

**CODE OF BUSINESS CONDUCT**

**JULY 2009**

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## CODE OF BUSINESS CONDUCT

The Aegis Group's Code of Business Conduct provides a summary of various laws and ethical standards to which the Company adheres and expects its employees, consultants and contractors to likewise adhere. It is not however possible to list every law nor to reference every ethical issue. In reading through the contents we ask you to absorb the spirit as much as the letter of the "law" and to take the general rather than just the specific as your guide. The purpose of this Code is to give you a clear sense of direction in the fulfilment of your duties and to communicate to you the Company's attitude regarding compliance with applicable laws, company policies and ethical business standards. If you have any doubts at any time as to the correct course of action to take please consult either the General Counsel or the Company Secretary who are authorised by the Board of Directors to oversee the Company's compliance with this Code.

It has always been Aegis's policy to conduct our business activities with honesty and integrity. Our reputation is a direct result of our commitment to provide services that meet high legal, ethical and professional standards.

We hope and expect your commitment and understanding to the spirit and the letter of our code.

The Board

July 2009

## **CODE OF BUSINESS CONDUCT**

This is the Code of Business Conduct (“Code”) applicable to the Aegis Group of Companies. References to “the Company” or “Aegis” should be read as a reference to the relevant Aegis Group company.

Aegis operates a value added outsourced service in high risk environments, often in the undeveloped world. We wish to be the “best of breed” and as such it is essential that we set ourselves the very highest standard of ethics, conduct and procedures. Aegis – its employees, advisors, contractors and suppliers – must behave, at one and the same time, ethically and with integrity, whilst remaining a commercial organisation. All Aegis employees, contractors, or suppliers are, in one form or another, open to audit for compliance with this Code. The spirit of this code applies not only to all employees of Aegis but also to any advisor, contractor, supplier or agent engaged by Aegis. This Code is not a contract and no contract is implied. If any part of this Code conflicts with applicable law, the law will prevail. Aegis may interpret the Code in its sole discretion. The Code is the property of Aegis and should be returned to Aegis if you leave the Company.

Aegis Group companies are subject to National Law in the country of incorporation, International Law, host nation law and regulation, the Law of Armed Conflict, contractual obligations and constraints, as well as any special regulation orders and laws which may apply to a particular theatre of operation at any one time. Aegis adheres to all applicable law and regulation not only to the letter, but in the spirit in which they were drafted.

Aegis is a signatory to the UN Global Compact, supports the Montreux Document and, as a founder member of the British Association of Private Security Companies has been actively engaged in the development and regulation of the Private Security Industry. Aegis is working closely with The Geneva Centre for the Democratic Control of the Armed Forces (DCAF) an organisation set up by the Swiss Government to establish inter alia an International Code of Conduct for Private Security Companies.

Aegis will only engage in legitimate risk mitigation which adheres to the principles of International Law, International Humanitarian Law and the Law of Armed Conflict.

As a matter of policy, Aegis will never accept any assignment which will interfere with or possibly, as a consequence of its involvement, destabilise sovereign nations. Aegis will only work for legitimate governments and/or legitimate commercial organisations.

Aegis does not condone, nor will it ever become involved in, the violation of human rights.

### **1. Ethical Conduct**

Each person or organisation working for or on behalf of the Company is expected to act in a manner that comports with the highest standards of business ethics. Each person working for or on behalf of the Company shall act in an honest and forthright

manner and shall communicate straight-forwardly with other employees, suppliers, contractors and customers. These standards apply to all directors, officers, employees, consultants, contractors, representatives, advisors, suppliers and other agents of the Company.

Employees, consultants or contractors to the Company who work in a supervisory or management capacity have particular responsibility to set an exemplary standard of ethical behaviour. They should be careful in both words and actions not to put any pressure on subordinates such that it may encourage behaviour that falls short of the ethical standard expected.

Directors, officers, employees, consultants, contractors, representatives, advisors, and other agents of the Company are expected to treat one another, suppliers and customers with respect.

The Company is committed to fair employment practices, without regard to race, colour, ethnic origin, nationality, national origin, religion or belief, sex, sexual orientation, gender reassignment, age, marital or civil partnership status or disability.

The Company is committed to maintaining a safe and healthy workplace and encouraging good working practices. Each director, officer, employee, consultant, contractor, representative, advisor, supplier or other agent of the Company is responsible for exercising appropriate duty of care and for following all relevant safety and health rules.

