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Dear Colleagues:

I am pleased to introduce the updated CGI Federal Inc. (“CGI Federal”) Standards of Ethics and Business Conduct (the “Standards”). I ask that you review it, abide by its principles, and refer to it often in your daily business dealings.

As you know, each year, we renew our commitment to ethics and integrity. The Standards supplement CGI’s Codes of Ethics and serve as a common-sense guide for all CGI Federal members in navigating the additional requirements that we face in the federal marketplace. The Standards reaffirm our duty not only to comply fully with the laws governing our relationship with our primary customer, the U.S. Government, but also to behave ethically at all times when dealing with clients, stakeholders, and other members.

The Standards, however, are just one part of our commitment to ethical behavior. To fulfill our obligations as a federal government contractor, CGI Federal's Ethics and Compliance Program includes: robust training courses (including mandatory annual refresher training, new hire training, and job specific training); monthly ethics awareness bulletins featuring topical issues; a Hotline reporting system for ethical concerns; and corporate policies, procedures, and guidance located on the Ethics and Compliance page of CynerGI. Through these resources, we empower each member to make the right decisions when conducting business, understand the importance of treating one another with respect, and recognize when to report ethical concerns and potential violations.

While it is important to read these materials carefully and use them as a guide in our daily business activities, no single document can anticipate every situation. Consequently, I encourage you to bring any ethics questions or concerns that you may have to the immediate attention of your manager, Human Resources representative, or CGI Federal's Ethics Office. Additionally, if you are aware of a violation or believe appropriate action has not been taken following a reported violation, please contact the CGI Federal Hotline, which is available 24 hours a day at 1-866-594-7369 or www.cgifederal.ethicspoint.com.

I am committed to adhering to the requirements set out in the Standards and observing the highest principles of ethics and compliance in conducting CGI Federal's business activities. I ask for your full cooperation and commitment to these principles and I thank you for all you do on a daily basis to fulfill CGI Federal’s ethical obligations in the federal marketplace.

Sincerely,

Tim Hurlebaus
President
CGI Federal Inc.
Setting the “Standards”
CGI Federal Inc. ("CGI Federal") is committed to maintaining the highest standard of ethical conduct at all times and complying with all applicable federal, state, and local laws, rules, and regulations in the conduct of its business in the federal marketplace. To meet these objectives, CGI Federal has adopted these Standards of Ethics and Business Conduct (the “Standards”) to guide its members in their daily business operations in the federal marketplace.

Our Ethical Framework

CGI Federal’s Standards supplement CGI Group Inc.’s (“CGI’s”) Codes of Ethics (the “Codes”), which include: (1) a “Code of Ethics and Business Conduct” and (2) an “Executive Code of Conduct.” CGI’s “Code of Ethics and Business Conduct” provides detailed information regarding all CGI entities’ commitment to the highest standards of integrity and fair dealing. CGI’s “Executive Code of Conduct” is part of the CGI executives’ commitment to ethical business conduct and practices. Together the Codes articulate the “Tone from the Top” that guides the ethical practices of all CGI entities, including CGI Federal.

CGI Federal’s Standards are intended to be a common-sense guide for its members, highlighting key aspects of applicable laws and regulations that govern CGI Federal’s federal business in the U.S. and abroad. The Standards are not meant to contain a comprehensive listing of all applicable laws and regulations. Additional information about applicable laws and regulations is available from CGI Federal’s Ethics Office and/or Legal Department and through periodic training sessions offered by the Ethics Office.

In addition to complying with the Codes, CGI Federal members must follow the Standards and corporate policies, procedures and guidance to ensure that neither CGI Federal nor its members engage in unacceptable conduct in the federal marketplace.

Applicability of CGI Federal’s Standards

The CGI Federal Standards apply to CGI Federal and its wholly-owned subsidiaries. CGI Federal also expects its subcontractors and agents to obey applicable law, comply with these Standards, and conduct business with integrity at all times.

Duty to Comply

Members of CGI Federal and its wholly-owned subsidiaries must comply at all times with the letter and spirit of all applicable laws and regulations, the Codes, the Standards, and corporate policies, procedures, and guidance. Compliance with our values, however, will sometimes require more than merely following the law. At times, CGI Federal’s high ethical standards will require that its members exceed legal requirements in order to “do the right thing.” CGI Federal’s Legal Department and the Ethics Office are available to help you meet your ethics and compliance responsibilities.

Because CGI Federal conducts business all over the world, it also is subject to the laws of each host country. These laws often are complicated and may even conflict with the laws that govern us here in the U.S. If you have a question or concern about how to interpret the law or which course of action is the best to take, you should contact the CGI Federal Legal Department or Ethics Office for guidance.
CGI Federal conducts periodic internal compliance audits of its business practices to ensure conformance with the Codes, the Standards, and corporate policies, procedures, and guidance. These audits may include unannounced spot audits. CGI Federal members are required to cooperate fully during these internal compliance audits.

**Duty to Consult and Report**

At times, you may find that you need additional guidance beyond what the Codes and the Standards, or corporate policies, procedures, and guidance provide. You also may find yourself in a situation where identifying “the right thing” might not be easy. In such cases, you should seek guidance before taking action by consulting with:

1. Your supervisor, project manager, or any other CGI Federal manager;
2. Your human resources (“HR”) representative;
3. The Ethics Office, which can be reached by phone at 703-227-4555 or email at ethics.officer@cgifederal.com; or
4. The CGI Federal Hotline at:
   - 1-866-594-7369 for domestic calls;
   - For access outside the U.S., please check the following website for access from your location: [https://secure.ethicspoint.com/domain/media/en/gui/30637/report.html](https://secure.ethicspoint.com/domain/media/en/gui/30637/report.html); or
   - Online at [www.cgifederal.ethicspoint.com](http://www.cgifederal.ethicspoint.com).

In addition to the duty to consult when you need assistance, CGI Federal members must report immediately any suspected violations of the Codes, the Standards, and corporate policies, procedures, and guidance or other irregularities by any CGI Federal member, agent, or subcontractor. Reports may be submitted through any of the four (4) resources listed above and may be submitted anonymously if you prefer. All reports of improper conduct will be: (1) treated confidentially to the extent permitted by law; (2) investigated by the CGI Federal Ethics Office; and (3) reported to government authorities, as appropriate. As a matter of law and consistent with CGI Federal policy, no adverse action, retribution, or retaliation of any kind will be taken against a member for reporting in good faith suspected violations or other irregularities.

**Making the Call – The Ethics Hotline**

If you have a concern about an ethical incident or suspect a violation of the Codes, the Standards, and/or corporate policies, procedures, and guidance, you may call the CGI Federal Hotline at 1-866-594-7369 or report to [www.cgifederal.ethicspoint.com](http://www.cgifederal.ethicspoint.com), 24 hours a day, 7 days a week. You should call the Hotline when:

- You want to report a suspected violation of the law, the Codes, the Standards and/or corporate policies, procedures, or guidance;
- You tried to raise a concern through other channels, but did not receive a response that you believe is complete or appropriate;
- You are uncomfortable reporting an issue through the other channels or would prefer to submit a claim anonymously; or
- You are reluctant to contact your management team because you believe that they may not be impartial or for any other reason.

As with the other three (3) reporting channels, the Ethics Office will handle the Hotline Report in confidence to the extent permitted by law, will properly investigate the matter, and will ensure that there is no retaliation against any person who submits a Hotline claim in good faith.
When to Report – When in Doubt, Make the Right Call

When in doubt about whether or not an action complies with the Codes, the Standards, and/or corporate policies, procedures, and guidance, a member should seek assistance. If you cannot answer “yes” to all of the following questions, then it is time to “make the call” for help.

- Are the actions legal?
- Is the conduct or behavior fair and honest?
- Will the action or inaction stand the test of time?
- Will I feel good about the actions or situation afterwards?
- Will it look good in the newspaper?
- Will I sleep soundly tonight?
- Would I advise my child to take the same action?
- Would I feel good if my family, friends, or neighbors knew what was occurring?
- Will I be proud of my action or inaction?
- Would I be comfortable with a competitor taking the same action that is being considered?

Typical Warning Signs

If you have said or overheard any of the following statements in connection with a potential course of action, then there is a good possibility that a violation may result from the contemplated action:

- “Well, maybe just this once . . .”
- “No one will ever know . . .”
- “It doesn’t matter how it gets done as long as it gets done.”
- “It sounds too good to be true.”
- “Everyone does it.”
- “Shred that document.”
- “We can hide it.”
- “No one will get hurt.”
- “What’s in it for me?”
- “This will destroy the competition.”
- “We didn’t have this conversation.”

Such phrases serve as warning signs. When such phrases are used, members should think twice before proceeding with the contemplated action.

What to Expect from CGI Federal’s Ethics Office

The Ethics Office manages CGI Federal’s ongoing Ethics and Compliance Program. As part of this Federal Acquisition Regulation (“FAR”) mandated program, the Ethics Office is responsible for the implementation, monitoring, and enforcement of the Codes, the Standards, and corporate policies, procedures, and guidance (including investigating reports and prompt implementation of any “corrective action”) and an effective training program. Questions regarding CGI Federal’s Ethics and Compliance Program should be referred directly to the Ethics Office at 703-227-4555 or ethics.officer@cgifederal.com.
Ongoing Ethics Compliance Training Program

To meet the Company’s training objectives, consistent with FAR requirements, CGI Federal’s Ethics Office conducts an ongoing ethics compliance training program for all members that focuses on topics uniquely relevant to federal government contractors. This training program is designed to: educate members about the Standards; remind members about the resources available to them to resolve ethics questions related to their jobs; and help members avoid violations of the Codes, the Standards and corporate policies, procedures and guidance that can lead to disciplinary action for them and CGI Federal.

Specifically, the training program includes mandatory ethics compliance training for new hires, mandatory annual ethics compliance refresher training for all members, job-specific training for select members on an “as needed” basis, and company-wide monthly training bulletins on topical issues. All new members are required to complete mandatory ethics compliance training as part of the onboarding process within thirty (30) calendar days of their start date. This new hire training currently consists of one-module: “The CGI Federal Standards: Reviewing Our Obligations as Federal Contractors.” In addition, mandatory ethics compliance refresher training is assigned to all members (except for members completing the new hire training since the last annual refresher training) on an annual basis. As part of the new hire and annual ethics compliance refresher training, each member is required to complete a certification stating that, among other things, he/she has read, understood, and will continue to comply with the Codes, the Standards and corporate policies, procedures, and guidance.

Members who fail to complete assigned training by the required due date will face prompt and escalating disciplinary action, up to and including termination of employment. CGI Federal’s Ethics Office first will issue a warning email to overdue members and their supervisors the day after the training due date. For members who fail to timely complete the training in response to the warning email, the Ethics Office will issue written warnings both to the overdue member and his/her supervisor for placement in their personnel files. Members who do not comply with these warnings and/or repeatedly fail to timely complete assigned training may be ineligible for salary increases and/or bonuses and will be subject to termination.

Member Responsibilities

As a CGI Federal member, it is your responsibility to:

• Read and become familiar with both the Codes and the Standards;
• Comply at all times with the Codes, the Standards, and corporate policies, procedures and guidance in performing all aspects of your job;
• Actively participate in ongoing training sessions and fulfill your annual obligation for mandatory ethics compliance refresher training;
• Annually certify that you will comply with all applicable laws and regulations as well as the Codes, the Standards, and corporate policies, procedures and guidance;
• Consult when you need assistance; and
• Promptly report any suspected violations of the Codes, the Standards and/or corporate policies, procedures, and guidance or other irregularities.

To meet these responsibilities, members are urged to review the Codes, the Standards, and corporate policies, procedures, and guidance on a regular basis, and incorporate them into their daily business practices.
Manager Responsibilities

In addition to their member duties, CGI Federal managers are responsible for serving as role models of appropriate business conduct and ensuring member compliance with the Codes, the Standards, and corporate policies, procedures, and guidance. Specifically, CGI Federal managers are required to:

- Ensure that members read, understand, and comply with the Codes, the Standards, and corporate policies, procedures, and guidance;
- Ensure that their direct reports participate in the ongoing training sessions and complete the mandatory annual ethics compliance refresher training within the specified time;
- Offer assistance and explanations to any member who has questions or concerns related to CGI Federal’s Ethics and Compliance Program, including the Codes, the Standards, and corporate policies, procedures, and guidance; and
- Take prompt and decisive action when a violation of the Codes, the Standards, and/or corporate policies, procedures, and guidance has occurred, in consultation with CGI Federal’s Ethics Office (note, a manager will be held responsible along with the member committing the violation if he/she fails to act when he/she knows that a member is contemplating a prohibited action).

Duty to Cooperate

CGI Federal investigates reports of illegal or unethical action as promptly and confidentially as possible. CGI Federal’s investigations are impartial, fair, and thorough. As part of its investigation, CGI Federal will contact those involved in the situation and provide them an opportunity to explain what happened. If you are involved in an investigation, then you have a responsibility to cooperate and must never destroy or alter documents, lie, or obstruct the collection of information. As a federal contractor, CGI Federal has a legal duty to disclose various forms of wrongdoing to Government authorities.

