

**CODE OF CONDUCT
& BUSINESS ETHICS**

**Corporate Headquarters
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- ◆ **COMMITMENT**
- ◆ **RESPONSIBILITY**
- ◆ **INTEGRITY**

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**The Overseas Lease Group, Inc. (“OLG”) Cornerstone Values:
Ethical morals and practices lead to the cornerstone of the OLG CREDO of values
for all OLG Associates (Employees):**

Commitment: OLG Associates are committed to the highest standard of ethical behavior, quality performance and service.

Responsibility: OLG Associates are responsible for their actions and to the credible nature of all actions.

Integrity: OLG Associates demonstrate the highest integrity during all business transactions with clients, alliances and with each other.

The OLG Ethics and Business Conduct Credo

Compliance with the Law:

OLG is headquartered in the United States with Associates operating in countries worldwide. All Associates adhere to United States law and local laws within the regions and countries in which they work.

Governing Company Assets:

All OLG Associates are committed to keep information correct and confidential as mandated by company security policy, and adhere to accurate records management procedures including but not limited to financial records, client bids, proposals, negotiations, and OLG associates records.

OLG Ethical Business Conduct:

All OLG Associates will deal impartially with its clients, suppliers, competitors and fellow Associates.

All OLG Associates must ensure all proclamations, communications, and descriptions while dealing with clients and fellow Associates are forthright, honest and correct.



Gifts, Gratuities & Entertainment

OLG prohibits the offering, attempting, soliciting, or receiving any form of bribe or kickback. Associates should immediately seek direction from the OLG Legal Counsel should they be approached with any such request. As per the law, even the receipt of this type of request is an unlawful, reportable event.

OLG also prohibits the giving of gifts, meals or entertainment regardless of the value to any US Federal, State, or Local Government employee. Promotional items with a value no more than \$20.00 USD bearing the OLG logo may be offered without violating the OLG CREDO.

There are general rules regarding gifts to federal executive agencies whereas modest refreshment items, greeting cards, and other low value items may be acceptable. In adhering to the Foreign Corrupt Practices Act (“FCPA”), OLG prohibits Associates from giving money or any items of value to any foreign official whether directly or indirectly. All OLG Associates must familiarize themselves with the FCPA and strictly enforce all information outlined.

Additional Code of Conduct Information

As a member of the International Peace Operations Association (“IPOA”), OLG abides by the IPOA Code of Conduct. This document may be found via www.ipoaworld.org.





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Preamble: Purpose

This Code of Conduct seeks to ensure the ethical standards of International Peace Operations Association member companies operating in conflict and post-conflict environments so that they may contribute their valuable services for the benefit of international peace and human security.

Additionally, Signatories will be guided by all pertinent rules of international humanitarian and human rights laws including as set forth in:

- Universal Declaration of Human Rights (1948)
- Geneva Conventions (1949)
- Convention Against Torture (1975)
- Protocols Additional to the Geneva Conventions (1977)
- Chemical Weapons Convention (1993)
- Voluntary Principles on Security and Human Rights (2000)
- Montreux Document on Private Military and Security Companies (2008)

Signatories are pledged to the following principles in all their operations:

1. Human Rights

- 1.1. Signatories shall respect the dignity of all human beings and strictly adhere to all applicable international humanitarian and human rights laws.
- 1.2. Signatories shall take every practicable measure to minimize loss of life and destruction of property.

2. Transparency

- 2.1. Signatories shall operate with integrity, honesty and fairness.
- 2.2. Signatories shall, to the extent possible and subject to contractual and legal limitations, be open and forthcoming with relevant authorities on the nature of their operations and any conflicts of interest that might reasonably be perceived as influencing their current or potential ventures.
- 2.3. Nothing contained in this Code of Conduct shall require Signatories to disclose information in violation of: applicable law; contractually required confidentiality; or any legally recognized privilege. Further, nothing in this Code of Conduct shall require Signatories to violate domestic law.

3. Accountability

- 3.1. Signatories, understanding the unique nature of the conflict and post-conflict environments in which many of their operations take place, fully recognize the importance of clear and operative lines of accountability to ensure effective peace and stability operations and to the long-term viability of the industry.
- 3.2. Signatories shall support effective legal accountability to relevant authorities for their actions and the actions of their personnel. Signatories shall proactively address minor infractions, and to the extent possible and subject to contractual and legal limitations, fully cooperate with official investigations into allegations of contractual violations and breaches of international humanitarian and human rights laws.
- 3.3. Signatories shall take firm and definitive action if their personnel engage in unlawful activities. For serious infractions, such as grave breaches of international humanitarian and human rights laws, Signatories should report such offences to the relevant authorities.

4. Clients

- 4.1. Signatories shall only work for legitimate, recognized governments, international organizations, non-governmental organizations and lawful private companies.
- 4.2. Signatories shall refuse to engage any unlawful clients or clients who are actively thwarting international efforts towards peace.

5. Safety

- 5.1. Signatories, recognizing the often high level of risk inherent to operations in conflict and post-conflict environments, shall strive to operate in a safe, responsible, conscientious and prudent manner and shall make their best efforts to ensure that their personnel adhere to these principles.