Failure to abide by this Code may result in disciplinary action, up to and including termination of employment, engagement or business relationship. Action may also be taken where (i) there is a deliberate failure to report a violation of this Code (ii) information is withheld, misrepresented or concealed that is relevant to a violation (iii) any member of supervisory or management staff (be they employee, consultant or contractor) fails to exercise adequate leadership, supervision, oversight or diligence and that failure leads to a violation.

## **2. Ethical Business Practices**

The Company adheres to the ethical business practices set forth below. Ethical business practices must be followed in all matters both internal and external. In addition as a contractor to Governments and NGO's, the Company and its directors, officers, employees consultants, contractors, representatives, and other agents are required to comply with specific and often complex laws and regulations in environments where the rule of law may be tenuous, as well as complying with the general laws and regulations that govern all businesses. Each person working for or on behalf of the Company is responsible for seeking advice from the relevant Director, Project Director or General Counsel whenever an ethical concern arises with regard to any business practice.

## **2.1. Anti-trust / Anti-competitive Behaviour and Independent Pricing**

The Company is committed to honest and open competition and will not engage in any unethical or illegal business practices in restraint of trade. The Company shall not price its services in collusion with any other entity. The Company will not boycott specified suppliers or customers, allocate customers or territories, limit sale of services for anti-competitive purposes, or engage in other anti-competitive behaviour. Any person working for or on behalf of the Company involved in any dealings with competitors should not engage in anti-competitive discussions. If approached by a competitor to enter into such discussions, each person working for or on behalf of the Company must report the matter to the General Counsel. Any business arrangement with a competitor, such as a teaming agreement or joint venture, must be reviewed and approved by the Legal Department to ensure compliance with anti-trust/competition laws.

Any request to refuse to deal with potential or actual customers or suppliers, or otherwise participate in a foreign economic boycott, or provide information related to a boycott request, must be reported to the Legal Department.

## **2.2. Anti Boycott**

A boycott occurs when a person, group or country refuses to do business with certain persons, groups or countries as a means of protest, a method of coercion or a means to express disfavor. Aegis may not participate in or promote boycotts that violate anti-boycott laws.

Aegis reviews contract related documents carefully for boycott-related terms. Sometimes these terms are included even if no mention is made during presentations or contract negotiations. Requests for boycott cooperation may appear in contracts, letters of credit or in bid and proposal materials.

Aegis refuses to supply boycott-related information. Aegis may not supply any information that appears to be boycott related. No Aegis personnel – including marketing representatives – may provide information concerning foreign affiliations or relating to race, religion or national origin to foreign customers without the approval of the Chief Ethics and Compliance Officer.

If a boycott request is solicited, it must be reported immediately to the Legal Department.

## **2.3. Gifts, Gratuities and Kickbacks**

Company business courtesies and conflict of interest policies require the use of good judgment and compliance with laws related to giving or accepting gifts. Any person working for or on behalf of the Company is prohibited from accepting (or offering) kickbacks, gratuities or cash gifts from any supplier, customer, competitor or business partner. A kickback is any money, fee, commission, gift, or anything of value which is given by a subcontractor or supplier to any person working for or on

behalf of the Company for the purpose of improperly obtaining favourable treatment or obtaining an award in connection with the contract.

The Company complies with UK Anti-bribery legislation and the U.S. Anti-Kickback Act, which prohibits, inter alia,

- providing, attempting to provide, or offering to provide a kickback;
- soliciting, accepting, or attempting to accept a kickback; or
- including, directly or indirectly, the amount of a kickback in the contract price charged by a subcontractor to a prime contractor (or higher-tier sub) or in the contract price charged by a prime contractor to the United States Government.

### 2.3.1. Business Courtesies to Public Officials

Government employees, in the UK, the U.S. and in other countries, are subject to varied and complex rules, which generally prohibit them from accepting any items of value except as specifically provided under relevant regulations. Be aware that the definition of “government worker” is wider than simply those who work for the government – see definition of “public official” under section 2.4. The following are some exceptions to the general rule against offering gratuities to government workers. First, it is permissible to offer small social courtesies, such as coffee, soft drinks, biscuits, and refreshments of nominal value—provided these items are offered other than as part of a meal. It is acceptable to give inexpensive promotional items commonly exchanged in business relationships, such as inexpensive pens, mugs, mouse pads, or the like. Finally, it is permissible to give greeting cards and items with little intrinsic value, such as plaques, certificates, and trophies, intended solely for presentation. However, under no circumstances should the value of any of these gifts exceed £10 or more than £25 over the course of a year.

