

Code of Ethics

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1. Introduction

- 1.1. This Code of Ethics (the Code) provides guidance to individuals associated with CGI Global on their behaviours and conduct when carrying out their duties and how they should act in any given situation. It aims to guide decision-making and clarifies our expectations around high standards of professional conduct in our daily operations and in achieving our longer-term strategic objectives.
- 1.2. The Code defines our ethical principles aligned with our vision, purpose and values. It extends to our relationships with stakeholders and contributes to CGI Global's professional culture. This Code is unique to CGI Global and reflects the values that resonate the most for our profession.
- 1.3. Given the pace of business change, it is impossible for this Code to anticipate all scenarios which may involve ethical decision-making. If there are questions about the application of the guidance outlined in this Code, or if a situation arises that presents an ethical issue that is not addressed in this Code, individuals should seek guidance from their reporting manager or appropriate committee chair.
- 1.4. The Code should be read alongside CGI Global's constitutional documents and governance-related policies, particularly those referred to in the Appendix to this document.

2. Application

- 2.1. This Code applies to individuals associated with CGI Global who are Council Members, Committee Members, staff and all others directly engaged by CGI Global.
- 2.2. The guidance in the Code must be interpreted in the context of applicable law and market practice. Any suspected or actual violation of applicable law, rule or regulation or our contractual obligations or undertakings should be reported immediately to a reporting manager or appropriate committee chair.
- 2.3. The Code is not exhaustive and is not designed to provide definite answers to all questions. It is indicative of the high standard required by CGI of all individuals representing CGI and the onus is on individuals to act in a way that always meets or exceeds the standard required.
- 2.4. The Code is reviewed and approved by the CGI Council in accordance with Article 46.2 of the CGI Byelaws.

3. About the Code

- 3.1. The purpose of the Code is to guide the standards of behaviour expected of individuals associated with Global CGI in acting lawfully, ethically and responsibly.

- 3.2. Individuals are informed about the Code during CGI induction and training. The values and guidance outlined are intended to instil the highest ethical standards of behaviour and conduct. The Code should be read and understood by everyone.
- 3.3. Council Members and senior leadership should lead by example and act as role models in behaving in accordance with the standards set out in the Code. In doing so, Council Members and senior leadership demonstrate and instil a strong corporate culture across the organisation, aligned with CGI's purpose and core values.
- 3.4. The Code encourages a culture of openness, ensuring concerns can be raised without fear of retribution. In the event a concern is raised, it will be dealt with in a timely manner with respect, confidentiality and courtesy. For more information around how to report a breach to the Code please see Section 6 below.

4. CGI Global Values

- 4.1. Our values guide our approach to who we are, what we do, and how we achieve our purpose. They are:
 - 4.1.1. **Professionalism** – we demonstrate competence in the quality of our work and practice the highest standards of governance excellence in the public interest.
 - 4.1.2. **Inclusivity** – we welcome diversity in all its forms and embrace equal opportunities in working together to achieve common goals in pursuance of our purpose.
 - 4.1.3. **Respect** – we listen and treat others fairly and courteously while embracing diverse opinion for optimal decision-making, relationship building and morale.
 - 4.1.4. **Integrity** – we act honestly, truthfully and openly to build trust with stakeholders and each other in the quality of our outputs and communications.

5. Code Guidance

5.1. Professionalism – we demonstrate competence in the quality of our work and practice the highest standards of governance excellence in the public interest.

Individuals should:

- a. Exercise their responsibilities on an informed basis, with due care, loyalty and diligence, with the highest standards of professional etiquette and ethical behaviour.

- b. Ensure compliance with laws, regulations, CGI's Royal Charter, Byelaws, policies and procedures.
- c. Commit to refreshing their skills, knowledge and technical competencies on an ongoing basis through professional development.
- d. Be accountable in discharging their responsibilities in relation to the development and implementation of CGI Global's purpose and long-term strategy and be subject to periodic review of the effectiveness of their performance.
- e. Use resources (including AI, internet, email, social media platforms and any physical resources) responsibly and ethically – recognising that inappropriate use for personal gain, or to harm CGI or others is unacceptable.
- f. Commit sufficient time for the preparation and attendance of meetings and contribute to discussion in a succinct and courteous manner.
- g. Refrain from conduct or action which detracts from the reputation of CGI.
- h. Avoid posting material on social media that suggests the posted material speaks for CGI unless that is clearly the case, and you are authorised to do so.

