

Conflicts of Interest 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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Introduction

We seek to avoid Conflicts of Interest but, where they occur, we manage them by making appropriate reports to our management and abiding by the suggested actions to help resolve or manage the Conflict of Interest. Examples of potential Conflicts of Interest can be found in a separate guidance note on the *ITP Aero* intranet Ethics & Compliance site.

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 Conflicts of Interest Policy (“Policy”) based on the Rolls-Royce Global Conflicts of Interest 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 promoters, agents, consultants and brokers representing *ITP Aero*. 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. Breaches of the *ITP Aero* ABC Policies, including this Policy, are not acceptable and may result in disciplinary action up to and including dismissal.

This Policy:

- Provides a framework for our approach to disclosing, managing and recording Conflicts of Interest
- Sets out our Conflicts of Interest standard

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

Conflict of Interest

Any relationship, (personal or professional), influence or activity that may impair, or appear to impair, the ability of employees to:

- Make fair and objective decisions when performing their jobs; or
- Act in the best interests of *ITP Aero*

Conflict of Interest Report

A written report detailing a Conflict of Interest. The report must set out the nature of the Conflict of Interest and the steps taken to manage, resolve, or remove the Conflict of Interest. There is no mandatory format, but a suggested template can be found on the *ITP Aero* intranet Ethics and Compliance site.

State-Owned Company

A company which is more than 49.5% owned or controlled, directly or indirectly, by a government or government body. Any entity owned or controlled in part by more than one government shall be a State-Owned Company if their combined ownership or control exceeds 49.5% even if no single government owns more than 49.5%.

Government Official: includes any:

- Officer or employee, or anyone acting on their behalf, of any department, agency or instrument of a government (at any level), including foreign governments. This includes (but is not limited to) employees and members of

the military, para-military, security services, police force, customs, border patrol, legislatures and judicial system of any country;

- employee of a State Owned Company;
- political party and any officer, employee or other person acting on behalf of a political party
- candidate for public office;
- elected political representative;
- member of a ruling or royal family;
- officer of any body, whether public or private, that has delegated powers to administer public funds;
- officer or employee of a public international organisation (e.g., the United Nations, the World Bank);
- special adviser to governments, or individual government officials, whether paid or unpaid, formal or informal; and
- family member of any of the above

Line Manager

The employee who approves the expenses of another employee.

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. ITP Aero Conflicts of Interest Policy

1.1. Policy

With respect to Conflicts of Interests, you must:

Seek to avoid any Conflict of Interest. When an actual or potential Conflict of Interest situation arises you must:

- a. report the situation promptly to your Line Manager;
- b. take steps to remove or mitigate the Conflict of Interest after discussion with your Line Manager; and
- c. complete a Conflict of Interest Report and submit it to the Ethics and Compliance Team. The suggested template for a Conflict of Interest Report can be found on the *ITP Aero* intranet Ethics & Compliance site; and

Abide by laws and regulations relating to the engagement of current or former Government Officials.

1.2. Heads

ITP Aero Heads are responsible for assessing and managing any actual or potential Conflict of Interests situations in their team. You must:

assess any Conflicts of Interest that are reported to you, or you become aware of, and determine if an actual or potential Conflict of Interest exists;

if an actual or potential Conflict of Interest exists you must:

- a. determine the best course of action to resolve, manage, or terminate the actual or potential Conflict of Interest;
- b. review and approve the Conflict of Interest Report before it is submitted in accordance with Section 1.1.1(c); and
- c. review on an annual basis any reported Conflicts of Interest to ensure they continue to be managed appropriately. Any changes should be reported to the Ethics & Compliance team.

1.3. Ethics and Compliance Team

The Ethics and Compliance Team will review any Conflict of Interest Report submitted in accordance with Section 1.1.1, respond to acknowledge it or provide additional recommendations.

2. Where to find out more

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

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Role: *ITP Aero* Executive Director of Organization & Resources
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- 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