ii) the director purchases in the open market the same number of Class A subordinate voting shares he or she would have received in the form of DSUs, or iii) the director is otherwise exempted by the Board of Directors.

Directors who must travel long distances to attend meetings of the Board of Directors and standing committees also receive long distance travel allowances.

For the year ended September 30, 2014, the compensation paid to the directors was as follows:

Directors' Compensation Table

Name	Fees earned ($)	Share-based awards[a] ($)	Option-based awards[b][c] ($)	All other compensation[d] ($)	Total ($)
Alain Bouchard	121,000	102,000	69,377	-	190,377
Bernard Bourigeaud[e]	132,532	83,798	51,413	21,898	205,843
Jean Brassard	125,000	102,000	69,186	-	194,186
Robert Chevrier	135,500	115,000	74,110	-	209,610
Dominic D'Alessandro	122,500	102,000	69,377	-	191,877
Thomas P. d'Aquino	148,000	125,000	78,601	-	226,601
Paule Doré	125,000	50,000	48,510	-	173,510
Richard B. Evans[e]	136,897	109,490	71,442	16,431	224,770
Julie Godin	-	-	257,250	382,712	639,962
Serge Godin	Mr. Godin's compensation is set out in the *Net Total Compensation Table* and in the *Summary Compensation Table* earlier in this document				
André Imbeau	-	-	29,400	317,762	347,162
Gilles Labbé	133,250	115,000	74,345	-	207,595
Michael E. Roach	Mr. Roach's compensation is set out in the *Net Total Compensation Table* and in the *Summary Compensation Table* earlier in this document				
Joakim Westh[e]	132,524	-	29,400	87,592	249,516

(a) The column shows the dollar value of DSUs issued to the director. The DSUs paid are in lieu of a portion of the fees earned by the director shown in the fees column based on the director's decision to receive a percentage of his or her retainer fees in DSUs instead of cash. The DSU value is therefore already included in the fee remuneration shown in the fee column and is not in addition to that remuneration.

(b) 4,000 performance-based stock options are granted to the outside directors annually. The remaining stock options are issued in proportion to the DSUs that the director chooses to receive. See the heading *Stock Options and Deferred Stock Units Granted to Directors* below. All such stock options are valued for the purpose of the Directors' Compensation Table using the same Black-Scholes stock option pricing model as used for Named Executive Officers in the *Summary Compensation Table* earlier in this document. The fair value of the stock options for accounting purposes was determined using the Black-Scholes stock option pricing model that yielded a grant date fair value of $7.35 for 2014. Please refer to the heading *Grant Date Fair Value* earlier in this document.

(c) 61.05% of the 4,000 annual performance-based stock option grant became eligible to vest in the 2014 fiscal year. Stock options that did not become eligible to vest based on such performance were forfeited and cancelled. A proportionate reduction amount of $11,451 is required to be deducted from the grant date fair value for the annual grant of 4,000 stock options to reflect accurately the net value of the stock option grant for the director as part of his or her total compensation for the 2014 fiscal year. See the heading *Stock Options Granted in Fiscal 2014* earlier in this document.

(d) Messrs. Bourigeaud, Evans and Westh are paid in U.S. dollars at par, based on the same fee arrangement as other outside directors. The amounts shown (other than those for option-based compensation) are in Canadian dollars converted on the basis of the average exchange rate used to present expense information in the Company's annual audited consolidated financial statements which was CAD$1.0833 for each U.S. dollar for 2014. Please refer to the disclosure concerning the foreign exchange rates used for financial reporting purposes on page 15 of the *Management's Discussion and Analysis* for the fiscal year ended September 30, 2014 under the heading *Foreign Exchange*.

(e) The amounts shown as "All other compensation" for Messrs. Bourigeaud, Evans and Westh are in respect of long distance travel allowances, and for Ms. Godin and Mr. Imbeau are amounts received as remuneration in respect of their service as an executive and an officer of the Company, respectively.

Stock Options and Deferred Stock Units Granted to Directors

Up until the 2015 fiscal year members who join the Board of Directors for the first time are entitled to a grant of 4,000 stock options on the date of their election or appointment. In addition, members of the Board of Directors receive annually a grant of 4,000 stock options. These stock options are granted to directors under the Share Option Plan.

For the fiscal year ended September 30, 2014, members of the Board of Directors were entitled to choose to receive part or all of their retainer fees in DSUs. Effective as of January 2015, directors will be entitled to receive their per-meeting fees in DSUs as well. The number of DSUs credited to a director on each fee payment date is equal to the amount of the retainer due to be paid in DSUs divided by the closing price of CGI's Class A subordinate voting shares on the *Toronto Stock Exchange* on the day immediately preceding the retainer payment date. Once credited, the value at any time of the number of DSUs credited to a director's DSU account is determined based on the market price of CGI's Class A subordinate voting shares.

Directors are required to receive the first $50,000 of the annual retainer entirely in DSUs. However, a director may elect to receive the equivalent of his or her mandatory portion in cash instead of in DSUs if i) the director is not a resident of Canada for income tax purposes or ii) the director purchases in the open market the same number of CGI Class A subordinate voting shares he or she would have received in the form of DSUs, or iii) the director is otherwise exempted by the Board of Directors.

The value of DSUs credited to the director's account is payable only upon the director ceasing to be a member of the Board of Directors. The amount paid at the time of redemption corresponds to the number of DSUs accumulated by the member multiplied by the closing price of the Class A subordinate voting shares on the payment date selected by the director. Directors may select a redemption date for the DSUs subsequent to the date on which they cease to be members of the Board of Directors, but such date cannot be later than December 15 of the calendar year following the year in which they leave the Board of Directors. The amount is paid in cash and is subject to applicable withholding taxes.

For each DSU credited in lieu of cash fees, the director receives two stock options under the Share Option Plan. Each stock option is issued with a ten-year exercise period and vests at the time of grant. The exercise price is equal to the closing price of CGI's Class A subordinate voting shares on the *Toronto Stock Exchange* on the trading day immediately preceding the date of the grant.

The vesting of the 4,000 stock options granted to the members of the Board of Directors during the year ended September 30, 2014 under the Share Option Plan depended on the degree of achievement of profitability and growth objectives. The performance targets required to be met in order for the stock options to vest were the same as those set for the Named Executive Officers, but without taking into account the performance of the Strategic Business Units. Based on the degree of achievement of profitability and growth objectives for the fiscal year ended September 30, 2014, 61.05% of the stock options became eligible to vest. One-quarter of the stock options eligible to vest based on the achievement of the objectives vested on November 12, 2014 when the results for the fiscal year ended September 30, 2014 were approved by the Board of Directors, one-quarter will vest on October 1, 2015, one-quarter will vest on October 1, 2016, and the final quarter will vest on October 1, 2017. Stock options that did not become eligible to vest as a result of the vesting conditions were forfeited and cancelled.

The Board of Directors has determined that stock options will no longer be granted to directors beginning with the 2016 fiscal year.

Stock Options Held by Directors

A table showing all outstanding stock options held by the members of the Board of Directors who are not Named Executive Officers as at September 30, 2014 as well as the in-the-money-value of such stock options and the aggregate value of DSUs that are vested but remain unpaid is provided in Appendix B.

Incentive Plan Awards – Value Vested or Earned During the Year

Name	Option-based awards – Value vested during the year ($)	Share-based awards Value vested during the year[a] ($)	Non-equity incentive plan compensation – Value earned during the year ($)
Alain Bouchard	10,892[b][c]	102,000	-
Bernard Bourigeaud	34,703[b][c]	83,798	-
Jean Brassard	34,624[b][c]	102,000	-
Robert Chevrier	34,755[b][c]	115,000	-
Dominic D'Alessandro	34,624[b][c]	102,000	-
Thomas P. d'Aquino	34,856[b][c]	125,000	-
Paule Doré	34,101[b][c]	50,000	-
Richard B. Evans	34,681[b][c]	109,490	-
Julie Godin	279,859[b][c]	-	85,000
Serge Godin	Mr. Godin's compensation is set out in the *Net Total Compensation Table* and in the *Summary Compensation Table* earlier in this document		
André Imbeau	579,589[b][c]	-	-
Gilles Labbé	34,755[b][c]	115,000	-
Michael E. Roach	Mr. Roach's compensation is set out in the *Net Total Compensation Table* and in the *Summary Compensation Table* earlier in this document		
Joakim Westh	9,864[b]	-	-

(a) The share-based awards are DSUs. See the heading *Stock Options and Deferred Stock Units Granted to Directors* earlier in this document.

(b) The stock options that vested during the 2014 fiscal year were the performance-based stock options granted in the 2011, 2012, and 2013 fiscal years that became eligible to vest and for which the exercise prices were $15.49, $19.71, and $23.65 respectively. One-quarter of the stock options granted for fiscal 2011, and one-quarter of the stock options granted for fiscal 2012 vested on October 1, 2013 when the closing price of the shares was $36.55 and one-quarter of the stock options granted for fiscal 2013 vested on November 13, 2013 when the closing price for the shares was $37.62.

(c) The remaining stock options are stock options that directors received as a result of the receipt of DSUs. See the heading *Stock Options and Deferred Stock Units Granted to Directors* earlier in this document. Those stock options vested at the time of grant. Since the stock option exercise price is equal to the closing price of the shares on the *Toronto Stock Exchange* on the trading day preceding the date of grant, the value at the time of vesting reflects the positive difference, if any, between the closing price of the shares on the grant date and the exercise price.

INDEBTEDNESS OF DIRECTORS AND NAMED EXECUTIVE OFFICERS

As of December 12, 2014, no directors, Named Executive Officers, former directors or former senior officers of the Company were indebted to the Company.

REPORT OF THE CORPORATE GOVERNANCE COMMITTEE

The Corporate Governance Committee of the Board of Directors has responsibility for all corporate governance matters including making recommendations to the Board of Directors in relation to composition of the Board of Directors and its standing committees. The Committee also administers the self-assessment process for the Board, its standing committees and individual directors.

The Committee is composed of Mrs. Paule Doré and Mr. Thomas P. d'Aquino, Lead Director and Chair of the Committee, both of whom are independent directors.

Mr. d'Aquino has decided that he will not seek re-election at the 2015 Annual General Meeting of Shareholders and as a result of that decision, his term as a director, as Chair of the Committee, and as Lead Director, will come to an end at the time of the Meeting. A new Chair of the Committee and a new Lead Director will be appointed by the Board of Directors following the election of directors at the Meeting.

The Committee met five times during fiscal 2014.

The role and responsibilities of the Chair of the Committee are described under the heading *Role and Responsibilities of the Lead Director and Standing Committee Chairs* later in this document.

Corporate Governance Practices

Adherence to high standards of corporate governance is a hallmark of the way CGI conducts its business. The disclosure that follows sets out CGI's corporate governance practices.

CGI's corporate governance practices conform to those followed by U.S. domestic companies under the *New York Stock Exchange* listing standards.