Right to Inspect

Where permitted by local laws and regulations, CGI Federal may exercise its rights to inspect its property, electronic communications, files, workplaces, and all other resources and assets. Members may not expect privacy when using company property or resources.

Disciplinary Action

Violations of the law, the Codes, the Standards, and corporate policies, procedures, and guidance, or the client policies may have severe consequences for both CGI Federal and any involved members. Violations may jeopardize CGI Federal’s relationships with clients and suppliers and could result in loss of its ability to do business in the federal marketplace. Members who violate any of these rules may expose both CGI Federal and themselves to administrative, civil, and/or criminal sanctions. Additionally, any member who violates or fails to report suspected violations of the law, the Codes, the Standards, and/or corporate policies, procedures, and guidance will face prompt disciplinary action, up to and including termination of employment. CGI Federal also may require violators to reimburse the Company for any losses or damages resulting from the violation.

Non-Retaliation and Whistleblower Protections

CGI Federal strictly prohibits retaliation or retribution of any kind against any member who raises a question or concern in good faith through any reporting channel. It is CGI Federal’s policy to take all reasonable and necessary steps to prevent such retaliation. If you believe that you or others are the subject of retaliation for reporting suspected misconduct or participating in an investigation, then you must report the matter to CGI Federal’s Ethics Office immediately.
Integrity in the Workplace
Fair Treatment and Respect

CGI Federal promotes diversity and equal opportunity for all qualified applicants and members and expects its members to treat each other with dignity and respect at all times. At CGI Federal, there is “zero tolerance” for unlawful discrimination or harassment.

No Discrimination

At CGI Federal, we do not discriminate on the basis of race, color, gender, age, religion, national origin, condition of disability, military service, or status, veteran status, sexual orientation, or gender identification, or any other characteristic protected by federal, state, or local law. To the contrary, we make employment decisions based solely on the relevant qualifications of the applicants and provide equal employment opportunities for all applicants and members. In finding the most capable people to fill our workforce, we seek to provide the kind of inclusive environment where our members can thrive and grow.

Diversity and Equal Opportunity

We recognize the importance of a diverse workplace and are committed to promoting diversity among our members. This commitment requires everyone at CGI Federal to work towards achieving prompt and full utilization of minorities and women at all levels and all segments of the workforce. This effort is especially important because many U.S. Government contractors are required by federal rules to develop and maintain comprehensive affirmative action programs.

No Harassment

CGI Federal does not tolerate harassment of any member based on race, color, gender, age, religion, national origin, condition of disability, military service, or status, veteran status, sexual orientation, gender identification, or any other characteristic protected by federal, state, or local law. Harassment includes racist, sexist, ageist, ethnic, or other inappropriate comments, jokes, actions, or statements, or any comment or action that demeans individuals based on their personal characteristics or creates a hostile, intimidating, or offensive workplace.

What should I do?

Q: My supervisor has made repeated comments about my personal appearance. I told him that his comments were embarrassing and unwelcome. I asked him to stop, but he just laughed. The other day he asked if I’d like to get drinks after work. When I spoke with our manager, she suggested that I might be exaggerating the situation and to just forget about it. I feel very uncomfortable. What should I do?

A: You should immediately discuss the situation with your HR representative or the Ethics Office. This behavior may constitute sexual harassment, which is illegal and wholly unacceptable at CGI Federal. The Ethics Office will investigate your claims promptly and take appropriate corrective action. In addition, your manager appears to have failed to respond appropriately to your concerns, so the Ethics Office also will investigate her inaction.

Q: My manager criticizes my work performance and complains that I frequently miss meetings and leave work early. I believe that she is harassing me and creating a hostile work environment. What should I do?

A: You should report your concerns to your manager’s supervisor or to your HR representative, the Ethics Office, or the Ethics Hotline. Regardless of which reporting channel you choose, CGI Federal will investigate your claims and determine if corrective action is appropriate. You should know, however, that requiring members to adhere to reasonable work rules that are applied consistently to the entire work group is not harassment. Managers are responsible for coaching the members who they manage and raising performance issues.
Safety in the Workplace

CGI Federal is committed to providing a safe and healthy work environment for all members. Accordingly, members are expected to observe the following policies:

**Drug-Free Workplace**

CGI Federal maintains a drug-free workplace. Accordingly, in the workplace, members may not:

- Use, sell, or possess illegal drugs;
- Abuse or misuse controlled substances, prescription drugs, or over-the-counter medications; or
- Abuse alcohol.

Under CGI Federal’s “zero tolerance” policy, any member who violates this drug-free workplace policy will face disciplinary action, up to and including termination of employment. Additionally, members must notify their Human Resources representative within five (5) calendar days of any conviction for violating a criminal drug statute while in the workplace. CGI Federal will report the conviction to the Government, if appropriate and take appropriate disciplinary action against the member.

**Restrictions on Alcohol Use**

With the exception of specially-authorized CGI Federal functions, no member may consume, serve, or be under the influence of alcohol while on CGI Federal property or while performing CGI Federal business. In addition, any member who abuses alcohol outside of working hours in a manner that impairs his/her on-the-job performance may be subject to disciplinary action, up to and including termination of employment.

Alcohol may be served at CGI Federal functions only with the prior approval of a Senior Vice President or his/her designee. In such circumstances, CGI Federal strongly encourages members to use discretion, act responsibly, and behave in a manner becoming to the Company. When working in parts of the world where alcohol use or possession is prohibited, CGI Federal members must comply with local laws.

**What should I do?**

**Q:** My doctor has given me a prescription for a new medication that makes me sleepy at times. I am concerned that it will affect my job performance. What should I do?

**A:** You should immediately notify your HR representative and/or your manager. You are not obligated to provide details about your underlying condition or the medication that you have been prescribed. Your HR representative can work with your doctor after obtaining your signed written consent to determine if an accommodation is appropriate and, if so, what that accommodation should be.

For more information on CGI’s Drug and Alcohol Abuse Policy, please refer to the Drug Free Workplace Compliance Program under Ethics and Compliance on CynerGI.
Prohibition Against Workplace Violence

CGI Federal strictly prohibits workplace violence of any kind. CGI Federal does not tolerate any type of violent behavior in the workplace, whether committed by or against its members. Any member engaging in threats, bullying, harassment, or violent behavior will be subject to discipline, up to and including termination of employment.

Prohibited Items in the Workplace

CGI Federal prohibits the presence of firearms, weapons, and other dangerous objects or substances in or around the workplace (including adjacent areas such as parking lots) except when authorized in writing by a CGI Federal Senior Vice President. In all cases, CGI Federal complies with applicable federal, state, and local laws.

What should I do?

Q: I work with a woman who appears to be angry all the time. Our boss assigned her to work this weekend on a proposal. She yelled that she’s always the one he “picks” on for weekend work and threatened to “get back” at him. What should I do?

A: This could be a potentially dangerous situation. Threats of violence should always be taken seriously. Many people who become violent communicate their intentions in advance, so you should report what you heard to your manager or Security immediately. CGI Federal has a “zero-tolerance” policy for threats or acts of violence.

Following Safety Precautions and Reporting Accidents/Injuries

CGI Federal is responsible for providing training and appropriate personal protective equipment (“PPE”) to all members to ensure that they can perform their jobs safely and effectively. Members must follow all appropriate safety precautions and use all company-provided PPE properly. Members also must report any workplace accidents or injuries immediately to management.

Environmental Responsibility

CGI Federal is committed to environmentally sound business practices. All members are expected to perform their jobs in an environmentally responsible manner. At CGI Federal, we are committed to preserving and enhancing the environment in the communities where our businesses operate. Members are encouraged to participate in this goal to improve our environment in both our workplace and the communities where we live by following good business practices in maintaining a clean environment and establishing specific corporate targets and objectives. That commitment extends to operating our facilities and conducting our business in an energy efficient and environmentally responsible manner.

Responsible Use of Electronic Communication Devices While Driving

CGI Federal recognizes its obligation to enforce responsible use of company-provided and personal electronic devices (e.g., cell phones, iPads, etc.) used for work-related matters. To protect the safety of its members and the community at large and ensure compliance with applicable laws, CGI Federal prohibits the use of electronic communication devices while driving, except to make calls using hands-free equipment. This policy applies whenever the member is operating a motor vehicle with the engine running, including time spent stopped at a red light.
Remember, CGI Federal members must comply with the following rules:

- Do not use electronic communication devices while driving a motor vehicle for verbal or written communications regarding any business matter, except to make a call with an appropriate hands-free device;
- Take special care when using electronic communication devices in inclement weather, when traffic is heavy, or when unfamiliar with the driving area – or stop using them entirely in these situations;
- When in doubt about safety, make calls from a safely parked position;
- Never send or read text or email messages while driving under any circumstances;
- Never send or read text or email messages while walking in an area that is busy with vehicular traffic; and
- Comply with all applicable state and local laws governing use of electronic communications devices while driving.

**What should I do?**

**Q:** I have a long commute so I often take care of some business while in my car. I'm a good driver, so I don’t see the problem if I send an occasional email or text message. Is that okay?

**A:** No. Such conduct is illegal in many jurisdictions including Virginia, Maryland, and Washington, D.C. In addition, such distractions significantly increase the risk of an accident. Members who violate this policy will be subject to discipline, up to termination of employment.

**Accurate Timekeeping**

Client billing, member compensation, and cost estimating depends on a company's ability to record and account for member time worked accurately. Accordingly, CGI Federal is committed to accurate total time accounting and reporting within all of its subsidiaries.

All members are required to comply with CGI Federal's timekeeping policy and procedures and any applicable contract requirements. Members must record all time worked daily and submit timecards weekly accurately reflecting all time worked on both direct and indirect projects. Managers are responsible for ensuring that members know the correct project code for each project assignment. Because CGI Federal is subject to compliance audits and floorchecks by the Government, members who consistently fail internal or external timekeeping audits and floorchecks are subject to disciplinary action, up to and including termination.

Knowingly mischarging your time or falsifying time records violates CGI Federal policy and also may violate the law. No member may knowingly charge time inaccurately or knowingly approve mischarging. Similarly, recording or shifting time worked on one project to another project also is strictly prohibited. Submitting inaccurate or falsified timecards may lead to disciplinary action, up to and including termination.

To ensure accurate time reporting, be sure that you understand and carefully follow CGI Federal's timekeeping policy and procedures. You must obtain the correct charge code before starting work on any new direct or indirect project. If you have any questions regarding time charging, then you should raise them with your manager or the Ethics Office. In all cases, you must take the steps necessary to ensure that your time records are current, accurate, and complete.
**What should I do?**

**Q:** A project manager asked me to prepare a spreadsheet of the new labor categories needed for an upcoming proposal effort. When I asked for the charge code, she said it was not assigned yet and suggested that I use the code for a different project. Can I follow these instructions?

**A:** No. You must charge your time accurately to the correct account. You are not permitted to knowingly mischarge your time (even in compliance with direct instructions from a manager) and should report this instruction immediately. Any manager who instructs subordinates to charge time inaccurately will be subject to discipline, up to and including termination. In all cases, you must insist on obtaining a proper charge code before starting work on any new direct or indirect project.

**Expense Reimbursement**

In addition to accurate timecharging, members must report honestly and accurately their business-related expenses for reimbursement. A member’s signature on an expense report certifies that the information provided is complete and accurate and represents a valid business expense.

**Protecting Confidentiality and Privacy**

During the course of your daily activities at CGI Federal, you may create or have access to confidential information about the Company or its members, business partners, customers, or suppliers. You should protect the confidentiality of such information, never use confidential information for an unauthorized purpose, and may not disclose confidential information to anyone without proper authorization (such proper authorization could include a Non-Disclosure Agreement). This obligation lasts throughout your employment and at all times thereafter. Categories of confidential information that you must protect include:

**Personal Information:** Personal information (sometimes referred to as Personal Identifiable Information or “PII”) includes information about individuals, such as personnel records, social security numbers, salary information, medical records, etc. You must keep personal information protected in compliance with Company policies, laws, and applicable third party/client contract agreements. No member may access or use personal information without an explicit business reason and permission from an appropriate Company manager. Any member with responsibility for personal information is responsible for knowing, complying, and protecting such information from unauthorized disclosure in accordance with all applicable laws and policies and third party/client contract requirements.

**Proprietary Information:** Proprietary information includes non-public, business-sensitive information about CGI Federal’s business, such as trade secrets, bid and proposal information, information about current and potential business partners, confidential financial information, and business plans. No member may disclose or receive proprietary or sensitive information without proper authorization. Further, any person with legitimate access to proprietary CGI Federal information must take steps to protect such information from unauthorized disclosure.

