

# Anti-Bribery and Corruption Policy

*All companies operating under the name ITP Aero, are subject to compliance with the standards of behaviour indicated in this Policy, which is mandatory and applies to all its employees and workers. This Policy sets out the minimum standard of compliance, in the event that there are any applicable laws or regulations that impose different or stricter obligations, such laws or regulations shall apply upon this Policy.*

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## 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, ITP Aero will damage our reputation. All employees have a personal responsibility for protecting our reputation and living up to our values.

This Policy is mandatory and applies to Board of Directors, senior management and employees of ITP Aero group (referred here collectively as “ITP Aero” or “Company”). It also applies to third parties, such as ‘Advisers’ (promoters, agents, consultants and distributors) representing ITP Aero. This Policy sets a minimum standard that must be followed. Where laws, regulations or local rules impose a higher standard, that higher standard must be followed. Breaches of the ABC Policies, including this Policy, is considered a failure to comply with work obligation 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 team can provide this information.

### Anti-corruption Management System

An anti-corruption management system covering the entire organisation that enables ITP Aero to demonstrate its commitment to comply with anti-corruption regulations. The Anti-Corruption Management System is part of the Ethics & Compliance Programme of ITP Aero.

### Business corruption

Act by which a private individual, either by himself or through an intermediary, promises, offers or grants (active corruption) to directors, administrators, employees or collaborators of a commercial enterprise or a company, a benefit or advantage of any nature, not justified, for them or for third parties, as consideration for unduly favouring him or a third party over others in the acquisition or sale of goods, contracting of services or in commercial relations.

Corruption in business is also understood the act by which a director, administrator, employee or collaborator of a commercial enterprise or of a company, by himself or by an intermediary, receives, requests or accepts (passive corruption) an unjustified benefit or advantage of any nature, or offers or promises to obtain it, for himself or for a third party, as consideration for unduly favouring another in the acquisition or sale of goods, or in the contracting of services or in commercial relations

### Bribery

Crime offense involving acts by which an authority, public official or person who participates in the exercise of public office, for his own benefit or that of a third party, receives or requests, by himself or by a person acting on his behalf, a gift, a favour or remuneration or accepts an offer or a promise to perform an act contrary to the duties inherent in his office or an act proper to his office, or to

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refrain from performing or delaying the act which he should perform. It includes persons who have been assigned and are performing a public service function consisting of managing, in Member States or in third countries, the financial interests of the European Union or taking decisions relating to those interests. According to the Spanish Criminal Code, Bribery Crime is different from Business Corruption Crime.

### **Bribe**

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

### **Extortion**

Act by which a person, for profit, forces another, with violence or intimidation, to perform or omit a legal act or business to the detriment of his or a third party's assets.

### **Public Representative**

This term includes the following persons:

- Officials or employees, or any person acting on their behalf, of a department, agency or instrumentality of a government (at any level) or of a public administration, including foreign governments, as well as officials or agents of the European Union. This includes employees and members of the military, paramilitary and security services, police, customs, border patrols, legislatures and judiciary of any country.
- Officials or agents of the European Union.
- Employees of a company in which the state has a shareholding of more than 49.5%;
- Political parties and any official, employee or other person acting on behalf of a political party;
- Candidates for public office;
- Elected political representatives;
- Members of the royal or ruling family;
- Officials of any body, whether public or private, with delegated power to administer public funds;
- Officials or employees of a public international organisation (e.g. United Nations or World Bank). Special advisors to governments, or individual state officials, whether paid or unpaid, formal or informal;
- Family members of any of the above;

### Facilitation Payments

Payment made to facilitate or expedite decisions or actions by government agencies or government officials. Facilitation payments, also known as 'grease payments', can be payments to officials in exchange for services and also be used to persuade officials to commit other improper actions.

### Traffic of Influence

Act by which a person influences a public official or authority, taking advantage of any situation derived from his personal relationship with this or another public official or authority in order to obtain a resolution that may directly or indirectly generate an economic benefit for him or for a third party.

### Company

It refers, depending on the context, to the whole of ITP Aero or individually to any company in the ITP Aero group, including Industria de Turbo Propulsores S.A., the parent company Bain Propulsion Bidco, S.L. and their subsidiaries.