CGI's Shareholders

CGI's shareholders are the first and most important element in the Company's governance structures and processes. At each Annual General Meeting of Shareholders, the Company's shareholders elect the members of the Company's Board of Directors and give them a mandate to manage and oversee the management of the Company's affairs for the coming year. Shareholders have the option of withholding their votes from individual directors, should they wish to do so.

In the normal course of operations, certain corporate actions which may be material to CGI are initiated from time to time by the Company's senior management and, at the appropriate time, are submitted to CGI's Board of Directors for consideration and approval. When appropriate, such matters are also submitted for consideration and approval by CGI's shareholders. All such approvals are sought in accordance with the charters of the Board of Directors and standing committees, CGI's corporate governance practices and applicable corporate and securities legislation. Messrs. Serge Godin and André Imbeau, respectively CGI's *Founder and Executive Chairman of the Board,* and CGI's *Founder, Vice-Chairman of the Board and Corporate Secretary,* are members of the Board of Directors of CGI and, as of December 12, 2014, beneficially owned, directly or indirectly, or exercised control or direction over, shares of CGI representing respectively 46.62% and 7.01% of the votes attached to all of CGI's outstanding voting shares.

Majority Voting Policy

On April 29, 2014 the Board of Directors, on the recommendation of the Committee, adopted a *Majority Voting Policy for Directors* (the "Policy"). The purpose of the Policy is to ensure that the Board of Directors of the Company remains composed of directors elected by a majority of the votes cast in favour of their election.

In an uncontested election of directors of the Company, a nominee for election to the Board of Directors must offer to resign by tendering a resignation letter to the Chairman of the Board of Directors following the shareholders meeting at which the election took place if the number of votes that have been withheld from the director is greater than the number of votes cast in favour of the director. The Committee will meet promptly following the receipt of the resignation to consider the director's offer to resign.

The Committee will recommend to the Board of Directors that the resignation be accepted unless the Committee determines that circumstances exist that justify the Committee's recommendation that the resignation not be accepted. In making its recommendation the Committee will consider all the factors it considers to be relevant to its recommendation including, without limitation, the needs of the Company, of the Board of Directors and of its standing committees; the Company's corporate governance practices; the reasons given by shareholders who withheld votes from the director; the director's qualifications; the director's contribution to the Board of Directors; and the length of the director's service.

The Board of Directors will act on the Committee's recommendation within ninety days following the shareholders' meeting at which the director was elected. In deciding whether to accept the recommendation of the Committee, the Board of Directors will consider the factors examined by the Committee and may in addition consider any information it considers in its sole discretion to be relevant to its decision.

Following its decision, the Board of Directors will issue a press release concerning its decision, and giving the reasons for not accepting the resignation if that is the case.

A director who is required to offer a resignation in accordance with the Policy may attend and address the meeting or meetings of the Committee and of the Board of Directors convened to consider the resignation but shall withdraw from the meeting during the deliberations and shall not vote on the matter. A director who fails to offer to resign in accordance with the Policy will not be re-nominated by the Board of Directors for election by the shareholders.

Mandate, Structure and Composition of the CGI Board of Directors

The Committee and the Board of Directors are of the view that the size and composition of the Board of Directors and its standing committees are well suited to the circumstances of the Company and allow for the efficient functioning of the Board of Directors as an independent decision-making body.

Board of Directors and Committee Charters

Each standing committee operates according to its charter approved by the Board of Directors which sets out the committee's duties and responsibilities.

The Board of Directors charter and the charter of each of the standing committees require that the charters be reviewed annually. As part of that process each standing committee undertakes a review of its mandate and tables any recommendations for changes with the Corporate Governance Committee at its September meeting each year. The Committee reviews the submissions of the standing committees and also reviews the Board of Directors charter. The Committee then makes a recommendation to the Board of Directors based on the conclusion of the review. The Board of Directors takes the Committee's recommendation into account in making such changes as it determines to be appropriate.

The Board of Directors and standing committee charters are contained in CGI's *Fundamental Texts* which may be found as Appendix A to CGI's 2014 *Annual Information Form* which was filed with the Canadian securities regulatory authorities and which is available at www.sedar.com and on CGI's web site at www.cgi.com. A copy of the 2014 *Annual Information Form* will be provided promptly to shareholders upon request. The charters are hereby incorporated by reference from the *Fundamental Texts* as follows:

The following table summarizes the structure, responsibilities and membership of each of the Company's standing committees.

COMMITTEE	MEMBERSHIP
Audit and Risk Management Committee Composed entirely of independent directors, the Audit and Risk Management Committee: is mandated by the Board of Directors to recommend the appointment of the external auditors and the terms of their engagement; reviews with the auditors the scope of the audit; reviews with the auditors and management the effectiveness of the Company's accounting policies and practices, the Company's internal control procedures, programs and policies and the adequacy and effectiveness of the Company's internal controls over the accounting and financial reporting systems; reviews related party transactions; and reviews the Company's interim and annual audited consolidated financial statements and all public disclosure documents containing audited or unaudited financial information and recommends their approval by the Board of Directors.	Gilles Labbé (Chair) Jean Brassard Richard B. Evans Joakim Westh
Corporate Governance Committee Composed entirely of independent directors, the Corporate Governance Committee: is responsible for developing the Company's approach to governance issues and the Company's response to corporate governance requirements and guidelines; reviews the composition of the Board of Directors, its standing committees and members and recommends Board nominees; carries out the annual Board of Directors self-assessment process; oversees the orientation and continuing education program for directors; and helps to maintain an effective working relationship between the Board of Directors and management.	Thomas P. d'Aquino (Chair) Paule Doré
Human Resources Committee Composed entirely of independent directors, the Human Resources Committee: is responsible for reviewing the compensation of certain senior executives of the Company and for making recommendations to the Board of Directors in respect thereto; and performs functions such as reviewing the Company's succession planning and such other matters that the Committee may consider suitable with respect to compensation or as may be specifically directed by the Board of Directors from time to time.	Robert Chevrier (Chair) Alain Bouchard Bernard Bourigeaud Dominic D'Alessandro

Role and Responsibilities of the Executive Chairman and of the CEO

Elected by the shareholders, the Board of Directors has delegated to management the responsibility for day-to-day management of the business of the Company in accordance with the Company's *Operations Management Framework* which has been adopted by the Board of Directors. The *Operations Management Framework* sets out the overall authority of the Company's management team as well as the level of management approval required for the various types of operations and transactions that make up the ordinary course of the Company's business.

The Executive Chairman's role allows Mr. Serge Godin to devote his time to the development and implementation of strategic initiatives, including strengthening the Company's partnerships with existing clients and fostering key relationships that lead to new business, including large outsourcing contracts and strategic acquisitions. The nature of the Executive Chairman's responsibilities are such that he is a senior executive officer of the Company and is not an independent chairman of the Board.

All operational and corporate functions, other than the office of the Chairman and the corporate secretariat which report to the Executive Chairman, report to the CEO who reports directly to the Board of Directors. The CEO, jointly with the management team, develops the strategies and corporate objectives which are approved by the Board of Directors. Each year the Human Resources Committee assesses the performance of the senior executive team in achieving the objectives and makes recommendations to the Board of Directors in relation to the vesting of stock options and PSUs and the payment of bonuses to the Named Executive Officers under the Company's Profit Participation Plan.

Taken together, the *Operations Management Framework* and the corporate objectives approved by the Board of Directors annually define the scope of management's authority and responsibilities, including those of the Executive Chairman and of the CEO, in relation to the Company's day to day operations and the attainment of its objectives. The Executive Chairman and the CEO table reports to the Board of Directors at each regularly scheduled Board meeting and their performance relative to objectives is assessed annually. Ultimately, the Board of Directors reports to the shareholders at the Annual General Meeting of Shareholders.

Role and Responsibilities of the Lead Director and Standing Committee Chairs

Lead Director

Mr. Thomas P. d'Aquino, an independent member of the Board of Directors, is currently CGI's Lead Director. Given that Mr. d'Aquino's term as Lead Director will end when he leaves the Board of Directors on January 28, 2015, the Board of Directors will select a replacement to act in that capacity following the Meeting.

The Charter of the Board of Directors, which is incorporated by reference in this *Management Proxy Circular* (see the heading *Mandate, Structure and Composition of the CGI Board of Directors* earlier in this document), requires that the Board of Directors appoint a Lead Director from among the independent directors. The Lead Director is responsible for ensuring that the Board of Directors acts independently of the Company's management and is alert to its obligations to the shareholders.

In fulfilling his responsibilities, the Lead Director provides input to the Executive Chairman in the preparation of Board of Directors meeting agendas, sets the agenda for, and chairs the meetings of, the independent directors, and leads the annual self-evaluation process for the Board of Directors.

In conjunction with the Executive Chairman, the Lead Director facilitates the effective and transparent interaction of Board members and management. The Lead Director also provides feedback to the Executive Chairman and acts as a sounding board with respect to strategies, accountability, relationships and other matters.

Standing Committee Chairs

The role and responsibilities of each of the Chairs of the standing committees of the Board of Directors are set forth in the charter of each committee. The standing committee charters are incorporated by reference in this *Management Proxy Circular* (see the heading *Mandate, Structure and Composition of the CGI Board of Directors* earlier in this document).

The Chair of each committee is responsible for leading the committee's work and, in that capacity, ensuring that the committee's structure and mandate are appropriate and adequate to support the fulfilment of its responsibilities, that the committee has adequate resources as well as timely and relevant information to support its work, and that the scheduling, organization and procedures of committee meetings provide adequate time for the consideration and discussion of relevant issues. The committee Chair is responsible for ensuring that the effectiveness of the committee is assessed on a regular basis.

The Committee Chair presides the committee's meetings and works with the Corporate Secretary, the Executive Chairman and the Company's relevant executive officers in setting both the calendar of the committee's meetings and the agendas for each meeting and has the authority to convene special meetings of the committee. The committee Chair acts as liaison with the Company's management in relation to the committee's work program and ensures that the committee reports to the full Board of Directors at each subsequent meeting of the Board of Directors in relation to the committee's deliberations, decisions and recommendations.

Criteria for Tenure on the CGI Board of Directors

Each year, the Committee reviews all of the Company's corporate governance practices as part of an exercise that takes place well in advance of the annual preparation and review of the Company's *Management Proxy Circular*, so that such practices, including those that govern the conditions for tenure on the Board of Directors, receive careful consideration apart from the year-end and the preparation cycle for the Annual General Meeting of Shareholders.

Independence

CGI's corporate governance practices require that a majority of the members of CGI's Board of Directors be independent. This means that they must be and remain free from any material ties to the Company, its management and its external auditors that could, or could reasonably be perceived to, materially interfere with the directors' ability to act in the best interests of the Company, and otherwise in keeping with industry best practices and the definitions of independence applicable under stock exchange and securities regulators' governance guidelines and rules.

The Board of Directors has concluded that the position of Lead Director, in place since 1996, ensures that the Board of Directors is able to act independently of management in an effective manner. The Lead Director holds regular meetings of the outside directors, as well as regular meetings of the independent directors without related directors present. The Lead Director held six meetings of the independent directors during the year ended September 30, 2014.

