



CODE OF CONDUCT

June 2010

CODE OF CONDUCT

INDEX

Title	Paragraphs
General.....	1 - 6
General Principles	7 - 11
Law and Regulation.....	12 - 14
Selection Training and Vetting of Personnel.....	15 - 18
Behavioural Standards and Quality Assurance	19 - 22
Quality Assurance.....	23
Corporate Social Responsibility.....	24 - 26
Rules for the Use of Force.....	27 - 32
Relations with Others in the Field of Operations	33 - 36
Working Standards	37 - 41
Equal Opportunities	42 - 44
Relations with Clients	45 - 46
Security Sector Reform.....	47 - 48
Transparency.....	49
Oversight and Compliance	50 - 52

General

1. The role of Private Security Companies (PSCs) is becoming increasingly significant and widespread due to the evolving nature of global risk. PSCs seek to enhance the clients' protection against risk whether it be from international terrorism, organised crime or in the field of corporate liability and reputational risk.
2. PSCs work in difficult and dangerous environments often in the undeveloped world and are sometimes armed. In these circumstances and because they also often act for Governments and/or NGOs it is essential that legitimate PSCs work within the framework of National (host country) and International Law and set themselves their own high standard of ethics, conduct and procedures. These are set out in this document.
3. Adherence to this code constitutes an assurance of the operating standards, professionalism and quality for:
 - Clients
 - Employees or subcontractors ("personnel")
 - Competitors
 - International organisations
 - Governments and their agencies
 - Individualswith whom Aegis comes into contact during the course of its business.
4. This is a "living" document and will be responsive to changes in the law, international environment and public opinion.
5. Aegis intends to maintain a dialogue with:
 - Governments
 - International agencies
 - Industry associations
 - Other interested parties

in order to assess the implementation and future development of this code and in particular its integration and promulgation via the British Association of Private Security Companies (BAPSC) of which Aegis is a founding member and with whom the British Government is consulting in order to formalise oversight of the industry in the UK. In addition Aegis is working closely with The Geneva Centre for the Democratic Control of the Armed Forces (DCAF) an organisation established by the Swiss Government in order to establish, inter alia, an International Code of Conduct for Private Security Companies.

6. This code covers the following areas:
 - General principles
 - Law and regulation
 - Selection, training and vetting of personnel
 - Behavioural standards, Fair business dealing and quality assurance
 - Rules for the use of force
 - Relations with others in the field of operations (local population, governments, PSCs)
 - Working standards
 - Equal opportunities
 - Security sector reform
 - Relations with clients
 - Transparency
 - Oversight and compliance

General Principles

7. Aegis will only engage in legitimate security work which adheres to the principles of International Law, including International Humanitarian and Human Rights Law.
8. The nature of Aegis's work is essentially defensive and protective. As a matter of policy it will never accept any assignment which will interfere with or possibly destabilise the sovereignty of any nation. It will only work for legitimate governments and commercial organisations.
9. Aegis does not condone, nor will it ever become involved in, the violation of human rights as embodied within the Universal Declaration of Human Rights and the European Convention of Human Rights.
10. Aegis supports the principles of Security Sector Reform (see para 47).
11. Each client or potential client together with the applicable contractual terms will be assessed by the Aegis Board and Aegis' Corporate Lawyers to ensure compliance with the principles and the detail of this Code of Conduct.

Law and Regulation

12. In the absence of international or national regulation of PSCs, Aegis is bound by the following:
 - National Law

- European Law
- International Law
- Host nation law and regulation
- The Law of Armed Conflict
- Contractual obligations and constraints
- Such special regulation orders and law which may apply to a particular theatre of operations at any one time (e.g. USFI regulations in Iraq).

13. Aegis will adhere to all applicable law and regulation. Aegis personnel are required to report in full on any incident in which they are involved, or which they witness which might involve an unlawful act. Aegis will investigate fully any such report, or complaints from third parties, to the extent that the operational environment permits.

