

GardaWorld Federal Services

Code of  
Business  
Ethics and  
Standards  
of Conduct





# Welcome



GardaWorld Federal Services (“GWFS”) is delighted to welcome you to our successful team.

We believe that people are our most important asset and appreciate the diversity of knowledge and experience you bring. We would therefore like to take this opportunity to wish you a long and rewarding career or engagement at GWFS, and hope that you will enjoy working with us.

The purpose of our Code of Business Ethics and Standards of Conduct is to ensure that everyone who works in our team (employees and contractors) across all locations and designations, are fully aware of GWFS’s commitment to the highest standards of integrity, which are fundamental to the conduct of ethical business.

We aim to foster an open, cooperative and dynamic working environment at GWFS. Therefore, if you would like further information or have any questions about any of the points outlined in this document, please do not hesitate to raise them with your line manager.

A handwritten signature in blue ink, appearing to read 'Pete Dordal', written in a cursive style.

**Pete Dordal**  
President  
GardaWorld Federal Services

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# Introduction

## Purpose

1. This Code of Business Ethics and Standards of Conduct is designed to convey, in no uncertain terms, GardaWorld Federal Services (“GWFS”) commitment to the highest standards of integrity. The Code identifies and explains the fundamental principles that govern the way GWFS conducts its business. Within the Code, these principles are covered in the following sections:

- a. Compliance with guiding principles, applicable laws and regulations;
- b. People;
- c. Business relationships;
- d. Information;
- e. Occupational Health, safety and the environment;
- f. Acceptance, acknowledgement and implementation;
- g. Personal human rights guidance memorandum – a single point of reference for all GWFS employees and contractors to assist them in understanding the human rights applicable to them and the Company.

2. Every conceivable ethical issue that may be encountered will not be covered explicitly by the Code. However, it provides a handrail for managers and personnel to assist them in conducting ethical planning and service delivery. Expert advice and assistance from the chain of command is always available to manage specific issues. While the Code should be considered to be the foundation for each individual’s decisions and actions on behalf of GWFS, it is not a substitute for each individual’s personal integrity.

## Scope and applicability

3. This document states and codifies the policies of GWFS, which are aligned with those of our GardaWorld affiliate companies, regarding ethical business practices, standards of conduct, conflicts of interest, compliance with laws, and other policies governing conduct in the workplace (hereinafter also referred to as the “Code”). The Code shall be adhered to by all individuals and entities who work for or act on behalf of GWFS, whether as an employee or a contractor (hereinafter also referred to collectively as “GWFS Personnel”).

## Responsibility, authority and accountability

4. All GWFS Personnel are primarily responsible and accountable for ensuring that human rights and the provisions of this Code are employed, enforced and adhered to.

5. The President of GWFS, along with the entire GWFS Senior Leadership Team, are primarily responsible and are the competent authority for setting and endorsing policy in all areas of management. The President has appointed the GWFS Chief Legal Officer (“CLO”) and Quality Management Review Board (“QMRB”) to monitor our compliance and standards delivered.

6. The GWFS Senior Leadership Team is responsible for embedding the Code into the moral fabric and ethos of the business, at all levels. It drives the Code forward and is responsible for its continuous improvement as part of the performance management process. It is also responsible for making risk-based decisions and for the due-diligence process for entering into business relationships with potential partners and suppliers (vendors), including consultants and other service providers.

It is accountable for the actions of those working for or on behalf of the Company, especially where conduct falls short or contravenes the requirements of the Code.

7. Compliance assessments of clients and due diligence assessments are made during the business capture planning and proposal development processes.

8. The CLO is responsible for ensuring internal and external grievances are investigated, whether or not they involve an abuse of human rights, regardless of the severity and reports to the Ethics & Compliance Committee of the GWFS Board of Directors and the Quality Management Review Board.

## Access to policies and procedures

9. All policies and procedures referred to within this document are part of are part of our Quality Management System, which is available electronically on the GWFS Portal.

10. If you do not have access to the GWFS Portal, the documents can be requested through your manager or supervisor.



# Compliance with guiding principles, applicable laws and regulations

## General principles

11. GWFS Personnel will conduct business fairly, impartially, in an ethical and proper manner, and in accordance with the Code. They will comply with applicable laws, regulations, and Company policies.

12. The conduct of all GWFS Personnel with respect to clients, suppliers, vendors, and one another should reflect the highest standards of professionalism, honesty, integrity and fairness. The safety, health, and wellbeing of the public, clients and fellow co-workers in the performance of duties for GWFS should be paramount.

13. GWFS Personnel are expected to exercise good judgment in their internal and external business relationships and to avoid circumstances that conflict with the Company philosophy and the intent of the Code.

14. GWFS Personnel must strive to avoid even the appearance of impropriety in the discharge of their responsibilities.

15. Everyone shall respect the right of all others affiliated with GWFS to fair treatment and equal opportunity without regard to gender, race, creed, national origin, age, sexual orientation, disability or veteran status.

16. All financial transactions shall be handled honestly and recorded accurately. All disbursements of funds and all receipts must be properly and promptly recorded. No undisclosed or unrecorded funds may be established for any purpose. No misleading or inaccurate statements or entries may be made or caused for any purpose in the books and records of GWFS, or in any internal or external communications, including telephone and wire communications.

18. Each individual is responsible for their actions and the consequences of their misconduct. Misconduct will not be excused because the action was directed or requested by another person or subjectively perceived to be in the interest of the Company.

18. GWFS expects all GWFS Personnel to report any activities or conduct believed, in

good faith, to be unethical, illegal, or a violation of the Code. The Company will not tolerate retaliation against employees or contractors who use the Code or other means for reporting ethical concerns. It is better to err on the side of reporting than to let a possible violation go unreported. A knowing failure to report a violation is itself a violation of Company policy. GWFS encourages anyone who is unsure about the proper course of action to be taken in a particular situation to ask questions and consult with his or her supervisor or to report the matter in accordance with the Section "Reporting Violations."

## Founding principles for our operations in complex environments

19. As a government contractor and private security company operating internationally in complex and in fragile environments, GWFS Personnel must be mindful that we are not a military force or a law enforcement agency. We are protective and defensive in nature: we are hired to protect our clients and do not engage in offensive actions. We will observe international humanitarian and human rights laws, protocols and conventions. Fundamentally, this requires that we (1) respect the dignity of all human beings; (2) operate in a safe, responsible, and prudent manner; and (3) take vigilant efforts to minimize loss of life and destruction of property. Given the nature of our operations, our Code is principally founded upon the following rules, provisions and guidance:

- a. The UN Guiding Principles on Business & Human Rights (a quick-reference summary of the rights and further guidance in the Human Rights and Professional Standard Policy)
- b. The International Code of Conduct Association (ICoCA) for Private Security Service Providers (of which we are a founding signatory)
- c. All applicable laws and regulations, which are further explained and referenced in the GWFS Legal Operating Framework.