The Board of Directors has determined that the directors identified as being independent in this *Management Proxy Circular* do not have interests in or relationships with CGI or with any of CGI's significant shareholders that could, or could reasonably be perceived to, materially interfere with the directors' ability to act in the best interests of the Company, and that they are therefore independent under the applicable guidelines and rules.

The independence of the Board of Directors and its standing committees is further enhanced by their ability to engage outside advisors as needed. In addition, individual directors may also retain the services of outside advisors with the authorization of the Chair of the Corporate Governance Committee.

Shareholders of CGI, or any person who has an interest in the Company, who wish to contact CGI's non-management or independent directors may do so by e-mail sent to lead_director@cgi.com or by using the contact page for the Lead Director on CGI's website at www.cgi.com.

Expertise and Financial and Operational Literacy

CGI's corporate governance practices require that all members of CGI's Board of Directors be both financially and operationally literate. The financial literacy of individual Board members need not be as extensive as that of members who sit on CGI's Audit and Risk Management Committee. Having operational literacy means that the director must have substantial experience in the execution of day to day business decisions and strategic business objectives acquired as a result of meaningful past experience as a chief executive officer or as a senior executive officer in another capacity but with a broad responsibility for operations.

The directors' experience and subject matter expertise is examined by the Committee annually when it reviews and makes recommendations to the Board of Directors in relation to succession planning for the Board of Directors in the context of the Board of Directors and standing committee self-evaluation process (see the heading *Participation in the Annual Self-Assessment Process* later in this document). Expertise in the industry vertical markets in which the Company operates (financial services; government; health; telecommunications and utilities; and manufacturing, retail and distribution), operational expertise and literacy, and financial literacy make up the key criteria that are used to select candidates for Board membership, to review and determine the composition of CGI's Board, and to assess the performance of directors annually as part of the annual Board of Directors and standing committee self-evaluation process. The Board of Directors' objective in relation to its composition is to ensure that it has expert representation for each of the Company's targeted vertical markets.

The members of the Board of Directors who serve on the Company's Audit and Risk Management Committee must be operationally literate and be financially literate in the sense of having the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by CGI's financial statements, and otherwise in keeping with applicable governance standards under applicable securities laws and regulations.

The Committee and the Board of Directors have determined that all members of the Audit and Risk Management Committee are financially literate and that the Committee Chair, Mr. Gilles Labbé, has financial expertise as required by the *New York Stock Exchange* corporate governance rules and the rules adopted by the U.S. *Securities and Exchange Commission* ("SEC") in accordance with the *Sarbanes Oxley Act of 2002*. Mr. Labbé is a Fellow of the *Institute of Chartered Accountants*.

The remaining members of the Audit and Risk Management Committee, Messrs. Jean Brassard, Richard B. Evans, and Joakim Westh are financially literate in the sense that they have the knowledge and skills necessary to allow them to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by CGI's financial statements.

Mr. Jean Brassard acquired his financial literacy as a result of having served as CGI's Chief Operating Officer until his retirement in October 2000.

Mr. Richard B. Evans acquired his financial literacy while serving as Chief Executive of *Rio Tinto Alcan* (and as President and Chief Executive Officer of *Alcan Inc.* prior to its acquisition by *Rio Tinto plc*). In his role as Chief Executive Officer he was responsible for the supervision of the chief financial officer of the company and was ultimately responsible for operations as well as accounting and financial reporting.

Mr. Joakim Westh acquired his financial literacy while serving as Senior Vice-President, Head of Group Function Strategy and Operational Excellence of *LM Ericsson AB*, and prior to that position as a Group Vice-President for *Assa Abloy AB* in the capacity of Chairman of the Board of the company's German subsidiary. Mr. Westh also serves on the audit committees of *Saab Group* and *Swedish Match AB*.

The following table presents a skills matrix for each of the Company's directors.

					Governance Risk and Compliance			
	Operational Literacy				Financial Literacy			
Director	Executive Leadership	Consulting Services and IT Industry	Geography	Vertical market	Finance	Accounting	Risk	Governance and Human Resources
Alain Bouchard	√		Global	Retail and distribution	√	√	√	√
Bernard Bourigeaud	√	√	Global	Multiple vertical markets	√	Expert	√	√
Jean Brassard	√	√	Global	Multiple vertical markets	√	√	√	√
Robert Chevrier	√		Global	Retail and distribution	√	Expert	√	√
Dominic D'Alessandro	√		Global	Financial services	√	Expert	√	√
Paule Doré	√	√	Global	Multiple vertical markets	√	√	√	√
Richard B. Evans	√		Global	Multiple vertical markets	√	√	√	√
Julie Godin	√	√	Global	Multiple vertical markets	√	√	√	√
Serge Godin	√	√	Global	Multiple vertical markets	√	√	√	√
Timothy J. Hearn	√		Global	Manufacturing, retail and distribution	√	√	√	√
André Imbeau	√	√	Global	Multiple vertical markets	√	√	√	√
Gilles Labbé	√	√	Global	Manufacturing and distribution	√	Expert	√	√
Michael E. Roach	√	√	Global	Multiple vertical markets	√	√	√	√
Joakim Westh	√	√	Global	Multiple vertical markets	√	√	√	√

Attendance at Board and Standing Committee Meetings

The Committee monitors director attendance and, in addition to considering attendance in relation to the recommendation for directors to be proposed for election at the Annual General Meeting of Shareholders, the Committee discloses the attendance record for all directors in the *Management Proxy Circular*. The overall attendance rate for CGI's Board of Directors for fiscal 2014 was 95% for the Board of Directors, 95% for the Audit and Risk Management Committee, 100% for the Human Resources Committee and 100% for the Corporate Governance Committee. Detailed meeting and attendance information is provided in the following table.

Board and Standing Committee Meetings and Attendance Year ended September 30, 2014					
Director	**Board Meetings Attended** 6 regular meetings 1 special meeting		**Committee Meetings Attended** **Audit** **Governance** **Human Resources**	5 regular meetings 3 regular meetings 2 special meetings 4 regular meetings	
Alain Bouchard	6 of 7	86%	Human Resources	4 of 4	100%
Bernard Bourigeaud	6 of 7	86%	Human Resources	4 of 4	100%
Jean Brassard	7 of 7	100%	Audit	5 of 5	100%
Robert Chevrier	7 of 7	100%	Human Resources (Chair)	4 of 4	100%
Dominic D'Alessandro	7 of 7	100%	Human Resources	4 of 4	100%
Thomas P. d'Aquino	7 of 7	100%	Governance (Chair)	5 of 5	100%
Paule Doré	7 of 7	100%	Governance	5 of 5	100%
Richard B. Evans	7 of 7	100%	Audit	5 of 5	100%
Julie Godin	6 of 7	86%			
Serge Godin (Chair)	7 of 7	100%			
André Imbeau	7 of 7	100%			
Gilles Labbé	6 of 7	86%	Audit (Chair)	5 of 5	100%
Michael E. Roach	7 of 7	100%			

Board and Standing Committee Meetings and Attendance Year ended September 30, 2014					
Director	**Board Meetings Attended** 6 regular meetings 1 special meeting		**Committee Meetings Attended** **Audit** 5 regular meetings **Governance** 3 regular meetings, 2 special meetings **Human Resources** 4 regular meetings		
Joakim Westh	6 of 7	86%	Audit	4 of 5	80%

Share Ownership Guideline for Directors

A share ownership guideline was adopted for directors on June 15, 2004. CGI's directors are required to hold at least 10,000 Class A subordinate voting shares or DSUs within the later of i) three years of their election or appointment to the Board of Directors and ii) three years from the adoption of the guideline on June 15, 2004. All directors' holdings respect the guideline.

The share ownership on the part of the Company's outside directors as of December 12, 2014 and the date on which their holding must meet the minimum level of share ownership are set out in the following table.

Outside Directors' Share Ownership[(a)]

Director	Fiscal Year	Number of Class A subordinate voting shares	Number of DSUs	Total Number of shares and DSUs	Total "at risk" value of shares and DSUs[(b)]	Shares or DSUs to be acquired to meet minimum ownership level	Date by which minimum ownership level must be met
Alain Bouchard	2014	17,500	3,043	20,543	$829,732	n.a.	Complies with the ownership guideline
	2013	7,500	923	8,423	$301,628		
	Change	**10,000**	**2,120**	**12,120**	**$528,104**		
Bernard Bourigeaud	2014	10,000	1,497	11,497	$464,364	n.a.	Complies with the ownership guideline
	2013	10,000	-	10,000	$358,100		
	Change	**-**	**1,497**	**1,497**	**$106,264**		
Jean Brassard[(c)]	2014	228,027	13,195	241,222	$9,742,957	n.a.	Complies with the ownership guideline
	2013	228,027	10,405	238,432	$8,538,250		
	Change	**-**	**2,790**	**2,790**	**$1,204,707**		
Robert Chevrier	2014	10,000	34,948	44,948	$1,815,450	n.a.	Complies with the ownership guideline
	2013	10,000	31,802	41,802	$1,496,930		
	Change	**-**	**3,146**	**3,146**	**$318,520**		
Dominic D'Alessandro	2014	10,000	14,865	24,865	$1,004,297	n.a.	Complies with the ownership guideline
	2013	10,000	12,745	22,745	$814,498		
	Change	**-**	**2,120**	**2,120**	**$189,799**		
Thomas P. d'Aquino	2014	-	34,881	34,881	$1,408,844	n.a.	Complies with the ownership guideline
	2013	-	32,283	32,283	$1,156,054		
	Change	**-**	**2,598**	**2,598**	**$252,789**		
Paule Doré	2014	99,774	5,098	104,872	$4,235,780	n.a.	Complies with the ownership guideline
	2013	99,774	3,730	103,504	$3,706,478		
	Change	**-**	**1,368**	**1,368**	**$529,302**		

Outside Directors' Share Ownership[a]							
Director	**Fiscal Year**	**Number of Class A subordinate voting shares**	**Number of DSUs**	**Total Number of shares and DSUs**	**Total "at risk" value of shares and DSUs[b]**	**Shares or DSUs to be acquired to meet minimum ownership level**	**Date by which minimum ownership level must be met**
Richard B. Evans	2014	10,000	16,123	26,123	$1,055,108	n.a.	Complies with the ownership guideline
	2013	10,000	13,867	23,867	$854,677		
	Change	**-**	**2,256**	**2,256**	**$200,431**		
Gilles Labbé	2014	25,000	11,754	36,754	$1,484,494	n.a.	Complies with the ownership guideline
	2013	25,000	9,364	34,364	$1,230,575		
	Change	**-**	**2,390**	**2,390**	**$253,919**		
Joakim Westh	2014	-	-	-	-	10,000	April 29, 2016
	2013	-	-	-	-		
	Change	**-**	**-**	**-**	**-**		

(a) 2014 information is provided as of December 12, 2014 and 2013 information is provided as of December 13, 2013.
(b) Based on the closing prices of the Company's shares on the *Toronto Stock Exchange* on December 12, 2014 and December 13, 2013 respectively.
(c) The number of shares shown for Mr. Brassard combines the Class A subordinate voting shares and Class B shares that he owns or controls, directly or indirectly.

