



# FALCON WINGS

## Security Services

### Ethics and Standards Policy

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# 1. Code of Ethics and Business Conduct

## 1.1 Purpose

1. Falcon Wings Security and Training Service (FWS) delivers superior performance. We do this through our commitment to ethical business conduct, which ultimately is the foundation for our success as a company. We expect everyone who works for, or on behalf, the Company to act with integrity, excellence, accountability and respect at all times.
2. This Code of Ethics and Business Conduct (Code) describes our commitment to these values and is our guide to ethical decision-making. Ethical decisions are essential to developing trust with our customers, shareholders, colleagues, suppliers, and the community at large.
3. Although this Code is designed to guide you, it cannot address every issue that you might face. When you are confronted with a dilemma or decision and are not sure how to act, consult the Ethics and Compliance Officer.

## 1.2 Using the code of ethics and business conduct

4. In this guide, you will find a summary of some of our most important policies and procedures. More detailed guidance is found in our Corporate Policies, which are available by contacting your manager.
5. FWS operates in a highly regulated business environment. The Company's international business activities are subject to Iraq country laws and regulations. There are Addenda to this Code that provides information on the laws and regulations of the various countries where we operate.. It is important that you seek guidance from FWS's Ethics and Compliance Officer (Currently the Country Manager, Jonathan Dennison) whenever you are uncertain of how local laws may affect your work.

## 1.3 Following the code of ethics and business conduct

6. The Code applies to everyone who does business on behalf of FWS, including employees, consultants, officers, and members of the Board of Directors. Our Company also expects that all third parties with whom we contract, including agents, suppliers, and contractors will act in accordance with the principles outlined in the Code when conducting business on FWS's behalf.
7. Following the Code is mandatory, as it is essential to our Company's success and reputation. Those individuals who fail to follow the Code will be subject to disciplinary action, up to and including termination. Disciplinary action may be taken not only against those who authorized or participated directly in the violation, but also against anyone who deliberately failed to report a violation.
8. In certain rare situations, the Company may waive the application of this Code. Such waivers require the prior approval of the Ethics and Compliance Officer. Waivers involving executive officers or Board members require the express approval of the Board (or any committee of the Board comprised solely of independent directors). The Company will promptly disclose to our shareholders any such waivers granted to any of our Executive Officers or Board Members.
9. Each employee/consultant shall review/understand the Code and certify annually.

## 1.4 Your responsibilities

10. As a FWS employee or consultant...

- Seek guidance from your Manager, the Ethics and Compliance Officer and any other Company reporting resource whenever you have questions about this Code. The Company's policies or any of the laws and regulations that apply to your responsibilities.
- Discuss any concerns you might have about possible violations of the Code, the Company's policies or any other laws and regulations with your Manager, the Ethics and Compliance Officer, or another Company reporting resource listed under "Raising Concerns".
- Understand the standards that apply to your job and take responsibility jointly with your manager to identify training needs.
- Take responsibility for your own conduct. No one has the authority to make anyone violate our Code. Any attempt to direct or otherwise influence any employee to commit a violation is itself a violation of the Code.

#### **As a manager...**

- Emphasize the importance of the Code to all employees and consultants and consistently encourage open communications.
- Play a proactive role in training employees on the Code and related topics, specifically by encouraging employees and consultant's participation in training initiatives and identifying potential training opportunities.
- Understand when to escalate business concerns and when to seek support from additional resources.
- Communicate the Company's commitment to conducting business ethically and compliance with all laws and regulations to all third parties whom you oversee and review and confirm that their actions and behaviours are consistent with FWS's values and with this Code.

### **1.5 Producing quality services**

10. Delivering quality services that meet our customers' requirements is critical. We are a recognized leader in our industry: for innovation, quality, responsiveness and value. Long-term customer relationships are built through superior performance. FWS strictly adheres to a robust set of quality standards and always strives to exceed our customer's expectations.

11. To ensure we meet our quality commitments to our customers, we:

- Make achievement of high quality and excellence our personal goals.
- Strive to do each job right the first time.
- Prepare all required reports accurately and completely.

### **1.6 Maintaining Accurate Business and Financial Reports**

15. We must maintain accurate and complete business and financial records. Inaccurate or incomplete records lead to potential non-compliance with laws and regulations, as well as a host of adverse business consequences. Additionally, our record-keeping procedures are essential to ensure that all costs are properly charged and reported. It is critical to FWS's reputation that our financial data and business records are current, accurate, and complete.

**Financial integrity.** Honest, accurate, and timely recording and reporting of our financial transactions is critical to our reputation. All transactions between our Company and outside individuals are entered in our books and records using local accounting standards and adjusted to be in accordance with the U. S. Generally Accepted Accounting Principles. All of our records must reflect each transaction fully and accurately, on a timely basis. If you have any reason to believe that a record is inaccurate, false, or misleading, contact an appropriate company resource, such as your manager or the Ethics and Compliance Officer.