**Classified Information:** CGI Federal often is provided classified and national security information to perform its federal contracts and subcontracts. You must take all steps necessary to protect classified and national security information. Such information can never be disclosed without express authorization from the U.S. Government. CGI Federal’s Security Department manages our programs to protect classified information. Members should refer any questions regarding classified information to the Security or Legal Departments.
Members must be aware of situations where they may inadvertently disclose confidential information. You risk accidental disclosure of confidential information when you:

- Access Company information on non-secured networks or talk about confidential information on cell phones;
- Work in a public setting with sensitive information; or
- Discuss confidential information in public areas (e.g., restaurants, elevators, airplanes, etc.).

At all times, members must be alert to the risks of inadvertent disclosure and must take appropriate precautions to safeguard confidential information. Members also must keep all confidential information out of view of unauthorized people, whether at work, home, or in a public place. Failure to take reasonable precautions to protect confidential information from disclosure and unauthorized use/disclosure may result in disciplinary action, up to and including termination of employment.

What should I do?

Q: When I work on proposal efforts, I have access to confidential information from CGI Federal and our business partners. With whom can I discuss this information?

A: Because the information is confidential, you may disclose it only to those members and consultants with appropriate authorization. Such persons have a specific business need for access to the information because of their role on the proposal team. It is your responsibility to protect this information and make sure that it remains secure. Your obligation to protect confidentiality covers information obtained from CGI Federal’s business partners in the course of a proposal effort. You must exercise the same care in protecting this information as you use to protect CGI Federal’s confidential information.

Q: I believe that some of my co-workers are paid more than I am. Can I ask a friend with access compensation data to look up my colleagues’ compensation information?

A: No. Members may access personal information about their colleagues, such as salary data, only for legitimate business reasons and with appropriate authorization. This information must be kept confidential and cannot be used to satisfy a member’s curiosity about how much his/her peers are paid. Your friend would be subject to discipline and possibly termination if he/she accessed the Company’s confidential compensation data to provide you with this information. You also would be subject to discipline and possibly termination for making this inappropriate request.

Security

Special Security Agreement (“SSA”)

CGI Federal was created under a Special Security Agreement (“SSA”) with the Defense Security Service (“DSS”) in order to insulate CGI Federal’s business with the U.S. Government from undue foreign control or influence by its Canadian parent company with particular emphasis on safeguarding access to classified or export-controlled data from foreign persons. The SSA governs many of CGI Federal’s rules and procedures, including visitation policies and electronic communications between CGI Federal and its corporate parents, CGI Technologies and Solutions Inc. and CGI Group Inc.

CGI Federal members must comply with all terms of the SSA and the related Administrative Services Agreement (“ASA”), including completing monthly SSA attestations and undergoing annual SSA refresher training. Any member who fails to comply with the SSA will be subject to disciplinary action, up to termination of employment. In addition, such conduct could cause CGI Federal to fail its annual inspection by DSS and, as a result, seriously impair its ability to do business with the U.S. Government.
CGI Federal members should contact CGI Federal’s Facility Security Officer (“FSO”) with any questions about security classifications. The specific rules and obligations of the SSA and associated ASA are provided in the Security Awareness Materials under the Security section on CynerGI.

**Security Clearances**

Certain contracts with the U.S. Government that involve information of a sensitive nature may require restricted access and other safeguards to prevent unauthorized disclosures of this secret information. These contracts also may require members who perform services to obtain a security clearance before they can access this information or gain access to certain secured customer facilities. Members who require a security clearance to perform their job should contact the FSO for guidance.

CGI Federal members must ensure that all persons assigned to work on projects that require access to Government confidential information have the appropriate security clearance and are briefed fully on applicable security measures. Members with questions regarding security clearances should contact the FSO or refer to the Security section on CynerGI.

**National Industrial Security Program (“NISP”)**

Because CGI Federal is a defense contractor that deals with classified information, its members are obligated to follow the regulations contained in the National Industrial Security Program Operating Manual (“NISPOM”). Please contact the Security Department for more information.

**Background Investigations**

CGI Federal conducts pre-hire background investigations to: (1) ensure a safe and secure working environment; (2) reduce the risk of theft of property, funds, and proprietary information; and (3) provide a quality workforce to our customers.

Consequently, CGI Federal’s offers of employment are contingent on satisfactory completion of this background investigation. In addition, in limited circumstances, CGI Federal may conduct additional background investigations on current members, such as those members slated to transfer into new roles with fiduciary or executive responsibilities.

CGI Federal members should refer to CGI’s policy regarding Background Investigations under Policies and Procedures on the HR page on CynerGI.

**Physical Security – Badges**

All CGI Federal members, contractors, visitors, customers, and building maintenance personnel must display a CGI Federal access badge to gain access to CGI Federal workspace. This badge must be visible at all times while inside CGI Federal facilities.

Employees of our parent companies (CGI Group Inc. and CGI Technology and Solutions Inc.) or of any other CGI subsidiary are not permitted in CGI Federal space without an escort. CGI Federal members should not allow anyone without a CGI Federal access badge to follow them through the security doors. If you are uncomfortable about confronting an individual without a badge, please ask the FSO for assistance.
Information Systems – Information Technology ("IS-IT") Security

Data Security
CGI Federal recognizes that email and Internet access have become important communication tools for members in conducting business. Members, however, should only use these tools for appropriate authorized uses and are held responsible for the content of emails that they send and receive and the content of Internet sites that they visit. Examples of acceptable use of IS-IT assets include:

- Conducting internal and client work-related business;
- Using common sense with work-related emails and Internet research;
- Ensuring proper email content in sending and receiving work-related e-mail;
- Upgrading professional development skills (training, e-learning, etc.);
- Collaborating with work-related professional contacts and participating in discussion groups on subjects of professional interest; and
- Using personal emails and Internet browsing in a manner that does not interfere with business activities or disrupt services.

Members are required to observe and protect, at all times, intellectual property rights held by CGI Federal and third parties, including copyrights, trademarks, industrial designs, patents, trade secrets, moral rights, contractual rights, and licenses rights.

Members may not use Company-provided IS-IT resources to support a personal business or for any purpose that is disruptive, embarrassing, offensive, or in violation of federal, state, or local law, or CGI Federal policy or procedure. In addition, members are responsible for protecting IS-IT resources and conducting their activities in compliance with applicable policies and standards.

Passwords – File Backup
Members must use effective passwords and file maintenance/back-up procedures to protect CGI Federal’s IS-IT resources. Effective password security includes:

- Protecting computer systems/accounts by applying CGI passwords standards;
- Keeping passwords confidential;
- Changing passwords periodically; and
- Enforcing password and screensaver protection.

Effective file maintenance/backup includes:

- Backing-up files and data regularly;
- Storing files and data in a secure location;
- Adhering to CGI security standards when connecting a non-CGI PC to a CGI network and/or client network; and
- Using legal and licensed applications or software.
Laptop/Computer Equipment Security

CGI provides members with computers and other equipment to help them conduct their work. This equipment should be used only for authorized business purposes. Members must act in a responsible manner by using these IS-IT assets appropriately and taking all necessary measures to safeguard and protect these resources in compliance with IS-IT policies and procedures. Members may never leave laptop computers and other company-provided technology unattended without appropriate safeguards to prevent theft or vandalism. CGI Federal members should refer to CGI’s IS-IT policy under IS-IT on CynerGI for specific guidance regarding IS-IT security.

What should I do?

Q: An offsite meeting took longer than expected and I am not going to be able to return to the office in time to sign my timesheet. Is it okay if I give my co-worker my password to log on and submit my hours for me?

A: No. It is against CGI Federal policy to give your personal password to anyone else for any purpose. Your supervisor can submit your time, but you are required to ratify her actions at your first possible opportunity.

Proper Use of Company Assets

Members may only use CGI Federal property, software, equipment, technology, or facilities for legitimate business purposes. Occasional, reasonable personal use of CGI Federal’s resources is permitted, but may be revoked at any time at management’s discretion. It is not permissible to use company resources for personal business or a political venture. Members do not have a right of privacy when using CGI Federal’s resources. Moreover, CGI Federal has the right to monitor the information contained in its technology and communications systems at any time without notice and may disclose all content at its discretion. Members are prohibited from using offensive, disruptive, defamatory, or disparaging content on company computers, voice mail, and email messages.

Examples of content that should never be sent/received using CGI Federal’s communications systems include:

- Sexually explicit messages, cartoons, images or jokes;
- Profanity or obscenity;
- Intimidating, offensive or hostile material based on sex, age, race, religion, national origin, disability, or other protected legal status; and
- Personal opinions masquerading as the Company’s position.

What should I do?

Q: I am rushing to complete a large financial report for senior management that is due in three days. To crunch the numbers properly and create the financial exhibits, I need an expensive piece of software. My department is under cost constraints and I am not authorized to buy the program. My brother could obtain a pirated copy of the software program for me. Although my boss has not told me explicitly to make a pirated copy of the program, I don’t seem to have much choice. What should I do?

A: A pirated copy of the software is not an acceptable choice. You should never use software programs that are not installed and licensed properly to CGI Federal. You should speak with your manager and explain your constraints and suggest that you work together toward a better solution.
Protecting Intellectual Property

CGI Federal’s intellectual property (“IP”) includes patents, trademarks, copyrights, trade secrets, as well as technical and business knowledge, know-how, and expertise created by CGI Federal members during the course of their employment. CGI Federal’s IP is among its most valuable assets. Examples of IP include:

- Research data and notebooks;
- Software development processes;
- Business analyses and plans;
- Customer and supplier lists;
- Pricing records;
- Plan layouts, engineering designs, and blueprints; and
- Employee lists and organizational details.

Each member is responsible for protecting CGI Federal’s intellectual property and reporting infringements. Members may not disclose business ideas, projects, or plans to anyone who does not have a legitimate “need to know” and not without proper restrictions. Any invention or improvement that you create while working at CGI Federal belongs to CGI Federal and must be disclosed to the Legal Department. Your duty to protect CGI Federal’s IP continues even after you leave CGI Federal’s employment. Members may not disclose or incorporate outside or pre-existing IP into CGI Federal work product without the prior written authorization of CGI Federal’s Legal Department.

Finally, CGI Federal does not tolerate the unauthorized copying, use, or disclosure of another company’s IP. Moreover, members may use another company’s information only with the company’s written consent or if the IP is publicly-available without restriction.

What should I do?

Q: My friend and I were at a restaurant last night. A co-worker was sitting at the next table with a guest who I know works for another major defense contractor. Over drinks, they were talking about both companies’ business plans for the coming year. The conversation involved technology project details that are CGI Federal business-sensitive and have not been released outside the company. They weren’t talking softly, either. I don’t think that they saw me. What should I do?

A: Ideally, you should have said something to your co-worker at the restaurant to prevent any further leak of confidential information, including discussion of some of CGI Federal’s IP. At the very least, you should report the situation to your manager or the Ethics Office to avoid future unauthorized disclosures.

Media Communications: Protecting CGI Federal’s Name and Reputation

CGI Federal strives to be open, accurate, and consistent in its communications with the media. At the same time, CGI Federal must be vigilant in protecting its company name and reputation. To meet these objectives, CGI Federal channels its external communications through its Communications Department and designated spokespersons. Accordingly, members are not permitted to communicate with the media or engage in any external communication on behalf of CGI Federal or its subsidiaries without prior approval from CGI Federal’s Director of Communications. Members also may not use the company brand or logos without prior permission from CGI Federal’s Director of Communications.
Social Media

Social media are primarily internet and mobile-based platforms and tools for people (such as social networking sites, blogs, wikis, virtual worlds, and more) to share and discuss information. CGI Federal supports its members’ responsible involvement in this ever-evolving form of communication. However, because member engagement in social computing activities (both personally/professionally and internally/externally) can have significant influence on a firm’s reputation, the Company has developed a Social Media Policy (a copy of this policy is located on CynerGI) to guide member interactions within social computing when: (1) referencing the Company and its clients; (2) communicating on a personal level and identifying yourself as a CGI Federal member; or (3) communicating in an official capacity as a CGI Federal member. This Policy applies to all social media and new social computing tools and platforms as they become available.

CGI Federal members should not make any statements, give any information related to CGI Federal or its activities, or comment on the plans and activities of CGI Federal customers to the news media without prior approval of CGI Federal’s Director of Communications or CGI Federal’s President. Members must immediately refer all inquiries from any representative of the news media to CGI Federal’s Director of Communications, who will ensure appropriate coordination and review by senior management.
Integrity in the Marketplace
Compliance with Securities Laws and Regulations

**Avoiding Insider Trading**

In the course of employment at CGI Federal, members may learn of “material insider information” related to CGI Federal or other companies before the general public. “Insider information” is information not available to the public learned in the course of CGI Federal employment. Such information is considered “material” if the information would affect a potential investor’s decision about whether or not to make an investment. Some examples of “material insider information” include, but are not limited to:

- Discussions of mergers and acquisitions or divestitures;
- Changes in management structures or hiring/termination of key personnel;
- Awards or cancellations of major contracts;
- Development of new products, services, or processes; and
- Financial information such as corporate earnings.