Availability and Workload

The Board of Directors has endorsed the Committee's recommendation not to adopt formal guidelines on the number of boards or committees on which independent directors may sit on the basis that the contribution of each director to the work of the Board of Directors forms part of the Board of Directors self-assessment process and that arbitrary limits might not serve the interests of the Company.

Mr. Richard B. Evans serves on the audit committee of one other company, Mr. Westh sits on two other audit committees, and Mr. Labbé is President and Chief Executive Officer and a director, of Héroux Devtek Inc., an aerospace and industrial products manufacturer. Mr. Brassard does not sit on any other audit committees. The Board of Directors and the Committee have determined that none of the Committee members' commitments impair their capacity to serve the Company's Audit and Risk Management Committee effectively.

Conflicts of Interest

A process is in place for directors to acknowledge annually CGI's *Code of Ethics and Business Conduct* in the same way as officers and members do. All directors have also declared their interests in all other companies where they serve as directors or officers. The Board of Directors has endorsed the Committee's recommendation to maintain the practice of having directors tender their resignation for consideration upon a major change in their principal occupation.

Participation in the Orientation and Continuing Education Program

Each new director participates in a formal orientation and continuing education program. The program consists of a detailed presentation of the Company's current three-year strategic plan, coupled with a series of meetings between the new director and i) the Founder and Executive Chairman of the Board, ii) the Lead Director, iii) the President and Chief Executive Officer, iv) the Chair of each standing committee to which the director will be assigned, and v) other key senior executive officers of the Company. Depending on the director's experience and background and the results of the executive meetings, additional meetings may be scheduled. In addition to the executive briefings, new directors receive the CGI *Director Reference Binder*, a comprehensive set of documents containing both public and non-public information concerning the Company, which includes detailed information in relation to the Company; its operations; financial condition; management structure; policies and public disclosure record; the work programs and minutes of past meetings of the Board of Directors and of its standing committees; biographies of CGI's key senior officers; materials related to the director's duties and responsibilities, including, a synopsis of the Company's insurance coverage for directors and officers liability; and the Company's process for reporting transactions in its shares carried out by its reporting insiders.

In addition to the formal orientation program, the continuing education program includes presentations on a variety of topics of interest, including on recent developments in the global information technology market, which are provided to the Board of Directors on a regular basis. Detailed presentations are also made to the standing committees of the Board of Directors on technical subjects such as the application of accounting principles in the preparation of the Company's financial statements, corporate governance rules and practices, and trends in executive and directors' compensation.

Directors also receive updates on business and governance initiatives as well as responses to questions raised by the members of the Board of Directors from time to time. Directors who wish to do so may make arrangements with the Corporate Secretary to participate, at CGI's expense, in board-level industry associations or conferences, to attend continuing education courses that are relevant to their role as a director of the Company or otherwise to pursue activities that contribute in a meaningful way to the value they bring to the Board of Directors.

Members of the Board of Directors are invited to attend CGI's annual Leadership Conference where the bottom-up strategic planning cycle begins, as well as sessions of the *Leadership Institute*'s training program for the Company's managers.

Participation in the Annual Self-Assessment Process

The Lead Director, in concert with the Committee, coordinates an annual self-assessment of the effectiveness of the Board of Directors as a whole, of the standing committees of the Board, and of the contribution of individual directors. The Committee is also responsible for establishing the competencies, skills and personal qualities it seeks in new Board members with a view to adding value to the Company, and directors are assessed against the contribution they are expected to make. This assessment is based on an annual questionnaire to which directors respond.

Once the responses are received, the Lead Director compiles and analyses the results. He then discusses the self-assessments with each director. Following the one-on-one discussions with directors, the Lead Director reviews the overall results of the self-assessment process with the Founder and Executive Chairman of the Board, and with the Chairs of the standing committees. The Committee then meets to review the results of the self-assessment process and subsequently presents the final result to the Board of Directors for discussion.

The Board of Directors reviews the assessment of its performance and the recommendations provided by the Committee annually with the objective of increasing the Board's effectiveness in carrying out its responsibilities. The Board of Directors takes appropriate action based on the results of the review process.

Retirement Age and Director Term Limits

The Board of Directors has endorsed the Committee's recommendation not to adopt a formal retirement age or term limits for directors.

CGI's success is due in large measure to the Company's experience and expertise in its vertical markets. The selection criteria for CGI's Board of Directors which are explained earlier in this document under the heading *Expertise and Financial and Operational Literacy* recognize this and are designed to ensure that the Company has subject matter experts on the Board of Directors who can effectively provide intelligence, experience, expertise and business and operational insight into each of the Company's industry vertical markets. Imposing a term limit or an arbitrary retirement age would unnecessarily expose the Company to losing valuable resources that could not be easily replaced. The Committee and the Board of Directors are therefore of the view that a mandatory retirement age or term limits might arbitrarily and needlessly deprive the Board of Directors of valuable talent.

As with the other aspects of CGI's corporate governance practices, director term limits and the Board of Directors retirement policy are reviewed annually. When the time comes to discuss term limits or a retirement age, the directors who would be affected in the event that such limits were adopted withdraw from the meeting and abstain from voting on the matter.

Nomination Process for the Board of Directors

The shareholders are responsible for electing CGI's directors. The responsibility for proposing candidates for election by the shareholders lies with the Board of Directors. The Board of Directors relies on the nomination recommendations of the Committee.

Based on the results of the Board of Directors self-evaluation (see the heading *Participation in the Annual Self-Assessment Process* earlier in this document) or on its own assessment from time to time of the needs of the Company, the Committee may recommend that the composition of the Board or its standing committees be varied in order to ensure that it continues to serve the best interests of the Company and to ensure an appropriate succession of directors. By way of example, when it is appropriate to do so, additional directors may be appointed to committees so as to ensure that knowledge is passed along in order to facilitate a smooth transition should the need arise.

When changes to Board of Directors composition are required, potential candidates are identified either through referrals from directors or senior management, or with the assistance of third parties. The selection of nominees from among the potential candidates is based on the candidate's expertise and knowledge in the industry vertical markets in which the Company operates and their operational and financial literacy based on the Board of Directors skills matrix (see the heading *Expertise and Financial and Operational Literacy* earlier in this document). The Committee, the Founder and Executive Chairman of the Board, and the Lead Director consult with each other with respect to the actions to be taken and the necessary steps are then taken to interview the candidates and confirm their willingness to serve on the Board of Directors.

Once the selection of candidates is made, the Committee recommends to the Board of Directors that the candidate or candidates be either appointed by the Board of Directors if there is a vacancy to be filled or if there is a need to increase the size of the Board of Directors, or be nominated for election at the next meeting of shareholders.

Under the terms of a *Registration Rights Agreement* between the Company and the *Caisse de dépôt et placement du Québec* (the "Caisse") entered into as of August 20, 2012 in the context of the acquisition of *Logica plc*, the Caisse has the right, as long as it beneficially owns or exercises control or direction over 15% or more of the outstanding Class A subordinate voting shares, to recommend to CGI one nominee to be part of any slate of directors proposed for election by CGI and to be included in a proxy circular relating to the election of directors of CGI, provided that the nominee shall have no material relationship with CGI or the Caisse, that he or she shall be eligible to serve as a director under CGI's articles and laws of incorporation, and that his or her nomination shall be subject to a favourable recommendation of the Committee. CGI has no shareholder's agreement with the Caisse and the Caisse has not yet exercised its right to recommend a nominee for election to the Board of Directors.

Board of Directors Participation in Strategic Planning

The Board of Directors is directly and closely involved in the preparation and approval of CGI's rolling three-year strategic plan which is reviewed and assessed annually by the Board of Directors.

CGI has adopted a bottom-up process for budgeting and strategic planning in order to ensure that the resulting business plan is as closely attuned as possible to maximizing the Company's business opportunities and mitigating operational and other risks. The Board of Directors receives a detailed briefing early in the planning process covering all aspects of CGI's strategic planning so that the directors are in a position to contribute to the process in a meaningful way before the final business plan has taken shape.

In keeping with CGI's three-year rolling strategic planning process, the strategic plan begins with the initiatives, directions and priorities identified at the business unit level by the Company's management team that are shared at the Company's annual Leadership Conference. The plan is then presented to the directors in July for review and discussion. In the next step, the plan is refined by management and is subsequently presented to the Board of Directors for approval in September. The rolling three-year planning process provides a meaningful opportunity for the directors to contribute to the strategic planning process. In addition to the formal planning process, every Board meeting agenda features a standing item entitled *Directors' Round Table* that serves as a forum for continuing free-ranging discussion between the Board and management in relation to the Company's strategic direction.

Guidelines on Disclosure of Information

CGI's *Guidelines on Timely Disclosure of Material Information and Transactions in Securities of CGI by Insiders* adopted by the Board of Directors (the "Guidelines") set out the essential principles underlying the Company's disclosure practices in keeping with the rules of regulatory authorities and best disclosure practices.

Under the Guidelines, the Board of Directors has the responsibility to oversee the content of the Company's major communications to its shareholders and the investing public. The Board of Directors believes that it is management's role to communicate on behalf of the Company with its shareholders and the investment community. The Company maintains an effective investor relations process to respond to shareholder questions and concerns. In 2004, the Company adopted the CGI *Shareholder Partnership Management Framework* ("SPMF"). The SPMF structures the processes and information flows between CGI and its shareholders as well as with the investment community, including both the buy-side (institutional investors) and sell-side (investment dealers) research analysts. CGI obtained ISO 9001 certification for the application of the SPMF in the Company's operations.

As part of the SPMF process, CGI conducts a survey of sell-side analysts and institutional shareholders every year as a means of measuring shareholder satisfaction. The survey is designed to provide insights into investor sentiment and to improve the investor relations program.

The SPMF annual assessment conducted during the 2014 fiscal year returned an overall score for CGI of 7.95 out of 10 which compares favourably to the average score for other public companies of 6.65 out of 10.

Following the assessment, suggestions for improvement received in the course of the survey are acted upon as a means of assuring continuous improvement.

The Board of Directors reviews and, where required, approves statutory disclosure documents prior to their dissemination to the market and to the Company's shareholders.

The Charter of the Board of Directors which is incorporated by reference in this *Management Proxy Circular* (see the heading *Mandate, Structure and Composition of the CGI Board of Directors* earlier in this document) provides that directors' duties include the oversight of the integrity of the Company's internal control and management information systems. The Audit and Risk Management Committee has the primary responsibility under its charter to review the internal control and management information systems of the Company. The Committee reports to the Board of Directors in that regard.

Directors' Compensation

The Human Resources Committee reviews directors' compensation periodically. In determining directors' remuneration, the Committee considers the directors' compensation offered by the companies comprised in the reference group of companies used as a guide in determining compensation matters, and the risks and responsibilities that the directors of the Company assume in keeping with the roles of the Board of Directors and of the standing committees. See the heading *Compensation of Directors* in the report of the Human Resources Committee earlier in this document.