14. Aegis supports the development of PSC regulation within the UK, the US, Host Nations and internationally, working closely with DCAF towards an International Code of Conduct for PSCs.

Selection, Training and Vetting of Personnel

15. All Aegis personnel whether employees or subcontractors (“personnel”) are selected in as thorough a way as possible. Personnel are engaged by Aegis through a number of different processes:

- Head-hunters and security employment agencies
- Personal referrals (“word of mouth”)
- Direct application through the website or by email
- By recruitment through the military resettlement process

16. In all cases Aegis will carry out a thorough check of each individual application to include:

- Study of CV and cross-referencing
- Asking for and taking up references
- Checking of military and other professional records including discharge certificates
- Interview

17. Once selected each individual will be vetted. This will involve:

- Background and criminal record checks
- Government vetting agencies (where appropriate)

18. Once accepted, personnel will then undergo induction and special to task initial training. This will be followed by continuation training once on task, together with career development training. Periodic specialist training will also take place. The purpose of the training is both to ensure professional competence and efficiency and also to develop skill and maturity to avoid overreaction and other traits that may lead to unnecessary incidents. All training includes instruction in International Law, Humanitarian Law and the Law of Armed Conflict.

Behavioural Standards, and Quality Assurance

19. The overall behavioural standard expected of Aegis personnel is set down clearly and is monitored in considerable detail.

20. These standards are set with the requirement to always comply with relevant laws and engage in fair business dealings and include:

- Professional and technical competence
- Restraint and maturity
- Honesty and integrity including professional ethics with regard to financial irregularities, inducements, incentives etc.
- Compassion, respect and dignity
- Discretion and confidentiality
- Full understanding of requirements and constraints of their current mission
- Social and environmental responsibility
- Cultural sensitivity.

21. Ensuring these standards are met is the task of the Aegis management structure and chain of command at all levels. A formal disciplinary procedure exists to deal with any deviation from the standards laid down and overall responsibility lies with the Board of Directors.

22. Aegis will provide detailed training to ensure personnel understand the standards expected of them, such training will include without limitation specifics with regard to anti-corruption and non-bribery.

Quality Assurance

23. The quality assurance ethos is fundamental to Aegis’s operations. All personnel are encouraged to conform to the Aegis Quality Assurance Programme, to comment on it and participate in the process to continually improve Aegis’s perceived and actual performance.

The Quality Assurance Supervisory Programme accesses all information and operations performed by the Company in whatever form and ensures that reviews of all work in progress are carried out independently from the original source during operations/production. The qualitative approach incorporates all the core values laid out in this paper in the belief that this leads to increased personnel and client satisfaction which in turn leads to long-term competitive advantage.

Corporate Social Responsibility

24. Aegis actively supports corporate social responsibility and has created the following charities; the Aegis Foundation, a registered charity in the UK and Hearts and Minds Inc in the US which is a 501c3 charitable corporation, through which it channels its main charitable giving.
25. Aegis takes a strong and dedicated interest in community affairs in the countries in which it is operating and endeavours to undertake all its projects in a socially responsible way.
26. Fundraising initiatives are carried out in order to fund low cost-high impact projects of an educational, reconstructive or community benefit. The Aegis Foundation also supports charitable work for UK ex-servicemen.

Rules for the Use of Force (RUF)

27. Although Aegis operations are protective, personnel often work in unstable and violent environments which necessitate the carriage of firearms. When Aegis personnel are armed, they carry arms for personal protection, or the protection of those in their care, or to protect the innocent.
28. All weapons are carried under the appropriate authority pertaining in the theatre of operations. All weapons and ammunition are procured legally and are transported and stored in a secure manner.
29. When weapons are carried, all Aegis personnel will comply with the appropriate Rules for the Use of Force ("RUF"). Aegis will use minimum required force at all times. In the absence of specific RUF Aegis will develop its own which will generally be based on those adopted by UK Forces overseas.
30. All personnel will be extensively briefed on RUF, and the principles of minimum force instilled in them. Aegis's personnel are experienced and trained in the use of firearms. Continuous training takes place in theatre with an emphasis on safety, accuracy and restraint.