**Document maintenance.** Business records include formal records, such as financial information and government filings, and any other records created within the scope of FWS's business. The U. S. Government requires that we maintain and retain certain records. If you have a question about whether or not to maintain a record, contact the Ethics and Compliance Office.

**Complying with legal holds.** There are certain times when you have to follow additional precautions with respect to maintaining records, such as in the event of government investigations or legal proceedings. When FWS instructs you of the need to retain certain records, you must carefully follow these instructions. If you have any questions about your responsibility to maintain records, contact the Ethics and Compliance Office.

**Submission of accurate expense reporting.** It is critical that all expense reports be completed accurately. This includes the following key points:

- Charge accurately to the correct charge number.
- Charge all material costs correctly.
- Follow your division's procedures for expense reporting.
- Make sure that all expenses are permissible by the terms of the contract.

#### 1.6.1 Accurate Labour Charging

16. Honest and accurate labour charges is mandatory. Every FWS employee is responsible for understanding and ensuring the accuracy of all-applicable labour reporting. This means, for example, that you must charge your time accurately to the contract or contracts on which you are working. If you have any questions regarding time charging processes or procedures, you must obtain clarification from your supervisor or the FWS Ethics and Compliance Officer.

#### 1.7 Bribery and Corruption

26. It is never permissible to promise or offer anything of value for corrupt purposes, such as obtaining favourable treatment with a respective customer. FWS complies with all anti-bribery and corruption laws around the world and prohibits anyone from offering, soliciting, or accepting a bribe, whether dealing with government officials, political parties, or representatives of commercial organizations. "Bribes" does not mean just money, but anything of value, including gifts, entertainment, or other favours solicited or received for an improper purpose. We expect this same integrity from all third parties, agents, and anyone else with which we work on the Company's behalf.

- **THE FOREIGN CORRUPT PRACTICES ACT ("FCPA").** The Foreign Corrupt Practices Act prohibits offering, soliciting, or providing anything of value to a foreign official, or accepting anything of value from a foreign official, the purpose of improperly influencing decision-making. It also prohibits unlawful political contributions to obtain or retain business overseas. Finally, the Act prohibits the use of false records or accounts in the



conduct of FWS's business. You must be careful when retaining third parties to represent the Company's interests, as the Company can be held liable for the unlawful actions of such third parties. The Company's *Anti-Bribery and Compliance with the Foreign Corrupt Practices Act Policy* must be strictly adhered to. If you have any questions, you should contact FWS's Ethics and Compliance Officer.

#### 1.7.1 Gifts and Entertainment

27. Our business transactions should always be free from even a perception that favourable treatment was sought, received, or offered through gifts, favours, hospitality, entertainment, or similar gratuities. Our definition of business courtesies, gifts and hospitality is broad and includes tickets, fees, or passes to sporting or cultural events, lodging, meals, door prizes, and other items of value. If you ever have questions concerning gifts or entertainment, consult the Ethics and Compliance Officer.

#### 1.7.2 Giving and receiving gratuities.

28. We may not accept business courtesies that constitute, or could be reasonably perceived as constituting, unfair business inducements or that could violate the law, regulations or the provisions detailed or referred in this Code, or could cause embarrassment or reflect negatively on FWS's reputation.

29. If you have any questions about gifts and entertainment, consult with your manager or contact the Ethics and Compliance Officer.

### 1.8 Conflicts of interest

33. All members of the FWS team must always act in the best interests of the Company. A "conflict of interest" can arise when a personal interest conflicts or appears to conflict with the best interests of the Company. Personal interests include significant ownership in another company by you, your spouse, children, parents, or in-laws. Anyone who believes they may have a potential conflict of interest must complete the *Disclosure of Personal Conflict of Interest* form found in our *Personal Conflict of Interest* policy. The Ethics and Compliance Officer or your manager can help you resolve any potential issues once you have disclosed the potential conflict of interest.

34. Although FWS encourages employees to engage in outside activities that do not conflict with FWS's business, you must always avoid even the appearance of a conflict of interest. Examples of possible conflicts of interest include:

- Financial interests. Financial interests can become conflicts of interest if you have a significant financial interest in a current or potential supplier, customer, or competitor.
- Personal relationships. Personal relationships can create conflicts of interest if you have close relationship with someone who works for a supplier, customer, or competitor. Personal relationships can also create conflicts when you manage, or are managed by, someone with whom you have a close relationship, including a romantic relationship. Even if you believe you are acting properly, your relationship may be perceived by others as improperly influencing your judgment. This can damage morale and disrupt workplace productivity.
- Corporate opportunities. Taking personal advantage of business opportunities that you discover through the use of company property, information, or position are considered "corporate opportunities" and create conflicts of interest.