Codes of Ethics and Business Conduct

CGI's *Code of Ethics and Business Conduct* and its *Executive Code of Conduct* are contained in CGI's *Fundamental Texts* which may be found as Appendix A to CGI's 2014 *Annual Information Form* which was filed with the Canadian securities regulatory authorities and which is available at www.sedar.com and on CGI's web site at www.cgi.com. A copy of the 2014 *Annual Information Form* will be provided promptly to shareholders upon request.

The Board of Directors monitors compliance with the *Code of Ethics and Business Conduct*, which includes the *Anti-Corruption Policy,* and under the Board of Directors charter is responsible for any waivers of the codes' provisions granted to directors or officers. No such waivers have been granted to date.

It is the Committee that is principally responsible for the annual review of the *Code of Ethics and Business Conduct*, overseeing compliance with the code of ethics, reviewing any request to waive or exempt from its application, and making recommendations on these matters to the Board of Directors.

Under the terms of the *Code of Ethics and Business Conduct*, all of CGI's members are required to comply with the code and to see that it is complied with. The code requires that infractions be reported to management or alternatively to the Chair of the Audit and Risk Management Committee and the Corporate Secretary.

The Board of Directors has established procedures approved by the Audit and Risk Management Committee for the receipt, retention, and treatment of complaints regarding accounting, internal accounting control or auditing matters, and corruption, as well as other breaches of the *Code of Ethics and Business Conduct*, of the *Anti-Corruption Policy*, or of the *Executive Code of Conduct*. In that regard, the Company adopted the *CGI Serious Ethical Incidents Reporting Policy* which allows members who wish to submit a complaint to do so via a third party ethics reporting hotline and secure web site which assures that members who wish to preserve their anonymity are able to do so with confidence. The Audit and Risk Management Committee is primarily responsible for receiving and dealing with these incident reports. A report on the process and on incident reports received is provided quarterly to the Audit and Risk Management Committee by the Executive Vice-President and Chief Legal Officer.

A program for the integration of new members ensures that new members receive an orientation that familiarizes them with CGI's policies, their responsibilities as members and the benefits to which they are entitled. In order to ensure that all of CGI's members are aware of the importance that the Company attaches to compliance with the *Code of Ethics and Business Conduct*, each new member is informed about the code and the process for reporting ethics breaches, and is required to undertake in writing to comply with the code. In countries where local law is an impediment to a formal undertaking, members are asked to acknowledge the code. This written undertaking or acknowledgement, as the case may be, is renewed annually at the same time as the member's evaluation.

CGI's *Leadership Institute* regularly provides an intensive series of courses designed to ensure that new managers are familiar with CGI's methods of operation and its policies, including the *Code of Ethics and Business Conduct* and the process for reporting breaches.

In addition, the Company provides an internet portal that ensures that all members have access to the Company's policies, including the code of ethics and the process for reporting breaches.

These measures are in addition to quarterly reports tabled with the Audit and Risk Management Committee by the internal audit department, the internal controls review function, and the legal department on matters for which they are responsible. These reports may include reports of breaches of the code of ethics when such breaches are raised in internal audit mandates or in claims made against the Company.

In addition to CGI's *Code of Ethics and Business Conduct*, CGI's principal executive and financial officers, including the *Founder and Executive Chairman of the Board,* the *Founder, Vice-Chairman of the Board and Corporate Secretary,* the *President and Chief Executive Officer* and the *Executive Vice-President and Chief Financial Officer*, the principal accounting officer or controller, and other persons performing similar functions, are subject to CGI's *Executive Code of Conduct* which they are required to review and acknowledge on an annual basis.

CGI Federal Inc., the Company's operating subsidiary that provides services to the U.S. federal government, has adopted policies and procedures to comply with specific requirements under U.S. Federal government procurement laws and regulations.

Relationship with Shareholders and Decisions Requiring their Consent

In keeping with CGI's policy of seeking to align the interests of its three stakeholder groups (see the *Letter to Shareholders* on page v earlier in this document), CGI implemented the SPMF which forms part of the Company's ISO certification. See the heading *Guidelines on Disclosure of Information* earlier in this document for a more detailed discussion of the SPMF.

In the normal course of operations certain corporate actions which may be material to CGI are initiated from time to time by the Company's senior management and, at the appropriate time, are submitted to CGI's Board of Directors for consideration and approval. When appropriate, such matters are also submitted for consideration and approval by CGI's shareholders. All such approvals are sought in accordance with the charters of the Board of Directors and standing committees, CGI's corporate governance principles and applicable corporate and securities legislation. Messrs. Serge Godin and André Imbeau, respectively CGI's *Founder and Executive Chairman of the Board* and *Founder, Vice-Chairman of the Board and Corporate Secretary*, are members of the Board of Directors of CGI and, as of December 12, 2014, beneficially owned, directly or indirectly, or controlled or directed shares of CGI representing respectively 46.62% and 7.01% of the votes attached to all of CGI's outstanding voting shares.

REPORT OF THE AUDIT AND RISK MANAGEMENT COMMITTEE

The Audit and Risk Management Committee of the Board of Directors is composed entirely of independent directors who meet the independence and experience requirements of *National Instrument 52-110* adopted by the *Canadian Securities Administrators* as well as those of the *New York Stock Exchange* and of the U.S. *Securities and Exchange Commission*.

The Committee is composed of Mr. Gilles Labbé, Chair of the Committee, and Messrs. Jean Brassard, Richard B. Evans, and Joakim Westh. The Committee met five times during fiscal 2014. Mr. Labbé's role and responsibilities as Chair of the Committee are described earlier in this document in the report of the Corporate Governance Committee under the heading *Role and Responsibilities of the Lead Director and Standing Committee Chairs*.

The role and responsibilities of the Committee are contained in the Committee's charter. The Committee's charter forms part of CGI's *Fundamental Texts* and the charter is incorporated by reference in this *Management Proxy Circular* (see the heading *Mandate, Structure and Composition of the CGI Board of Directors* earlier in this document) and is available on CGI's web site at www.cgi.com. The role and responsibilities of the Committee include:

(a) reviewing all public disclosure documents containing audited or unaudited financial information concerning CGI;

(b) identifying and examining the financial and operating risks to which the Company is exposed, reviewing the various policies and practices of the Company that are intended to manage those risks, and reporting on a regular basis to the Board of Directors concerning risk management;

(c) reviewing and assessing the effectiveness of CGI's accounting policies and practices concerning financial reporting;

(d) reviewing and monitoring CGI's internal control procedures, programs and policies and assessing their adequacy and effectiveness;

(e) reviewing the adequacy of CGI's internal audit resources including the mandate and objectives of the internal auditor;

(f) recommending to the Board of Directors the appointment of the external auditors, asserting the external auditors' independence, reviewing the terms of their engagement, assessing the quality of their performance, and pursuing ongoing discussions with them;

(g) reviewing all related party transactions in accordance with the rules of the *New York Stock Exchange* and other applicable laws and regulations;

(h) reviewing the audit procedures including the proposed scope of the external auditors' examinations; and

(i) performing such other functions as are usually attributed to audit committees or as directed by the Board of Directors.

The Committee fulfilled all aspects of its mandate for the fiscal year ended September 30, 2014.

External Auditors' Independence

The Committee is required to assert the independence of CGI's external auditors and, to this end, entertains discussions with the external auditors on applicable criteria and obtains yearly confirmations from them as to their independence.

Auditor Independence Policy

In order to satisfy itself as to the independence of the external auditors, the Committee has adopted an auditor independence policy which covers (a) the services that may and may not be performed by the external auditors, (b) the governance procedures to be followed prior to retaining services from the external auditors, and (c) the responsibilities of the key participants. The following is a summary of the material provisions of the policy:

Performance of Services

Services are either acceptable services or prohibited services.

The acceptable services are: (a) audit and review of financial statements, (b) prospectus work, (c) audit of pension plans, (d) special audits on control procedures, (e) tax planning services on mergers and acquisitions activities, (f) due diligence relating to mergers and acquisitions, (g) tax services related to transfer pricing, (h) sales tax planning, (i) research and interpretation related to taxation, (j) research relating to accounting issues, (k) proposals and related services for financial structures and large tax planning projects, (l) preparation of tax returns, and (m) all other services that are not prohibited services.

The prohibited services are: (a) bookkeeping services, (b) design and implementation of financial information systems, (c) appraisal or valuation services or fairness opinions, (d) actuarial services, (e) internal audit services, (f) management functions, (g) human resources functions, (h) broker-dealer services, (i) legal services, (j) services based on contingency fees, and (k) expert services.

Governance Procedures

The following control procedures are applicable when considering whether to retain the external auditors' services:

For all services falling within the permitted services category, whether they are audit or non-audit services, a request for approval must be submitted to the Committee through the *Executive Vice-President and Chief Financial Officer* prior to engaging the auditors to perform the services.

In the interests of efficiency, certain permitted services are pre-approved quarterly by the Committee and thereafter only require approval by the *Executive Vice-President and Chief Financial Officer* as follows:

- The Committee can pre-approve envelopes for certain services to pre-determined dollar limits on a quarterly basis;
- Once pre-approved by the Committee, the *Executive Vice-President and Chief Financial Officer* may approve the services prior to the engagement;
- For services not captured within the pre-approved envelopes and for costs in excess of the pre-approved amounts, separate requests for approval must be submitted to the Committee; and
- At each meeting of the Committee, a consolidated summary of all fees by service type is presented including a breakdown of fees incurred within each of the pre-approved envelopes.

Key Participants' Responsibilities

Management and the Committee are the Company's two key participants for the purposes of the Company's Auditor Independence Policy.

The primary responsibilities of management are: (a) creating and maintaining a policy that follows applicable auditor independence standards, (b) managing compliance with the policy, (c) reporting to the Committee all mandates to be granted to the external auditors, and (d) monitoring and approving services to be performed within the pre-approved envelopes.

The primary responsibilities of the Committee are: (a) nominating the external auditors for appointment by the Company's shareholders, (b) approving fees for audit services, (c) approving the auditor independence policy and amendments to the policy, (d) monitoring management's compliance with the policy, (e) obtaining yearly confirmations of independence from the external auditors, (f) monitoring audit partner rotation requirements, (g) monitoring the twelve-month "cooling off" period when hiring members of the audit engagement team in a financial reporting oversight role, (h) reviewing the appropriateness of required audit fee disclosure, (i) interpreting the policy in the event that its application is unclear, and (j) approving all auditor mandates or pre-approving envelopes for specific services.

Under the Auditor Independence Policy, the Committee has the ultimate responsibility to assert the independence of CGI's external auditors.

Annual External Auditor Assessment

The Committee instituted an annual assessment process to assist the Committee in making its recommendation to the Board of Directors in relation to the appointment of the Company's external auditors. The process was initiated in November of 2014 and was completed prior to the Committee's recommendation that was made on December 2, 2014.