It is illegal to trade (i.e., buy or sell) stocks based on “material insider information” or pass “insider information” on to someone else who then trades stocks until such information has been released publicly. CGI Federal members, therefore, are prohibited from trading in:

1. Any CGI securities when they possess material insider information about CGI Federal, its parents, subsidiaries, and affiliates; and
2. The securities of any of CGI Federal’s customers, suppliers, subcontractors, or other business partners when they have learned non-public material information about these companies in the course of their employment.

Members also cannot encourage others (including family members and friends) to trade in any securities based on non-public material information. Members can make such trades only after the material insider information is fully-disclosed to the public. Members are advised that insider trading is a serious felony and can result in significant civil and criminal penalties, including imprisonment. Additionally, members are subject to discipline, up to and including termination of employment, for violations. For more information or questions, members should contact CGI Federal’s Legal Department.

Remember, there are two (2) simple rules that can help protect you in this area: (1) do not use non-public information for personal gain and (2) do not pass along such information to someone else without a “need-to-know.” The best way to know if information is public is to read it in the news or see it on television. If you have a question about whether or not information is “material non-public information,” then you should contact CGI Federal’s Ethics Office or Legal Department for guidance.

**What should I do?**

**Q:** I have been working on a proposal and am confident that CGI Federal's efforts will be successful. I would like to buy stock in our parent company based on this development. I recognize that I cannot buy stock at this time based on my knowledge of non-public information, but can I encourage my wife and parents to buy stock? They are not employed by CGI Federal or any CGI company so they’re not insiders.

**A:** No, you cannot use non-public information that you learn through your employment with CGI Federal either directly or indirectly for financial advantage. Since you cannot purchase stock based on this inside information yourself, you cannot encourage others, including your family or friends, to do so.
Q: I am in possession of material inside information about a supplier. Is it okay if I suggest to a family member that they buy the supplier’s stock as long as I don’t tell them the reason why?

A: No. Such action would be considered insider trading.

Q: As a member working in CGI Federal’s Finance Department, it is not unusual for colleagues to ask me in passing, “how are we doing this quarter?” It seems a bit rude to reply, “that’s on a ‘need-to-know’ basis.” What should I say?

A: You should tell them politely when the information will be available publicly. You cannot disclose non-public information to anyone who does not have a “need to know” or use such information for any unauthorized purpose. Similarly, you should not seek out or obtain information that you do not “need-to-know” to perform your own job duties. This obligation lasts during the entire term of your employment or relationship with CGI Federal and at all times thereafter.

Antitrust – Dealing Fairly

CGI Federal competes in the open market with integrity. CGI Federal values healthy competition and is committed to competitive, but fair business practices in dealing with its customers, suppliers, competitors, and members. CGI Federal does not condone unfair dealing or engage in practices that unfairly limit trade, exclude competitors from the marketplace, or create improper competitive advantages. CGI Federal is committed to full compliance with federal antitrust laws. Consequently, all members must comply with all federal antitrust laws and must avoid even the appearance of conduct that would violate these laws.

In dealing with competitors, members must be aware that antitrust laws may apply to their activities and should consult with CGI Federal’s Contracts Department before negotiating with or entering into any arrangements with potential competitors. Members also are prohibited from engaging in and must report immediately the following prohibited conduct to the Legal Department:

- Fixing prices by agreeing with a competitor on prices or setting prices in concert with a competitor;
- Bid rigging by agreeing with a competitor to set the terms or direct the outcome of a bidding process;
- Boycotting suppliers or customers to coerce the suppliers or customers to stop dealing with a competitor;
- Pricing intended to drive competitors out of business;
- Disparaging, misrepresenting, or harassing a competitor;
- Bribery, kickbacks, or stealing trade secrets;
- Entering into agreements or understandings with competitors to divide the market in which they compete by allocating territories or markets and/or limiting the production or sale of products or product lines;
- Conditioning the sale of one product/service on the sale of another unwanted product/service; and/or
- Conditioning the sale or purchase of products/services on the requirement that the seller or purchaser not do business with competitors.

The above described conduct is illegal and can lead to criminal prosecution by the Antitrust Division of the United States Department of Justice (“DOJ”).
To avoid this prohibited conduct, CGI Federal members must develop bid and proposal pricing independently. To that end, members must remember not to discuss the following with competitors:

- Bid pricing strategies, practices, policies, or terms for upcoming procurements;
- Costs or other financial information;
- Targeting certain customers, markets, or geographic territories;
- Potential boycotts of customers, suppliers, or licensors/licensees; and
- Agreement with a vendor or a customer on the prices at which a product will be sold to a third party.

If such topics come up in conversation, then CGI Federal members must notify the other participants that the topic is not appropriate for discussion. If the conversation persists, then the member must leave the discussion and report the incident to the Legal Department.

**What should I do?**

**Q:** I met an acquaintance who works for a competitor at a social gathering. He suggested that we work together to “help” our companies. He offered to provide confidential pricing data and other information about his company’s bids if I would give him the same information. He suggested that sharing this information will improve both companies’ ability to obtain new contracts. What should I do?

**A:** Your acquaintance is suggesting illegal anticompetitive behavior. Both you and the Company could face serious civil and criminal penalties if you agreed to his proposal. You should report this incident to the Legal Department.

**Maintaining Accurate Books and Business Records**

To satisfy applicable laws (including the Sarbanes-Oxley Act), regulations, and best practices, it is essential that CGI Federal and its wholly-owned subsidiaries maintain accurate books and business records. Specifically, CGI Federal’s financial books, records, cost accounts, and financial statements must properly document all assets and liabilities and reflect the true nature of the Company’s transactions.

To that end, members must record costs and financial information accurately, promptly, and completely. Additionally, members must comply with document retention policies and preserve the documentation necessary to support these records. When engaged in quality assurance activities, members also must exercise due care before certifying compliance and ensure that their certifications are always current, accurate, and complete.

Because it is a crime to knowingly make false statements or false claims to the U.S. Government, members who violate these Standards could subject both CGI Federal and themselves to liability, including criminal and civil penalties such as imprisonment, fines, and/or suspension and debarment. Members also are subject to disciplinary action, up to termination of employment, for misrepresenting facts, falsifying records, hiding/destroying Company records, or retaliating against anyone who reports such irregularities to the Government.
What should I do?

Q: I’m in charge of quality assurance. A piece of equipment supplied by a subcontractor does not meet the specifications of our contract. However, it’s close, and I am confident that I can make this equipment work. Can I certify the equipment so we don’t fall further behind schedule?

A: No. Providing a false certification to the Government is a criminal offense. You cannot certify equipment that does not meet the requirements set forth in the contract.

Fraud

Fraud can range from minor employee theft to significant misstatement of CGI Federal’s earnings and holdings. Material financial fraud can have an adverse effect on CGI Federal’s reputation and net worth. Fraud often is accompanied by collusion and stealth. To minimize the risk of fraud to the Company and avoid disciplinary action, including potential termination of employment, members must remember that it is always wrong to:

- Inaccurately record time for reporting purposes;
- Falsify quality, environmental, or safety reports;
- Process or submit false or inaccurate invoices;
- Record false sales or expense reports;
- Understate or overstate known liabilities or assets;
- Alter, remove, or destroy documents except in accordance with CGI Federal policy;
- Make any other false or misleading claim, statement, or communication; or
- Offer, solicit, or accept anything of value in connection with CGI Federal business or permit subcontractors or agents to do so.

Lobbying Restrictions/Political Activity

CGI Federal does not make political contributions with corporate funds or use corporate property, services, or other assets in violation of federal and state law. In addition, CGI Federal members may not participate in lobbying activities without prior authorization from CGI Federal’s Government Relations Group or the Ethics Office.

CGI Federal expects that its members may become involved in civic affairs and participate in the political process. When engaging in these activities, however, members must disclose clearly that they are acting in an individual capacity and not on behalf of the Company. Further, members may participate in these activities only on their own time and at their own expense. Members may not request reimbursement for any expense incurred in the course of their political or civic activities and must be aware that their activities may be restricted under “Pay-to-Play” laws (see section below). Although federal law prohibits corporations from using their general treasury funds for contributions or expenditures in connection with federal elections, corporations are allowed to establish and administer political action committees (“PACs”). Local and state laws also govern political contributions and activities as they apply to their respective jurisdictions.

Federal, state, and local laws also regulate lobbying activity. Lobbying laws typically require registration and reporting. Any act related to lobbying, such as retaining an outside lobbyist, may trigger a registration requirement. Members must contact the Ethics Office or the Government Relations Group or the Ethics Office if they have any questions regarding lobbying activities.
In sum, keep in mind the following guidelines when you consider whether and how to proceed with political activities:

- Indirect expenditures (e.g., travel on corporate aircraft; use of telephones, photocopy machines, facsimile machines, and other corporate equipment) on behalf of a candidate or elected official may be considered corporate contributions;
- A member will not be reimbursed in any manner for political activities;
- If you hold or seek political office, it must be done on your own time; and
- To ensure that there are no conflicts of interest, you must obtain advance approval from the Ethics Office prior to running for political office.

### What should I do?

**Q:** My boss is running for a seat on the city council. She has asked that we help her pass out brochures and offered to give us extra time off if we do so. What should I do?

**A:** With prior Ethics Office approval, your boss is free to run for local office, but only during non-work time and at her own expense. She cannot offer you paid time off or any other benefit in exchange for non-work related activities, particularly those that benefit her personally. In addition, she cannot abuse her authority to pressure you into helping in her campaign. You should report her conduct to the Ethics Office.

### Pay-To-Play Laws

“Pay-to-play” laws are a growing trend in state and local campaign-finance and ethics laws. These statutes are intended to ensure that there are no improper influences when a state or local government chooses to do business with a contractor. Pay-to-play laws may ban or restrict CGI Federal members and/or their families from campaign contributions or gifts, especially when CGI Federal (and its corporate parent or affiliates) is working to retain contracts or bid on new contracts in a particular jurisdiction. If CGI Federal members do not follow these rules, then the Company could be subject to fines, voiding of existing contracts, or loss of the ability to bid on new contracts.

As a CGI Federal member, you may not make any campaign contribution or provide any gifts to a state or local candidate or government employee without first calling the Ethics Office for guidance.

### Byrd Amendment

This law prohibits the use of contract payments to pay any person for influencing or attempting to influence officials of the executive or legislative branches (including members of Congress and their staffs) or the U.S. Government in connection with the award or modifications of U.S. Government contracts. Any questions about the propriety of such payments should be raised with CGI Federal’s Legal Department.

### Contingent Fees

Because federal law limits a company’s ability to enter into certain “contingent fee” arrangements and the exceptions for “bona fide employees/agencies” can be very difficult to apply correctly, CGI Federal prohibits the use of such contingent fee arrangements without prior approval of CGI Federal’s Ethics Office. A prohibited contingent fee arrangement is an arrangement that makes a commission, percentage, brokerage, or other fee contingent upon the success of securing a Government contract.
Integrity of Operations Abroad
Increasingly, CGI Federal’s operations have expanded internationally. When working abroad, CGI Federal members are responsible for complying with the national and local laws of the countries in which it operates. In particular, members must pay special attention to the following laws and seek guidance from CGI Federal’s Legal and Trade Compliance Departments whenever they identify conflicts or have questions about compliance.

Payments to Foreign Officials – Foreign Corrupt Practices Act (“FCPA”)

CGI Federal members are expected to conduct international business in accordance with the highest ethical standards and in compliance with the Foreign Corrupt Practices Act (“FCPA”) and CGI’s Anti-Corruption Policy. The FCPA makes it unlawful to give anything of value to a foreign official for the purpose of obtaining or retaining business. CGI Federal members, therefore, are prohibited from, directly or indirectly, providing, giving, offering, or promising anything of value to foreign officials or foreign political parties, officials, or candidates for the purpose of influencing them to misuse their official capacity to obtain, keep, or direct business or to gain an improper advantage. CGI Federal members must avoid even the appearance of an FCPA violation, including actions taken by third party representatives or agents acting on behalf of CGI Federal. Accordingly, to ensure compliance with the FCPA, CGI Federal members must perform careful due diligence before retaining any representative or agent to do business on CGI Federal’s behalf in another country.

Additionally, to prevent concealment of illegal activity in accordance with the FCPA, CGI Federal has: (1) established and maintains books and records that accurately and fairly reflect its financial transactions and (2) created an effective system of internal accounting controls. As a result, members are required to record all expenditures and transactions accurately and thoroughly in conducting its international operations.

Violations of the FCPA and similar host nation laws may subject CGI Federal and its members to substantial civil and/or criminal fines, suspension/debarment from federal contracting, imprisonment, and/or forfeiture of property. Members who violate the FCPA, and CGI’s Anti-Corruption Policy or fail to report violations of the FCPA also are subject to disciplinary action, up to termination of employment.