- Outside employment with a supplier or customer. We may not be employed by or serve as a consultant to a director of a supplier or customer, unless otherwise consented by the Corporate Ethics and Compliance Officer in consultation with the General Counsel or outside counsel in the case of a director or executive officer, the Board or the Audit Committee.
- Outside employment with competition. We may not compete with the Company or consult with or be employed in any capacity by a competitor, unless otherwise consented to by the Corporate Ethics Officer in consultation with the General Counsel or outside counsel or, in the case of a director or executive officer, the Board or the Audit Committee.

## 1.9 Complying with trade controls

### 1.9.1 Fair competition and information gathering

#### Fair Competition

37. We believe our customers and society at large benefit from fair, free, and open markets. Therefore, we do not engage in any practice that could be viewed as fixing prices, unfairly restraining trade, or keeping competitors out of the marketplace.

We will not:

- Communicate with competitors to discuss costs, prices, allocate markets, boycott customers or suppliers, or limit production of services for anticompetitive purposes;
- Make false statements about our competitors; or
- Receive or use our competitor's proprietary information, including pricing information, improperly.

38. Fair competition is not just an issue of our own company standards. Most of the countries in which FWS conducts business have laws designed to promote free and open competition and to prohibit activities designed to restrain trade. For more information on fair competition, contact the Ethics and Compliance Officer.

#### Information Gathering

39. The marketplace requires gathering a wide range of information in a systematic (and legal) manner. This information provides an understanding of the industry as well as customer requirements for existing or potential products and services. However, we will not gather our competitors' or our customers' information by inappropriate means.

40. We are committed to avoiding even the appearance of improper information gathering and therefore may not obtain, accept, or receive:

- Any information from any customer, competitor, or other source to which FWS is not clearly and legitimately entitled.
- Information such as proposal prices, competitor pricing or technical data, proposal evaluation, internal government estimates. You must be careful to avoid any information from any source labelled Source Selection Sensitive, "proprietary" or "confidential".

- Confidential or proprietary information in any form possessed by new hires from the prior employers.
- A company's proprietary or confidential information made available by consultants or others who previously had a business relationship with that company.

42. If you ever have reason to believe that the release or receipt of any information is unauthorized, or you are uncertain as to our right to use the information, do not copy, distribute, or use it until the situation has been reviewed and resolved by FWS's Ethics and Compliance Officer.

#### Inside information

43. Protecting the confidentiality of material, non-public information is imperative our reputation as trusted business partner. "Material" information is any non-public information that a reasonable investor would consider important in making investment decisions. Examples include, but are not limited to:

- Acquisitions or divestitures discussions
- Changes in management structure or changes at the executive level
- Awards or cancellations of major contracts before public announcements
- Development of new products, services, or processes
- Financial information (such as corporate earnings, before public release)

44. It is never acceptable to share non-public material information with others, including family members, friends, suppliers, customers, or even co-workers, without a legitimate business reason and management approval. It is also important to remember that these restrictions apply not only to FWS information, but also to non-public material information about our suppliers or customers that you may learn of through you work at FWS.

### 1.1 Respect in the workplace

45. We treat people with dignity, fairness, and courtesy. We create an inclusive environment that is focused on a common purpose and where diversity in people and perspectives is valued. We cooperate across organization boundaries, focusing on adding value and earning the trust of our teammates. We achieve success through collaborative efforts and a commitment to achieving common, defined objectives.

46. We seek to provide a work environment where everyone can perform effectively and achieve their full potential. Each of us is responsible for creating a climate of trust and respect, and for promoting a productive workplace environment.

#### 1.1.1 Avoiding harassment

47. The Company will not tolerate harassment of any type, including physical, emotional, or sexual harassment. The prohibition extends beyond co-workers and includes consultants, suppliers, customers, and anyone else who does business with the Company. Harassment can diminish the dignity of a person, create an offensive or otherwise hostile work environment, and interfere with work performance. Some examples of harassment include, but are not limited to:

- Bullying
- Sexual remarks, threats, gestures, or requests for sexual favours
- Questions or conversation about sexual activities
- Unwelcome or inappropriate touching
- Displaying sexually suggestive pictures or objects

- Verbal or physical threats of any type
- Offensive remarks including, race, national origin, or sexual orientation

48. If you experience or witness any type of harassment, report it immediately. If you have additional questions about harassment, review the Company's *Policy Against Harassment* or contact the Human Resources Department.

#### 1.1.2 Avoiding discrimination

49. FWS is an equal opportunity employer. We are committed to treating all employees and applicants for employment with respect and dignity and to maintaining a workplace that is free from unlawful discrimination. We recruit, hire, develop, promote, discipline, and provide other conditions of employment without regard to race, colour, religion, national origin, gender, age, disability, marital or partnership status, veteran status, sexual orientation, gender identity, and any other category protected by law.