### ITP Aero

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

# 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 Policy and include:

- Gifts and Hospitality Policy
- Confidential Information Policy
- Facilitation Payments Policy
- Conflicts of Interest Policy
- KYP – Know Your Partner Policy
- Lobbying and Political Support Policy
- Speak Up Policy
- Charitable Contributions and Social Sponsorship Policy

1.1.3. The ABC Policies have been developed within the framework of the Anti-Corruption Management System implemented at ITP Aero, as a means of guaranteeing free and fair competition, as well as transparency, commitment and legality in commercial and professional relations with both public and private entities.

1.1.4 This Policy has been developed taking into account the nature, activities and structure of ITP Aero, for the purpose of preventing and managing possible crimes of bribery and corruption in our relations with the public administration or private organisations, and is committed to adapting it to the social environment and to the legislative modifications that may occur, in such a way as to guarantee its effectiveness. On the basis of this policy, ITP Aero will establish, review and measure compliance with the objectives of the Anti-Corruption Management System.

The policy therefore aims to:

- To develop and reaffirm the basic values and principles of ITP Aero
- Describe the behaviours that may be susceptible to corrupt conduct and therefore prohibited by national and international regulations for their subsequent prevention and detection.

- To protect ITP Aero and its members from situations that could be considered corrupt practices and, therefore, to avoid sanctions or situations that could affect the reputational risk, through the description of general guidelines of action that promote an ethical and adequate behaviour when taking correct decisions and that allow the communication of irregularities and noncompliance with the assignment of the subsequent corresponding responsibility.
- It establishes the commitment to meet the requirements of the anti-corruption and anti-bribery management system, always seeking continuous improvement, establishing management and review mechanisms.

## 1.2. All administrators, executives and employees

### In the private sector

#### As a member of ITP Aero, you must:

1.2.1. Refrain from giving, offering or promising, directly or indirectly through intermediaries, any unjustified advantage or benefit to influence the behaviour of any employee, director or manager of another company, or a family member thereof, in order to obtain a business advantage, benefit or commercial or financial remuneration;

1.2.2. Not request or accept, directly or indirectly, any unjustified advantage or benefit in order to favour the person or undertaking offering the advantage to the detriment of others. In such cases, any person who requests it diplomatically but unambiguously must be informed that it is against ITP Aero's policy and the request must be rejected;

1.2.3. Refrain from offering or requesting, directly or through intermediaries, hidden commissions to/from salespeople, managers, employees or directors to suppliers with whom they intend to contract.

### In the public sector

#### As a member of ITP Aero, you must:

1.2.4. Refrain from offering, giving or promising an undue advantage or benefit to influence the behaviour of any public official in order to obtain a business advantage, benefit or commercial or financial remuneration.

1.2.5. Refrain from making Facilitation Payments, and in any case comply with internal regulations on Facilitation Payments.

1.2.6. Refrain from offering and granting gifts to foreign authorities in consideration of their position or function, except for hospitality strictly in accordance with social customs and provided that local

regulations do not prohibit them, complying in all cases with internal regulations on Gifts and Hospitality.

1.2.7. Refrain from any activity that could constitute the crime traffic of influence, in particular it is prohibited:

- Influencing a public official or authority by using one's personal relationship with that official or authority in order to obtain a beneficial resolution or to avoid a loss
- Acting as an intermediary for a third party, because of the personal relationship with a public official, in order to obtain favourable treatment for that third party from the public official with whom the personal relationship is maintained.

### **In relation to political parties**

1.2.8. ITP Aero will comply, at all times, with national regulations on the financing of political parties.

1.2.9. In any case, and according to the Organic Law 8/2007, July 4<sup>th</sup> and modified by the Organic Law 5/2012 October, 22<sup>nd</sup>, political parties may not accept or receive, directly or indirectly, donations from private companies that, by means of a valid contract, provide services or carry out works for Public Administrations, public bodies or companies with majority public capital. Similarly, ITP Aero will not make purchases of products or services whose profits are intended directly or indirectly for a political party.

