

Anti-Bribery and Corruption Policy

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ITP Aero is part of the Rolls-Royce group of companies and is subject to the same standards of behaviour as the rest of Rolls-Royce. ITP Aero has adopted this Policy based on the equivalent Rolls-Royce Group Policy. This Policy is mandatory and applies to all employees and workers of ITP Aero, including the parent company and all its subsidiaries. This Policy sets the minimum standard that must be followed. Where local laws, regulations or rules impose a higher standard, that higher standard must be followed.

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Proprietary Information ITP AERO

Introduction

ITP Aero has a zero-tolerance policy to bribery and corruption, regardless of local laws or customs and even if it means losing business. This zero-tolerance approach is set out in section 2.5 of the ITP Aero Code of Conduct and is reflected in the anti-bribery and corruption (“ABC”) policies, procedures and guidances which collectively provide a comprehensive set of standards that all of us, without exception, are required to comply with.

High standards of ethical behaviour and compliance with laws and regulations are essential to protecting the reputation and long-term success of our business. Any incidents of bribery and corruption involving, or relating to, the Company will damage our reputation. All employees have a personal responsibility for protecting our reputation and living up to our values. Breaches of the ABC Policies are not acceptable and may result in disciplinary action up to and including dismissal.

ITP Aero is part of the Rolls-Royce group of companies and so is subject to equivalent standards of behaviour to the rest of Rolls-Royce. ITP Aero has adopted this Anti-Bribery and Corruption Policy (“Policy”) based on the Rolls-Royce Global Anti-Bribery and Corruption Policy. It contains the same fundamental requirements, but is appropriately amended to reflect the fact that ITP Aero remains a corporate entity and does not have access to all of the Rolls-Royce policies, processes and systems, which rely upon a network connection. In spite of this, ITP Aero employees are expected to adhere to these equivalent standards.

This Policy is mandatory and applies to all employees of ITP Aero and its subsidiaries (“ITP Aero” or “Company” or “employees”). It also applies to third parties, such as ‘Advisers’ (promoters, agents, consultants and distributors) representing ITP Aero. The ABC Policies set a minimum standard that must be followed. Where local laws, regulations or rules impose a higher standard, that higher standard must be followed. Breaches of the ABC Policies are not acceptable and may result in disciplinary action up to and including dismissal.

This Policy:

- Provides a framework for our other ABC Policies; and
- Sets out our anti-bribery and corruption standards

Your responsibility

To read, understand and comply with this policy;

Raise any questions or concerns you might have. There is advice on how you can do so in Section 2.

Your manager's responsibility

To understand this policy and make sure that they do not ask you to work in a way that contravenes it.

Common terms

ABC Laws and Regulations

The UK Bribery Act, the US Foreign Corrupt Practices Act, the Spanish Criminal Code operated by 1/2015 Organic Law, the law on prevention of money laundering, any legislation implementing the OECD Convention on Combating Bribery of Foreign Public Officials in International Business Transactions, the Proceeds Of Crime Act, and other similar laws and regulations in the countries where we do business.

ABC Policies

The ITP Aero policies, including this Policy, procedures and guidance dealing with ABC issues, which collectively provide a comprehensive set of standards with which ITP Aero and its employees are required to comply. The ABC Policies are listed on the ITP Aero intranet Ethics & Compliance site. For employees without access to the intranet, the Ethics & Compliance Manager can provide this information.

Bribe

Anything of value including any financial or other advantage given, offered, requested or received in order to improperly influence any act, inaction or decision of any person, including any government official or any director, officer, employee, agent or representative of any commercial organisation or of any private individual.

Company

This means any company within the *ITP Aero* group, including the parent company (*Industria de Turbo Propulsores S.A.U.*) and its wholly owned subsidiaries or any other company in which they have a controlling and/or majority shareholding.

ITP Aero

This means as applicable either the whole ITP Aero group or any Company thereof as defined above

1 Global Anti-Bribery and Corruption Policy

1.1. Policy

1.1.1. ITP Aero has a zero-tolerance approach to bribery and corruption. Employees must at all times comply with the ABC Policies and the ABC Laws and Regulations.

1.1.2. The ABC Policies set out the minimum requirements and procedural steps that all employees must follow in order to comply with this.

1.2. All employees

1.2.1. Not give or offer, directly or indirectly, anything to anyone that either is or could reasonably be viewed to be a Bribe;

1.2.2. Not request or accept, directly or indirectly, anything from anyone that is or could reasonably be viewed to be a Bribe.

1.2.3. Inform any person who requests a Bribe, in a diplomatic and clear way, that it is against ITP Aero's policy to give anything that either is or could reasonably be viewed to be a Bribe and decline the request.

1.2.4. Familiarise yourself with the ABC Policies and act in accordance with them;

1.2.5. Ensure that third parties working with ITP Aero know and fully comply with the ABC Policies; and

1.2.6. Report as soon as possible if you know or suspect a breach of any ABC Policy by you or by another person. Reports should be made

to your manager, the Ethics & Compliance Manager, a Head of Ethics or the ITP Aero Ethics Line.

1.3. Executive Directors, Heads & Managers (ITP Aero Leaders)

You must ensure that:

1.3.1. All employees in your business, area or function are aware of the ABC Policies and all applicable ABC Laws and Regulations;

1.3.2. All employees in your business or department receive regular messages from line management to comply with the ABC Policies and all applicable ABC Laws and Regulations eg. via an agenda item for team meetings or other regular communication methods;

1.3.3. All employees in your business or department complete any required ABC training and refresher training, as appropriate to their roles;

1.3.4. Sufficient resources and personnel, and appropriate systems and reporting requirements, are in place to properly implement and operate the ABC Policies and applicable ABC Laws and Regulations;

1.3.5. The records required by the ABC Policies and applicable ABC Laws and Regulations are complete, up-to-date and accessible for internal and external review; and

1.3.6. Any non-compliance with the ABC Policies and applicable ABC Laws and

Regulations within your business or department is dealt with in an appropriate and timely manner, and reported to Ethics & Compliance team.

1.4. Executive Director of Organization & Resources

The Executive Director of Organization & Resources will:

- 1.4.1. From time to time revise the ABC Policies and issue new ABC Policies;
- 1.4.2. Take into account all complaints of potential infringements to the ABC Policies and will be responsible for investigating them;
- 1.4.3. Provide guidance to ABC Policies where appropriate;
- 1.4.4. Make training available on the ABC Policies as required; and
- 1.4.5. From time to time undertake periodic audits to ensure ongoing compliance with the ABC Policies.

2 Where to find out more

If you have any questions or need further information, you can contact:

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Email: manuel.gonzalez@itpaero.com
- The ITP Aero Ethics Line
Available at the intranet ecm.itpaero.com and the website www.itpaero.com

3 Other documents you should read

- The *ITP Aero* Code of Conduct
- The ABC Policies and guidance documents on the *ITP Aero* intranet Ethics & Compliance site