## GWFS Code of Business Ethics and Standards of Conduct – Statement of Conformance

20. GWFS provides security and related services in circumstances where weakened governance creates complex, fragile and hostile environments.

21. Our clients, host nations and home governments, the communities within which we operate, our partners and our suppliers rely on us to operate in a responsible manner that enhances human safety and security and which protects assets (both tangible and intangible) while conforming to international law, local laws and human rights.

22. Every aspect of our business practice and service delivery is governed by our Code of Business Ethics and Standards of Conduct and our Quality Management System. These are founded on our commitment to respecting human rights and follow the principles of 'protect, respect and remedy'. In order to demonstrate our credibility in applying these principles, we ensure that our entire way of doing business is externally accredited, on a global basis, to a number of international standards that encompass the full scope of our business functions and services.

23. In complex operating environments a state's own ability to protect human rights may be diminished. Other states and parties may also be known to be or suspected of acting in a way which has an adverse impact on human rights. In these circumstances, our rigorous application of the principles enshrined in our Code of Business Ethics and Standards of Conduct assists us in minimizing the risk of our own actions causing an adverse impact on human rights.

24. We respect our staff, clients and the communities within which we operate by acting on firmly held, communicated and administered principles of fairness, equality, integrity and dignity. Our responsible approach, operating our Quality Management System within our robust Legal Operating Framework, includes:

- a. Using a formal, enterprise-wide procedure for the management of internal and external risk, applied to all aspects of our business processes and decision-making, at all levels (fully compliant with ISO 31000).
- b. Applying a rigorous, fair and risk-based process for the selection, recruitment and vetting of our people, our partners, our suppliers and, where appropriate, our clients.
- c. Providing the healthiest and safest working environment possible for all of our people, wherever they are and whatever duties and responsibilities are assigned to them (externally certified to OHSAS 18001, covering all of our operations globally).
- d. Promoting and maintaining the assurance of quality of service across all of our business processes and services (externally certified to ISO 9001, covering all of our operations globally).
- e. Managing and reducing potential impacts of our business operations on the human, built and natural environment around us (externally certified to ISO 14001, covering all of our operations globally).
- f. When risks are realized and disruptions occur, protecting our stakeholders by ensuring that we are prepared, rehearsed and ready to respond rapidly and coherently to resolve the impacts and restore stability, regardless of the levels of scale or complexity.
- g. Embedding a culture of professional excellence through coherent, progressive, and accredited programs of training, education and talent management for all of our people, across all business disciplines and at all levels (where appropriate training and development is externally accredited).

h. Diligently assessing and demanding compliance with the International Code of Conduct for Private Security Providers and the UN's Guiding Principles when selecting potential clients, associates, suppliers, partners and personnel.

- i. Employing, contracting and fairly reimbursing all of our personnel and suppliers in accordance with laws, regulations and standards applicable in each and every country of operation.
- j. Monitoring and auditing our business transactions and activities in accordance with strict rules and processes to ensure prudence and probity in all of our business relationships.
- k. Firmly rejecting and condemning all forms of bribery and corrupt practice at all levels and in all countries of operation.
- l. Adhering to applicable rules and regulations pertaining to the procurement, import and export of goods required for the delivery of our services.
- m. Ensuring and respecting freedom of expression in matters of faith, gender, culture and heritage in all aspects of our business.
- n. Through our service delivery, facilitating freedom of movement for our clients and other key stakeholders within the countries, regions and communities where we operate, through understanding the context in which we operate.
- o. Through the employment, professional development and contracting of services of individuals and groups within our local communities, we shall contribute to growth, stability and sustainability of these communities.
- p. Enhancing the quality of lives in the communities around us by providing social assistance programs, cognizant of social, faith and cultural sensitivities and associated risks.

25. In the event that a disruptive or undesirable event occurs, we manage the full range of resulting impacts, minimizing adverse effects and restoring our services rapidly and seamlessly. Where these incidents involve a breach or abuse of human rights, we will take all possible steps to remedy these through both judicial and non-judicial processes, specifically:

- a. We operate a formal process for receiving and responding to internal and external grievances; where confidentiality is needed, a whistle-blower procedure is utilized;
- b. The Company maintains a fair and robust formal disciplinary process that is used when the Company's Code of Business Ethics and Standards of Conduct is contravened;
- c. We submit to due legal process where a judicial solution is required.

26. We learn lessons from these events and continually improve our performance through performance evaluation processes that have been certified as effective by external auditors.

27. All of our personnel and tiers of management are formally allocated responsibility and accountability for the management of risk, assurance of quality and adherence to the values and standards covered within this statement.

28. The GWFS Senior Leadership Team is responsible for providing top management direction, guidance and the moral and physical resources to enable these levels of responsible governance and compliance to be met and sustained.

29. If you wish to express a grievance or concern of any kind, confidentially or otherwise, **please contact [ethics@garda-federal.com](mailto:ethics@garda-federal.com)** (Confidential GWFS Reporting Hotline Email Address).

30. Complaints may also be made **by dialling: 001 571 814 2915** (Confidential GWFS Reporting Hotline Phone Number).



## The GWFS legal operating framework

31. It is GWFS policy to fully comply with all applicable laws and regulations governing its operations both at home and in other countries. The summary of some of the principal laws affecting the Company's business included in this Code is intended to provide general guidance to GWFS Personnel. More detailed information and guidance is contained within the GWFS Legal Operating Framework.

32. Any violation of law, regulations, or other regulatory requirements applicable to GWFS's operations of which an employee or contractor gains actual knowledge, whether committed by a Company officer or employee, or by a client, vendor, contractor, or anyone else, must be promptly reported as provided in the Section "Reporting Violations."

33. Any employee or contractor who is convicted, or otherwise found to be responsible by a competent Company or government authority, of a violation of any local, state, or national criminal law concerning or affecting GWFS's performance of its contracts may be terminated from employment or other association with GWFS.

## Human rights risk management

34. GWFS employs a risk management approach to all of the planning and delivery of business and security operations. Human rights are addressed in the following areas of the risk management process:

### a. Business functions and operations

Company risk management registers are an essential part of GWFS's business operations, and include a specific human rights risk analysis section. On arrival in your place of work it is essential that you familiarize yourself with the risk management registers pertinent to that region and project/site. By doing so you will understand the cultural context of your operating environment, the basis for the procedures you employ in your daily business and the freedoms of and constraints on decision-making in your area of operations.