What should I do?

Q: I am responsible for overseeing the work of a subcontractor in a foreign country. The subcontractor told me that certain shipments are delayed at the border because a foreign official insists on certain fees being paid. Can I allow the subcontractor to make these payments?

A: No, it is a FCPA violation even if the subcontractor actually makes the illicit payment. Additionally, you could face criminal and/or civil sanctions. You should never assume that such payments are permissible and should contact CGI Federal’s Legal Department before making or authorizing any such payments directly or indirectly through a subcontractor.

Export Control Laws

CGI Federal members must strictly adhere to all U.S. laws, rules, and regulations governing the transfer of items, services, or information to foreign persons located anywhere, including CGI members who are not U.S. persons or U.S. citizens who are located in foreign countries. The primary U.S. regulations governing exports are the Export Administration Regulations and the International Traffic in Arms Regulations.
Integrity of Operations Abroad

Office of Foreign Assets Control Compliance

In addition to export control laws, the regulations of the Treasury Department’s Office of Foreign Assets Control (“OFAC”) impose economic sanctions on certain designated countries, individuals, or entities. Specifically, OFAC regulations prohibit U.S. persons, including employees of U.S. companies located outside the U.S., from transferring, paying, receiving, or otherwise dealing in property or an interest in property belonging to or controlled by designated individuals or entities. For example, OFAC administers comprehensive economic embargoes against countries such as Cuba, Iran, and Sudan that prohibit U.S. persons from engaging in most trade and financial transactions with the embargoed countries. Violations of these regulations carry substantial fines and potential imprisonment. To comply with the OFAC regulations, members must consult with CGI Federal’s Legal or Trade Compliance Departments to ensure that no entity that CGI Federal intends to transact business with appears on the OFAC list.
Anti-Boycott

CGI Federal prohibits its members from taking any action to further or support a boycott not sanctioned by the Government. The Anti-Boycott Act regulations include prohibitions on:

- Refusing to do business with boycotted countries or companies organized under the laws of boycotted countries;
- Performing discriminatory actions or providing information concerning race, religion, gender, or national origin or contributions to charitable organizations that support a boycotted country;
- Furnishing information regarding any past, present, or future business relationship with a boycotted country or its nationals or residents or other boycotted persons, even if the information is publicly-available; and
- Conducting business pursuant to a letter of credit that contains provisions related to a prohibited boycott.

Members must report any request to engage in an unlawful boycott to CGI Federal’s Legal Department immediately.

What should I do?

**Q:** I have an opportunity to enter into a contract with a private commercial company in the Middle East. One of the terms of the commercial contract directs CGI Federal to adhere to and obey all laws of the commercial company’s host nation, which mandates a boycott of Israeli goods and services. What should I do?

**A:** Even a deceptively simple agreement to obey all local laws presents a problem when local law requires support of a boycott not sanctioned by the U.S. Government. Because this is true even in a strictly commercial setting, you must contact CGI Federal’s Legal Department before entering into such an agreement. Even if the offending language can be deleted or suitably modified, CGI Federal must report any request to engage in an unlawful boycott.

Illegal Trafficking

The U.S. Government has adopted a “zero tolerance” policy prohibiting trafficking in persons including a wide variety of trafficking-related activities. Specifically, all contractors, subcontractors, and their employees and agents are prohibited from engaging in the following conduct:

- Engaging in “severe forms of trafficking in persons,” which means: (a) a commercial sex act induced by force or coercion or where the person induced is under 18 years old or (b) recruitment, harboring, transportation, provision, or obtaining of a person for labor or services through the use of force, fraud, or coercion for the purpose of subjecting to involuntary servitude, peonage, debt bondage, or slavery;
- Procuring commercial sex acts;
- Using forced labor;
- Destroying, concealing, confiscating, or otherwise denying access by an employee to the employee’s identity or immigration documents (e.g., passports and drivers’ licenses) regardless of issuing authority;
- Using misleading or fraudulent practices in recruiting or hiring employees;
- Using recruiters that do not comply with local labor laws of the country in which the recruiting takes place;
- Charging employees recruitment fees;
- Failing to pay return transportation for an employee who is not a national of the country where the work on a U.S. Government contract or subcontract is taking place;
- Providing or arranging for housing that fails to meet the host country housing and safety standards; or
- Failing to provide a written employment contract or recruitment agreement, if required by law or contract.
Proper Contracting with Foreign Governments and Overseas Manufacturing

It is CGI Federal’s policy to comply with all federal restrictions regarding end products and foreign government sales. To ensure compliance with laws like the Buy American Act and the Trade Agreements Act and avoid potential violations that could lead to suspension and debarment, CGI Federal members must be alert to situations where: (1) solicitations and/or contracts contain provisions requiring CGI Federal to certify the origin of its manufacturing or (2) CGI Federal is looking to sell services or products directly to a foreign government. In all such situations, members must report the situation to CGI Federal’s Legal Department for assistance in navigating this complex legal area.

Failure to comply with the U.S. Government’s policy may result in: (1) mandated removal of contractor employees from performance of a U.S. Government contract; (2) mandated termination of a subcontract; (3) suspension of contract payments until the contractor has taken appropriate remedial action; (4) loss of award fee during the period of non-compliance; (5) a decision not to exercise available contract options; (6) termination for default; (7) suspension or debarment; and/or (8) civil or criminal penalties for false statements and false claims.

CGI Federal is committed to full compliance with this government policy and has adopted a “zero tolerance” compliance approach. Consequently, CGI Federal members, consultants, subcontractors and other third party agents and representatives are prohibited from engaging in or supporting any of the above-described trafficking in persons or trafficking-related activities.

To ensure its ongoing compliance with applicable FAR and DFARS regulations and clauses, CGI Federal, among other things, implements appropriate compliance plans on all contracts and subcontracts for supplies or services (other than commercial-off-the-shelf items) performed outside the U.S. with an estimated value exceeding $500,000, flows-down the substance of FAR 52.222-50 in all of its subcontracts and third-party agreements (including agreements with recruiting agents), and executes and maintains copies of required prime contractor and subcontractor compliance plan certifications upon award and annually.

Additionally, members must report immediately any actual or perceived violations of this policy to CGI Federal’s Legal Department to enable CGI Federal to investigate, make appropriate disclosures to the U.S. Government, and cooperate fully with any U.S. Government investigation or audit. Any person who violates this policy or fails to report violations of this policy shall be subject to disciplinary action including, but not limited to, removal from the underlying U.S. Government contract or subcontract, reduction in employment benefits, or termination of employment.

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Integrity with our Customers
Delivering Quality Supplies and Services

CGI Federal is committed to delivering quality products and services that meet all contractual obligations and its own stringent quality standards. Specifically, CGI Federal products/services must:

- Meet contract specifications;
- Be made from the quality of materials ordered;
- Be properly tested and inspected;
- Be properly identified as to domestic or foreign-origin, if applicable; and
- Comply with all applicable laws and regulations.

Members must be mindful of any contract-specific quality-control requirements or standards specified in CGI Federal contract agreements and alert the Contracts Department of any such requirements. For additional quality-control information, members should refer to the PMO/Quality tab on CynerGI.

Conflicts of Interest

As discussed below, CGI Federal expects its members to avoid personal and organizational conflicts of interest and the appearance of such conflicts of interest.

Prior Employment

CGI Federal members must respect confidentiality obligations associated with their prior employers and are prohibited from retaining, storing, or using proprietary, confidential, or competition-sensitive information gathered from their prior employers. Members who have concerns or questions about such obligations should contact CGI Federal’s Ethics Office or Legal Department for guidance.

Personal Conflicts

CGI Federal members must avoid situations in which their personal interests might conflict with or appear to conflict with the interests of CGI Federal. A conflict of interest exists when a member’s personal or professional interests differ from the obligations he/she owes to CGI Federal or its clients. As a CGI Federal member, your business decisions always must be based on what is best for the Company and its clients, rather than your private, personal interests. Examples of activities that could create a personal conflict include:

- Accepting employment with a competitor or potential competitor while also employed by CGI Federal;
- Receiving gifts, payments, or services from a vendor seeking to do business with CGI Federal;
- Having a substantial ownership interest in a business that is a customer or competes with or supplies services to CGI Federal;
- Awarding business to a firm owned or controlled by a CGI Federal member or his/her family;
- Acting independently as a consultant to a CGI Federal customer or supplier while employed by CGI Federal;
- Having a personal interest in any CGI Federal transaction;
- Using CGI Federal assets (including CGI Federal IP and proprietary information) for personal gain;
- Having a close, personal relationship with a subordinate member;
- Sitting on a Board of Directors with a current or potential competitor or client of CGI Federal.

Accordingly, members may not participate in any private business or professional activity or have any direct or indirect financial interest that would create a conflict or an appearance of a conflict between their private interests and their responsibilities to CGI Federal and its clients. Members must disclose
any potential conflict of interest to CGI Federal’s Ethics Office to ensure that potential conflicts are avoided and actual conflicts are mitigated appropriately. Any member who violates this policy will face disciplinary action, up to and including termination of employment.

Members also must make hiring and other employment decisions (e.g., promotion, demotion, bonus, termination, etc.) based on merit, not familial or social relationships. To prevent potential conflicts of interest and allegations of favoritism or sexual harassment, members generally are not permitted to have a reporting relationship with a person with whom they have a close, personal relationship. These Standards also apply to CGI Federal’s subcontractors and agents. Members should be attuned to situations indicating that subcontractor or agent personnel may not be complying with the Standards and report all suspected noncompliance to the Ethics Office.

What should I do?

Q: I have a part-time sales job that I do after work and on the weekends. Occasionally, I run off flyers to advertise the products for sale to customers. I use the color copier in the office, but I make sure that no one else needs it at the time. A co-worker says that I shouldn’t use the work copier for my outside work. If I’m not interfering with anyone’s printing, is this printing permissible? What should I do?

A: You may not use Company assets or time to work on an independent business venture. You must stop using Company time and resources to support your part-time job immediately.

Q: My boss is dating someone who works on our floor and reports to a different supervisor. The woman that he’s dating and I have the same job title and very similar responsibilities. We both applied for the same promotion. She was selected, but I believe that I was the better qualified candidate. I have greater seniority and have consistently received outstanding performance ratings. I believe that my boss exercised his influence on her behalf and that she was selected for this reason. What should I do?

A: If you feel that you were overlooked for a promotion for improper reasons, then you should definitely raise your concerns to your boss. If you are not comfortable speaking to your boss about the situation, then you should elevate the issue to his manager or raise the issue with an HR representative, the Ethics Office, or the Hotline. It would appear that your boss has a conflict between his personal relationship with your co-worker and his duty to CGI Federal to select the best qualified candidate for promotion. At a minimum his relationship has created the appearance of a conflict. CGI Federal does not tolerate promotions based on reasons unrelated to work performance.

Outside Employment

Before accepting outside employment, members must consider if the prospective second job could create a conflict of interest with work at CGI Federal or negatively-impact the member’s ability to do his/her CGI Federal job. Taking a second job may make it hard to do either job properly. A CGI Federal member should not accept outside employment with competitors, suppliers, or customers without prior approval from his/her manager, an HR representative, or the Ethics Office.

Outside Directorships

Members may not serve as a director of any outside business organization unless CGI Federal’s Ethics Office approves such service in advance. The Ethics Office will use a number of factors and criteria to determine whether or not to approve a member’s request for an outside business directorship. To be permissible, directorships in outside companies should satisfy a number of business considerations, including, but not limited to: (1) furthering the interests of CGI Federal without creating any personal or organizational conflicts of interest and (2) not detracting in any material way from the member’s
Organizational Conflicts

It is CGI Federal’s policy to avoid, neutralize, or mitigate Organizational Conflicts of Interest (“OCIs”). OCI rules prohibit a federal contractor from serving in conflicting roles when, because of previous or ongoing work, it might be deemed to have an unfair competitive advantage, biased judgment, or impaired objectivity. Because OCI detection, avoidance, and effective mitigation are essential to preserving CGI Federal’s reputation and business opportunities, members must notify CGI Federal’s Contracts Department and Ethics Office immediately of any potential or actual OCIs. Members should be especially alert when a procurement opportunity:

- Includes work for which CGI Federal provided systems engineering and technical direction, prepared specifications or work statements, provided evaluation services, or obtained access to proprietary information;
- Requires setting or influencing the requirements or terms for a future opportunity in which CGI Federal might have an interest in bidding;
- Results in CGI Federal evaluating or recommending its own products and services or those of its competitors; or
- Affords CGI Federal access to proprietary or other non-public information about its competitors.

When an OCI situation arises, members must consult with and obtain prior approval from CGI Federal’s Contracts Department and/or the Ethics Office before submitting a proposal, an OCI mitigation plan, or an OCI certification. Written approval can be in the form of documentation from the step-approval process or separate written approval from CGI Federal’s Contracts Department or Ethics Office.