Gifts to elected officials are strictly regulated and must be approved in advance. Consult the General Counsel if considering offering gifts or other business courtesies to government employees or elected officials of any nation.

### 2.3.2. Business Courtesies to Non-Governmental Parties

Gifts offered by any person, or organisation, working for or on behalf of the Company to commercial customers must also comply with this policy. Any gifts given on behalf of the Company must be registered which can be done by emailing [giftregister@aeGISworld.com](mailto:giftregister@aeGISworld.com) with details of the gift, the cost and to whom it was given.

### 2.3.3. Acceptance of Business Courtesies by Non-Purchasing Personnel

Where there is no conflict of interest, non-purchasing personnel may accept gifts up to £50 in value and such gifts should be noted on the gift register by emailing [giftregister@aeGISworld.com](mailto:giftregister@aeGISworld.com) with brief details of the gift. The information will then be included in the gift register which will be maintained on behalf of the Board of Directors. In any event acceptance of any gift above £50 in value must be reviewed with, and approved by, the General Counsel on behalf of the Board. Employees not

involved in purchasing of those goods and services may accept and offer appropriate meals, hospitality and entertainment provided that this arises in support of legitimate Company business interests (such as relationship building with actual or potential business partners). Company employees are not permitted to solicit gifts or business courtesies.

#### 2.3.4. Acceptance of Business Courtesies by Purchasing Personnel

No person or organisation working for or on behalf of the Company and involved in purchasing goods or services for the Company should accept gifts from suppliers of more than nominal value (less than £20), such as promotional items, in order to avoid the appearance of favouritism.

### 2.4. Hiring of Former Government or Competitor Employees

Any discussions or contacts with current or former Government employees (military or civilian) for the purpose of exploring potential employment or consulting opportunities with the Company are subject to procurement integrity and conflict of interest laws and regulations. In addition to any legal restriction the Company will not engage, in any capacity, a serving member of HM's Forces unless the candidate is already under notice. Where a candidate is already under notice to leave HM Forces you may conduct discussions with such candidate without reference. Former Government employees hired by the Company may be prohibited from performing certain tasks and duties that relate to their prior responsibilities while employed by the relevant Government. Consult the Legal Department to ensure compliance with these rules. When the Company hires a person who has worked for a competitor or other third party, proprietary information and intellectual property of the prior employer may not be brought onto Company premises or used for the benefit of the Company without authorisation from the owner. When an employee leaves the Company, or a contractor or consultant ends their engagement with the Company (for whatever reason), the employee, contractor or consultant is prohibited from giving or otherwise revealing proprietary information to any third party.

### 2.5. International Business

The Company expects its directors, officers, employees, consultants, contractors, representatives, advisors and other agents to protect its reputation for integrity in the global marketplace. The Company prohibits improper international business practices and complies with relevant applicable laws, such as the UK Anti-bribery laws, the UN Convention Against Corruption, the OECD anti bribery convention, similar laws of other nations, and related anti-bribery conventions.

UK anti-bribery legislation makes bribery and corruption a criminal offence. Aegis prohibits the offering of bribes. In particular US legislation prohibits the offering of bribes to **any** public official, whether local, national, or foreign. It is a crime to offer or give anything to a public official because of an official act performed or to be performed.

Under U.S. law, the definition of “public official” is broad and includes, but is not limited to, any person, officer, agent, or employee acting on behalf of any government or government agency in an official function. Examples of public officials include: armed forces personnel and their employees; legislative or judiciary members or staff; postal employees; inspectors of various government departments; and private appraisers, brokers, or the like who are working for a government entity.

A “bribe” is an offer of anything of value (even a token gift) that is made to a public official specifically to elicit a quid pro quo, i.e., a gift made in exchange for an official act. A gift that is merely intended to build goodwill and might ultimately affect an undisclosed official act in the future is not a bribe (it is a “gratuity” discussed below). Rather, a gift to an official is a bribe if accompanied with the specific intent to provide something of value in exchange for a public official's performance of any official act (which means any decision or action on any matter before a public official).