### b. Winning business

A risk assessment is conducted as part of the new business capture planning process prior to deciding whether to proceed with tendering for new business or renewing existing contracts. The human rights element of this risk assessment supports decision-making by assessing the risks to the Company as well as the internal and external impacts of doing business with the potential client.

### c. New markets

A human rights risk and impact assessment will be required whenever GWFS intends to enter a new marketplace or country for business purposes.

### d. Selecting partners and strategic service providers

When selecting partners, or strategic service providers, GWFS conducts risk assessments through a due diligence process, which includes human rights aspects, to assess the desirability and practicality of an agreement being reached. Subject to that risk assessment and due diligence process, the potential partner or service provider may be required to develop additional controls and further demonstrate compliance with GWFS's policies and business practices.

### e. Selecting subcontractors, suppliers and vendors

All potential and existing suppliers of services undergo a selection process that is led by the GWFS procurement team. Before qualifying as a vendor, GWFS must be satisfied that it has mitigated the risks to its clients, the Company and the communities in which we operate.

35. Subsequent, periodic assessments are conducted in all cases to ensure that risks are consistently managed throughout the lifespan of the relationship.

## Certification

36. GWFS demonstrates its compliance with its Code by maintaining global certification of its management systems, in accordance with ISO 18788:2015 and ANSI/ASIS PSC.1-2012 and a range of other international standards. Certifications are awarded on the basis of external audit of the whole organization by accredited, reputable certification bodies.

# People

## Hiring policy (selection, recruitment and vetting)

37. To maintain GWFS's culture of ethical conduct it is important that the Company associates with personnel (whether employees or contractors) who share our commitment to that conduct. Business integrity and commitment to obeying applicable standards of conduct and the law are key considerations in the selection and retention of those who represent the Company.

38. It is GWFS's policy to carefully screen those who will work with the Company in order to protect its ethical culture. To that end, those responsible for hiring employees or engaging contractors will comply with GWFS's policies and procedures regarding background screening, and will evaluate each person's character and integrity in making hiring decisions. All candidates who apply to be an employee or contractor must provide the Company with complete and truthful information concerning their background.

39. More detail about the selection, recruitment and vetting of personnel can be found in the Quality Management System.

## Equal employment and contracting opportunity

40. GWFS believes that diversity strengthens the Company and enhances our competitiveness. GWFS expects its employees and contractors to treat each other with respect and to appreciate other backgrounds and cultures. Underscoring this policy is our strong concern for individual dignity and wellbeing.

41. GWFS is strongly committed to the principles of equal employment opportunity (EEO). Supervisors are charged with enforcing the intent, as well as the letter, of all applicable U.S. federal, state, local, and international laws. It has been and will continue to be the policy of GWFS to provide equal employment opportunity without regard to race, color, religion, sex, age, national origin, physical or mental disability, marital or veteran's status, personal appearance, sexual orientation, gender identity, genetic information, family responsibility, political affiliation, or any other classification protected by federal, state, local, or international law.

This policy governs all phases of employment, including hiring, firing, promotion, performance evaluation, selection for training opportunities, wage and salary administration, and the application of benefits plans and Company policies.

42. Any employee or contractor who feels that he or she has been subjected to discriminatory behavior should report the matter as provided in the section "Reporting violations." Employees and contractors may raise concerns and make reports without fear of reprisal.

## Harassment

43. GWFS is proud of its tradition of providing a work environment in which all individuals are treated with respect and dignity. Each individual has the right to work in an atmosphere that promotes equal opportunities and prohibits discriminatory practices, including harassment.

44. GWFS's goal to provide all personnel with a positive work environment which promotes efficient, productive, and creative work, and which protects employees from discrimination, harassment, insult, and intimidation, including sexual harassment. Sexual harassment is defined as unwelcome or unsolicited verbal, physical, or sexual conduct that is made a term or condition of employment, is used as the basis for employment or advancement decisions, or has the effect of unreasonably interfering with work or creating an intimidating, hostile, or offensive working environment. GWFS will not tolerate unwelcome verbal or physical conduct of a sexual nature by any employee, supervisor, client, consultant, vendor, or third party, which harasses, disrupts, or interferes with an employee's work performance or which creates an intimidating, offensive, or hostile working environment.

45. Sexual harassment is prohibited under Title VII of the Civil Rights Act and under local laws that also prohibit discrimination based upon race, color, religion, sex, age, national origin, physical or mental disability, marital or veteran's status, personal appearance, sexual orientation,

gender identity, genetic information, family responsibility, and political affiliation. These laws also prohibit retaliation or reprisals against an employee who has raised concerns about sexual harassment or other forms of discrimination, or who has participated truthfully in an investigation of such concerns.

46. Sexual harassment does not mean occasional compliments of a socially acceptable nature, good-natured social conversation, or private mutual relationships between individuals that are consensual. Complaints of harassment are serious and can have a profound effect on the careers and lives of those involved. While we encourage employees to take advantage of this policy, they should do so only in good faith.

47. Sexual harassment includes: sexual touching, repeated sexual flirtations, advances or propositions, continued or repeated verbal abuse of a sexual nature, explicit or degrading verbal comments or writings (including through E-mail) about another individual or his or her appearance, the display of sexually suggestive pictures or objects, or any offensive or abusive conduct of a sexual nature. It also includes the basing of any personnel action on an employee's submission to or refusal of sexual overtures.

48. GWFS also prohibits similar offensive or abusive behavior based upon or directed at other personal characteristics not related to work performance, such as a person's race, sex, sexual orientation, gender identity, genetic information, national origin, ancestry, religion, physical and mental disability, marital status, military service, veteran's status, or any other class protected under federal, state, local, or international law.

49. Any employee or contractor who feels that he or she has been subjected to unlawful harassment should report the matter as provided in the section "Reporting Violations." Complaints of sexual harassment will be treated with confidentiality due to their sensitive nature, and will be promptly investigated. Any person who is found to have engaged in sexual harassment of another individual will be subject to discipline up to and including termination of employment or other association with GWFS.

## Trafficking in persons

50. Consistent with international law, GWFS will not tolerate the practice of trafficking in persons in any form. This includes, but is not limited to, procurement of commercial sex acts such as prostitution, or use of forced labor, as described in US law, 48 CFR part 22.17. Any member of staff who engages in human trafficking in any form or fashion will be immediately terminated and removed from the area, and the actions will be reported to the appropriate authorities for prosecution..

