



CGI Federal Ethics and Compliance Program

CGI Federal is committed to maintaining the highest standard of ethical conduct and compliance with all applicable federal, state and local laws, and rules and regulations that apply to conducting business with Government entities and contacts with Government employees or officials. CGI Federal has adopted the ***Standards of Ethics and Business Conduct*** (“***Standards***”) as the underlying principles guiding CGI Federal in its business dealings in the United States Government marketplace. The United States Government marketplace includes business conducted by CGI Federal, directly or indirectly with the United States Government. Thus, it includes business dealings by CGI Federal with other contractors, such as prime contractors and subcontractors, relating to a federal prime contract or subcontract.

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Dear Colleagues,

The foundation of CGI Federal's ("CGI's") core values is conducting our business with the highest standards of ethics and integrity. As members of CGI Federal, we have specific obligations regarding our conduct when we do business with the United States Government. These Standards require us to behave ethically when dealing with clients, stakeholders, and other members, and to comply with federal government mandates. They apply to all CGI Federal members and contractors. We must all be aware that the laws that govern our actions as a contractor to the U.S. Government are far-reaching and carry steep penalties for non-compliance.

We must always behave responsibly and consistently with CGI's core values when working on behalf of CGI for its clients and other stakeholders. By adhering to the policies described in the CGI Federal Standards of Ethics and Business Conduct, and summarized below, we preserve our personal integrity and the professional reputation of CGI.

I am committed to adhering to the Standards and observing the underlying laws that protect and guide us in our business dealings and I expect this commitment from each member and contractor as well.

Thank you in advance for your cooperation.

George Schindler
President
CGI Federal



CGI Federal Standards of Ethics and Business Conduct Summary

Introduction

CGI Federal (“CGI”) has developed the ***Standards of Ethics and Business Conduct (“Standards”)*** for its members and contractors to use in conducting business activities in the Government marketplace. They address CGI Federal’s policies relating to issues of business integrity, statements and certifications, approval of contracts, social policies, contract performance, mechanisms for reporting potential violations, and compliance and discipline standards. A summary of these policies is provided below. While these ***Standards*** cover key aspects of relevant laws and regulations with respect to federal, state, and local governmental entities in the United States, it is not meant to contain a comprehensive listing of all applicable laws and regulations.

Equality in the Workplace

Every person has the right to equal treatment with respect to employment and the right to be free of discrimination because of race, religion, gender, age, sexual orientation, disability, veteran, or marital status. CGI Federal seeks to ensure equal employment opportunity for all workers and is committed to treating all people fairly and equitably without discrimination.

While CGI has established an Equal Employment Opportunity (EEO) program, which all CGI Federal members must follow, the Federal Government imposes EEO and Affirmative Action (AA) requirements on certain Government contractors. It is CGI Federal’s policy to fully comply with all applicable EEO and AA obligations and to conform to applicable laws and regulations.

Treatment of Others

CGI Federal recognizes that everyone has the right to work in an environment free of sexual, psychological, and racial harassment. CGI Federal will prevent any form of harassment or discrimination against any member, potential member, or contractor during employment. CGI Federal requires that all members refrain from any form of harassment or discrimination against coworkers, subordinates, customers, and suppliers. All CGI Federal managers are personally accountable for enforcing this policy and must make every effort to prevent discriminatory or harassing behavior.

Drug-Free Workplace

CGI Federal is committed to providing a drug-free work environment for all members in accordance with the Drug-Free Workplace Act. As such, it is CGI Federal’s policy that all members are strictly prohibited from the unlawful manufacture, distribution, dispensing, possession, or use of a controlled substance in the workplace.

Timekeeping Policy

Members are required to record their time on their timesheets daily. The daily recording of time is CGI policy, as well as part of the US Federal Defense Contract Audit Agency (DCAA) compliance. Hours must be recorded daily so that the correct cost is attributed to each project, whether direct or indirect, and so that our invoices to our clients are based on current, accurate, and complete data. CGI Federal members are expected to read and understand the timekeeping policies and guidelines.