Bribery of a public official is a serious crime with potential penalties for: (1) the person who receives the bribe, (2) the person who offers the bribe, and (3) Aegis itself. If an employee, agent or other entity acting on the Company's behalf is unable to determine whether a proposed gift is an unlawful bribe or merely a permissible gratuity, he or she must check with the General Counsel prior to offering the gift. As a rule of thumb, if there is any doubt whether a particular transaction may be considered a bribe, then don't do it.

US law excludes corruptly offering anything of value to foreign officials to obtain business and also requires strict internal accounting controls to prevent concealment of bribery.

The term “foreign official” means any officer or employee of a foreign government, a public international organization, or any department or agency thereof, or any person acting in an official capacity. This prohibition applies against making payment to **any** foreign official regardless of rank or position.

Specifically, employees, agents, or other entities acting on Aegis's behalf may not promise, offer, or make any payments in money, products, or services to any foreign official to: (1) obtain or maintain business; (2) influence the official's acts or decisions; (3) induce the foreign official to act in violation of a lawful duty; or (4) secure any improper advantage. In short, employees, agents, or other entities acting on Aegis's behalf are prohibited from making payments to foreign officials to assist Aegis in obtaining or retaining business for or with, or directing business to, any person or entity.

Bribing foreign officials indirectly through intermediaries is also prohibited. Employees, agents, or other entities acting on Aegis's behalf are forbidden to make payments to any third party, such as a sales agent, knowing that the third party will then pass the payment along to a foreign official for the above purposes. To ensure that its agents are aware of their duty to comply with anti-bribery laws, Aegis takes the following steps before engaging an agent:

- investigates the reputation and business experience of the proposed agent;

- identifies specifically the support and services the agent will provide;
- evaluates the reasonableness of the compensation Aegis will pay the agent in return for the support and services that the agent will provide, especially in light of compensation paid for similar engagements;
- obtains the opinion of local counsel that the proposed engagement agreement does not violate the host country's laws; and
- requires each agent to sign an agreement certifying they understand and agree to comply with all applicable anti-bribery laws.

In certain limited circumstances, employees, agents, or other entities acting on Aegis's behalf may make payments to foreign officials to expedite or to secure the performance of a routine governmental action, or may make payments expressly permitted by local law such as to obtain permits, licenses, etc., in the ordinary course.

Any payment under this provision must be fully documented and **openly** accounted for.

It is not a violation if the payment was a reasonable payment associated with the promotion of Aegis's services or performance of its contracts. All personnel should exercise good, professional judgment and if in doubt contact the Legal Department for guidance.

The following are a list of circumstances under which employees, agents, or other entities acting on Aegis's behalf are expressly forbidden to make a payment to any person **without first consulting the General Counsel**:

- where an unusual proposal has been made relating to the method of payment to any participants in the transaction, particularly through third countries or in third-country currency;
- where there is any known or suspected family relationship between any participants in the transaction and any government officials;
- where any participants refuse to sign affidavits or make representations that they will not violate applicable laws or make illegal payments;
- where the size of the commission paid to the agent is disproportionately large in relation to the services performed;
- where the employee knows or suspects that misrepresentations have been made by the agent or others in connection with the proposed transaction;
- where there have been requests by any participant in the transaction that Aegis prepare false invoices or any other type of false documentation; or
- where there has been any material negative information developed as part of the independent investigation into the activities and reputation of the agent or other participants in the transaction, including any information developed regarding the financial interests of any foreign government officials in any companies participating directly or indirectly in the transaction.

Penalties for violating international anti-bribery laws can be severe. They can be imposed both on Aegis and the employee, agent, contractor or other entity acting on

Aegis' behalf. Specific laws forbid Aegis from reimbursing its officers, directors, employees, agents, contractors other entities acting on its behalf, or stockholders the cost of any fines imposed on them and, therefore, such persons will have to suffer the burden of any fines themselves.

Any instance of noncompliance can be damaging (and have serious repercussions), thus it is essential that employees, agents, or other entities acting on Aegis' behalf use caution in making any payments to foreign officials. A practical caution is that the more significant the payment, the less likely it is that the official's action will be considered routine. Employees, agents, or other entities acting on Aegis's behalf who are unsure whether a payment may be proper are advised to consult with the Legal Department prior to taking any action which could subject Aegis to potential liability.