Procurement Integrity Act

CGI Federal members must obey the Procurement Integrity Act (“PIA”), which generally:

1. Prohibits the acquisition and disclosure of competition-sensitive information such as bid, proposal, or source selection information and
2. Imposes post-employment restrictions on hiring former government employees and military personnel.

Competition-Sensitive Information

To comply with the PIA, CGI Federal members are prohibited from soliciting or receiving any “source selection information” or competitor “bid or proposal information.” “Source selection information” is information prepared by a federal agency for the purpose of evaluating a bid or proposal. “Bid or proposal information” includes: cost or pricing data; direct labor and indirect rates; proprietary information about manufacturing processes, operations, or techniques; and other information marked by a contractor as bid or proposal information. Unless legally authorized (e.g., where a contractor shares information with CGI Federal pursuant to a Teaming Agreement and/or Non-Disclosure Agreement), members should never accept such information from any source. Even in situations where CGI Federal is lawfully in possession of such information, members are prohibited from disclosing such information to any unauthorized persons.

If a member gains access to such information without authorization, then the member must: (1) not read, review, use, copy, access, or distribute the material in any way and (2) contact CGI Federal’s Ethics Office or Legal Department immediately. Any member that knowingly solicits, receives, or
Employment of Former Government Employees and Military Personnel

To comply with the PIA and federal criminal laws (the so-called “revolving door rules”), CGI Federal also must address the restrictions involved in hiring certain current and former Government employees and military personnel (including reservists). Because these legal restrictions are complex, CGI Federal members are required to consult with the Legal Department before contacting or entering into any employment discussions with or making any offers to hire current/former Government employees and military personnel as CGI Federal members, subcontractors, or consultants.

While consultation with CGI Federal’s Legal Department always is required when considering employment of current/former Government employees and military personnel, CGI Federal takes extra care whenever the prospective hire served as a “procurement official.” In these special cases, CGI Federal’s Legal Department requires the prospective candidate to obtain an ethics advisory opinion from his/her Designated Agency Ethics Official (“DAEO”) before the Legal Department will authorize any CGI Federal member to engage in employment discussions with or make an offer of employment to such prospective hires. DAEO determinations are routine and must clearly outline any prohibitions or restrictions associated with the prospective hire.

If, after following these procedures, CGI Federal hires a current/former Government employee or military member, then the HR Department will include the DAEO advisory opinion, along with a summary of any post-employment restrictions, in the new member’s personnel file. Once aboard, before staffing...
the new member on any new project, both the new member and his/her manager must ensure that no post-employment restriction prevents assignment on each new project.

Any member who contacts a current/former Government employee or military member before consulting with CGI Federal’s Legal Department will face prompt disciplinary action, up to and including termination of employment, and may face civil/criminal prosecution by the Government.

What should I do?

Q: I ran into an old buddy of mine who’s going to be retiring next month from his position at the State Department. He mentioned that he’d like to keep working and wondered if there might be anything for him at CGI Federal. He used to be a Contracting Officer so I know he’d be able to help us out on our proposals to the State Department. I told him that I could almost guarantee that we’d have a place for him. After all, he could give us a lot of inside information that would help us in preparing our bids. Can we hire him immediately?

A: You may have already violated the law by engaging him in conversation about a potential job at CGI Federal. Federal law restricts CGI Federal's ability to engage in contacts with current federal agency officials relating to future employment opportunities and provides time limitations on its ability to hire certain agency officials. You should suspend all communications with your friend regarding employment and seek the advice of CGI Federal’s Legal Department.

Communications with the Government

It is CGI Federal’s policy that all statements made to the Government or higher-tier contractors be current, accurate, and complete. Members who fail to comply with this policy will face prompt disciplinary action, up to and including termination of employment.

Representations and Certifications

In the federal marketplace, CGI Federal frequently communicates with the U.S. Government through the submission of representations and certifications in response to solicitations and requests for proposals. For example, in its proposals, CGI Federal typically must certify that it is not presently debarred, suspended, or otherwise ineligible for award of a federal contract. Regardless of whether or not CGI Federal's representations and certifications are submitted via the Online Representations and Certification Application (“ORCA”) or otherwise, the statements made on CGI Federal's behalf always must be current, accurate, and complete or else they subject CGI Federal to administrative, civil, or criminal penalties. To ensure the accuracy and consistency of all such communications, CGI Federal only submits its representations and certifications through its Contracts Department.

False Statements

It is CGI Federal's policy that all statements made to the Government or higher-tier contractor be current, accurate, and complete. Any false statement made or submitted to the Government or passed to the Government through a higher-tier contractor may expose CGI Federal to severe civil and criminal penalties. Accordingly, members may not knowingly or willfully falsify or conceal “material” facts or make materially false or inaccurate statements or representations in any matter within the jurisdiction of the executive, judicial or legislative branches of the U.S. Government. A “material” fact is any fact capable of influencing the decision of the person or body to which it is addressed. This prohibition covers both verbal and written statements such as forms, certifications, invoices, letters, timecards, receipts, and quotes.

To meet this standard, CGI Federal members involved in proposals, bid preparations, and/or contract negotiations must be certain that all statements, communications, and representations to prospective Government customers and higher-tier contractors are accurate and truthful.
**False Claims**

To ensure compliance with the False Claims Act, it is CGI Federal's policy that all claims made to the Government or higher-tier contractors be current, accurate, and complete. The False Claims Act prohibits an individual or company from knowingly submitting or causing the submission of a false claim to the U.S. Government. Under the Act, a “claim” is defined broadly and includes any request, demand, or submission for money or property, whether under contract or otherwise. A “claim” also includes any request, demand, or submission that has the effect of decreasing the Company's obligations to the U.S. Government. As a result, CGI Federal members may not:

- Submit or cause the submission of false claims to the U.S. Government or to a higher-tier contractor;
- Cause a false statement to be made to the U.S. Government or a higher-tier contractor; or
- Make or deliver a false receipt for U.S. Government property.

The Government vigorously enforces the False Claims Act and both the Government and private parties/whistleblowers are empowered to assert claims against the Company for violations. In fact, even a minor oversight on an invoice can form the basis for a civil or criminal false claim exposing the Company to severe penalties and fines (including treble damages), the costs of prosecution, and imprisonment for convicted individuals.

**Other Considerations When Working with the Government**

Once awarded, all contracts must be performed in compliance with applicable specifications, requirements, and contract clauses. Members should refer questions regarding specific contract requirements to CGI Federal’s Contracts Department. Members who fail to comply with specific contract requirements will face prompt disciplinary action, up to and including termination of employment.

**Government Cost Accounting**

The FAR sets forth “cost principles” defining what costs will be considered allowable, allocable, and reasonable in the negotiation, administration, and performance of its contracts. The Government uses these principles to measure what it will pay a particular contractor under cost-reimbursement or incentive-fee-type contracts and also to determine the extent of any pricing adjustments under fixed-price contracts.

The FAR's cost principles are most important with regard to the allowability of costs expended under cost-reimbursement, time and material, or incentive-fee-type contracts. However, the extent to which the cost principles come into play depends, in large part, on the type of contract awarded – fixed price or cost-reimbursement. The cost principles also apply to pricing of change orders, even under fixed-price contracts in many instances. In any event, the FAR requires compliance with the cost principles whenever the Government performs cost analysis (i.e., a review and evaluation of separate elements of cost and profit or fee to determine whether the price is fair and reasonable or to determine cost realism) and incorporates the cost principles in all cost-reimbursement type contracts. Cost analysis is performed when: (1) there is inadequate price competition; (2) prices are not set by law/regulation; (3) the underlying acquisition is not for commercial items; or (4) there is no waiver of the requirement for cost or pricing data. Cost analysis also may be used in combination with other proposal evaluation techniques such as price analysis to ensure that prices are fair and reasonable.

**Allowability, Allocability, and Reasonableness**

It is CGI Federal's policy to maintain adequate records and supporting documentation to demonstrate that claimed costs were incurred, allocable to the contract, and comply with
applicable cost principles. CGI Federal members must exclude from any billing, claim, or proposal, incurred costs that are expressly unallowable or mutually-agreed in a Government contract to be unallowable. Knowing submission of unallowable costs in a claim may subject CGI Federal to liability under the civil and criminal False Claims Act.

- For a cost to be “allowable,” it generally must be: (1) reasonable; (2) allocable to the specific contract; (3) measured and allocated using Cost Accounting Standards or generally accepted accounting principles; (4) in accordance with the terms of the contract; and (5) not within one of the 48 specific types of costs prohibited from reimbursement by FAR Subpart 31.205. Some of the common cost items that are expressly unallowable under the FAR cost principles include: advertising; corporate celebrations and new product announcements; souvenirs and other mementos provided to customers; bad debts; excessive executive compensation; charitable contributions; entertainment; lobbying; and political activity.

- A cost is “reasonable” if the contractor can show that it does not exceed what a prudent person would incur in a competitive business. There is no presumption of reasonableness and the contractor bears the burden to establish cost reasonableness.

- A cost is “allocable” if it is incurred on the specific contract, can be distributed among multiple contracts in reasonable proportion to the benefits received, or benefits the contract indirectly because it is necessary to the overall operation of the business. Common direct costs that can be allocated to a particular contract include materials and labor, while manufacturing overhead and general and administrative (“G&A”) expenses are examples of allocable indirect costs. A cost also is allocable if it is assignable or chargeable to one or more cost objectives on the basis of relative benefits received or other equitable relationship.

Indirect and Forward Pricing Rates

CGI Federal’s cost reimbursement type contracts include a standard clause incorporating the cost principles and requiring compliance with guidance on indirect cost rates and billing rates. Consequently, it is CGI Federal’s policy that the members responsible for submission of CGI Federal’s indirect cost rates and forward pricing indirect cost rates ensure that they are true and accurate.

Truth in Negotiations Act (“TINA”)

Consistent with the Truth in Negotiations Act (“TINA”), it is CGI Federal’s policy that all cost or pricing data in CGI Federal’s covered federal prime contract and subcontract proposals be current, accurate, and complete as of the date of agreement on price. To ensure compliance and accurate certifications, each member involved in the proposal process is responsible for providing current, accurate, and complete data. Additionally, required certificates of current cost or pricing data may be executed only by a CGI Federal officer or his/her authorized designee with prior approval of the cognizant CGI Federal Contracts Director and Pricing Manager. Submission of inaccurate, incomplete, or out-of-date cost or pricing data can lead to discipline and civil/criminal penalties under the False Claims Act.

Submission of Proprietary Information

CGI Federal members often receive requests for the submission of proprietary information (including information relating to CGI Federal’s pricing policies and/or costs) from either the Government or higher-tier contractors, relating to CGI Federal proposals and/or contract performance. These requests also may include representations or certifications by CGI Federal concerning the accuracy, currency, and completeness of the information provided.
CGI Federal members may not disclose or submit company information to anyone without prior management approval. To protect CGI Federal’s proprietary information, members must mark such information with a “confidential” or “proprietary” restrictive legend to prevent unauthorized use and/or disclosure. Members should always consult CGI Federal’s Contracts and/or Legal Departments for guidance regarding the submission of and appropriate measures to protect proprietary information.

Finally, if you receive proprietary information from a supplier, customer, or competitor without proper authorization, such as a Non-Disclosure Agreement, then you must immediately bring the unauthorized disclosure to the attention of CGI Federal’s Legal Department.

**The Service Contract Act (“SCA”)**

CGI Federal complies with the McNamara-O’Hara Service Contract Act (“SCA”) when providing services under certain federal contracts and subcontracts. Specifically, the SCA requires contractors to pay employees the prevailing wages and fringe benefits as established either in a collective bargaining agreement or a wage determination issued by the Department of Labor in the localities where the work is being performed. CGI Federal understands that these obligations may apply to SCA-covered contracts and subcontracts even if the Contracting Officer fails to request or incorporate wage determinations into the federal prime contract. If you are a Service Contract Worker and need clarification on SCA wages and benefits, then you should contact your HR Representative.

**Government Furnished Property and Information (“GFP/GFI”)**

From time to time the Government makes its property and/or information available to CGI Federal for use in performing a contract. CGI Federal is responsible for all Government Furnished Property (“GFP”) and Government Furnished Information (“GFI”) in its possession and bears the risk of loss or damage to this property and information. Typically, GFP and/or GFI will be identified in CGI Federal’s contract schedule or specifications and CGI Federal must account for all GFP/GFI in compliance with the contract’s requirements.

To minimize the risk of damage/loss to GFP/GFI, all members must treat all GFP/GFI with care. Members should ensure that GFP/GFI is used only for the performance of the specific contract for which it was provided to CGI Federal. Members must notify the Contracts Department of any untimely or unsuitable GFP/GFI received by CGI Federal. Additionally, Project Managers must maintain inventory of all GFP/GFI associated with their federal projects in a manner that is easily-auditable by the Government.