Use and Maintenance of Company Assets

CGI provides members with IS-IT assets to conduct their work. As the owner and/or custodian of these IS-IT assets, CGI requires that their usage be restricted to business purposes that serve in the interest of the company and its clients in the course of normal operations. Users must always act in a responsible manner by using these assets appropriately and ensuring the protection of these resources and of their content by physically securing mobile equipment at all times while working in fixed locations and ensuring equipment is never left unattended with no protection.

Additionally, members are required to follow CGI's IT-IT Use Policy. This policy promotes the efficient, ethical, and lawful use of CGI and client IS-IT assets (equipment, software, telecommunications tools, facilities, etc.) in conjunction with values fostered by CGI's culture of partnership, entrepreneurship, and integrity. In doing so, CGI is committed to protecting the IS-IT assets of its members, partners, and clients against loss, theft, abuse, or unauthorized actions.

Confidential Information and Intellectual Property

Confidential Information includes information about CGI's business dealings, development strategies and financial results; products or processes; client lists; vendor lists or purchase prices; cost, pricing, marketing or service strategies; results of research and development work, technical know-how, manufacturing processes, computer software; reports and information related to mergers, acquisitions and divestitures. Confidential information also includes information that relates to intellectual property and may include, but is not limited to: business strategies, product marketing and costing information and information provided by suppliers and competitors. Intellectual Property refers to patents, copyrights, trademarks, trade secrets and industrial designs of CGI.

During the normal course of business, members will have access to confidential information about CGI. Each member must protect the confidentiality of all such information and documentation. Members are expected to use such information exclusively for business purposes and this information must not be disclosed externally unless clearly protected by a non-disclosure agreement. In cases where information or records are obtained under an agreement with a third party, such as software licenses or technology purchases, members must ensure that the provisions of such agreements are strictly adhered to.

Data Security

CGI considers email, voicemail, and Internet access as important communication tools that are provided to users to conduct their business activities. Users are responsible for the content of their sent and received emails as well as for Internet content usage when researching. Additionally, members are responsible for the protection and confidentiality of computer passwords, ID's, and other system and network access information.

Federal Regulations

Gifts and Gratuities to US Government Officials

It is CGI Federal's policy that no member shall give, offer, receive, or discuss offering or receiving anything of value, to or from any employee or representative of the Government without authorization of CGI Federal's Ethics and Compliance Officer. Members must avoid any action that creates even the appearance of a violation of gratuities laws and regulations.

While the rules governing gifts to Government employees or representatives are strictly defined, certain exceptions do exist. For example, a Government employee or representative may receive business courtesies having an aggregate fair market value of \$20 or less per occasion, and where the aggregate fair market value of individual courtesies received from a single company's employees does not exceed



\$50 in a calendar year. Government employees may also accept nominal, hospitality gifts such as coffee or refreshments when present in a customer's office. Any member, who gives, offers, receives or discusses offering or receiving a gift or gratuity in violation of gratuities law will face prompt disciplinary action.

Kickbacks

CGI Federal members must avoid the perception of giving or receiving anything of value for the purpose of obtaining favorable treatment in connection with the award of US Government prime contracts and subcontracts. These "things of value" are called kickbacks. CGI Federal also has an affirmative obligation under the law to report violations to the Government where we have reasonable grounds to suspect a violation exists.

Foreign Corrupt Practices Act (FCPA)

The Foreign Corrupt Practices Act is meant to halt the bribery of foreign officials by US citizens and companies, to improve record-keeping and internal accounting controls in order to detect illegal payments and illegal payments, and to restore public confidence in the integrity of the American business system. CGI Federal's commitment to the highest ethical and legal standards includes a commitment to compliance with FCPA. CGI Federal's policy against gifts, gratuities, bribes and improper payments extends to officials of foreign governments and public international organizations.