The annual external auditors assessment is based on the recommendations of *Chartered Professional Accountants Canada* in collaboration with the *Canadian Public Accountability Board*. The process is expected to provide an additional element of structure for the Committee in making its recommendation and to help in identifying areas for improvement for the external audit firm and the Company's audit processes.

Following the completion of the annual assessment, the Committee recommended to the Board of Directors that Ernst & Young LLP be proposed for re-appointment by the Company's shareholders at the Meeting.

Fees Billed by the External Auditors

During the years ended September 30, 2014 and 2013, CGI's external auditors invoiced the following fees for their services:

Service retained	Fees billed	
	2014	2013
Audit fees	$7,946,682	$8,442,468
Audit related fees[(a)]	$1,055,796	$1,144,061
Tax fees[(b)]	$596,072	$2,282,078
All other fees[(c)]	-	$249,629
Total fees billed	**$9,598,550**	**$12,118,236**

(a) The audit related fees billed by the external auditors for the years ended September 30, 2014 and 2013 were in relation to service organization control procedures audits and assistance, and information technology assistance services, and 401(k) and special audits.

(b) The tax fees billed by the external auditors for the years ended September 30, 2014 and 2013 were in relation to tax compliance, advisory services and human capital services.

(c) The other fees billed by the external auditors for the year ended September 30, 2013 were in relation to other advisory services.

Related Party Transactions

The Committee is responsible under its charter for reviewing and making recommendations to the Board of Directors in relation to any transaction in which a director or a member of senior management has an interest. To the extent that it is necessary to do so, the Committee may retain outside advisors to assist it in reviewing related party transactions.

For more important transactions, the Board of Directors generally establishes an *ad hoc* committee made up entirely of independent directors that is mandated to review the transaction and to make a recommendation to the Board of Directors. Such committee may retain independent legal and accounting advisors to assist in reviewing the transaction.

Whether it is the Committee or an *ad hoc* committee, the committee mandated with reviewing the transaction tables its report with the Board of Directors and it is the Board of Directors that has the responsibility of approving the transaction if it determines that it is appropriate to do so.

OTHER BUSINESS TO BE TRANSACTED AT THE ANNUAL GENERAL MEETING OF SHAREHOLDERS

Management of the Company is not aware of any matter to be submitted at the Meeting other than the matters set forth in the Notice of Meeting. Every proxy given to any person in the form of proxy that accompanied the Notice of Meeting will confer discretionary authority with respect to amendments or variations to the items of business identified in the Notice of Meeting and with respect to any other matters that may properly come before the Meeting.

ADDITIONAL INFORMATION

The Company will provide to any person, upon request to the Corporate Secretary, a copy of this *Management Proxy Circular*, together with one copy of any document, or the pertinent pages of any document, incorporated by reference in this *Management Proxy Circular*.

Additional financial and other information relating to the Company is included in its 2014 audited annual and unaudited quarterly financial statements, annual and quarterly *Management's Discussion and Analysis of Financial Position and Results of Operations* and other continuous disclosure documents which are available on SEDAR at www.sedar.com and on EDGAR at www.sec.gov. For additional copies of this *Management Proxy Circular*, for a copy of the Company's *Notice of Intention* in relation to its *Normal Course Issuer Bid*, or other financial information, please contact Investor Relations by sending an e-mail to ir@cgi.com, by visiting the Investors section on the Company's web site at www.cgi.com or by contacting us by mail or telephone:

Investor Relations
CGI Group Inc.
1350 René-Lévesque Blvd. West
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APPROVAL BY THE DIRECTORS

The Board of Directors has approved the content and the delivery of this *Management Proxy Circular*.

Serge Godin
Founder and Executive
Chairman of the Board

APPENDIX A

Stock Options and Share-Based Awards Held by Named Executive Officers

The following tables show all outstanding stock options and share-based awards held by the Named Executive Officers as at September 30, 2014.

	Option-based Awards				Share-based Awards		
Name and title	Number of securities underlying unexercised options[(a)] (#)	Option exercise price ($)	Option expiration date	Value of unexercised in-the-money options[(b)] ($)	Number of shares or units of shares that have not vested[(a)] (#)	Market or payout value of share-based awards that have not vested[(b)(c)] ($)	Market Payout value of vested share-based awards not paid out or distributed ($)
Serge Godin Founder and Executive Chairman of the Board							
	468,750	9.31	October 1, 2018	13,373,438			
	468,750	12.54	September 30, 2019	11,859,375			
	461,505	15.49	September 30, 2020	10,314,637			
					731,206	27,668,835	
			Total:	35,547,449	731,206	27,668,835	

	Option-based Awards				Share-based Awards		
Name and title	Number of securities underlying unexercised options[(a)] (#)	Option exercise price ($)	Option expiration date	Value of unexercised in-the-money options[(b)] ($)	Number of shares or units of shares that have not vested[(a)] (#)	Market or payout value of share-based awards that have not vested[(b)(c)] ($)	Market Payout value of vested share-based awards not paid out or distributed ($)
Michael E. Roach, President and Chief Executive Officer							
	437,500	11.39	October 1, 2017	11,571,875			
	468,750	9.31	October 1, 2018	13,373,438			
	515,625	12.54	September 30, 2019	13,045,313			
	461,505	15.49	September 30, 2020	10,314,637			
					731,206	27,668,835	
			Total:	48,305,262	731,206	27,668,835	

	Option-based Awards				Share-based Awards		
Name and title	Number of securities underlying unexercised options[(a)] (#)	Option exercise price ($)	Option expiration date	Value of unexercised in-the-money options[(b)] ($)	Number of shares or units of shares that have not vested[(a)] (#)	Market or payout value of share-based awards that have not vested[(b)(c)] ($)	Market Payout value of vested share-based awards not paid out or distributed ($)
R. David Anderson, Executive Vice-President and Chief Financial Officer							
	171,875	12.54	September 30, 2019	4,348,438			
	188,188	15.49	September 30, 2020	4,206,002			
					262,883	9,947,493	
			Total:	8,554,439	262,883	9,947,493	

	Option-based Awards				Share-based Awards		
Name and title	Number of securities underlying unexercised options[a] (#)	Option exercise price ($)	Option expiration date	Value of unexercised in-the-money options[b] ($)	Number of shares or units of shares that have not vested[a] (#)	Market or payout value of share-based awards that have not vested[b][c] ($)	Market Payout value of vested share-based awards not paid out or distributed ($)
Timothy W. Gregory, President, United Kingdom							
	18,750	15.49	September 30, 2020	419,063			
	16,880	19.71	September 30, 2021	306,034			
	50,000	23.65	November 26, 2022	709,500			
	49,066	23.65	November 26, 2022	696,247			
	59,484	36.15	September 30, 2023	100,528			
	100,000	37.82	September 22, 2024	2,000			
			Total:	2,233,371			

	Option-based Awards				Share-based Awards		
Name and title	Number of securities underlying unexercised options[a] (#)	Option exercise price ($)	Option expiration date	Value of unexercised in-the-money options[b] ($)	Number of shares or units of shares that have not vested[a] (#)	Market or payout value of share-based awards that have not vested[b][c] ($)	Market Payout value of vested share-based awards not paid out or distributed ($)
Colin Holgate President, Asia Pacific							
	50,000	23.65	November 26, 2022	709,500			
	38,436	23.65	November 26, 2022	545,407			
	68,411	36.15	September 30, 2023	115,615			
	100,000	37.82	September 22, 2024	2,000			
			Total:	1,372,521			

(a) Shows stock options and share-based awards held as at the end of the fiscal year ended September 30, 2014.

(b) Based on $37.84, the closing price of the Company's Class A subordinate voting shares on the Toronto Stock Exchange on September 30, 2014.

(c) Shows the market value for the aggregate number of PSUs held as at the end of the fiscal year ended September 30, 2014.

APPENDIX B

Stock Options and Share-Based Awards Held by Directors

The following tables show all outstanding stock options held by the members of the Board of Directors who are not Named Executive Officers as at September 30, 2014 as well as the in-the-money-value of such stock options. The outside members of the Board of Directors are also eligible to receive DSUs. See the heading *Stock Options and Deferred Stock Units Granted to Directors* in the *Management Proxy Circular* earlier in this document. All DSUs are fully vested at the time of issuance.

The corresponding information for directors who are also Named Executive Officers may be found in Appendix A.

	Option-based Awards				Share-based Awards		
Name and title	Number of securities underlying unexercised options[a] (#)	Option exercise price ($)	Option expiration date	Value of unexercised in-the-money options[b] ($)	Number of shares or units of shares that have not vested[a] (#)	Market or payout value of share-based awards that have not vested ($)	Market Payout value of vested share-based awards not paid out or distributed[b][c] ($)
Alain Bouchard							
	3,813	27.28	April 28, 2023	40,265			
	650	30.79	July 10, 2023	4,583			
	4,000	36.15	September 30, 2023	6,760			
	1,198	38.41	October 16, 2023	0			
	1,471	34.68	January 22, 2024	4,648			
	1,410	36.17	April 16, 2024	2,355			
	1,360	37.50	July 23, 2024	462			
	4,000	37.82	September 22, 2024	80			
							115,147
			Total:	59,153			115,147

	Option-based Awards				Share-based Awards		
Name and title	Number of securities underlying unexercised options[a] (#)	Option exercise price ($)	Option expiration date	Value of unexercised in-the-money options[b] ($)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested ($)	Market Payout value of vested share-based awards not paid out or distributed[b][c] ($)
Bernard Bourigeaud							
	834	9.31	October 1, 2018	23,794			
	834	9.31	October 1, 2018	23,794			
	1,666	12.54	September 30, 2019	42,150			
	2,500	15.49	September 30, 2020	55,875			
	1,688	19.71	September 30, 2021	30,603			
	3,813	23.65	November 26, 2022	54,106			
	4,000	36.15	September 30, 2023	6,760			
	1,537	36.17	April 16, 2024	2,567			
	1,458	37.50	July 23, 2024	496			
	4,000	37.82	September 22, 2024	80			
							56,646
			Total:	240,225			56,646

	Option-based Awards				Share-based Awards		
Name and title	Number of securities underlying unexercised options[a] (#)	Option exercise price ($)	Option expiration date	Value of unexercised in-the-money options[b] ($)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested ($)	Market Payout value of vested share-based awards not paid out or distributed[b][c] ($)
Jean Brassard							
	2,500	15.49	September 30, 2020	55,875			
	1,997	19.28	January 27, 2021	37,064			
	1,897	20.30	April 24, 2021	33,273			
	1,877	20.51	July 28, 2021	32,528			