## **2.6. Combating Trafficking in Persons**

Aegis has adopted a zero tolerance policy (in line with that adopted by the US Government) regarding contractors and contractor employees that engage in or support trafficking in persons, procurement of commercial sex acts, or use of forced labour, as described in US law, 48 CFR Part 22. No employees, consultants, contractors, and subcontractors performing any work under a Federal contract shall engage in or support trafficking in persons, procure commercial sex acts, or use forced labour. Any employee who violates this policy shall be subject to disciplinary action including, but not limited to, removal from the contract, reduction in benefits, or termination of employment. Aegis supports the US/UN effort to combat trafficking in persons.

## **2.7. Insider Trading – Dealings with Public Companies**

From time to time in the course of your duties or your engagement with the Company you may be privy to sensitive information regarding public companies ("Public Company Customers"). Any person who has obtained such information as a result of working for or engagement by the Company must comply fully with securities laws with respect to insider trading. Insider trading generally involves buying or selling securities while in possession of material information not available to the public or tipping another person about material non-public information to enable that person to trade in such Public Company Customers. Material information may include financial or business data; discussions of mergers, acquisitions, or divestitures; award or cancellation of a major contract; changes in key management; forecasts of unanticipated financial results; and other similar information. Failure to comply with insider trading laws may result in substantial civil and criminal penalties, including imprisonment. Questions about insider trading and compliance with these laws should be referred to the Legal Department.

## **2.8. Lobbying and Political Activity**

Lobbying activities, which include contacting government legislators for the purpose of influencing legislation and any efforts in support of such contacts, must comply with relevant laws and regulations. In order to ensure compliance, any lobbying activities on the Company's behalf must be approved by the Legal Department.

Contributions or expenditures by the Company on behalf of any candidate or political party must also comply with all relevant laws and regulations. Any political expenditure made on the Company's behalf must be approved by the Board of Directors.

Voluntary involvement of employees in the political process is not a matter of concern for the Company, but participation must be on an employee's own time, at the employee's own expense and not put them in a position of conflict with their duties to the Company.

## **2.9. Conflicts of Interest and Potential Conflicts**

Directors, officers, employees, contractors, consultants, advisors, representatives, and agents are required to avoid conflicts of interest between their obligations to the Company and their personal affairs. Any relationship or activity that could influence, or appear to influence, performance of one's duties to the Company, must be disclosed to the Legal Department for review and resolution. Examples of such conflicts could include: employment by a competitor; placement of business where the employee or a family member has a financial stake; acting independently as a consultant to a customer or supplier; or accepting anything of value not approved pursuant to Company policy from a supplier or potential supplier. The Company's policy requires all relevant personnel to avoid even the appearance of a conflict of interest.

Directors, officers, employees, consultants and contractors are prohibited from taking for themselves opportunities discovered through the use of their positions with the Company or Company information without the consent of the Board of Directors. Company information, position, or property may not be used for improper personal gain, and no director, officer, employee (or consultant, contractor or representative while engaged by the Company) may compete with the Company directly or indirectly. Actual or potential conflicts of interest must be disclosed and resolved in accordance with Company policy, in consultation with the General Counsel or, as appropriate, with the Board of Directors.

## **3. Financial Integrity**

### **3.1. Accuracy and Completeness of Financial Records**

The Company's financial books, records, cost accounts, and financial statements shall properly document all assets and liabilities, accurately reflect all transactions of the corporation and be retained in accordance with Company policy and applicable laws and regulations. No false entries shall be made on the books or records of the Company for any reason. Undisclosed or unrecorded funds or assets may not be established or maintained. All Company books, records, accounts, and financial

statements must be maintained in sufficient detail, must appropriately reflect the Company's transactions, and must conform to applicable legal requirements. Any concerns about financial reporting should be raised with the Finance Director, the General Counsel or the Board of Directors. Complaints or concerns regarding the Company's accounting, internal accounting controls, or auditing matters may be communicated anonymously or confidentially to the Board of Directors by writing to the Company Secretary at 39, Victoria Street, London SW1H 0EU.