## Drug-free workplace

51. Substance abuse at work is unsafe and counterproductive. A substance abuser is often absent from the workplace, has more accidents and, moreover, places others at risk of serious injury. Accordingly, adherence to GWFS's drug and alcohol policies is a condition of employment and each agreement with personnel. The Company will enforce its policies and all related rules of conduct through remedial discipline up to and including termination of their employment or other association with GWFS.

52. Reporting to work under the influence of alcohol by any GWFS Personnel (whether employees or contractors) is prohibited. In situations where alcohol is expressly permitted, for example social occasions such as client dinners, all personnel will conduct themselves responsibly and in a manner that does not reflect poorly on themselves or GWFS. Personnel on duty periods must receive written permission from their Regional/ Country Management Team to consume alcohol, and must be able to conduct their duties as per Company standards at all times irrespective of any social occasion which may permit the consumption of alcohol.

53. To clarify: the term "on-duty periods" refers to periods of time when the contractor is required to perform services under their consultancy agreement. On-duty periods of time begin from when the contractor departs their country of residence, until they return. On-duty periods therefore include travel days (and layovers/ stopover flights) into and out of

the country, during which times contractors are expected to maintain high standards of professionalism as representatives of GWFS.

54. Following the limited occasions where the consumption of alcohol may be permitted (as noted above) at no point during on-duty periods shall any contractors or employees be in possession of a firearm while consuming alcohol, or under the influence of alcohol. Personnel may not be armed during on-duty periods less than 12 hours following the consumption of alcohol and it is the individual's responsibility to ensure this rule is complied with.

55. The use, dispensing, distribution, possession or manufacture of illegal drugs or controlled substances (as defined by all applicable national, state, provincial, and local statutes) on Company or client premises, in the course of Company business, during on-duty periods and/or reporting to work under the influence of unauthorized drugs or controlled substances (such as steroids), are prohibited. In addition, all personnel are required to report all over-the-counter medications and medications prescribed by a physician for the treatment of any psychological disorders, sleeping impediments, pain relief, or other disorders or impediments. Failure to do so may result in criminal and/or disciplinary action or termination.

56. In support of client contractual requirements, GWFS conducts, and all members of staff must agree to submit to, random drug and alcohol testing, as well as completing all mandatory testing set out in the Drugs Policy. For purposes of assuring compliance, personnel may be randomly tested for, among other things, any or all of the following substances: alcohol, amphetamines, cannabinoids, cocaine, phencyclidine (PCP), methaqualone, opiates, barbiturates, benzodiazepines, and synthetic narcotics including, without limitation, methadone, propoxyphene, and all other controlled substances, including other performance enhancing drugs (such as steroids). Failure to comply with these tests may result in disciplinary action or termination.

## Personal conduct

57. GWFS staff (employees or contractors) are expected to conduct themselves in their personal activities outside work in a manner which does not adversely affect their performance or the reputation of the Company. Further, certain operations and deployments place GWFS Personnel in areas where local laws and customs prohibit or restrict certain activities that are generally permissible in Western societies. Restrictions upon these activities are essential to fostering good relations between GWFS Personnel and clients and the local population. Thus, certain activities are restricted in order to maintain good order and discipline, and ensure optimal readiness.

**58. NOTE THAT MORE STRINGENT AND/OR SPECIFIC RESTRICTIONS MAY BE IMPOSED ON PERSONNEL IN STANDARD OPERATING PROCEDURES OR INSTRUCTIONS, STANDING ORDERS OR POLICIES TO SUPPORT OPERATIONAL REQUIREMENTS ON DEPLOYMENTS.**

## Basis for termination of employment/ services or disciplinary action

59. GWFS expects the conduct of its personnel to be governed by the highest ethical standards, good judgment, and consideration of others. Any act by any member of staff that may be considered to be contrary to the policy and purposes of the Code may be cause for disciplinary action, up to and including termination of employment or other association with GWFS.

60. Disciplinary action will be determined on a case-by-case basis, taking into consideration the seriousness of the violation, the person's degree of culpability, work record including the nature of prior violations, if any, and extenuating or aggravating circumstances.

## Information management

### Accurate books, records and submissions

61. It is GWFS policy to comply fully with generally accepted accounting principles and to comply with all record retention requirements imposed under customer contracts, national, state, provincial, and local laws and regulations. No false or misleading entries may be made or caused in any Company books, records, or reports for any reason whatsoever.

62. Personnel must not improperly destroy, improperly alter, make false entries, or wilfully fail to make correct entries on any Company documents or records.

63. Personnel are expected to ensure that any information provided to outside parties is accurate and truthful. When GWFS is asked to provide information to government officials, inaccuracies or falsehoods could result in severe legal and financial consequences for the Company; therefore, extra care must be given to any statements, certifications, representations, and submissions made to government representatives. If in doubt ask for further guidance.

### Confidential and proprietary information and use of social media

64. It is GWFS policy to comply fully with generally accepted accounting principles and to comply with all record retention requirements imposed under customer contracts, national, state, provincial and local laws and regulations. No false or misleading entries may be made or caused in any Company books, records, or reports for any reason whatsoever.

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### Telephone, email and internet

67. GWFS may provide electronic resources to its personnel, including telephone, internet, and email communications. The purpose of these systems is to expedite necessary business communications and serve as a resource for GWFS. While limited personal use of GWFS communications is permitted, these communications are not private and all electronic and telephonic communication systems and any information transmitted by, received from, or stored therein or thereon is the sole property of GWFS. The Company has the right to, and does, monitor such communication systems. The existence of passwords or delete functions does not infringe upon GWFS's ability to monitor, intercept, or otherwise be privy to electronic or telephonic communications.

68. Each employee and contractor is responsible for the content of all text, audio, or images that they place or send over the Company's telephones, internet and email system.

69. Personnel are prohibited from using telephones, the internet, or email for any unethical, illegal or immoral purpose, including but not limited to pornography, violence, gambling, racism, harassment, piracy, extortion, blackmail, copyright infringement, or unauthorized access to any computers. None of these systems shall be

used to disparage GWFS or to reveal confidential or otherwise proprietary information belonging to GWFS.

71. Internal and external email messages may be considered business records and may be subject to discovery in the event of litigation.

72. No email or other electronic communications may be sent that hide the identity of the sender or represent the sender as someone else.

73. Extreme caution must be exercised when transmitting or receiving electronic files through the internet. Failure to detect viruses could result in corruption or damage to files and/or unauthorized entry into GWFS's network.