	Option-based Awards				Share-based Awards		
Name and title	**Number of securities underlying unexercised options[a] (#)**	**Option exercise price ($)**	**Option expiration date**	**Value of unexercised in-the-money options[b] ($)**	**Number of shares or units of shares that have not vested (#)**	**Market or payout value of share-based awards that have not vested ($)**	**Market Payout value of vested share-based awards not paid out or distributed[b][c] ($)**
Jean Brassard							
	1,688	19.71	September 30, 2021	30,603			
	1,995	19.30	October 20, 2021	36,987			
	1,986	19.39	January 26, 2022	36,642			
	1,807	21.31	April 19, 2022	29,870			
	1,605	23.99	July 26, 2022	22,229			
	1,472	26.16	October 18, 2022	17,193			
	3,813	23.65	November 26, 2022	54,106			
	1,577	24.41	January 23, 2023	21,179			
	277	27.12	February 13, 2023	2,969			
	1,690	26.62	April 17, 2023	18,962			
	1,462	30.79	July 10, 2023	10,307			
	4,000	36.15	September 30, 2023	6,760			
	1,172	38.41	October 16, 2023	0			
	1,471	34.68	January 22, 2024	4,648			
	1,410	36.17	April 16, 2024	2,355			
	1,360	37.50	July 23, 2024	462			
	4,000	37.82	September 22, 2024	80			
							473,984
			Total:	454,095			473,984

	Option-based Awards				Share-based Awards		
Name and title	**Number of securities underlying unexercised options[a] (#)**	**Option exercise price ($)**	**Option expiration date**	**Value of unexercised in-the-money options[b] ($)**	**Number of shares or units of shares that have not vested (#)**	**Market or payout value of share-based awards that have not vested ($)**	**Market Payout value of vested share-based awards not paid out or distributed[b][c] ($)**
Robert Chevrier							
	1,756	7.69	January 21, 2015	52,943			
	964	7.00	April 29, 2015	29,730			
	922	7.32	July 8, 2015	28,139			
	808	8.35	October 14, 2015	23,828			
	4,000	8.55	October 21, 2015	117,160			
	771	9.40	January 20, 2016	21,927			
	4,000	7.72	November 20, 2016	120,480			
	1,062	10.36	April 13, 2017	29,184			
	932	11.80	July 20, 2017	24,269			
	2,500	11.39	October 1, 2017	66,125			
	1,024	10.74	October 26, 2017	27,750			
	1,095	10.05	February 1, 2018	30,430			
	1,143	11.64	April 11, 2018	29,947			
	1,353	10.90	August 1, 2018	36,450			
	2,500	9.31	October 1, 2018	71,325			
	1,630	9.05	October 24, 2018	46,928			
	1,706	10.11	January 30, 2019	47,307			
	3,376	10.85	April 24, 2019	91,118			
	3,573	10.67	July 31, 2019	97,078			
	2,500	12.54	September 30, 2019	63,250			
	2,903	13.26	October 22, 2019	71,356			
	2,659	14.48	January 28, 2020	62,114			
	2,099	15.51	April 22, 2020	46,871			
	2,033	14.76	July 29, 2020	46,922			
	2,500	15.49	September 30, 2020	55,875			
	1,880	15.96	October 21, 2021	41,134			
	2,204	19.28	January 27, 2021	40,906			
	2,094	20.30	April 24, 2021	36,729			
	2,072	20.51	July 28, 2021	35,908			
	1,688	19.71	September 30, 2021	30,603			
	2,202	19.30	October 20, 2021	40,825			
	2,192	19.39	January 26, 2022	40,442			

	Option-based Awards				Share-based Awards		
Name and title	Number of securities underlying unexercised options[a] (#)	Option exercise price ($)	Option expiration date	Value of unexercised in-the-money options[b] ($)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested ($)	Market Payout value of vested share-based awards not paid out or distributed[b][c] ($)
Robert Chevrier							
	1,994	21.31	April 19, 2022	32,961			
	1,772	23.99	July 26, 2022	24,542			
	1,625	26.16	October 18, 2022	18,980			
	3,813	23.65	November 26, 2022	54,106			
	1,741	24.41	January 23, 2023	23,382			
	277	27.12	February 13, 2023	2,969			
	1,878	26.62	April 17, 2023	21,071			
	1,624	30.79	July 10, 2023	11,449			
	4,000	36.15	September 30, 2023	6,760			
	1,302	38.41	October 16, 2023	0			
	1,658	34.68	January 22, 2024	5,239			
	1,590	36.17	April 16, 2024	2,655			
	1,533	37.50	July 23, 2024	521			
	4,000	37.82	September 22, 2024	80			
							1,293,863
			Total:	1,809,771			1,293,863

	Option-based Awards				Share-based Awards		
Name and title	Number of securities underlying unexercised options[a] (#)	Option exercise price ($)	Option expiration date	Value of unexercised in-the-money options[b] ($)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested ($)	Market Payout value of vested share-based awards not paid out or distributed[b][c] ($)
Dominic D'Alessandro							
	2,500	14.69	January 26, 2020	57,875			
	1,192	15.51	April 22, 2020	26,617			
	1,762	14.76	July 29, 2020	40,667			
	2,500	15.49	September 30, 2020	55,875			
	1,629	15.96	October 21, 2020	35,643			
	1,997	19.28	January 27, 2021	37,064			
	1,897	20.30	April 24, 2021	33,273			
	1,877	20.51	July 28, 2021	32,528			
	1,688	19.71	September 30, 2021	30,603			
	1,995	19.30	October 20, 2021	36,987			
	1,986	19.39	January 26, 2022	36,642			
	1,807	21.31	April 19, 2022	29,870			
	1,605	23.99	July 26, 2022	22,229			
	1,471	26.16	October 18, 2022	17,181			
	3,813	23.65	November 26, 2022	54,106			
	1,577	24.41	January 23, 2023	21,179			
	277	27.12	February 13, 2023	2,969			
	1,728	26.62	April 17, 2023	19,388			
	1,494	30.79	July 10, 2023	10,533			
	4,000	36.15	September 30, 2023	6,760			
	1,198	38.41	October 16, 2023	0			
	1,471	34.68	January 22, 2024	4,648			
	1,410	36.17	April 16, 2024	2,355			
	1,360	37.50	July 23, 2024	462			
	4,000	37.82	September 22, 2024	80			
							562,492
			Total:	615,537			562,492

	Option-based Awards				Share-based Awards		
Name and title	Number of securities underlying unexercised options[a] (#)	Option exercise price ($)	Option expiration date	Value of unexercised in-the-money options[b] ($)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested ($)	Market Payout value of vested share-based awards not paid out or distributed[b][c] ($)
Thomas P. d'Aquino							
	625	15.49	September 30, 2020	13,969			
	2,386	19.28	January 27, 2021	44,284			
	2,408	20.30	April 24, 2021	42,236			
	2,438	20.51	July 28, 2021	42,251			
	1,688	19.71	September 30, 2021	30,603			
	2,591	19.30	October 20, 2021	48,037			
	2,579	19.39	January 26, 2022	47,583			
	2,223	21.31	April 19, 2022	36,746			
	1,917	23.99	July 26, 2022	26,550			
	1,758	26.16	October 18, 2022	20,533			
	3,813	23.65	November 26, 2022	54,106			
	1,884	24.41	January 23, 2023	25,302			
	277	27.12	February 13, 2023	2,969			
	2,010	26.62	April 17, 2023	22,552			
	1,867	30.79	July 10, 2023	13,162			
	4,000	36.15	September 30, 2023	6,760			
	1,497	38.41	October 16, 2023	0			
	1,802	34.68	January 22, 2024	5,694			
	1,728	36.17	April 16, 2024	2,886			
	1,667	37.50	July 23, 2024	567			
	4,000	37.82	September 22, 2024	80			
							1,319,897
			Total:	486,872			1,319,897

	Option-based Awards				Share-based Awards		
Name and title	Number of securities underlying unexercised options[a] (#)	Option exercise price ($)	Option expiration date	Value of unexercised in-the-money options[b] ($)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested ($)	Market Payout value of vested share-based awards not paid out or distributed[b][c] ($)
Paule Doré							
	2,500	12.54	September 30, 2019	63,250			
	2,500	15.49	September 30, 2020	55,875			
	648	19.28	January 27, 2021	12,027			
	616	20.30	April 24, 2021	10,805			
	609	20.51	July 28, 2021	10,554			
	1,688	19.71	September 30, 2021	30,603			
	648	19.30	October 20, 2021	12,014			
	645	19.39	January 26, 2022	11,900			
	587	21.31	April 19, 2022	9,703			
	521	23.99	July 26, 2022	7,216			
	478	26.16	October 18, 2022	5,583			
	3,813	23.65	November 26, 2022	54,106			
	512	24.41	January 23, 2023	6,876			
	277	27.12	February 13, 2023	2,969			
	751	26.62	April 17, 2023	8,426			
	650	30.79	July 10, 2023	4,583			
	4,000	36.15	September 30, 2023	6,760			
	521	38.41	October 16, 2023	0			
	721	34.68	January 22, 2024	2,278			
	691	36.17	April 16, 2024	1,154			
	667	37.50	July 23, 2024	227			
	4,000	37.82	September 22, 2024	80			
							180,497
			Total:	316,990			180,497

	Option-based Awards				Share-based Awards		
Name and title	securities	exercise	Option expiration date	the-money options[b]	shares or	payout value	value of
Richard B. Evans							
	2,500	12.54	September 30, 2019	63,250			
	2,500	12.54	September 30, 2019	63,250			
	44	13.26	October 22, 2019	1,082			
	1,796	14.48	January 28, 2020	41,955			
	1,676	15.51	April 22, 2020	37,425			
	1,762	14.76	July 29, 2020	40,667			
	2,500	15.49	September 30, 2020	55,875			
	1,629	15.96	October 21, 2020	35,643			
	1,997	19.28	January 27, 2021	37,064			
	1,825	20.30	April 24, 2021	32,011			
	1,779	20.51	July 28, 2021	30,830			
	1,688	19.71	September 30, 2021	30,603			
	2,024	19.30	October 20, 2021	37,525			
	2,034	19.39	January 26, 2022	37,527			
	1,798	21.31	April 19, 2022	29,721			
	1,629	23.99	July 26, 2022	22,562			
	1,441	26.61	October 18, 2022	16,182			
	3,813	23.65	November 26, 2022	54,106			
	1,554	24.41	January 23, 2023	20,870			
	277	27.12	February 13, 2023	2,969			
	1,724	26.62	April 17, 2023	19,343			
	1,539	30.79	July 10, 2023	10,850			
	4,000	36.15	September 30, 2023	6,760			
	1,207	38.41	October 16, 2023	0			
	1,576	34.68	January 22, 2024	4,980			
	1,507	36.17	April 16, 2024	2,517			
	1,430	37.50	July 23, 2024	486			
	4,000	37.82	September 22, 2024	80			
							610,094
			Total:	736,134			610,094

	Option-based Awards				Share-based Awards		
Name and title	Number of securities underlying unexercised options[a] (#)	Option exercise price ($)	Option expiration date	Value of unexercised in-the-money options[b] ($)	Number of shares or units of shares that have not vested[a] (#)	Market or payout value of share-based awards that have not vested[b][c] ($)	Market Payout value of vested share-based awards not paid out or distributed ($)
Julie Godin							
	9,375	12.54	September 30, 2019	237,188			
	9,375	15.49	September 30, 2020	209,531			
	6,330	19.71	September 30, 2021	114,763			
	33,363	23.65	November 26, 2022	473,421			
	25,000	23.65	November 26, 2022	354,750			
	35,000	37.11	November 12, 2023	25,550			
	50,000	37.82	September 22, 2024	1,000			
			Total:	1,416,203			