Procurement Integrity

In order to maintain the public's confidence in the integrity of the procurement system, Congress has enacted laws such as the Procurement Integrity Act (PIA) that regulate the behavior of both federal officials and contractors. It is CGI Federal's policy that no member shall solicit or receive any "source selection information" or competitor "bid or proposal information," before it is available to the public through normal processes. In circumstances where you have reason to believe that the release of such information is unauthorized, you should not accept such information from any source.

The PIA also restricts CGI Federal's ability to engage in contracts with current federal agency officials relating to future employment opportunities and establishes time limitations on CGI Federal's ability to hire certain agency officials. It is CGI Federal's policy that no member will contact current agency officials regarding employment without first receiving authorization from the CGI Federal Ethics and Compliance Officer.

Employment of Former Government Employees

It is CGI Federal's policy that prior to the employment or retention of any current or former Government employee, that such current or former Government employee must obtain a written advisory opinion from his Designated Agency Ethics Official that acceptance of the employment offer will not constitute a violation of any ethics or conflict of interest statute, rule, regulation, or executive order. CGI Federal members must obtain authorization from the CGI Federal Ethics and Compliance Officer prior to the hiring of any former Government employee.

Lobbying/Political Activity

CGI Federal expects that its members may become involved in civic affairs and participate in the political process. Members must understand that any such involvement and participation must be on an individual basis, on their own time, and at their own expense. No political contribution of corporate funds or use of corporate property, services, or other assets will be made in violation of federal and state law. Additionally, CGI Federal members are prohibited from participating in lobbying activities associated with CGI without prior authorization from CGI Federal's Government Relations group.



Suspended and Debarred Contractors

CGI Federal will not do business in the Government marketplace with persons or companies who are suspended, debarred, or proposed to be debarred. CGI Federal members must work with the appropriate CGI Federal Contracts or Subcontracts manager to conduct reviews to ensure that none of the companies with which CGI Federal conducts its business is on the EPLS list. Such reviews will occur if CGI Federal enters into a teaming arrangement with a potential subcontractor/consultant, before CGI Federal makes award to a subcontractor/consultant, and during its annual audit and compliance review.

Conflicts of Interest

A **personal conflict of interest** exists when a member favors his/her personal interest over those of CGI or its clients, or when an obligation or situation arising from a member's personal activities or financial affairs may adversely influence the member's judgment in the performance of his/her CGI duties. It is the policy of CGI Group and its subsidiaries, including CGI Federal, to avoid actual or apparent conflicts of interest and to never engage in any conduct that is harmful to CGI or its reputation. Any member who violates this policy will face prompt disciplinary action, which could include dismissal from CGI Federal.

The **organizational conflicts of interest (OCI's)** rules address the general situation where, because of previous or ongoing work, a company is deemed to be unable to provide impartial assistance or advice to the Government; the company's objectivity in performing work is impaired; or the company has an unfair competitive advantage. CGI Federal members must avoid, neutralize, or mitigate potential OCI's. When a CGI Federal member recognizes an actual or potential OCI, the member should immediately notify the CGI Federal Ethics and Compliance Officer or the appropriate Contract Manager and obtain prior written approval before submitting a proposal or entering into a contract for such work.

Contract with Foreign Governments and Overseas Manufacturing

Marketing contracting opportunities to foreign governments can raise a host of additional compliance concerns and may implicate various laws and regulations, both domestic and international law, including treaties. Many laws prohibit CGI Federal's ability to provide certain products to foreign governments. CGI Federal policy is to comply with all Federal discriminatory provisions regarding end products. Members must be attentive to situations where solicitations/contracts contain provisions requiring CGI Federal to certify the origin of its manufacturing.

Export Control Laws

Various export control laws apply to federal contractors. The Export Administration Regulation (EAR) regulates exports of commercial and dual-use commodities, software, and technology from the US and re-exports of US-origin items from one foreign country to another. The International Traffic in Arms Regulations (ITAR) controls the export of military-use hardware and software, as well as "deemed exports" of technical data. CGI Federal is committed to full compliance with all applicable US export control laws and regulations, including, without limitation, the EAR and ITAR. CGI Federal is also committed to full compliance with US sanctions laws and regulations administered by the Treasury Department, Office of Foreign Assets Control (OFAC). To comply with these laws, CGI Federal has implemented an Export Compliance Plan.