74. Violations of the electronic resources policy will be subject to disciplinary action up to and including termination of employment or other association with GWFS, and may include termination of access to the electronic resources. If necessary, the Company will advise appropriate legal officials of any violations.

### Computer software

75. Loading and using software without an appropriate licensing agreement is a serious matter. Personnel are reminded that they should ensure that any software they load on computers is software for which they or GWFS holds an appropriate license.



## Business relationships

### Dealing with subcontractors, suppliers and vendors

76. All purchases and contracts negotiated for third-party services or goods shall be made exclusively on the basis of price, quantity, service and ability to meet the needs of GWFS. Every effort must be made to effect honest and straightforward relationships with suppliers and vendors.

77. All subcontractors, suppliers, vendors, and other third party associates are the subject of a due-diligence process, during which their suitability and eligibility to provide services is measured against a comprehensive assessment of risk to GWFS. Where these entities meet the Company's requirements, their commitment to comply with GWFS's Code and Standards is formally agreed in the contracting process.

78. The Vice President of Contracts and Procurement Manager are responsible for the thorough vetting and regular performance assessments of all GWFS subcontractors, suppliers, vendors and other third party associates.

### Conflicts of interest

79. Personnel responsibilities present an opportunity for personal gain separate and apart from the direct rewards of their employment or contractual relationship with GWFS, or when a person's personal interests are inconsistent with those of GWFS and could lead to their responsibilities to GWFS being compromised.

80. When any potential conflict exists, it must be properly disclosed in advance to a Managing Director or higher so that the Company may determine if the activity creating the conflict will be permitted or prohibited. Since a conflict of interest, or the appearance of a conflict, may arise in a variety of circumstances, it is not possible to describe every situation. The following are two examples of conflict of interest situations that require disclosure to the Company:

- a. An employee or contractor or a member of their family has, directly, or indirectly, a personal or financial interest in any transaction involving GWFS, whether or not the transaction may be considered adverse to GWFS
- b. An employee or contractor is affiliated with or has, directly or indirectly, a financial interest in any business

enterprise (corporate or otherwise) (1) with which GWFS has business dealings or (2) from which GWFS solicits business. This restriction would not apply to the ownership of less than 1% of the outstanding securities of any customer or supplier whose shares of stock are traded on a nationally recognized stock exchange or over-the-counter market (provided that the employer or contractor does not engage in "insider trading").

### Kickbacks and rebates

81. Personnel are prohibited from soliciting or accepting kickbacks, gratuities, rebates, or any form of improper payments either directly or indirectly. This not only includes cash payments, but also any other services or items of value which may be intended to influence the actions of any employee or contractor of GWFS or perceived by others to have influenced the employee or contractor.

### Improper or illegal payments

82. No illegal or improper payment may be made, offered, promised, or authorized, directly or indirectly, by any employee, contractor, or agent of GWFS. This includes, but is not limited to, political or commercial bribery, kickbacks, and/or political contributions to government officials, candidates for office and public or private employees. This provision includes any such payments from the personal funds or assets of any officer, employee, contractor, or agent of GWFS but does not include legitimate and proper political contributions. No unrecorded funds will be established or maintained for any purpose.

### Antibribery laws and the foreign corrupt practices act

83. GWFS Personnel must strictly comply with the anti-bribery laws that govern our operations in the countries in which we do business. The US Foreign Corrupt Practices Act 1977 (FCPA), the Canadian Corruption of Foreign Public Officials Act, the UK's Bribery Act 2010 and those in many other countries prohibit offering, paying, or giving money or anything of value, or promising a personal benefit to help a company obtain or retain business, whether the improper payment or gift, or personal benefit is made directly by a company or indirectly through someone acting for that company. In addition, to prevent concealment of bribery, anti-bribery laws prohibit knowingly falsifying a

company's books and records or knowingly circumventing or failing to implement adequate internal accounting controls.

84. GWFS Personnel are required to be vigilant in ensuring that all dealings, transactions or business courtesies involving third parties (whether or not a government or public official) are reasonable, lawful and fully justified under the circumstances, and that all such dealings, transactions or business courtesies do not create even the appearance of impropriety or the risk of being misinterpreted as an attempt to gain an improper business advantage.

85. The term "government official" (or public official) is interpreted broadly and includes any employee of or person acting on behalf of a government or state entity, including any agency, office, or subdivision, in any territorial level (federal, central, state, regional, or local) in any country. This includes all businesses or agencies owned, controlled, or operated in significant part by a government—including, for example, public schools and hospitals and state-owned banks, telecommunications companies, and oil and gas companies. Government officials also include political parties and their officials and employees, candidates for political office, and officials of public international organizations, such as the World Health Organization or the Red Cross.

86. The term "anything of value" is also interpreted broadly. It includes cash and cash equivalents (such as gift cards), as well as meals, entertainment, travel, services, and other amenities. It can also mean intangible gifts, such as offers of future employment.

87. "Facilitation payments" are payments made to government or public employees in order to ensure or expedite routine, non-discretionary governmental action, either for personal or for the Company's benefit. Examples of such payments include payments to process visas, provide police protection, or obtain utility services. These payments are illegal under some of the laws in countries in which GWFS operates, including the United Kingdom. Accordingly, GWFS representatives are strictly prohibited from making any facilitation payments that will violate applicable laws.

## Gifts, entertainment and other business courtesies

88. Business courtesies, such as gifts, entertainment, services, or favors offered to commercial, non-governmental customers or other business associates should be infrequent and reasonable, legal and offered in a way that does not create the appearance of impropriety. As a general rule, personnel are prohibited from giving, accepting, or soliciting gifts of merchandise, personal services, or gratuities other than non-cash items of nominal value (for example, a baseball cap or t-shirt) to or from suppliers, contractors, employees, agents, or others with whom GWFS does business. Subject to stricter requirements that may apply in dealings with government employees, the Company generally does not permit giving or accepting gifts in excess of \$100 in value.

89. In all cases, any gift, meal, entertainment, or other expense must be:

- a. modest, both in isolation and when considered in the context of other gifts and hospitality offered to the same recipient;
- b. not for the purpose of exerting an improper influence on a government official, or otherwise for the purpose of improperly influencing official or commercial actions in order to obtain a business advantage for the Company;
- c. appropriate and consistent with reasonable business practice and custom;
- d. intended only to build or maintain a business relationship, rather than to influence the recipient's objectivity in making a specific business decision; and
- e. permissible under all applicable laws and any rules of the recipient's organization.