31. Where Aegis personnel resort to the use of firearms, and regardless of whether this results in injury or death, they will make a full report on the incident in accordance with established reporting and review procedures.
32. Where injury or death results from the use of force or firearms, Aegis will undertake an internal investigation in accordance with established procedures. Aegis will cooperate with any lawful investigation undertaken by the governing authorities in the area of operation.

Relations with others in the Field of Operations

33. Aegis promotes constructive engagement and cooperation with other organisations operating in the same field of operations.
34. Aegis undertakes not to hinder the international community in humanitarian efforts and will offer assistance where possible.
35. Aegis seeks to engage in constructive communication and cooperation with the governing authority and their security forces in the theatre of operation, and with any other official security forces working in that environment. Aegis assures the confidentiality of any information received as a result of such relations.
36. Aegis personnel 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.

Working Standards

37. Good working standards are crucial in the development of Aegis and the potential of its personnel. Maintenance of appropriate remuneration levels reduces the risks of staff turnover and through continuity of quality ensures a high level of efficiency.
38. Aegis is committed to ensuring the best working conditions that the field of operation will permit.
39. In accordance with this principle, the level of remuneration is designed to ensure that quality work is appropriately remunerated and encourages loyalty and continuity.

40. There are many different occupational hazards associated with the nature of the work engaged in by Aegis. Appropriate medical support including psychological assessment is provided to ensure the maximum possible attention in the event of serious incidents and subsequent injuries to personnel.

41. In line with these procedures Aegis follows best practise by ensuring suitable insurance is always in place to cover medical issues, assets and business risk.

Equal Opportunities

42. Aegis assumes its responsibility for promoting equal opportunities and combating discrimination.

43. It seeks to ensure the full integration of all personnel in his or her working environment, regardless of his or her ethnic or social origin, colour, gender, religion, nationality, sexual orientation or other distinguishing characteristics.

44. It seeks to ensure that its clients also recognise respect for these values in the working conditions made available to all personnel.

Relations with Clients

45. By the nature of Aegis's activities its personnel may obtain information which may relate to the private lives or be potentially harmful to the interests or reputation of others. Great care will be exercised in safeguarding and using such information, which shall be kept confidential unless the performance of the duty or the needs of justice strictly require otherwise.

46. Aegis will ensure its personnel:

- Are diligent, competent and efficient in discharging their professional responsibilities and commitments;
- Do not participate in activities which may involve a conflict of interest without appropriate disclosure and approval.

Security Sector Reform

47. Aegis supports the objectives of security sector reform and where possible ensures that its defence assistance work is carried out in line with these objectives. The aim of security sector reform is:

"To help developing and transitional countries manage their security functions in a democratically accountable, efficient and effective way by initiating and

supporting reform and providing appropriate education and training". (FCO definition)

48. Key issues of security sector reform include:

- military disengagement from politics
- military disengagement from other non-military roles e.g. economic and social
- redefinition of security roles
- civilian policymaking, legislation and funding
- development of a civilian/military interface and ethos
- regional defence and security policies and structures
- relations with donor nations

Transparency

49. Aegis will maintain transparency as far as possible within two key constraints:

- Client confidentiality
- Standards required of a privately owned UK registered limited liability company

Oversight and Compliance

50. The oversight and management of all Aegis's operations is the responsibility of the Aegis Board.

51. Each project in turn is run by a Project Director who is responsible to the corporate Director of Operations. Each project has a clearly defined and responsible chain of command. The chain of command is responsible for the day-to-day implementation of the contract.

52. The development of business and general oversight of the company is provided by the Board of Directors. The Board consists of a number of senior military, diplomatic and commercial figures who provide guidance and advice to the executive management on request.