Sarbanes-Oxley Act

The Sarbanes-Oxley Act primarily regulates publicly-traded companies and made significant changes in requirements related to independence of Boards of Directors and auditors, executive accountability for financial disclosures, compensation, and codes of ethics disclosure, as well as oversight of the accounting industry. The Act also contains a criminal whistleblower provision designed to prevent retaliation against employees who report wrongdoing. The document destruction section of the Sarbanes-



Oxley Act is intended to prevent any company from destroying, altering or falsifying documents relevant to a Federal investigation, a bankruptcy proceeding, or an audit.

It is CGI Federal's policy to fully comply with all applicable provisions of the Act. All CGI Federal records must be accurate and reflect the true nature of the transactions and activities they record, including the reporting of time and documenting attendance and absence. CGI Federal does not tolerate the falsification or improper alteration of records and prohibits retaliatory conduct against members who report CGI Federal to the Government.

False Statements/False Claims

False statement made to the Government, or passed to the Government through a prime contractor, may expose CGI Federal to severe criminal penalties. It is CGI Federal's policy that all statements made to the Government or prime contractor be complete, accurate, and up-to-date. If a CGI Federal member is involved in proposals, bid preparations, or contract negotiations, the member must be certain that all statements, communications, and representations to prospective Government customers and prime contractors are accurate and truthful.

The civil False Claims Act prohibits the knowing submission of false or fraudulent claims to the Government for payment. It is CGI Federal's policy that all claims made to the Government or higher-tier contractor be complete, accurate, and up-to-date.

Document Retention

The laws governing Government contracts contain strict rules requiring CGI Federal to maintain accurate and complete records (including records in electronic format), even after contract performance has ceased. Government contracts and subcontracts normally contain clauses that require compliance with record retention requirements. As a general matter, the default retention period for most records is three years from the date of final payment.

Compliance and Discipline

CGI Federal will conduct periodic internal compliance audits of its business practices to ensure conformance with these Standards. These audits may include unannounced spot audits. CGI Federal members shall fully cooperate during these internal audits. Each CGI Federal member has an obligation to behave at all times with honesty and propriety because such behavior is morally and legally right and because our business success and reputation for integrity depends on the actions of each member. These Standards outline your major obligations, but they also must be supplemented by good judgment.

Reporting Improper Conduct

CGI Federal has established mechanisms for reporting suspected violations. Members may use any of the following channels to raise ethical questions/concerns and report ethical violations:

- The member's supervisor and/or project manager
- The member's Human Resources (HR) representative
- The Ethics Officer, Michelle Hertz, who may be reached by phone at (703) 227-4555 or by email at ethics.officer@cgifederal.com
- The Ethics HOTLINE at 1-866-594-7369 (domestic and international)* or online at www.cgifederal.ethicspoint.com



Claims may be submitted anonymously. CGI Federal prohibits retaliation against any person who submits a claim in good faith to this HOTLINE.

*For International dialing instructions, please access the following site:

<https://secure.ethicspoint.com/domain/media/shared/intdialing.html>



Subcontractor Policy

Policy Statement for Subcontractors

1.1 General

The FAR prohibits contractors who are suspended, debarred, or proposed to be debarred from receiving Federal contracts or conducting business with the Government on behalf of other contractors. Further, a contractor may not enter into a subcontract in excess of \$30,000 with a suspended, debarred, or proposed to be debarred entity without a compelling reason and notification to the contracting officer. It is CGI Federal's policy not to do business in the Government marketplace with persons or companies who are suspended, debarred, or proposed to be debarred. CGI Federal will only retain subcontractors who demonstrate business integrity and compliance with applicable laws and regulations (including the Service Contract Act). This Policy Statement describes the terms and conditions under which services and/or products will be furnished by Subcontractors supporting CGI Federal's federal Government contracts. As a condition of performing as a subcontractor to CGI Federal, the subcontractor certifies that it will comply with Federal Acquisition Regulation (FAR) 52.203-13, as applicable, which is hereby incorporated by reference as if set forth herein, and the following policies and procedures with respect to the services and/or products furnished to CGI Federal and its interactions with CGI Federal's federal clients. The terms described herein shall be incorporated by reference in all subcontracts or purchase orders issued by CGI Federal.