#### 1.1.3 Diversity and inclusion

50. We appreciate that every individual in our company brings a unique background and perspective, as well as a unique set of abilities. Leveraging our diversity creates innovative solutions and enhances our delivery of world-class customer service.

### 1.2 Maintaining a safe and healthy workplace

51. FWS is committed to conducting operations and activities in a manner that provides and maintains safe and healthful working conditions, protects the environment and conserves natural resources. In meeting this commitment, it is FWS's policy that no employee shall engage in any conduct that violates any environmental, health, or safety law, or is otherwise inconsistent with the highest levels of corporate responsibility to the health and safety needs of our employees and the environmental needs of our communities.

52. It is always important to pay close attention to safety risks such as:

- Not blocking fire exits, fire extinguishers, or electrical panels with furniture or equipment.
- Not disregarding safety or environmental rules established in procedures or training.
- Wearing personal protective equipment.
- Promptly reporting workplace related injuries, regulatory violations, or unsafe conditions.

53. If you notice any unsafe conditions, report them to your manager immediately.

### 1.3 Workplace Violence

54. As part of our commitment to safety, our workplace must be free from physical violence. Workplace violence takes many forms, such as:

- Threats of violence toward any person or company facility
- Stalking
- Suicide threats
- Domestic violence affecting the workplace
- Weapons or threats related to weapons
- Sabotage of property
- Any behaviour that raises concerns about violence or risk to others

55. FWS prohibits weapons in the workplace, except as required in performance of its contracts. The Company takes threats very seriously. If you witness or become aware of any possible violent threats, contact your local Security Officer immediately.

#### 1.4 Prohibited Substance Abuse

56. FWS is committed to a safe and healthy workplace for everyone. Use of illegal drugs or alcohol abuse can create serious safety risks. The possession, sale, or use of illegal drugs, or being under the influence of such drugs, on company time, property, or at company-sponsored events is prohibited.

57. We also prohibit the consumption of alcohol on company property or on company time, in connection with company business, or in a manner that would influence the performance of tasks and responsibilities. However, in some instances, employees may consume alcoholic beverages at company-sponsored events when authorized by management and when appropriate monitoring is in place. The Company, at its discretion, may take into account common practices in countries where moderate consumption of alcohol to accompany a meal is common practice. In any case, all employees are held accountable for ensuring that their performance and judgment are unimpaired by alcohol during working hours.

#### 1.5 Safeguarding confidential information

58. At FWS, we own, create, or have access to a significant amount of “sensitive information” (e.g., confidential, proprietary or other sensitive information) in the course of conducting our business. We must protect the confidentiality of all sensitive information whether obtained from or relating to FWS and/or suppliers, customers, or third parties. You should not disclose (even to family) or use any sensitive information for any purpose other than on a “need-to-know” basis with FWS. This obligation lasts during your entire employment and at all times thereafter.

59. Because of the extremely sensitive nature of our business, if you must disclose information outside of our Company (for business or legal reasons), contact your local Contracts Organization or the FWS Ethics and Compliance Officer. They will assist you in discussing and implementing proper protective measures before disclosure or use of the information. If you are uncertain or unsure about what information is sensitive, you should contact local Contracts or the Ethics and Compliance Officer.

60. When FWS executes confidentiality agreements with a third party regarding sensitive information to be received by FWS, you must honour the terms of such an agreement.

61. We each have an obligation to protect the security and confidentiality of our information systems. We must:

- Protect information used to access company information systems, including user ID's, passwords, and building access key cards.
- Protect the confidentiality and security of our information systems.
- Protect information systems from damage, including physical damage and virus-caused damage.

#### 1.6 Protecting employee privacy

62. FWS is committed to protecting the privacy of all of our employees. Only employees who are authorized and who have a work-related reason may access company personnel and medical records. Personnel and medical records should contain only employment-related information.

## 1.7 Protecting company assets and property

63. Protecting all assets of the company at all times is an import responsibility. Company assets can include:

- Physical Assets (e.g., phones, equipment, and facilities)
- Financial Assets (e.g., funds)
- Information Assets (e.g., technical data, computer software, and proprietary information)

64. If you are working with the Company's data, or proprietary information, you must be sure not to make any accidental or unauthorized disclosure of this information. This means adhering to any nondisclosure agreements, paying attention and preserving Company proprietary markings, and not transmitting information by email unless the email is appropriately encrypted or otherwise protected.

65. When using a corporate asset, always consider whether your action is in the best interest of the Company. As a general rule, corporate assets should be used for business purposes only. There might be situations where occasional personal use of corporate assets is appropriate, such as to make a call to order lunch or to use the Internet to review a train schedule. This type of use is appropriate as long as it is neither excessive nor disruptive to the workplace.