90. For all gift, meal, and entertainment expenses, regardless of amount, employees are required to promptly and accurately report the expense; to provide receipts and other supporting documentation; and to list the names and titles of the individuals and the agencies/organizations with which they are affiliated. Employees may also be asked to certify compliance with this Code at the time reimbursement is sought.

91. All offers of hospitality and gifts received from a third party must be registered on the hospitality and gift register, irrespective of whether they are accepted and regardless of value. If they are accepted, a note of who authorized the acceptance must be included as part of the registration. See Hospitality Gifts Policy for further guidelines.

92. GWFS does not seek to gain any improper advantage through the use of entertainment or other business courtesies or gifts. Giving or accepting entertainment, money, gifts, or other things of value for the purpose of improperly obtaining business or providing a reward for favorable treatment may be prosecuted as a kickback or bribe.

93. There are additional constraints on GWFS's ability to offer or accept business courtesies in connection with potential government customers or representatives (see Section "Contracting with a Government"). The CLO should be consulted if there is any uncertainty or question regarding the acceptability of a business courtesy.

## Anti-trust and competitive practices

94. GWFS believes that fair competition and open and fair bidding are fundamental to ensuring the best prices and service for our clients. Employees and contractors shall compete vigorously, independently, and ethically but must avoid any marketing, advertising, or other program that could be characterized as unfair or deceptive. Personnel shall not collude with or otherwise enter into any agreement or understanding with any competitor concerning the following subjects:

- a. Price or discounts
- b. Profits, profit margins or costs
- c. Market share
- d. Bids or the intent to bid
- e. Selection, classification, rejection or termination of management agreements
- f. Sales territories or markets
- g. Exchange of competitive information
- h. Any matter inconsistent with complete freedom of action and independence of the Company in the conduct of its business.

95. The foregoing is not meant to prohibit legitimate teaming arrangements with competitors, provided that the arrangements are fully disclosed to, and approved by, the CLO of the Company.

## Insider trading

96. GWFS Personnel may not engage in insider trading. Insider trading involves the buying or selling of securities with material non-public information. Material non-public information is information that is not available to the general public and that a reasonable investor would consider important in deciding whether to buy or sell a security.

## Export/import and other trade restrictions

97. GWFS Personnel must strictly comply with the export and import laws and regulations which govern the transfer between countries of certain technical data, equipment and technology. The controls and licensing requirements that govern such transfers are important and complex and change from time to time. Because they protect national security and are important tools of foreign policy, penalties for violations are severe and can include monetary penalties, imprisonment and suspension of export/ import and government contracting privileges.

98. The applicable regulatory regime depends on the type of goods, technology, or services being exported or imported and the intended destination. The identity of the customer and the intended end user (if different) are also critical. The following subsections reference requirements imposed by the U.S. and the UK. Personnel must be aware that many other countries have similar laws and compliance is required with the import/export requirements of all countries in which the Company operates.

### a. Export Control rules and International Traffic in Arms Regulations (ITAR).

The ITAR, administered the US Department of State, controls exports and temporary imports of defense articles, technical data of a military nature and defense services from the US. Such products and services are identified on the US Munitions List contained in the ITAR and include, but are not limited to, weapons, ammunition, body armor, night-vision goggles, armored vehicles and the training of non-US persons in the use of such items. The ITAR also contains the requirements for export

licenses and other approvals for permanent export, temporary export, or temporary import transactions. Similar rules are imposed by the UK government and apply to items on the Controlled Goods List which are exported from the UK or from a country other than the UK to a third country by any UK company or UK citizen, wherever such UK citizen lives.

#### **b. Export Administration Regulations (EAR).**

The EAR, administered by the Bureau of Industry and Security (BIS) of the US Department of Commerce, controls exports of commercial and “dual-use” commodities and technology. Dual-use items are products, software, and technical data developed for civil applications, but which can be used militarily without further modification. Items requiring export licenses appear on the Commerce Control List (CCL) contained in the EAR and include, but are not limited to, weapons, ammunition, body armor, night-vision goggles, and armored vehicles. Items on the CCL are subject to US export control whether they are exported from the US or are re-exported from one non-US country to another. Because these export regulations are complex and may require the Company to obtain licenses or other approvals from the government, early coordination with Company export/import experts is critical. In addition, but not as a substitute for guidance from subject-matter experts, all Company personnel who participate in export activities are required to be familiar with and follow the Company’s policies for complying with the export laws and regulations.

#### **c. Foreign assets control.**

GWFS Personnel must strictly comply with laws which prohibit the Company from engaging in certain business activities in specific countries and with specific individuals and entities. The US Department of Treasury Office of Foreign Assets Control (OFAC) administers and enforces economic and trade sanctions which prohibit dealings with targeted foreign states, organizations, and individuals on a list of Specially Designated Nationals and Blocked Persons (SDNs). Personnel may not obligate GWFS to engage in trade in any country or with any organization or individual subject to trade restrictions imposed by the US government.



### **Contracting with a government**

99. In addition to the ethical and legal requirements in the Code, there are special rules that apply when GWFS performs a government contract or subcontract. Because the value of subcontracts and purchase orders awarded by a government can be substantial, governments have a strong interest and exercise great control over those with whom it contracts. Some of the rules imposed on the Company when it does business with a government are different from, and more restrictive than, the rules that apply to purely commercial transactions. GWFS is committed to complying with all of these special requirements and therefore requires compliance by all personnel. The following rules highlight certain key requirements, but should not be considered exhaustive. Although certain sections reference laws enacted by the US, most other countries have similar laws and the principles discussed below are consistent with general principles of ethical conduct.

#### **a. Compliance with the terms of agreements**

It is essential that GWFS employees and contractors comply with the terms of the Company’s agreements with all customers and subcontractors. These can be complicated and detailed, but it is incumbent on those with the responsibility of performing them to understand and fulfil the Company’s obligations in accordance with the contractual terms and conditions. Many of those terms implement mandatory government regulations.

#### **b. Government property**

The Company is required to establish and maintain systems in accordance with government requirements to control, protect, preserve and maintain government property. Because the Company is responsible and accountable for all government property, GWFS Personnel must be able to identify such property and track it through the Company’s property records. (For further guidance contact the GWFS Procurement Manager).

#### **c. False claims**

The submission of false claims and false statements to a government is strictly prohibited and subjects the originator to serious criminal and civil sanctions. For example, the U.S. has a statute called the False Claims Act which prosecutors use to combat fraud by government contractors. The False Claims Act, like the laws of many countries, imposes liability on any person who submits a claim to the government that he or she knows (or should know) is false. An example would be a service provider who submits a bill for services he or she knows have not been provided. The False Claims Act also imposes liability on an individual who submits a false record in order to obtain payment from the government. An example of this is a government contractor who submits records that he knows (or should know) are false and that indicate compliance with certain contractual or regulatory requirements. A third area of liability includes those instances in which someone falsely certifies the type or amount of property to be used by the government.