1.2 Independent Pricing (FAR 52.203-2)

CGI Federal expects that subcontractors offer prices that are arrived at independently, without, for the purpose of restricting competition, any consultation, communication, or agreement with any other offeror or competitor relating to (i) those prices, (ii) the intention to submit an offer, or (iii) the methods or factors used to calculate the prices offered. In addition, the subcontractor must not knowingly disclose its offered prices, directly or indirectly, to any other offeror or competitor before subcontract award unless required by law, or attempt to induce any other concern to submit or not to submit an offer to CGI Federal for the purpose of restricting competition. CGI Federal may reject any subcontract offer or offers if CGI Federal suspects that the offered price or prices have not been arrived at independently

1.3 Procurement Integrity (FAR 3.104)

Prior to the award of a federal agency procurement for which the subcontractor is supporting CGI Federal, the subcontractor agrees to strictly refrain from any prohibited conduct as defined in FAR 3.104, which includes, (1) employment discussions with and hiring certain government officials or former government officials, and (2) obtaining contractor bid or proposal information or source selection information.

Gratuities (FAR 52.203-3) – The subcontractor agrees to strictly refrain from offering or giving a gratuity to an officer, official, or employee of the federal government with the intention of obtaining a contract for CGI Federal or a subcontract for itself under that contract, or favorable treatment for CGI Federal or the subcontractor under the contract or subcontract.

Subcontractor Kickbacks (FAR 3.502) –The Anti-Kickback Act of 1986 was passed to deter subcontractors from making payments and contractors from accepting payments for the purpose of improperly obtaining or rewarding favorable treatment in connection with a prime contract or a subcontract relating to a prime contract. A "kickback" means any money, fee, commission, credit, gift, gratuity, thing of value, or compensation of any kind which is provided, directly or indirectly, to CGI Federal, an CGI Federal employee, or a higher-tier contractor for the purpose of improperly obtaining or rewarding favorable treatment in connection with an CGI Federal federal contract. Therefore, the subcontractor agrees to strictly refrain from (i) providing, attempting to provide, or offering to provide any kickback, and (ii) including, directly or indirectly, the amount of any kickback in the price charged by the subcontractor to CGI Federal related to any CGI Federal federal contract. In addition, the subcontractor



agrees to immediately report to CGI Federal's internal audit department (703-227-6645) any solicitation made by a CGI Federal employee for a "kickback" as described above. Such a report may be made in confidence if desired by the subcontractor.

1.4 Subcontracts with Government Employees or Organizations Owned or Controlled by Them (FAR 3.601)

It is CGI Federal's policy to refrain from knowingly awarding a subcontract to a government employee or to an organization owned or controlled by government employees. Therefore, the subcontractor represents that he/she is not a government employee or that it is not owned or controlled by government employees. In addition, the subcontractor agrees to notify CGI Federal in advance, if the subcontractor intends to become a government employee or intends to become owned or controlled by government employees.

1.5 Security Requirements (FAR 52.204-2)

In the event the subcontractor requires access to information classified as "Confidential," "Secret," or "Top Secret," the subcontractor shall comply with (i) the Security Agreement (DD Form 441), including the Department of Defense National Industrial Security Program Operating Manual (NIPSON) (DOD 5220.22-M), and (ii) any revisions to that manual, notice of which has been furnished to the subcontractor.