## 1.8 Intellectual Property

66. As with our responsibilities for protecting the physical and financial assets of the Company, it is equally important to protect the Company's intellectual property. Intellectual property includes confidential information and trade secrets as well as copyrights, patents, and trademarks. Each of us is responsible to protect FWS's intellectual property in accordance with intellectual property laws and regulations. Additionally, you may not misuse anyone else's intellectual property. The laws and regulations in this arena are complicated; accordingly, you must contact the Ethics and Compliance Officer whenever questions arise.

### 1.8.1 Use of Information Systems

67. Our information systems are critical to our day-to-day business activities and we must use them responsibly. This means always putting the Company's interests first to ensure that these systems operate as they should. In order to protect the Company's information systems:

- Always use strong passwords, user ID's and building access key cards to prevent security breaches.
- Never leave mobile phones or laptops unattended or in non-secure locations.
- Always secure computers and workstations.

68. There are certain activities that can threaten the integrity of the Company's information systems and are never acceptable during working hours or on personal time. These include:

- Engaging in improper communications over the Company's information systems.
- Visiting inappropriate Internet sites from the Company's information systems
- Distributing confidential information from the Company's information systems without authorization.
- Installing unapproved hardware or software onto the Company's information systems.

- Conducting outside business not related to your work at FWS over the Company's information systems.

69. It is also important to be mindful that communications that take place over the Company's information systems are not necessarily private and the Company cannot guarantee confidentiality. FWS reserves the right, to the extent it is authorized by law, to monitor or make records of all such communications to verify compliance with policies or for other legitimate business reasons.

70. Finally, if you work at a government facility or have authorized access to a government information system, you must understand and strictly follow all procedures and requirements for using the government's system.

## 1.9 Relationships with suppliers

71. We achieve success through collaborative efforts with our business partners. We honour all of our contractual obligations. We share our standards of business conduct with our suppliers and expect that they will reflect those standards when conducting business on our behalf.

### 1.9.1 Treating Suppliers Fairly

72. We treat our suppliers and business partners with fairness, courtesy, and respect. We comply with the terms and conditions of our agreements with our suppliers and we honour our commitments. We are careful to protect the confidential and proprietary information entrusted to us by our suppliers and partners. We should not take unfair advantage of anyone through manipulation, concealment, abuses of privileged information, misrepresentations of material facts, or any other unfair practice.

### 1.9.2 Selecting Suppliers

73. We promote competitive procurement to the maximum extent practicable. Whenever procuring materials, supplies, equipment, consulting, and other services, it is our policy to solicit a sufficient number of responsible and qualified subcontractors to obtain competitive prices and the necessary levels of quality and support. Our selection of subcontractors, suppliers, and vendors will be made on the basis of objective criteria such as, but not limited to, quality, technical excellence, price, delivery, adherence to schedules, service and maintenance of adequate sources of supply, and the existence of an ethical standard of behaviour.

## 1.10 Careful communication

### 1.10.1 Honest Communications

74. We believe that lasting customer relationships are built on integrity and trust. We seek to gain fair advantage over our competitors through superior service and marketing. We must never seek to win business through improper or questionable business practices.

75. Truthful and accurate communication about products and services are essential to meeting our responsibilities to our customers. We must be honest in marketing, in preparing bids and proposals based on current, accurate, and complete cost and pricing data, and in truthfully negotiating contracts.

### 1.10.2 Communications with the Media

76. FWS has appointed designated individuals in the Communications Department to respond to all media inquiries. Unless you have been designated as a FWS spokesperson, you may not respond to media inquiries. If you are contacted by the media, contact the Corporate Communications Department immediately.



### 1.10.3 Social Media

77. “Social Media” is loosely defined as any media publicizing, selecting, or exchanging user-generated content to the public. This includes social networking sites, blogs, multimedia sites, and other information sharing vehicles. Responsible use of social media is essential to safeguarding our company’s confidential information. Although the use of social media may be appropriate in some instances, using social media responsibly means adhering to the following principles:

- Never disclose FWS confidential or proprietary information.
- Never disclose customer’s or suppliers confidential or proprietary information.
- Never represent yourself as speaking on behalf of FWS, unless authorized to do so.

78. If you have questions about the appropriate use of social media, contact your manager or the Ethics and Compliance Officer.

### 1.11 Good corporate citizenship

79. FWS takes its commitment to good corporate citizenship extremely seriously. This is manifested by the Company’s positive and constructive involvement in charitable organizations and community activities. FWS complies with all applicable laws and regulations, respects human rights, provides fair working conditions, and prohibits the use of any forced, compulsory, or child labour.