1.2.10. ITP Aero will not participate in groups of influence that have a relationship with political parties or similar or related institutions unless expressly authorised by the Ethics & Compliance Area of ITP Aero following a study that the activity does not constitute an act of corruption or financing of political parties and is in accordance with the internal rules of ITP Aero.

### **In any case, as a member of ITP Aero you must:**

1.2.11: Refrain from conduct that could constitute extortion within the framework of ITP Aero's business activity.

1.2.12. Receive nothing from anyone that is a Bribe or that can be considered as such.

1.2.13. Inform any person who asks for a Bribe, diplomatically but unambiguously, that it is against ITP Aero's policy to give anything that is a Bribe or that can be considered as such and reject the request;

1.2.14 familiarize yourself with and act on ABC policies;

1.2.15. Ensure that third parties working with ITP Aero are aware of and strictly comply with the ABC Policies; and



1.2.16. Report as soon as possible any violation or suspected violation of any ABC Policy by you or any other person through the Ethics Line implemented at ITP Aero; and

### **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. Crime Prevention Committee and Ethics & Compliance Area**

The application of the Anti-Corruption Management System is the responsibility of the Crime Prevention Committee whose main function is to ensure compliance with this Anti-Bribery and Corruption Policy and the other ABC Policies that develop the Anti-Corruption Management System.

It is a collegiate body with autonomous powers of initiative and control and independence in the exercise of its functions and whose functions and competencies are described in the Criminal Compliance Policy of ITP Aero and in its Operating Regulations.

The Crime Prevention Committee, in relation to the Anticorruption Management System, will be responsible for

1.4.1. To propose to the Board of Directors the amendments and additions to be made to the Policy against Bribery and Corruption and the other ABC Policies.

1.4.2. Establish review and measure compliance with the objectives of the Anti-Corruption Management System implemented at ITP Aero.

1.4.3. To report to the Board of Directors, together with the Ethics & Compliance function, on the performance of the antibribery and corruption management system through the result of the complaints received through the Ethics Line and the results of the audits carried out on the Anti-Corruption Management System.

The Crime Prevention Committee has delegated the following functions relating to the Anti-Corruption Management System to the Ethics & Compliance Area, so that the Ethics & Compliance Area will be responsible for carrying out the following functions

1.4.4. Review and update the ABC Policies and publish new ABC Policies to ensure that the anti-bribery and corruption management system conforms to the benchmark standard

1.4.5. It shall consider all reports of possible violations of the ABC Policies and be responsible for investigating them;

1.4.6. It will report the result of investigations on conduct contrary to ABC Policies to the Crime Prevention Committee for subsequent reporting to the Board of Directors.

1.4.7. Provide guidance to ABC Policies where appropriate;

1.4.8. Make training available on the ABC Policies as required;

1.4.9. It will carry out periodic audits of the Anti-Corruption Management System to ensure constant compliance with the ABC Policies and the continuous improvement of the anti-corruption and anti-bribery management system.

1.4.10 It will report to the Crime Prevention Committee on the results of the audits carried out on the Anti-Corruption Management System.

14.11 This Anti-Bribery and Corruption Policy is reviewed by the Ethics & Compliance Area periodically, every 3 years, and whenever organizational or internal changes occur at ITP Aero in addition to regulatory changes.

1.4.10.

## **1.5. Communication of breaches.**

Any breach of this policy must be reported to the Ethics & Compliance Area, as well as any doubt that may arise from its application or interpretation, through the mechanisms established in the "Speak Up" Policy or through the Ethics Line.

In dealing with these situations, the identity of the reporters will be kept confidential and ITP Aero will not retaliate against them.

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## 1.6 Disciplinary System

Non-compliance with this Policy by any employee of ITP Aero will be considered a misdemeanour and will be sanctioned in accordance with the Sanctioning Regime provided for in the applicable Collective Agreement, or in its absence, in the labour legislation in force, which may include the dismissal of the offender.

## 2. Where to get more information and some others documents to read

Any communication related to this Policy, either on additional information or non-compliance could be done through the channels established in the Speak Up Policy.

Other documents related to this Policy are:

- The ITP Aero Code of Conduct.
- The ABC Policy and the guiding documents of the Ethics & Compliance site of the ITP Aero intranet.
- Speak Up Policy.

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