**d. Record retention**

GWFS Personnel must comply with the government policies and procedures for retention and destruction of records by contractors to meet the records retention requirements of government clients. All records are retained for a minimum of seven years (or as otherwise required or limited by law) in accordance with the requirements of ANSI-ASIS PSC1-2012 (and this also applies to commercial contracts).

**e. Offering gifts and gratuities**

Gifts are commonplace in the commercial world. But when the client is the government, the gift rules are very different. So, while paying for meals or providing entertainment might be a natural component of a business relationship with other clients, it is neither expected nor, in many cases, legal when dealing with government officials or government entities. If you have any question whether a gift is appropriate, you should consult your supervisor or the Legal Department. With respect to government employees and other government officials, GWFS does not permit its employees or contractors to offer to government employees any gifts (including meals or entertainment) or business courtesies, except for

1) gifts of \$20 or less, other than cash or cash equivalents (with an aggregate limit of up to \$50 per year);

2) modest refreshments such as soft drinks, coffee and snacks on an occasional basis in connection with business activities; or

3) business courtesies, other than transportation, having an aggregate value of \$20 or less per occasion (not exceeding \$50 in aggregate in a calendar year).

**f. Contracting with or hiring former and current government employees**

Contact or negotiations with current government employees to discuss their potential employment by the Company or their use as consultants or subcontractors is prohibited or restricted by various laws and regulations. There are also post-employment or "revolving door" rules that restrict the roles and responsibilities that former government employees may perform on GWFS's behalf after joining the Company. Because the laws and regulations governing the hiring and

employment of former government employees can be complicated, such discussions with government employees must be pre-approved by the Company's senior management.

**Political contributions**

100. As a company, GWFS has a policy of strict political neutrality. We do not make donations to any political parties, organizations or individuals engaged in politics. However, GWFS will cooperate with governments and other official bodies in the development of policy and legislation that may affect our legitimate business interests, or where we have specialist expertise.

101. Personnel keep their right to pay, under their respective names, a political contribution to a party or a candidate. These personnel must make sure that the contribution is made under their names and is not related in any way to GWFS or its subsidiaries.

**Relationships with clients**

102. GWFS's personnel commit to act with integrity, honesty, caution and due care towards our clients. GWFS's employees and contractor's must not mislead, or attempt to mislead, GWFS's actual and/or potential clientele.

103. In no circumstances will a romantic or sexual relationship between a GWFS employee/ contractor and a client be tolerated. Individuals are expected to disclose any known personal relationship or situation which could lead to an accusation of a conflict of interest to their manager or the HR Department. Respect of these obligations is expected from all personnel, and any breach may lead to sanctions that can include dismissal.

**Respect of obligations related to licenses and permits**

104. GWFS employees and contractors must take necessary measures to make sure that GWFS maintains required licenses and permits, including weapons permits.

105. Furthermore, all GWFS employees and managers commit to behaving in a way that cannot cause prejudice to GWFS and its subsidiaries' rights to obtain and keep such licenses and permits.

**Worked hours billing**

106. GWFS's contractors, employees, suppliers and advisors are under the obligation of accurately recording their billable worked hours. In order to do so, they must make sure that hours they record in the Company's time-keeping system accurately reflect the hours worked. Strict compliance with this obligation is expected, and any breach will lead to discipline up to and including dismissal.



## Health, safety and environment

### Commitment

107. GWFS is committed to providing a safe and healthy workplace in which the workforce is protected and where no environmental incidents occur. Employees, contractors and all visitors to premises managed or occupied by GWFS must comply with all health, safety, and environmental laws, regulations and local procedures. These are contained within the Health, Safety and Environmental (HSE) section of the Quality Management System, which has been designed and implemented to meet the risks presented by operating in benign, semi-permissive and conflict environments. It is mandatory that all GWFS Personnel understand the local HSE arrangements in place for their place

of work (and, where relevant, their accommodation). A bespoke HSE plan is in place at every GWFS location and project (hard copies of the local plan are published publicly on the SHERRQ or HSE noticeboard). Local HSE risks are also articulated in the site risk management register.

### Environment

108. GWFS ensures that the impact of its operations on the environment are minimized through a corporate Environmental Management System (part of the HSE section of the Quality Management System).

109. The Company considers the protection of the natural and built environment as being essential in ethically and responsibly protecting its clients, its people, and the communities within which it operates and our commitment to respect for human rights. Details of the local environmental management arrangements are articulated in the local HSE plan. The specific risk management register also covers our environmental aspects and impacts.

### Reporting HSE incidents

110. All incidents (which include injuries, safety and environmental issues) must be reported immediately through the local chain of command using the GWFS incident reporting procedure.

## Reporting suspected violations

### Internal reporting

111. All GWFS Personnel are required to report any misconduct and all violations of the Code, as well as any other activity which may be deemed illegal or unethical. GWFS Personnel are encouraged to utilize their management supervisory chain to report concerns and suspected misconduct, but independent and confidential reporting channels are also available. The Company strictly prohibits any form of reprisal or retaliation towards any individual who, in good faith, reports concerns or suspected misconduct or violations.

112. Confidential reporting can be made through the GWFS hotlines: **001 571 814 2915** or **ethics@garda-federal.com**. Reports of concerns and violations will be dealt with in accordance with the Complaints Policy, which is monitored by the CLO and Quality Management Review Board.





## Reporting by external stakeholders

113. GWFS remains ready to respond to grievances and reports of violations from external stakeholders.

114. The GWFS quality assurance management process provides clients with the ability to raise grievances with GWFS on the quality of service provided to them.

115. Project security plans and Security Standing Operating Procedures provide the method and process by which local authorities and communities are able to report grievances to the GWFS chain of command; these can then be escalated to the appropriate level of authority for the grievance to be managed.

116. In any event any grievances and allegations of violations may also be reported through the whistle-blowing and reporting function on the corporate website compliance page.

## Corporate social responsibility (CSR)

117. Our commitment to CSR is applied to everything we do and everywhere we operate.

118. We define CSR as a commitment to provide strong leadership, value creation and prudent governance, as well as supporting human rights, fair labor practices, strong environment, health and safety, stakeholder engagement and community development practices.

119. We do this to increase long-term profit and shareholder value by creating a positive image and building relations in the environments in which we operate.