6. Personnel

- 6.1. Signatories shall ensure that their personnel are fully informed regarding the level of risk associated with their employment, as well as the terms, conditions and significance of their contracts.
- 6.2. Signatories shall ensure that their personnel are medically fit and are appropriately screened for the physical and mental requirements for their duties according to the terms of their contract.
- 6.3. Signatories shall utilize adequately trained and prepared personnel in all their operations in accordance with clearly defined company standards that are appropriate and specific to their duties undertaken and the environment of operations.
- 6.4. Signatories shall properly vet, supervise and train personnel. Training shall include instruction on applicable legal framework(s) and ethical conduct.
- 6.5. Signatories shall conduct all reasonable due diligence in their hiring and subcontracting practices to avoid engaging personnel whose conduct adversely affect their suitability, in particular in regards to violating international humanitarian and human rights laws.
- 6.6. Signatories shall act responsibly and ethically toward their personnel, including ensuring personnel are treated with respect and dignity, and responding appropriately if allegations of personnel misconduct arise.
- 6.7. Signatories shall, where appropriate, seek personnel that are broadly representative of the local population.
- 6.8. Payment of different wages to different nationalities must be based on merit and national economic differential, and cannot be based on racial, gender or ethnic grounds.
- 6.9. In the hiring of personnel, Signatories shall respect the age-minimum standard of 15 years of age as defined by the International Labor Organization Minimum Age Convention (1973). In the hiring of armed security personnel, Signatories shall respect the age-minimum standard of 18 years of age as defined by the Optional Protocol to the United Nations Convention on the Rights of the Child on the Involvement of Children in Armed Conflict (1989).
- 6.10. No personnel will be denied the right to terminate their employment. Furthermore, no Signatory may retain the personal travel documents of their personnel against their will.

- 6.11. Signatories shall provide their personnel with the appropriate training, equipment and materials necessary to perform their duties.
- 6.12. Signatories shall not engage or allow their personnel to engage in the act of trafficking in persons. Signatories shall remain vigilant for instances of trafficking in persons and, where discovered, shall report such instances to relevant authorities.
- 6.13. Personnel shall be expected to conduct themselves humanely with honesty, integrity, objectivity and diligence.

7. Insurance

- 7.1. Foreign and local personnel shall be provided with health and life insurance policies appropriate to their wage structure and the level of risk of their service as required by law.

8. Control

- 8.1. Signatories shall endorse the use of detailed contracts specifying the mandate, restrictions, goals, benchmarks, criteria for withdrawal and accountability for the operation.
- 8.2. Contracts shall not be predicated on an offensive mission unless mandated by a legitimate authority in accordance with international law.
- 8.3. In all cases- and allowing for safe extraction of personnel and others under the Signatories' protection- Signatories shall speedily and professionally comply with lawful requests from the client, including the withdrawal from an operation if so requested by the client or appropriate governing authorities.

9. Ethics

- 9.1. Signatories shall go beyond the minimum legal requirements and support additional ethical imperatives that are essential for effective peace and stability operations:

9.2. Rules for the Use of Force

- 9.2.1. Signatories that could potentially become involved in armed hostilities shall have appropriate Rules for the Use of Force established with their clients before deployment, and shall work with their clients to make any necessary modifications should threat levels or the political situation merit change.
- 9.2.2. All Rules for the Use of Force shall be in compliance with international humanitarian and human rights laws and emphasize appropriate restraint and caution to minimize casualties and damage, while preserving a person's inherent right of self-defense.

9.3. Support of International Organizations, Non-Governmental Organizations and Civil Society

- 9.3.1. Signatories recognize that the services relief organizations provide are necessary for ending conflicts and alleviation of associated human suffering.
- 9.3.2. Signatories shall, to the extent possible and subject to contractual and legal limitations, support the efforts of international organizations, humanitarian and non-governmental organizations and other entities working to minimize human suffering and support reconstructive and reconciliatory goals of peace and stability operations.

9.4. Arms Control

- 9.4.1. Signatories using weapons shall put the highest emphasis on accounting for and controlling all weapons and ammunition utilized during an operation and for ensuring their legal and proper accounting and disposal at the end of a contract.
- 9.4.2. Signatories shall refuse to utilize illegal weapons, toxic chemicals or weapons that could create long-term health problems or complicate post-conflict cleanup and will limit themselves to appropriate weapons common to military, security or law enforcement operations.
- 9.4.3. Signatories shall only obtain weapons through legal channels and shall not engage in illicit arms trading, and shall comply with United Nations arms embargos.

10. Partner Companies and Subcontractors

- 10.1. Due to the complex nature of the conflict and post-conflict environments, Signatories often employ the services of partner companies and subcontractors to fulfill the duties of their contract.
- 10.2. Signatories shall select partner companies and subcontractors with the utmost care and due diligence to ensure that they comply with all appropriate ethical standards, including the IPOA Code of Conduct.
- 10.3. Signatories shall encourage the recognition of and compliance with the standards contained within the IPOA Code of Conduct by partner companies, subcontractors and the industry as a whole.

11. Application and Enforcement

- 11.1. This Code of Conduct is the official code of IPOA. Signatories shall maintain the standards laid down in the IPOA Code of Conduct.
- 11.2. The enforcement of the IPOA Code of Conduct is guided by the IPOA Enforcement Mechanism, the complaint system available to the public at-large. Signatories who fail to uphold any provision contained in this Code may be subject to dismissal from IPOA.
- 11.3. Signatories shall endeavor to inform personnel, clients and subcontractors of the IPOA Code of Conduct and IPOA Enforcement Mechanism. Signatories shall endeavor to publicize both to local communities.
- 11.4. Signatories shall have an effective mechanism for personnel to internally report suspected breaches of international humanitarian and human rights laws and violations of other applicable laws or the IPOA Code of Conduct. Signatories shall not retaliate against any person who reports in good faith and on reasonable grounds such suspected violations.

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