### 1.12 Political Participation and Activities

80. FWS supports personal participation in the political process and encourages all employees to support the political parties and candidates of their choice. We must understand, however, that our involvement and participation in the political process must be on an individual basis, on our own time, and at our own expense. Many countries prohibit corporations from donating corporate funds, goods, or services (including employees’ work time), directly or indirectly, to political candidates.

81. Because the laws in this area are complex, contribution of FWS’s funds or the use of FWS’s assets or facilities for the benefit of political parties or candidates anywhere in the world is prohibited, unless approved in advance by FWS’s Ethics and Compliance Officer.

### 1.13 Lobbying

82. Lobbying activities are subject to specific rules that cover a wide range of activities. “Lobbying” involves communications with legislators, executive branch officials, or their staff in an effort to influence legislative or certain other administrative actions. For this reason, it is important that all contacts with officials regarding public policy are coordinated through the Communications Department, as all lobbying activities must be disclosed and carefully regulated.

### 1.14 Respecting our Environment and Conducting Sustainable Business Practices

83. FWS is committed to conducting operations and activities in a manner that protects the environment and conserves natural resources. FWS’s policy is that no employee shall engage in conduct that violates environmental laws or regulations. We are also committed to the continual improvement of our environmental management systems as well as the prevention of pollution. More information on the Company’s *Environmental, Health and Safety* policy can be obtained through your manager.

### 1.15 Raising concerns

84. If you ever have questions about the Code or concerns of a possible violation, it is imperative that you raise them. You should never feel uncomfortable coming forward with business conduct



concerns, and the sooner you raise your concerns, the sooner the Company can help you resolve them.

### 1.16 Mandatory Reporting Obligations

85. All FWS employees must immediately report any issues that could possibly constitute a violation of criminal or civil law, or a significant overpayment for subcontract, to the Ethics and Compliance Officer. You must also report these matters through the Ethics Helpline, if you prefer to remain anonymous. Reporting these issues is mandatory.

#### 1.16.1 How to Raise Concerns

86. Depending on the nature of the concern, it might be appropriate to start by discussing the issue with the person involved. If that would not be productive, employees should always feel free to contact their manager or the applicable subject matter expert, such as Human Resources, Contracts, Legal, Finance, Audit, or Security. If you are not comfortable doing that, the Company has devoted significant resources to maintaining a best-in-class Ethics and Compliance organization that you may contact at any time.

#### 1.16.2 Company Reporting Resources

87. Contacting the FWS Management

Compliance Officer:

#### 1.16.3 After Raising a Concern

89. We take all reported concerns seriously. We will evaluate all matters brought to the Ethics and Compliance Officer. At your request, we will make every effort to keep your identity confidential while conducting a thorough and fair review. To assist in maintaining confidentiality, you should refrain from discussing the matter with co-workers or anyone else. If you have chosen to remain anonymous, you will be given a code that will allow you to follow-up at your discretion for a status update.

90. If you have raised a concern with your manager, the Ethics and Compliance Officer, or another resource, you can expect that they will follow up with you within a reasonable time. While they may not be able to disclose specific details, they will likely be able to provide a high-level summary.

### 1.17 Our non-retaliatory culture

91. Everyone at FWS who comes forward with concerns plays an important role in maintaining a healthy, respectful, and productive workplace and protects our customers, shareholders, colleagues, suppliers, and the community at large. Raising concerns helps us address problems early – before potentially more serious consequences develop. Retaliation in any form against an individual who in good faith reports a violation of the Code or of the law, even if the report is mistaken, or assists in the investigation of a reported violation, is a serious violation of this Code and of law. Every FWS employee has an obligation to create an environment free of retaliation. It is therefore FWS's policy to strictly prohibit any form of retaliation against anyone who raises a concern.

## Code of Ethics and Business Conduct

### Acknowledgment

I have read FWS's Code of Ethics and Business Conduct and, if applicable, Addendum (the Code). I understand and agree to abide by the Code. I realize that any violations of the Code may lead to disciplinary action.

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Name (please print)

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Signature

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Date

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FWS Department and/or Location or outside organization

Corporate Headquarters

FWS

Basra Iraq.

## 2. Reviews of company business practices, procedures, policies, and internal controls for compliance

1. It is FWS's policy that contract compliance and the development and implementation of processes and systems to ensure such compliance are a top priority.
2. FWS will establish an internal audit process that will include periodic review of all relevant aspects of the Company's business. Internal audits will include generation of adequate reports, use of consultants as needed to assist in data analysis, and development and implementation of

enhancements to FWS's business system(s) that may be required to ensure relevant data collection and government contract compliance.

3. At least once per calendar year, the Ethics and Compliance Officer will initiate a conference call or other meeting to discuss contract compliance issues with FWS's counsel and relevant consultants. Internal processes and training procedures will be reviewed to ensure adequacy and relevancy.