5.2. Inclusivity – we embrace equal opportunities and diversity in all its forms from a broad spectrum of governance professionals in our work, outputs and impacts.

Individuals should:

- a. Embrace a culture of openness, listen to a range of diverse views, and be intellectually humble when contributing to discussions and decision-making, giving due consideration to differences of opinion.
- b. Actively welcome, and engage with, all governance professionals wishing to participate in our work programme to reflect a range of views in our outputs.
- c. Build relationships with third-party stakeholders and enter into dialogue on issues of common concern and opportunity.
- d. Work collaboratively together across all divisions to enhance the outcome of our common goals and in pursuance of our purpose.

5.3. Respect – we value and acknowledge the rights, feeling and perspectives of all stakeholders and treat each other fairly and courteously.

Individuals should:

- a. Be aware of universal human rights, stand up against any form of discrimination and allow for freedom of expression.
- b. Comply with health and safety requirements and take care of their own and others' physical and psychological safety and wellbeing.
- c. Not, at any time, undertake bullying or harassment through offensive conduct, including (and not limited to) posting abusive social media messages, anti-social behaviour and damage to property.
- d. Deal with others fairly, avoiding favouritism and personal bias to ensure impartial decision-making based on clear and comprehensive information.

5.4. Integrity – we act honestly, truthfully and openly to build trust and confidence in the quality of our outputs and communications.

Individuals should:

- a. Always act in the best interests of CGI in good faith and ensure that the influence of third parties does not override or compromise independent and objective judgement.
- b. Honour and abide by the contracts that CGI enters into with other parties, including intellectual property licenses (e.g., software licenses related to software packages used in our business), confidentiality agreements, contracts with our divisions, members and suppliers, and undertakings and other commitments we may have with government authorities.
- c. Disclose all potential conflicts of interest arising through business or other relationships and notify the appropriate authority as soon as he or she becomes aware of the interest or ought reasonably to have become aware of the interest.
- d. Not improperly seek or accept any financial or other advantage for themselves, nor any person who their connection or relationship with constitutes a conflict of interest.
- e. Refrain from using or divulging confidential information and or discussion whether written or verbal, obtained in the performance of their duties for any personal gain nor in a manner which would be detrimental to the organisation.
- f. Report in an honest, accurate and transparent manner and not distort, quote out of context, hide information and or facts with the intention to be untruthful.

- g. Refrain from using meetings, proceedings, and communications as platforms for electioneering, campaign activities, or advancing partisan political agendas.

6. Code violations

- 6.1. These Rules in conjunction with the CGI Disciplinary Regulations concern any grievances of individuals (Article 2.1) relating to their rights and interests as members, and any complaints concerning the alleged conduct or discipline of individuals, collectively referred to as 'disputes'.
- 6.2. Other than to the extent expressly stated in these Rules, the process by which disputes are determined is confidential and information exchanged during the process is controlled by the Disciplinary Regulations.
- 6.3. A grievance by an individual, and any complaint about an individual by any person, is to be lodged with the Director General (alternatively the President or Vice Presidents), whichever is the most appropriate. They must be in writing and must provide such details as are necessary to identify the details of the grievance or complaint.
- 6.4. All individuals are obliged to co-operate to resolve disputes efficiently, fairly, and with minimum disruption to the CGI and or Councils activities.
- 6.5. The person raising a dispute, and the Chair of the Disciplinary Body must consider and discuss whether the grievance or complaint may best be resolved through informal discussions, mediation or arbitration. Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.
- 6.6. When a complaint is laid, the process for actioning, reporting and any investigative or disciplinary actions to be undertaken are detailed in CGIs Disciplinary Procedures.
- 6.7. Ignorance of the law, our policies or this Code is no excuse when there is a breach. If you are confronted by or uncertain about any legal or ethical issue, then seek advice from the Director General and or Council President, Vice Presidents or a relevant committee chair whichever is the most appropriate.