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**What should I do?**

**Q:** I supervise a team working in an office shared with other CGI Federal members working on other contracts. My team does not have sufficient laptops. Other members at the shared office have a surplus of equipment provided by the Government. Can I borrow some of the extra Government-provided laptops for my contract? It would really help our team meet some tight contract deadlines and, after all, we are all serving the U.S. Government.

**A:** No, GFP may be used only for its intended purpose. You cannot use equipment provided by Government for use on one contract on a different contract.
Contract Changes, Equitable Adjustments, Claims, and Disputes

Change Orders and Requests for Equitable Adjustment

It is CGI Federal’s policy for members to immediately consult the Contracts Department whenever a change order – written or constructive – is received from the Government or a higher-tier contractor. A change order is a unilateral, written order, signed by the Government Contracting Officer or an authorized representative of the higher-tier contractor, directing CGI Federal to make a change within the general scope of the contract under the authority of the “Changes” clause. Members should not perform the changed work without a signed, written change order from the Contracting Officer or an authorized representative of the higher-tier contractor acting within the scope of his/her authority.

From time to time, CGI Federal also may encounter “constructive” changes. A constructive change is any action or inaction by the Contracting Officer or other authorized Government representative that is not a formal change order but has the effect of requiring CGI Federal to perform additional work beyond the contract’s requirements. Although the Government may believe the action or inaction was proper under the terms of the contract, if, in CGI Federal’s view the extra work is beyond the general scope of the contract, then CGI Federal must immediately notify the Contracting Officer of the change, seek written direction to proceed, segregate any costs associated with the change, and timely-submit a claim for equitable adjustment for any cost or schedule impacts attributable to the change.

Claims and Disputes

At CGI Federal, members may not submit certified or uncertified claims to the U.S. Government or higher-tier contractors without coordination with and approval of CGI Federal’s Contracts Department. If a CGI Federal member thinks that a claim should be filed, then he/she should immediately contact the Contracts Department for assistance. Because claims are subject to “false statements” and “false claims” scrutiny, CGI Federal members must take great care in preparing any claims to ensure that all statements and monetary amounts are current, accurate, and complete.

When disagreements arise under Government prime contracts and subcontracts, CGI Federal must follow detailed procedures to resolve the disputes. Keep in mind that, under federal government contract law, regardless of the nature of the dispute, CGI Federal generally is obliged to continue performance pending dispute resolution.

Gifts and Gratuities to Government Customers

Appropriate gift-giving can be an acceptable part of conducting business, however, when conducting business with and for the Government, there are very limited exceptions. The Government has restricted the ability of its employees to accept gifts in order to avoid situations that may compromise their objectivity or appear to do so. Because Government employees generally may not accept gifts or business gratuities, CGI Federal members must be very careful to avoid any action that could be perceived as an improper gift or business gratuity in dealing with our Government customers.

The terms “gifts” and “gratuities” are defined very broadly and can include any of the following items:

- cash
- honoraria
- services
- local travel
- lodging
- meal/drinks
- training
- entertainment and recreation (e.g., tickets, passes, greens fees, etc.)
- door prizes
- equipment or facilities
- discounts
- promotional items
- use of a donor’s time, materials, or transportation
The Government strictly enforces this prohibition and allows only very limited exceptions. While Government employees/representatives are permitted to receive business courtesies with a total fair market value of $20 or less per occasion and no more than $50 from a single company per calendar year, CGI Federal members are not permitted to give gifts or gratuities of any kind to a Government employee/representative without first consulting with the Ethics Office. Any CGI Federal member who gives, offers, receives, or discusses offering or receiving a gift or gratuity in violation of these provisions will face prompt disciplinary action, up to and including termination of employment, and also may face administrative, civil, or criminal prosecution by the Government.

**What should I do?**

**Q:** I plan to hold a team meeting and include representatives of our customer. I want to provide time for everyone to talk and get to know each other. I thought that a catered lunch at the office would create an appropriate setting. Is there any problem with this idea?

**A:** CGI Federal members cannot provide gifts to government employees and the meal that you propose would violate this restriction. You can provide a meal only if you set out a “fair share” box so each government participant can pay the fair market value of his/her own meal.

**Bribery**

CGI Federal does not allow or engage in bribes of any kind. In its simplest form, a bribe is something of value offered directly or indirectly in return for favorable treatment. Federal law provides severe penalties to companies and individuals for bribery of public officials. Because even the perception of a bribe can irreparably damage CGI Federal’s reputation, CGI Federal members must avoid any action that creates even the appearance of offering, soliciting, making, or providing any kind of payments, favors, or contributions, especially to public officials. Under CGI Federal’s “zero tolerance” policy, members face prompt disciplinary action, up to and including termination of employment, for failing to report suspected bribery or making a bribe. Members also may face administrative, civil, and criminal prosecution by the U.S. Government for violations.

**Anti-Kickback Act**

As a CGI Federal member, you may be offered a gift by a subcontractor, vendor, or supplier. Such gifts may be considered “kickbacks” or attempts to sway your judgment and are prohibited by CGI Federal policy and the Anti-Kickback Act (see Soliciting/Receiving Gifts and Entertainment section below).

The U.S. Government vigorously enforces the Act to ensure that federal contractors and subcontractors do not solicit or accept anything of value that is given for the purpose of obtaining favorable treatment. Consequently, CGI Federal members must not offer, provide, solicit, accept, or discuss offering or accepting a “kickback,” regardless of value, for the purpose of obtaining or rewarding favorable treatment in connection with the award of a federal government contract or subcontract. Members also must avoid any action that creates even the appearance of a “kickback” and promptly-report suspected violations.

Members must consult the Ethics Office if they receive any gifts or offers of gifts from a subcontractor, vendor, or other person seeking to do business with CGI Federal. Members who violate this anti-kickback policy or fail to report suspected violations will face both prompt disciplinary action, up to and including termination of employment, and potential administrative, civil, and criminal prosecution by the U.S. Government.
The most basic forms of kickbacks are easy to recognize — *e.g.*, cash, lavish entertainment, vacations, etc. However, most people who are inclined to engage in improper activity attempt to mask their true motives. Members must be aware of warning signs that might indicate that a subcontractor or agent is providing something of value to CGI Federal and/or a CGI Federal member for the purpose of obtaining favorable treatment in connection with a federal procurement. Members should contact CGI Federal’s Ethics Office for guidance whenever such situations arise. In addition, kickbacks sometimes are disguised as “management fees.” For example, one company may pay another company that employs former government officials a “management fee” to gain access to current federal procurement officials. This form of payment can be a form of “access” kickback or a “pay-to-play” kickback.

One often misunderstood nuance of the Anti-Kickback Act is that kickbacks can occur at any level, between any participants involved in a federal procurement. Thus, kickbacks can occur between and among CGI Federal subcontractors, even between two first-tier subcontractors. Another overlooked aspect of the Anti-Kickback Act is that it applies to all federal procurements, regardless of contract type. The fact that the federal procurement involves a fixed-price or time-and-materials type contract, including those for commercial items and services, does not exempt the procurement from Anti-Kickback Act restrictions.

Finally, the Anti-Kickback Act has its own mandatory disclosure provision that requires federal contractors and subcontractors to report kickback activity to the Government. Members must report immediately all suspected kickback activity to the Ethics Office for appropriate action.

### What should I do?

**Q:** A neighbor of mine has great seats for our local professional football team’s games. He and I have watched a number of games together in our homes. He has offered me tickets to the next game. He works for a company that I happen to know is a subcontractor for CGI Federal on a significant program about to be re-competed next month. Can I accept the tickets?

**A:** No. Even though you have known your neighbor and discussed football for some time, the connection between his ticket offer and his working relationship as a subcontractor to CGI Federal is just too close. Your acceptance of the tickets could provide the appearance of accepting something of value to provide the subcontractor favorable treatment.

**Q:** A subcontractor states that it pays another, larger subcontractor an unexplained fee for the right to be on the larger subcontractor’s team. You shrug and conclude it is none of your business, given that it is strictly an arrangement between subcontractors. But then you find out that the subcontractors are both first-tier subcontractors. You ask, “can the subcontractor’s unusual ‘management fee’ constitute some form of a kickback that I must report, even though CGI Federal is not itself involved?”

**A:** Yes. You should report the situation to the Ethics Office or Legal Department immediately so they can conduct the necessary inquiries to determine if this management fee could be improper.
Government Audits and Investigations

CGI Federal is committed to full cooperation with government audits and investigations involving requests for information and documents in its possession to which the Government is legally entitled. As a government contractor, CGI Federal regularly responds to and interacts with federal, state, and local regulators, investigators, auditors, and officials (“government agents”).

While typically government investigators/auditors contact the Legal Department, occasionally, they contact members directly. In such cases, members are advised to:

- Collect each government agent’s basic information (i.e., name, title, business phone/address, and agency);
- Review each government agent’s credentials and/or business cards and make copies for the Company’s files;
- Determine what the government agent(s) wants – i.e., what is the purpose of the government agent’s email/call/visit and who does the government agent want to speak with;
- Be polite and cooperative and refer the government agent to the CGI Federal Legal Department so it can coordinate any responses to the government’s requests;
- If served with a subpoena directed to the Company, a member should advise the person serving the subpoena that the CGI Federal Legal Department is authorized to accept service of a subpoena on behalf of the Company. Members should not make any statements regarding the Company’s compliance and are advised to consult the CGI Federal Legal Department regarding any requests by a government agent for documents, copies of documents, or other tangible evidence during the initial service of a subpoena or during an interview;
- In the case of a search warrant, members immediately should seek guidance from the CGI Federal Legal Department and should never do anything that could be construed as interfering in any manner with the audit/investigation (e.g., destroying, altering, or removing responsive evidence/documents; providing false/misleading information; or preventing others from providing responsive evidence/documents);
- Obtain a complete copy of any subpoenas, warrants, affidavits, etc.;
- Request copies or a complete list of anything removed by government agents; and
- Immediately contact (and provide the above information to) the CGI Federal Legal Department to manage Company compliance with any such requests or direction.

If a government agent requests an interview, members should keep in mind that they: (1) always have the right to speak directly with government agents, the right to decide not to be interviewed, and the right to consult with an attorney before deciding to be interviewed; (2) are advised to notify the Legal Department and defer the interview if the interview pertains to Company business; and (3) may exercise their right to be represented by their own private attorney at their own expense. Finally, consistent with CGI Federal’s commitment to cooperation with audits/investigations, members are required to cooperate fully with government agents/investigators/auditors and must be truthful in their communications to the best of their knowledge and belief. Members should not respond to any question unless they are sure that the response is complete and accurate. Nothing in this policy should discourage a CGI Federal member from reporting any suspected illegal activity to the appropriate regulatory authority.
**Mandatory Disclosures to the U.S. Government**

Consistent with the FAR’s mandatory disclosure rules, it is CGI Federal’s policy to timely-report to the U.S. Government credible evidence of: (1) federal criminal violations involving fraud, conflict of interest, bribery, or gratuity violations; (2) violations of the civil False Claims Act; and (3) significant overpayments. This mandatory disclosure obligation continues up to three (3) years after contract close out. To comply with these obligations, CGI Federal members must immediately report potential violations and significant overpayments to CGI Federal’s Ethics Office or anonymously to CGI Federal’s Hotline. Members face disciplinary action for failure to report potential violations.

**What should I do?**

Q: I received a telephone call and the caller identifies herself as a Government agent and asks for files regarding several CGI Federal members. I have access to the relevant files. What should I do?

A: You should request the investigator’s name and contact information and politely explain CGI Federal’s policy to cooperate with Government investigations through its Legal Department. You should provide the agent with the contact information for a member of the Legal Department and then you should contact the Legal Department directly for further instructions while the agent waits.

**What should I do?**

Q: While preparing a client’s invoice I realized that the time billed on a particular project is inaccurate. I discussed this discovery with the Project Manager, but he says that it’s too late to submit a change and he’ll just charge less next month so it all evens out. What should I do?

A: You should discuss your concerns with your manager, the Legal Department, or the Ethics Office. It is never acceptable to knowingly submit or leave unresolved an inaccurate invoice and could lead to significant civil or criminal penalties for you and the Company.

Q: The bid that I’m working on requires five (5) Past Performance examples of work performed as a prime contractor. It turns out that one of the best and most highly-rated examples was work that we did as a subcontractor. It would be a shame not to include this information in the proposal. Would it be acceptable to submit the example omitting the fact that CGI Federal was a subcontractor and not the prime contractor?

A: No. Submitting the proposal this way constitutes a false statement to the Government, which is unethical and illegal. It is essential that all statements made to the Government, whether oral or written, are current, accurate, and complete. CGI Federal members cannot omit material information in any submission made to the Government.