### **3.2. Accurate Charging of Labour and Other Costs**

Accurate charging of labour, material and other costs is essential to maintaining the integrity of customer billings, financial reporting, and planning. Deliberate wrongful charging of work time or any other form of time and or materials fraud violates Company policy and the law. Knowingly charging an unauthorised account or cost objective, or knowingly approving such wrongful charging, or shifting costs to improper accounts is prohibited. Each employee, consultant or contractor is responsible for ensuring that their labour, travel, material, and other expenses are recorded truthfully. If there are questions or concerns about proper charging of labour or other costs the Finance Director and the Legal Department should be contacted.

### **3.3. Records Retention**

Records (paper, video, audio and electronic) should be retained or destroyed in accordance with Company records management policy. In the event of actual or anticipated litigation or governmental investigation the Legal Department must be consulted regarding record retention.

### **3.4. Marketing, Bidding and Negotiating**

The Company is committed to providing truthful and accurate information about the Company's products and services to our customers. Directors, officers, employees, contractors, consultants, advisors, representatives, and agents must be honest in marketing, in preparing bid proposals based on current, accurate and complete cost and pricing data, and in truthfully negotiating contracts. Where required by law or regulation, such as the U.S Truth in Negotiations Act, cost or pricing data must be properly disclosed to the Government customer.

Certain categories of information are unlawful for the U.S. Government to disclose in pre-solicitation exchanges. Exchanges of information between Aegis employees and federal workers are only appropriate if they do not violate these laws or Aegis policy.

Aegis employees are prohibited from knowingly obtaining either: (1) another contractor's bid or proposal information; or (2) source selection information before the award of a contract.

Aegis encourages a full and open dialogue with relevant Government customers, subject to the care that should be taken to avoid even the appearance of a conflict of interest, particularly as a procurement approaches the competition stage. Unauthorized possession by Aegis of relevant Government or competitor data or information may be construed as an unfair competitive advantage and could be the basis for a bid protest, debarment, or even civil or criminal charges against Aegis and the individual employees involved. In case of uncertainty, consult an appropriate supervisor or the Legal Department.

### **3.5. Money Laundering**

Aegis does not condone, facilitate or support money laundering. Aegis is committed to complying with money laundering laws worldwide. All personnel should be alert for any unusual financial transactions that may indicate money laundering, such as irregularities in the way payments are made, payments made by third parties for the benefit of another party and payments from offshore banking locations. Any suspicious financial activities or transactions should be reported to the Legal Department. Employees are further directed to Aegis's Anti-Corruption Policy.

## **4. Purchasing, Subcontracting and Property**

### **4.1. Purchasing System and Policy**

The Company is committed to dealing only with professionally constituted ethical subcontractors and suppliers. Employees must follow the purchasing and subcontracting policies established by the Company in support of its approved purchasing system. In connection with contracts awarded by the U.S. Government, the Company shall comply with the requirements of the Federal Acquisition Regulation regarding subcontracting with small businesses and small disadvantaged businesses where applicable.

Employees, consultants or contractors involved in purchasing goods and services for the Company in support of relevant US Government contracts shall ensure that the appropriate contract clauses are flowed down to subcontractors and suppliers. Claims or requests for equitable adjustment from suppliers and subcontractors shall be handled fairly and promptly.

Your attention is drawn to the Purchasing Policy which can be provided on request by the Director, Operations, for full details of the Company's policy.

### **4.2. Property and Material**

The Company provides business tools, such as computers, internet access, telephones, and a wide variety of other equipment, to enable employees, contractors and consultants to be productive. Occasional limited personal use of these tools or assets is permitted so long as it does not interfere with job performance or otherwise

compromise the Company's interests or breach the Company's Human Resource Policies as to the use of such tools or assets.

Property belonging to the Company, including material inventories, must be managed and accounted for in accordance with the Company's material management system. Any property that is held by the Company on behalf of the U.S. Government or any other customer must be protected and accounted for in accordance with company policy and applicable laws and regulations.

Your attention is drawn to the Government Property Procedures, which can be provided on request by the Head of Procurement, for full details of the Company's policy in support of US Government contracts.

## **5. Security, Confidential Information and Proprietary Information**

### **5.1. Security of Classified Information**

As a government contractor, the Company and its directors, officers, employees, consultants and contractors may have access to classified government information and all relevant rules and regulations must be followed with respect to such classified information. Such information must be protected against disclosure by following company and government policies and procedures established to safeguard such information.

### **5.2. IT Security**

Security issues have become more complex in the age of computerised information technology (IT). Employees, consultants and contractors must make every effort to protect the Company's IT systems from unauthorised access. You should report any suspected breach of IT security to the IT Manager (or relevant project G6 personnel).