1.6 Records Retention (FAR Subpart 4.7)

The subcontractor shall retain records, which includes books, documents, accounting procedures and practices, and other data, regardless of type and regardless of whether such items are in written form, in the form of computer data, or in any other form, and other supporting evidence to satisfy subcontract negotiation, administration, and audit requirements of the government agencies and the Comptroller General for those periods as specified in FAR Subpart 4.7. The subcontractor agrees to accept the terms and conditions of FAR 52.214-26 (Audit and Records – Sealed Bidding), or FAR 52.215-2 (Audit and Records – Negotiation), or FAR 52.212-5(d)(2) (Contract Terms and Conditions Required to Implement Statutes or Executive Orders – Commercial Items), whichever clause is applicable.

1.7 Organizational Conflicts of Interest (FAR Subpart 9.5)

An organizational conflict of interest means that because of other activities or relationships with other individuals or firms, an individual or firm is unable or potentially unable to render impartial assistance or advice to the Government, or the individual's or firm's objectivity in performing the contract work is or might be otherwise impaired, or an individual or firm has an unfair competitive advantage. It is CGI Federal's policy to avoid and mitigate actual and potential conflicts of interest when establishing subcontracting relationships with individuals and firms under its federal contracts. CGI Federal expects subcontractors to notify CGI Federal as soon as possible regarding any actual, potential or perceived organizational conflict of interest as described above which may exist owing to the subcontracting relationship. The subcontractor shall use the guidance provided in FAR 9.5 for identifying, avoiding and mitigating conflicts of interest.

1.8 Prohibition of Personal Services (FAR 37.104)

Subcontractors shall strictly refrain from providing personal services, as defined in FAR 37.104, to CGI Federal's federal clients. As part of a proper invoice, the subcontractor must certify that all services for which CGI Federal is invoiced were for non-personal services as specified in the subcontract agreement. Subcontractors will perform services under CGI Federal's supervision. This supervision will apply to all technical and management performance requirements under CGI Federal's federal contract.

In addition, those subcontractors who are individuals must notify CGI Federal regarding any of his/her pending employment applications to any federal agency. These subcontractors will not be permitted to perform services under contracts for federal agencies for which they have submitted active employment applications.



1.9 Restrictions on Lobbying (FAR Subpart 3.8, FAR 31.205-22)

Subcontractor costs which influence Federal, State, or local legislation are strictly prohibited. In accordance with PL 101-121, for awards greater than \$100,000, the subcontractor shall certify and disclose any payments to influence certain Federal transactions on SF-L111.

1.10 Former Government Officials

CGI Federal expects subcontractors to ensure that its employees who are former government employees only participate in subcontracted services to the extent allowed by law, including the Ethics Reform Act of 1989, and the Federal Acquisition Reform Act of 1996 (FARA).

1.11 Accounting Regulations (FAR Parts 30 & 31)

Subcontractors must maintain adequate accounting practices, procedures and systems to ensure compliance with FAR Part 30 – Cost Accounting Standards, and FAR 30 and 31 – Contract Cost Principles and Procedures, as applicable. For time and material, labor hour and cost-reimbursable subcontracts, the subcontractor must ensure that only actual hours rendered within the scope of the subcontract and the associated allowable and allocable costs as defined in FAR Part 30 (as applicable) and FAR Part 31 are invoiced to CGI Federal.

1.12 Progress Reports

All subcontractors are required to submit timely and accurate progress reports. The format, content and frequency of the reports will be specified in the subcontract agreement. In the absence of timely progress reports, CGI Federal may choose to reject corresponding invoices if it cannot independently verify that the requisite work has been completed.

1.13 Ethics and Integrity

Subcontractor acknowledges and agrees that, from time to time as CGI Federal in its sole discretion deems appropriate, CGI Federal may require employees of Subcontractor involved in the performance of subcontracted services to participate in ethics training programs conducted by CGI Federal. Subcontractor agrees to make its employees available to participate in such ethics training programs, to the extent directed by CGI Federal, at no additional cost to CGI Federal.