**Proper Use of Non-Public Government Information**

Sometimes, the Government authorizes and/or requires CGI Federal members to access and use nonpublic government information in performing its federal prime contracts and subcontracts. Nonpublic government information is any information that a member gains by reason of his/her role as a federal government contractor and he/she knows (or reasonably should know) has not been made available to the general public, regardless of whether or not the information is marked with a restrictive legend. Nonpublic government information includes, but is not limited to, information that: (1) is exempt from disclosure under the Freedom of Information Act (“FOIA”); (2) the Government has designated as confidential or classified; or (3) has not actually been disseminated to the general public and is not authorized to be made available to the public upon request. Nonpublic government information covers a broad array of information such as: government requirements information; systems information; procurement-sensitive information; source selection information; PII; and...
classified information. It is CGI Federal’s policy not use or allow the use of nonpublic government information to further its own interests or the interests of third parties.

As trusted consultants, CGI Federal members must act with due care and take appropriate measures to safeguard nonpublic government information as required by their assigned contracts and subcontracts, specific Non-Disclosure Agreements (“NDAs”) and other restrictive agreements, and applicable federal laws and regulations. In some cases, the Government places additional restrictions on the use of nonpublic government information by requiring individual members to execute personal NDAs. Typically, these NDAs: (1) prohibit sharing of nonpublic government information, directly or indirectly, with any individuals except for authorized government, contractor, or subcontractor personnel; (2) restrict use of nonpublic government information for any purpose other than activities directly specified in their assigned contracts/subcontracts; and (3) require compliance with NDA restrictions for the duration of their contract/subcontract or, sometimes, indefinitely.

When performing as an incumbent contractor, CGI Federal members often acquire specific firsthand knowledge and expertise regarding a government program or project. While a member may know certain information regarding the program or project and may have had a role in developing or creating nonpublic government information, a CGI Federal member may access and use this information only to the extent authorized by the Government. Absent the Government’s written consent, CGI Federal members shall not use nonpublic government information for any purpose other than performance of their assigned federal government contracts and/or subcontracts. Members, however, may draw upon their firsthand knowledge and technical experience in delivering services and preparing proposals to CGI Federal’s U.S. Government customers, provided that they do not leverage anything beyond their own memory (i.e., members cannot use nonpublic government information such as draft documents, deliverables, email correspondence, and other work products even when such information was produced by CGI Federal). While leveraging the incumbent’s advantage is permissible, members must be cautious that their proposal activities do not demonstrate preferential treatment or other improper action that could be construed as an unfair competitive advantage OCI.

Unauthorized access and misuse of nonpublic government information potentially can expose CGI Federal to various legal and business risks including, but not limited to: OCIs; Procurement Integrity Act violations; timekeeping violations; exclusion from federal government procurements; bid protests; government claims and/or cost disallowance; contract and subcontract terminations; government investigations and/or audits; and/or suspension and debarment. Accordingly, members must seek guidance from his/her manager or supervisor, the Ethics Office, or the Legal Department whenever he/she believes that there is a risk of improper use of nonpublic government information.
Integrity with our Suppliers
Properly Engaging Consultants and Third Parties

CGI Federal only works with third parties (e.g., consultants, subcontractors, vendors, suppliers, etc.) that share its commitment to integrity. CGI Federal treats its business partners with fairness, courtesy, and respect and expects its business partners to live up to its “Standards” and operate under effective compliance programs within their own organizations. CGI Federal honors its contractual commitments and expects its business partners to do the same in return.

To that end, business integrity and commitment to obeying the law are always an important consideration when CGI Federal selects and retains its business partners. Of course, CGI Federal members are never permitted to retain a third party to conduct business in a manner that is contrary to these Standards or could undermine CGI Federal’s integrity in the federal marketplace. For example, members are never permitted to retain third parties for the purpose of paying bribes or kickbacks, engaging in industrial espionage, obtaining the proprietary data of a third party without authority, or improperly gaining inside information or influence. Members must consult with CGI Federal’s Subcontracts and/or Purchasing Departments before entering into any third party agreement, which must include a term requiring the third party’s compliance with these Standards and all applicable laws and regulations.

Selecting Third Party Suppliers

Like the U.S. Government, CGI Federal selects its third party suppliers (e.g., consultants, subcontractors, vendors, suppliers, etc.) on a best value basis considering objective criteria such as price, technical expertise, ability to meet delivery schedules, business reputation, financial stability, production capacity, and past performance. CGI Federal selects its business partners with care because the action and inaction of its business partners impacts CGI Federal’s reputation in the federal marketplace.

When dealing with third party suppliers, CGI Federal’s Subcontracts and Purchasing Departments: (1) requires competitive bids to the maximum extent possible; (2) must justify any sole source selections; and (3) fairly-evaluates all proposals and quotes. When contracting in the U.S., CGI Federal also seeks to maximize subcontracting opportunities for small and small disadvantaged business partners.

What should I do?

Q: I’ve become quite friendly with one of our long-standing vendors. Our spouses are close friends and we are thinking about taking everyone on a family vacation together. Is this joint vacation plan permissible?

A: Never let a friendship with a vendor substitute for your good business judgment. Keep in mind that others may look at this relationship differently and jump to the conclusion that you will favor this particular vendor in future business dealings. Given the appearance of a potential conflict, you should talk to your manager and the Ethics Office to review your role in the selection of this vendor and see if there is any mitigation strategy that might help address any negative perceptions.
Soliciting/Receiving Gifts and Entertainment

CGI Federal’s business transactions should always be free from even a perception that any favorable treatment was sought, received, or offered by gifts, favors, hospitality, entertainment or similar gratuities. While there may be circumstances where it would be permissible to accept such items, CGI Federal members are expected to behave ethically and follow the guidelines below to ensure that our good business judgment is not compromised:

- **Soliciting Gratuities:** Members may never solicit, directly or indirectly, for CGI Federal’s benefit, their own benefit, or for the benefit of another person, any gift, favor, or other gratuity from a person or organization with which CGI Federal does business or that seeks to do business with CGI Federal. Soliciting a gift, favor, or other gratuity is strictly prohibited regardless of the nature or value of the item or service.

- **Giving and Receiving Gratuities:** Members may not give or accept business courtesies that: constitute or could be reasonably perceived as constituting unfair business inducements; could violate the law, regulations, or CGI Federal’s Standards; or could cause embarrassment or reflect negatively on CGI Federal’s reputation.

Before accepting any gift or entertainment from a third party, members should discuss the offer with their manager and/or the CGI Federal Ethics Office. Such gifts or entertainment might even be construed as kickbacks (see Anti-Kickback Act section above).

**What should I do?**

**Q:** At a recent trade show, I dropped my business card in a supplier’s raffle and won an iPod. I do not actually work with this supplier as part of my CGI Federal job responsibilities. May I keep it?

**A:** Assuming that the raffle was open to all attendees at the trade show, you are permitted to accept the iPod. CGI Federal members also may accept nominal courtesies from a supplier. It is the personal responsibility of each member in consultation with his or her manager to ensure that accepting such business courtesies is modest and proper and could not reasonably be construed as an attempt by the offering party to secure favorable treatment.

**Q:** A supplier has invited me to visit its facility and has offered to pay for the travel expenses. Our budget is tight and this would really help our department. Should I allow the supplier to pay?

**A:** No. Members are not permitted to accept expense-paid travel or accommodations (i.e., transportation, lodging, or subsistence) from present or potential suppliers or other business relations. Authorized expenses for business travel must be accounted for and reimbursed in accordance with established CGI Federal policies and procedures.

**Q:** A supplier has invited my spouse and I to a dinner followed by a concert. May I accept?

**A:** Members generally may accept modest gifts or entertainment. However, this offer may exceed the definition of a “modest gift.” Prior to accepting any gifts or entertainment from a supplier or potential supplier, you should consult with a member of CGI Federal’s Ethics Office. The Ethics Office will be able to help you determine whether or not you can accept the invitation under these specific circumstances. Keep in mind, cash or equivalent may never be accepted.
Use of Suspended/Debarred Suppliers

In keeping with the FAR, CGI Federal does not do business in the federal marketplace with persons or companies that are “ineligible” third parties – i.e., third parties that are suspended, debarred, or proposed to be debarred or on a denied, restricted or excluded party list. Accordingly, before entering into any new contract agreement (e.g., Non-Disclosure Agreement, Teaming Agreement, Subcontract, Purchase Order, etc.), members must work with the CGI Federal Contracts, Subcontracts, and Purchasing Departments to ensure that no third party (e.g., individual, subcontractor, vendor, supplier, consultant, etc.) that CGI Federal intends to do business is “ineligible” according to the Consolidated Screening List. To safeguard CGI Federal’s interests, multiple eligibility status reviews should be conducted over the life of any business relationship with a third party – i.e., when discussing an opportunity and entering into an Non-Disclosure Agreement; when entering into a Teaming Agreement to pursue an opportunity; when entering into a subcontract, consultant agreement, or executing a purchase order; and when conducting any audit/compliance review of the third party relationship.

Members, may not enter into a new contract agreement with an ineligible third party, unless prior approval has been obtained from CGI Federal’s Legal Department. In addition, if a member discovers that a third party with which CGI Federal already is doing business is ineligible, then the member must report the discovery immediately to CGI Federal’s Legal Department so that CGI Federal can evaluate the situation and take appropriate action.
Living the Commitment to the Standards
Key Messages

CGI Federal is committed to living up to these “Standards” and is proud of its reputation for integrity in the federal marketplace. To help maintain its commitment to ethics and compliance, members should remember the following principles in conducting CGI Federal’s daily business:

- It is important to respect the dignity of everyone;
- You should listen openly to concerns and suggestions;
- We must follow the laws and rules that govern our work carefully;
- You do not have to make tough decisions alone, reach out to your manager, your HR representative, or the Ethics Office for help;
- We will not compromise our integrity to meet financial goals or reach company plans;
- It is CGI Federal’s obligation to protect its members from retaliation;
- Ethical business behavior is simply good business;
- CGI Federal will walk away from business that requires it to act illegally or unethically or that places its members in situations that may compromise its integrity; and
- Each member is responsible for his/her own actions and, collectively, we are responsible to one another.

Keeping the Standards High: Questions and Comments on the Standards

CGI Federal’s Ethics Office will review periodically and update, modify, and supplement these Standards and its corporate policies, procedures, and guidance as needed to ensure currency and continued effectiveness. The Ethics Office will distribute formal updates to the Standards and its corporate policies, procedures, and guidance via email, written notices, and through postings on the Ethics and Compliance page on CynerGI. However, the most current version of the Standards can always be found on the Ethics and Compliance page on CynerGI.

To help maintain CGI Federal’s high standards for its Ethics and Compliance Program, members are encouraged to forward any questions or comments regarding CGI Federal’s Standards and its corporate policies, procedures, or guidance to cgi.federal.compliance@cgifederal.com.

Annual Certification

Annually, all members are required to review these Standards and actively participate in CGI Federal’s ongoing Ethics and Compliance Program, including the mandatory ethics compliance refresher training. Failure to complete the annual refresher training and certification process by the required due date may result in disciplinary action, up to and including termination of employment. As part of CGI Federal’s commitment to ethics and compliance, each member is required to certify that, among other things, he/she has read, understood, and will continue to comply with the Codes, the Standards, and applicable corporate policies, procedures, and guidance.

Members with computer access will complete their annual certification as part of the annual refresher training program (or for new members as part of the on-boarding process). Members without computer access will be required to complete a printed certification. Regardless of the certification medium, members shall complete a certification in substantially the same form as the following certification:
CERTIFICATION

By signing this certification, I, ___________________________ confirm my commitment to the current versions of the CGI Group Inc. Codes of Ethics (the “Codes”), the CGI Federal Inc.’s Standards of Ethics and Business Conduct (the “Standards”) and corporate policies, procedures, and guidance. Additionally, I:

- Acknowledge that I have read and understood both the Codes and the Standards;
- Appreciate that the Standards represent CGI Federal’s commitment to integrity and provide guidelines for my professional behavior in the workplace, the domestic and foreign marketplace, and with customers and third party suppliers;
- Am responsible for complying at all times with the Codes, the Standards, and corporate policies, procedures, and guidance, and adhering to the highest moral and ethical standards for business and personal conduct in all circumstances;
- Am personally responsible and accountable for my actions and must avoid any activity or behavior that may conflict with my duties under the Codes, the Standards, and corporate policies, procedures, and guidance;
- Am required to report any violations or suspected violations of the Codes, the Standards, and corporate policies, procedures, and guidance to my manager, an HR representative, the Ethics Office, or the CGI Federal Hotline;
- Should direct any questions concerning the Codes, the Standards and corporate policies, procedures, and guidance to my manager, an HR representative, the Ethics Office, or the CGI Federal Hotline;
- Understand that violation of any of the Codes, the Standards, and/or corporate policies, procedures, and guidance may result in disciplinary action, up to and including termination of employment; and
- Have completed my annual mandatory ethics and compliance training requirement for this fiscal year by completing either: (1) the new hire training module “The CGI Federal Standards: Reviewing Our Obligations as Federal Contractors” or (2) ethics compliance refresher training.

__________________________________________________________________

Signature/Date/Employee Number