	Option-based Awards				Share-based Awards		
Name and title	Number of securities underlying unexercised options[a] (#)	Option exercise price ($)	Option expiration date	Value of unexercised in-the-money options[b] ($)	Number of shares or units of shares that have not vested[a] (#)	Market or payout value of share-based awards that have not vested[b][c] ($)	Market Payout value of vested share-based awards not paid out or distributed ($)
André Imbeau							
	107,553	15.49	September 30, 2020	2,403,810			
	3,813	23.65	November 26, 2022	54,106			
	4,000	36.15	September 30, 2023	6,760			
					22,854	864,795	
			Total:	2,464,676	22,854	864,795	

Name and title	Option-based Awards: Number of securities underlying unexercised options[(a)] (#)	Option exercise price ($)	Option expiration date	Value of unexercised in-the-money options[(b)] ($)	Share-based Awards: Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested ($)	Market Payout value of vested share-based awards not paid out or distributed[(b)(c)] ($)
Gilles Labbé							
	2,500	14.69	January 26, 2020	57,875			
	596	15.51	April 22, 2020	13,309			
	881	14.76	July 29, 2020	20,333			
	2,500	15.49	September 30, 2020	55,875			
	815	15.96	October 21, 2020	17,832			
	1,349	19.28	January 27, 2021	25,037			
	1,281	20.30	April 24, 2021	22,469			
	1,268	20.51	July 28, 2021	21,974			
	1,688	19.71	September 30, 2021	30,603			
	1,347	19.30	October 20, 2021	24,973			
	1,315	19.39	January 26, 2022	24,262			
	1,278	21.31	April 19, 2022	21,125			
	1,172	23.99	July 26, 2022	16,232			
	1,075	26.16	October 18, 2022	12,556			
	3,813	23.65	November 26, 2022	54,106			
	1,152	24.41	January 23, 2023	15,471			
	277	27.12	February 13, 2023	2,969			
	1,925	26.62	April 17, 2023	21,599			
	1,665	30.79	July 10, 2023	11,738			
	4,000	36.15	September 30, 2023	6,760			
	1,334	38.41	October 16, 2023	0			
	1,658	34.68	January 22, 2024	5,239			
	1,590	36.17	April 16, 2024	2,655			
	1,533	37.50	July 23, 2024	521			
	4,000	37.82	September 22, 2024	80			
							444,771
			Total:	485,597			444,771

Name and title	Option-based Awards: Number of securities underlying unexercised options[(a)] (#)	Option exercise price ($)	Option expiration date	Value of unexercised in-the-money options[(b)] ($)	Share-based Awards: Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested ($)	Market Payout value of vested share-based awards not paid out or distributed[(b)(c)] ($)
Joakim Westh							
	3,813	27.28	April 28, 2023	40,265			
	4,000	36.15	September 30, 2023	6,760			
	4,000	37.82	September 22, 2024	80			
			Total:	47,105			

(a) Shows stock options held as at the end of the fiscal year ended September 30, 2014.
(b) Based on $37.84, the closing price of the Company's Class A subordinate voting shares on the Toronto Stock Exchange on September 30, 2014.
(c) Shows the aggregate payout value of DSUs held as at the end of the fiscal year ended September 30, 2014.

APPENDIX C

Shareholder Proposals

Proposal Number One – Advisory Vote on the Compensation of Senior Executives

It is proposed that the board of directors adopt a policy setting out that the compensation policy for its five most senior executives shall be submitted to a shareholder advisory vote.

Currently, the shareholders of *CGI Group Inc.* cannot express their opinion on the corporation's senior executive compensation policies. Today, close to one hundred companies offer their shareholders such an opportunity.

It seems that many shareholders are concerned about the company's compensation policy because, at the last annual general meeting, 14% voted against the resolution to approve the replenishment of the shares reserved for issuance under the *Share Option Plan for Employees, Officers and Directors of CGI Group Inc. and its Subsidiaries*.

An advisory vote on the compensation of senior executives is a basic element of good relations with shareholders and allows the Board of Directors to ensure that shareholders are satisfied with its compensation policy and that it maintains a good dialogue with its shareholders, without regard to the number of shares they hold which preserves the good reputation of the company with its various stakeholders and the financial community. It also avoids excessive withholding of votes in the case of directors who serve on compensation committees which may affect their reputation as a director, when shareholders do not have access to an advisory vote to express their dissatisfaction. It is our view that dissatisfaction with respect to a compensation policy should be expressed with respect to the Board of Directors as a whole and not with respect to certain directors.

Board of Directors Response

Devising a compensation policy and related practices as a solid foundation for a successful business is a challenging task that takes a deep understanding of the business and its competitive environment to ensure that our overall compensation approach serves the best interests of the Company.

Shareholders elect directors annually to perform that critical oversight role on their behalf. CGI's Board of Directors has established a Human Resources Committee made up of independent directors who have expertise in human resources management, as well as access to expert advice, comparative data and best practices in the establishment and oversight of executive compensation policy and practices.

As such, CGI's directors devised an executive compensation policy that emphasizes incentive compensation linked to business success, thereby ensuring that the financial interests of the Company's executives are closely aligned with those of shareholders. CGI measures business success on the basis of profit and growth as well as client and member satisfaction. This belief drives the Company's compensation programs, which are designed to attract and retain the key talent CGI needs to remain competitive in a challenging market and achieve continued and profitable growth for shareholders.

Advisory votes, by their binary yes or no nature, do not provide meaningful insight to the Board of Directors and therefore accomplish little to promote a meaningful dialogue with shareholders. The current Canadian regulatory context prevents public companies from knowing who their shareholders really are. In addition, the rules forbidding selective disclosure similarly militate against discussions with interest groups.

The advisory vote process also raises the question of whether all shareholders should benefit from the same voting rights. Studies have shown that, on average, shares of North American public companies are held for short periods of time, often less than six months. A review of applicable legislation to distinguish between short term speculators and investors who have an interest in the long term interests of companies would therefore be in order before the rights of all shareholders are broadened.

Furthermore, several institutional investors exercise their voting power based on recommendations by investor services firms, thereby essentially delegating their voting rights to such organizations. Our experience has been that these firms' one-size-fits-all approach and the quality of their research can be deficient. Advisory firms are also often in blatant conflicts of interest as they provide corporate governance advisory services while also making voting recommendations based on the practices that they advocate. These considerations raise concerns that should also be addressed before considering expanding shareholder rights.

We therefore believe that our directors, whose fiduciary duties include ensuring that the Company's executive compensation policies and practices are the best fit for the Company's business in the competitive arena in which it operates, are uniquely qualified and positioned to effectively play this important governance function in an effective manner.

The Board of Directors therefore recommends that shareholders **vote against** Proposal Number One.

Proposal Number Two – Information on Director Qualifications

It is proposed that the Management Proxy Circular provide more information on the directors' skills as well as the continuing education they receive.

In order to provide shareholders with a better appreciation of the skills that nominee directors bring to the Board, a fair number of companies present a table describing the nominees' experience and skills. In addition, some companies disclose the continuing education courses that directors have taken, which allows shareholders to appreciate whether the directors are remaining current with respect to evolving requirements relating to financial disclosure, risk management, governance, ethics, and executive compensation policy. This type of information allows shareholders to gain a better appreciation for the quality of the candidates proposed for election. We cite the following disclosure concerning a candidate taken from the most recent Management Proxy Circular of the Toronto Dominion Bank:

David E. Kepler

Age: 61
Midland, MI
U.S.A.
Director Since:
December 2013
Independent

Mr. Kepler is the Executive Vice President, Business Services, Chief Sustainability Officer and Chief Information Officer of The Dow Chemical Company, a chemical, plastics and advanced materials manufacturer. Mr. Kepler holds an undergraduate degree in chemical engineering from the University of California, Berkeley, and serves as a trustee for the Berkeley Foundation. Mr. Kepler is also a member of the U.S. National Infrastructure Advisory Council.

Key Areas of Expertise/Experience

- Corporate Responsibility
- Risk Management
- Senior Executive/Strategic Leadership
- Technology

Other Public Company directorships in the past five years

- Teradata Corporation (2007 — present)

Board/Committee Membership	Attendance[7]
Board Risk Combined Total	N/A

Equity Ownership

Year[2]	Common Shares	DSUs	Total of Common Shares and DSUs	Total Value of Common Shares and DSUs[4]	Amount Exceeding/Below SOR
2014	3,000	2,119	5,119	$256,232	($283,768)

These best practices are strongly encouraged by the *Canadian Coalition for Good Governance*.

Board of Directors Response

CGI already provides detailed disclosure concerning our directors' participation in continuing education initiatives. The information is presented in our Management Proxy Circular in the report of the Corporate Governance Committee under the heading *Participation in the Orientation and Continuing Education Program*.

However, we have added a skills matrix to the disclosure concerning our corporate governance practices showing the skills that each of our directors contributes to the CGI Board of Directors. The information is presented in our Management Proxy Circular in the report of the Corporate Governance Committee under the heading *Expertise and Financial and Operational Literacy*.

We have also added the skillset to each director's biography in the Management Proxy Circular, in the same format as the one used in the skills matrix.

On the basis of these changes made to our Management Proxy Circular, and following discussions with the *Mouvement d'éducation et de défense des actionnaires* ("Médac"), it was agreed that Proposal Number Two **would not be submitted to the Meeting for a vote**.

Proposal Number Three – Abolition of Stock Options for Directors

It is proposed that the Board of Directors abolish the practice of granting stock options to its directors.

At the present time, directors who join the Board of Directors for the first time are eligible, at the time of their election, to receive a grant of 4,000 stock options. In addition, the members of the Board of Directors receive each year a grant of 4,000 stock options.

It is our view that the best way to align the interests of directors with those of shareholders is to require a minimum shareholding. That is the position taken by the Caisse and Desjardins in this matter, we cite the position taken by Desjardins[2]:

> "They will vote AGAINST the creation of stock option plans for managers or directors, and will vote AGAINST any addition to existing plans, except for start-up and small cap companies"

While the practice may have been useful in the first years of the company's existence as a result of its limited means to compensate its directors, there is no longer a reason to do so. This may lead to excessive risk-taking and conflicts of interest between the directors and the company.

Board of Directors Response

Following ongoing discussions with certain of the Company's shareholders as part of a process initiated two years ago the Board of Directors has undertaken to cease its practice of granting stock options to its outside directors beginning with the 2016 fiscal year.

On that basis, and following discussions with Médac, it was agreed that Proposal Number Three **would not be submitted to the Meeting for a vote**.

Proposal Number Four – Abolition of Stock Options

This proposal was presented to the Company by Médac but **withdrawn** after discussions between the Company and Médac.

[2] *Policy on the exercise of proxy voting rights*, Desjardins Funds, 2014, Desjardins Wealth Management http://fondsdesjardins.com/information/droit_vote_en.pdf

CGI