### 3. Conflicts of interest

1. The purpose of this Conflicts of Interest Policy is to ensure that all decisions of FWS are independent and unbiased, and are made to protect FWS's interest when it is contemplating entering into a transaction, contract, or arrangement. Furthermore, FWS will be managed in a business-like and professional manner in such a way that public trust and confidence in FWS is enhanced. In furtherance of these goals, FWS requires all persons associated with it to conduct business with integrity and to maintain high ethical standards of personal and professional conduct with respect to their involvement in the affairs of FWS and with respect to their business dealings and other relationships with and for FWS.
2. FWS expects all persons associated with it to recognize and avoid activities and relationships which involve, or might appear to involve, a conflict of interest, or which might be cause for embarrassment to FWS, or which might compromise the integrity and quality of decision-making necessary to FWS's effective governance, or which might jeopardize FWS's public reputation. In order to avoid harm to the reputation, goodwill and public image of FWS, and to ensure the expected high ethical standards of conduct and dealings relating to the business affairs of FWS, all persons associated with it shall be expected to observe the guidelines described in this Policy.
3. While it is impossible to list in this Policy every circumstance that may suggest a conflict of interest, the following criteria should serve as guidelines when deciding whether a particular situation may give rise to a conflict of interest. Any deviation from the guidelines described in this Policy must be reported to the President or Ethics and Compliance Officer of FWS.
4. This policy applies to all officers, members of the Board of Directors, or its committees or advisory board, employees, consultants, subcontractors, and team members, and other representatives of FWS (collectively "FWS Affiliates").

#### 3.1 Definitions

##### Interested Persons

3. Any FWS Affiliate who has a direct or indirect Financial Interest, as defined in this Article, Section B below, or who otherwise has a conflict of interest or may be in a situation, which may create an appearance of impropriety (as generally described above and in Article II below), is an Interested Person within the meaning of this Policy.

##### Financial Interest

5. A person has a Financial Interest if the person, directly or indirectly, through business or investments, or through the business or investments of family members has:
  1. An existing or potential ownership or investment interest (in excess of five percent (5%) in any entity with which FWS is negotiating or has entered into or is likely to enter into a transaction or arrangement
  2. An existing or potential compensation arrangement with any entity or individual with which FWS is negotiating or has entered into or is likely to enter into a transaction or arrangement or whose business or operation has been or will be directly affected by a decision or action of FWS. A compensation arrangement includes direct and indirect remuneration from any source (including, without limitation, honoraria, gifts, or favours) that is in excess of \$5,000.

### 3.2 Conflicts of interest

#### What Constitutes a Conflict of Interest?

6. The following is a list of situations that might give rise to a conflict of interest, but is by no means exhaustive:

##### Having a Financial Interest

- Having a spouse, parent, child, sibling, or other family member who has a Financial Interest
- Serving on the board of directors of, or having another affiliation with, an entity with which FWS has entered into or is contemplating entering into a transaction or whose business or operation has been or will be directly affected by a decision or action of FWS

### 3.3 Avoiding Any Appearance of Impropriety

7. All FWS Affiliates should avoid any actions, circumstances, or continuing conditions that might result in or create the appearance of any of the following:

- Using one's association with FWS for private gain;
- Unwarranted preferential treatment to any outside person or organization, particularly if such FWS Affiliate has a Financial Interest with or in such person or organization;
- Impeding FWS's efficiency or economy;
- Loss of independence or impartiality by such FWS Affiliates;
- Adversely affecting public confidence in the integrity or the reputation of FWS, or
- Endangering life, health, or safety of any person.

8. Any appearance of impropriety shall be reported as conflict of interest and shall be treated as a conflict of interest for all purposes hereunder.

### 3.4 Procedures

#### 3.4.1 Duty to Disclose

9. All FWS Affiliates have a duty to disclose the existence of any and all actual or potential conflicts of interests, including without limitation Financial Interests, and all material facts to the President or Ethics and Compliance Officer with respect to any existing or proposed transaction or arrangement.

#### 3.4.2 Initial and Annual Disclosure

10. Each FWS Affiliate shall, upon being initially engaged by FWS, and each director, officer, and member of a committee or the advisory board shall annually thereafter by January 31<sup>st</sup> of each calendar year, sign a statement which affirms that such FWS Affiliate:

- Has received a copy of the Policy,
- Has read and understands the Policy,
- Has agreed to comply with the Policy,
- Has listed all potential conflicts of interest in the Disclosure Statement at Attachment A. The Disclosure Statement shall be delivered to FWS's President and Ethics and Compliance Officer. The President shall maintain the Disclosure Statements and shall, at each meeting of the Board of Directors, identify those individuals who have a potential conflict of interest.

11. In addition, at each annual meeting of the Board of Directors there shall be a discussion of the conflict of interest policy and disclosure by all members of the Board of potential conflicts of interest.