### **5.3. Intellectual Property and Proprietary Information**

Each director, officer, employee, contractor, consultant, advisor, representative, and agent has an obligation to maintain the confidentiality of the Company's and its clients' intellectual property and proprietary information. This obligation continues even after leaving the Company. Company and client patents and other trade secrets, as well as classified government information entrusted to us, must be protected. All directors, officers, employees, contractors, consultants, advisors, representatives, and agents must follow the obligations contained within the Confidentiality Undertakings, Data Protection Policy and Electronic Information and Communications Systems Policy issued from time to time (these policies can be found on the Intranet) to ensure that unauthorised disclosure of these assets does not occur. No use may be made of a competitor's proprietary information, regardless of how it was obtained, without proper authorisation from the owner.

## **6. Quality Assurance**

Aegis's quality assurance ethos is fundamental to our operations. All employees, consultants and contractors are to conform to the Aegis Quality Assurance Programme, and are encouraged to comment on it and participate in the process of continually improving the Company's perceived and actual performance.

The Aegis qualitative approach incorporates all the core values laid out in this Code in the belief that this leads to increased employee and client satisfaction which in turn leads to long-term competitive advantage.

## **7. Wrongful Export or Import of Goods or Information**

UK export and trade controls & U.S. export laws and regulations, including the International Traffic in Arms Regulations (ITAR) and the Export Administration Regulations (EAR), require relevant Government approvals for international transfers of certain strategic goods, technical data, equipment, or technology. Exporting such items without proper authorisation (which in the case of US laws includes disclosure or transfer of items or technical data by any means to "non-U.S. persons," as defined by the regulations) may have severe business consequences and result in individual monetary penalties or imprisonment. Imports, too, are strictly controlled and are subject to additional regulations and procedures. The export licensing and controls area and the rules pertaining to the import of goods and services are complex. Consultation with the Legal Department and Head of Procurement is necessary to ensure export compliance prior to negotiating any foreign transaction or even undertaking foreign travel to avoid inadvertent violations.

## **8. Human Resources Policies**

For Aegis Group employees, your attention is drawn to the relevant Employee Handbook and all Human Resources Policies which can be found on the intranet under Human Resources. For personnel contracted to a Project, your attention is drawn to the relevant standard operating procedures ("SOPs") and the applicable General Terms and Conditions of Engagement.

### **8.1. Equal Opportunity**

The Company is committed to applying the highest ethical standards in recruiting and managing its employees, consultants and contractors. When recruiting, the Company applies a policy of equal opportunity in employment related decisions without regard to race, colour, ethnic origin, nationality, national origin, religion or belief, sex, sexual orientation, gender reassignment, age, marital or civil partnership status or disability.

## **8.2. Safe Workplace and Environment**

The Company is committed to compliance with applicable environmental laws and regulations and providing a healthy and safe workplace for our employees.

Our goal is to do no environmental harm, and every employee, consultant and contractor is responsible for observing sensible environmental practices.

Aegis is committed to observing the principles of health and safety at work. The Company maintains a drug-free, smoke-free, secure workplace where all persons should be sensitive to hazard prevention. Every person on Aegis premises or engaged on Aegis business is responsible for following all applicable health and safety rules and reporting to the appropriate management any accidents or injuries, and any unsafe equipment, practices, or conditions. The Chief Health & Safety officer for the Company is the Director of Operations.

As a company engaged in a sector/industry where people's lives are put at risk in the ordinary course it is not considered sufficient nor adequate to be 'compliant' with any generic set of Health and Safety regulations and the Company together with each director, officer, employee, consultant and contractor has a wider duty of care to staff (including consultants and contractors), clients and the general public. Every director, officer, employee, consultant and contractor of Aegis has a legal obligation to cooperate in the day-to-day implementation of company policy and to take reasonable care for their own health and safety and the safety of other people who may be affected by their acts or omissions.

## **8.3. Harassment and Bullying**

The Company is committed to maintaining an environment free of harassment and bullying based upon race, colour, ethnic origin, nationality, national origin, religion or belief, sex, sexual orientation, gender reassignment, age, marital or civil partnership status, disability or otherwise. Offensive, harassing or bullying behaviour toward any person will not be tolerated. Supervisors and managers are responsible for seeing that this policy is enforced. No director, officer or employee, contractor or consultant is exempt from this policy.