## Project focus

120. We actively support initiatives and charitable projects that promote the health, education and well-being of the communities in which we operate. Preference is given to community-based projects that have a direct impact on the people we engage with on a daily basis.

121. Ad hoc donations are also made directly to schools and charitable organizations, to assist in their fund raising efforts or to help fund specific requirements.

## Project funding

122. We allocate funds through our marketing budget. Making use of the Company's presence on the ground, we focus on direct funding and carrying out low-cost, high-impact community projects which have an emphasis on achieving a quick turnaround result to help impoverished communities directly and efficiently, with respect and understanding of their needs and concerns.

123. The equivalent of a trustee based system of approvals means that projects are approved objectively and ensure that they are in line with our charitable objectives.

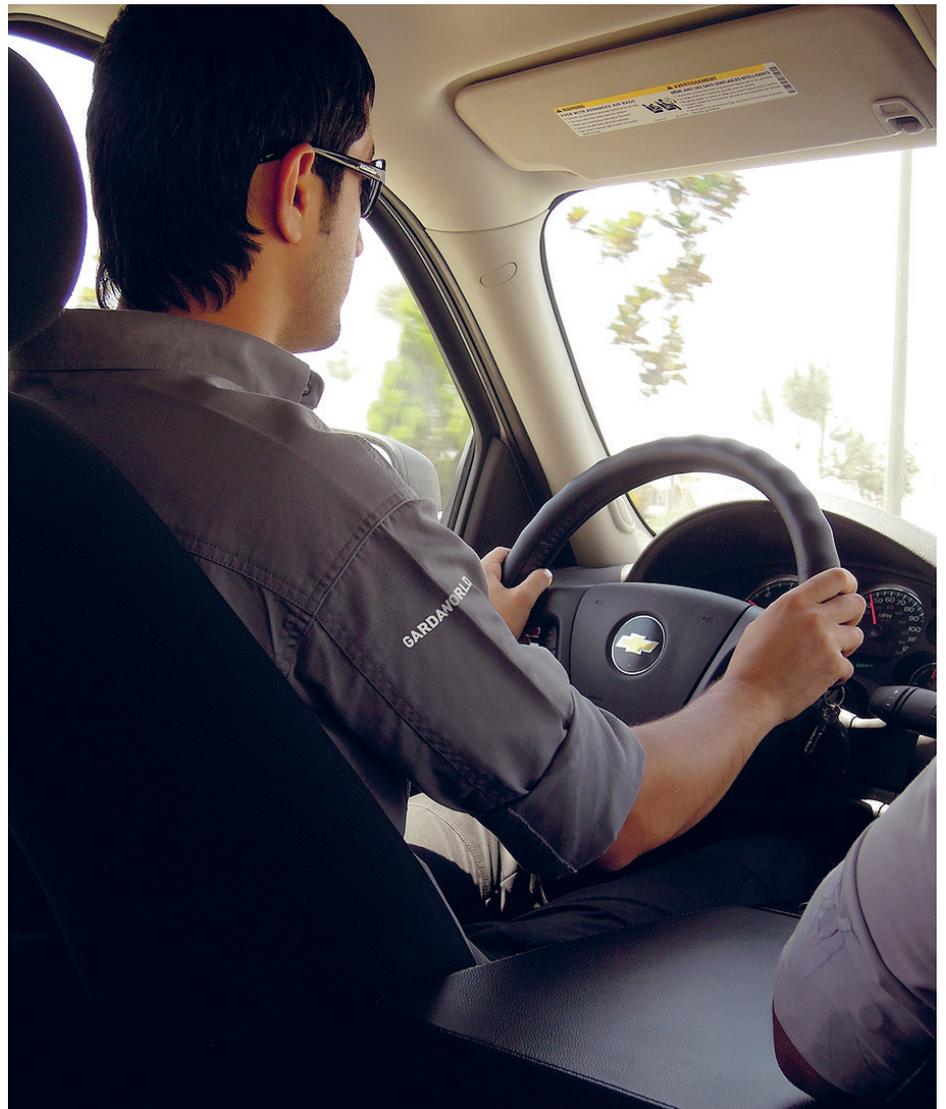
## Acceptance, acknowledgment and implementation

124. All GWFS Personnel (whether employees or contractors) will receive a copy of this Code, or have it made available for review, the contents of which will be explained to them.

Every employee and contractor must review the Code at least once each year. Furthermore, every employee and contractor must acknowledge an understanding of the principles contained therein.

## Statement acknowledging receipt and acceptance of the code

125. After reviewing the foregoing Code of Business Ethics and Standards of Conduct, each employee and contractor will execute a statement to confirm that they have received, reviewed, and understand the Code, that they will strictly comply with the Code, and that they are subject to disciplinary action for a violation thereof.



# Acknowledgement

All of GWFS – its employees, advisors, consultants, representatives and agents (“GWFS Personnel”) – are reminded of the necessity for taking all actions relating to our business ethically and with total integrity. It is essential that we set ourselves to the very highest standard of ethics, conduct and procedures. All GWFS Personnel must comply with the Code of Business Ethics and Standards of Conduct. Key compliance principles of the Code including the following:

1. The law may not be violated when conducting business for or on behalf of the Company. Unethical payments, business dealings, or participation in illegal acts, such as bribery or money laundering, will not be tolerated.
2. Any possible conflict of interest must be avoided and GWFS Personnel are expected to perform their duties conscientiously, honestly and in accordance with the best interests of the Company and our clients.
3. Nobody may gain personal advantage by virtue of their position in the Company. GWFS Personnel may not accept gifts, hospitality or other favors from suppliers of goods or services without prior approval from the GWFS Chief Legal Officer.
4. Company funds and its property/assets are to be used only for legitimate business purposes. Strict internal controls and governance procedures of the highest standards will be applied to discourage fraud and to safeguard Company assets.
5. Information gained in the course of business dealings will be safeguarded and its privacy respected
6. Any violation of the Code will subject GWFS Personnel to discipline, up to and including termination, and will with the possibility of prosecution by government authorities under the relevant applicable laws and regulations.
7. Any suggestion by a supplier or a colleague of any impropriety or breach of this code in either the letter or the spirit should be reported to the Chief Legal Officer immediately.

Your signed acknowledgement of the Code will be kept indefinitely in your personnel file.

I have read and I understand the GWFS Code of Business Ethics and Standards of Conduct and will abide by them at all times. I understand that failure to abide by the Code is considered grounds for disciplinary action up to and including termination of my employment or contract engagement.

Name .....

Signature .....

Date .....