### 3.5 Determination of Whether a Conflict of Interest Exists

12. Once a potential conflict of interest has been presented to FWS, the Board or a committee established by the Board (the “Committee”) shall make a determination as to whether or not a conflict of interest exists. This determination shall state the pertinent facts and the reason for the determination of the conflict of interest. The determination of the Committee may be reviewed by the Board. The determination of the Board is non-appealable and not subject to review.

### 3.6 Procedures for Addressing a Conflict of Interest

13. If the Board or Committee decides that a conflict of interest exists, the following procedures will be followed:

- The Chairperson of the Board or the Committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- After exercising due diligence, the Board or Committee shall determine whether FWS can engage in a substantially similar transaction or arrangement with reasonable efforts with a person or entity that would not give rise to a conflict of interest.
- If a substantially similar transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the Board or Committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in FWS’s best interest and whether the transaction is fair and reasonable to FWS and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination. In addition, the Board or Committee may request that the Interested Person resign from the Committee or Board or remove himself/herself from the arrangement that gives rise to the conflict.
- Any director who may be involved in a transaction in which he or she may be an Interested Person shall not participate in or be present at that portion of the meeting of the Board, or any committee of the Board, at which the transaction is considered. Such director may, however, answer questions regarding the transaction. If such director has a Financial Interest with respect to the contemplated transaction, said director shall not serve on a committee whose mission is central to the source of the compensation.

### 3.7 Violations of the Conflict of Interest Policy

If the Board or Committee has reasonable cause to believe that any FWS Affiliate has failed to disclose actual or possible conflicts of interest, it shall inform the FWS Affiliate of the basis for such belief and afford the FWS Affiliate an opportunity to explain the alleged failure to disclose.

If, after hearing the response of the FWS Affiliate and making such further investigation as may be warranted in the circumstances, the Board or Committee determines that the FWS Affiliate has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action, up to and including immediate termination of the FWS Affiliate’s association with FWS.

### 3.8 Records of proceedings to determine a conflict of interest

14. The minutes of all Board and all Committee meetings regarding conflicts of interest shall contain:

- The names of FWS Affiliates who disclosed or otherwise were found to have an actual or possible conflict of interest, the nature of the conflict of interest, any action taken to determine whether a conflict of interest was present, and the Board's or Committee's decision as to whether a conflict of interest in fact existed.
- The names of the persons who were present for discussion and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.



## FWS CONFLICTS OF INTERESTS DISCLOSURE STATEMENT

Report below any existing or potential conflict of interest or appearance of impropriety you may have or may have, including but not limited to, any Financial Interest in, service on the board of, or affiliation with, any person or entity which is, or is likely to be, a party to an agreement with FWS. You shall have an on-going obligation to notify the President or Ethics and Compliance Officer of FWS immediately of any potential conflict of interest as it arises. For example, if you shall have a significant change in your relationship with any entity or individual that was not disclosed previously, you shall provide immediate notice of such change, including advance notice of such changes whenever possible. (Attach additional sheets if necessary.)

I have received a copy of the FWS Conflicts of Interest Policy statement and have read and understood it, and hereby agree to comply with it.

Disclosing Person: \_\_\_\_\_  
(Print Name)

Dated: \_\_\_\_\_ Signed: \_\_\_\_\_

## 4. Internal/external audits

1. FWS has established an internal audit process that includes periodic review of all relevant data to assess trends and identify potential issues. Internal audits result in generating reports, use of consultants as needed, to assist in data analysis and development and implementation of enhancements to FWS's business system(s) that may be required to ensure relevant data collection and government contract compliance.
2. FWS retains an independent accounting and auditing firm to conduct periodic internal audits on a company-wide basis.
3. FWS is currently subject to external audits by BP ROO, Shell SIPD AND THE Iraq Ministry of Interior. It is FWS's policy to cooperate fully with government entities during the audit process.

## 5. Disciplinary action for improper conduct

1. FWS expects all employees, consultants, and team members to comply with the terms and conditions of FWS's contracts.
2. Improper conduct by FWS employees and consultants at any level will be disciplined. Such disciplinary action may include termination of employment.
3. Country Managers are responsible for overseeing compliance with FWS Contracts Compliance Plan and with the FWS Code of Business Conduct and Ethics. Country Managers may be disciplined for failure to detect a violation about which they should have reasonably known. Disciplinary action may consist of the following:
  - Mandatory refreshers of FWS Code of Business Conduct and Ethics with acknowledgement and agreement;
  - COMPLIANCE TRAINING/EDUCATION;
  - Notation of improper conduct in employee/consultant's employment file and use of such information as part of overall performance evaluation;
  - Salary adjustment based upon improper action as performance evaluation factor; and

## Termination of employm