## **8.4. Immigration Status**

The Company complies with laws and regulations regarding the recruiting and employment of foreign nationals and legal immigrants.

## **9. Operational Deployment**

### **9.1. Rules for the Use of Force**

Although Aegis operations are uniquely protective or defensive, personnel often work in unstable and violent environments which necessitate the carriage of firearms.

When Aegis personnel are required to be armed, they will only carry arms legally under all relevant licensing requirements and exclusively for personal protection, or the protection of those in their care, or to protect the innocent.

This Code is not intended to cover technical specialities, and extensive standard operating procedures are in place to regulate the use of weapons and all personnel required to carry arms are trained in their use.

## **10. Corporate Social Responsibility**

Aegis personnel will respect the culture, religion and ethnic customs, human dignity and human rights of the communities and countries in which they work. They will to the best of their ability and wherever possible, rigorously oppose violation of these rights.

Aegis actively supports corporate social responsibility and for this reason Aegis has created its own registered charities, the Aegis Foundation, and Hearts and Minds Inc. (a 501c3 corporation) through which it channels its main charitable donations.

Aegis takes a strong and dedicated interest in community matters in the countries in which it is operating and endeavours to undertake all its projects in a social and responsible way.

Fundraising initiatives are carried out in order to fund projects of an educational, reconstructive or community benefit in communities within States in a period of post conflict reconstruction or in the aftermath of natural/humanitarian disasters.

## **11. Changes to or limited waiver from the Code of Conduct**

Any change to this Code must be approved by the Aegis Board of Directors.

## **12. Reporting any Illegal or Unethical Behaviour, and Non-Retaliation**

The Company seeks to conduct its business honestly and with integrity at all times. However, we acknowledge that all organisations face the risk of their activities going wrong from time to time, or of unknowingly harbouring malpractice. We believe we have a duty to take appropriate measures to identify such situations and attempt to remedy them. By encouraging a culture of openness and accountability within the organisation, we believe that we can help prevent such situations occurring. We expect all parties to maintain high standards in accordance with this Code of Business Conduct and to report any wrongdoing that falls short of these fundamental principles. It is the responsibility of all workers to raise any concerns that they might have about malpractice within the workplace. In addition a protected disclosure can be made under the Company's Whistleblowing policy, the policy is available on the intranet.

Any person who observes potentially illegal or unethical behaviour believed to violate this Code must report such concerns immediately to the General Counsel, the Company Secretary or a member of the Board of Directors. Reports may also be made confidentially or anonymously to the Company's ethics hotline +44 207 960 1497 where you can leave a message (you should provide sufficient information to enable the allegation to be investigated but there is no requirement to leave your name) or to [ethics@aeqisworld.com](mailto:ethics@aeqisworld.com). Any reports of alleged misconduct will be investigated and all employees, consultants and contractors must cooperate with such investigations. Substantiated allegations will be resolved through appropriate corrective action and/or disciplinary action. Retaliation is prohibited for reports of alleged misconduct made in good faith. Reports made in bad faith or with malicious intent and based on false allegations, may however, subject the reporting party to disciplinary action. When in doubt about how to respond ethically in a particular situation you are also expected to seek advice from the General Counsel to determine the best course of action.

### 13. Contacts

General Counsel: Sylvia White  
email: [swhite@aeqisworld.com](mailto:swhite@aeqisworld.com)  
+44 2072221020

Company Secretary: Jonathan Newman  
email: [jnewman@aeqisworld.com](mailto:jnewman@aeqisworld.com)  
+44 2072221020

Ethics Hotline  
Ethics email: [ethics@aeqisworld.com](mailto:ethics@aeqisworld.com)  
+44 207 9601 497

### 14. Policies relevant to the Code

Each Company Policy referred to or relevant to this Code can be accessed on the relevant Group Company's Intranet by Group Company employees. Personnel contracted to a Project are referred to the Project SOPs and the General Terms and Conditions of their engagement.

If you have any questions about this Code or any of the laws to which it refers you should seek guidance from your immediate supervisor/Project Director or the General Counsel.

For Group Employees, a signed acknowledgement of this Code will be kept indefinitely on your personnel file.

For personnel contracted to a Project, this Code is incorporated into your Contract of Engagement and is duly accepted upon signature of the same.