

GLOBAL PRINCIPLES OF BUSINESS ETHICS FOR THE AEROSPACE AND DEFENSE INDUSTRY

ETHICAL BUSINESS CONDUCT

2ND OF OCTOBER 2009

It is recognized that operating to the highest ethical standards benefits all companies and society. We in the aerospace and defense industry fully acknowledge and support this principle.

The Aerospace Industries Association of America (AIA) and AeroSpace and Defence Industries Association of Europe (ASD) have jointly developed these Global Principles of Business Ethics for the Aerospace and Defense Industry ("Global Principles"). These Global Principles are based on best practices including the Common Industry Standards for European Aerospace and Defence and the Defense Industry Initiative on Ethics and Business Conduct in the US.

The aerospace and defense industry's long term success depends on companies upholding integrity in bidding, negotiating and performing contracts. Companies shall behave ethically towards their customers, suppliers, competitors, employees, and other stakeholders.

These Global Principles highlight key issues in the aerospace and defense industry that may impact on ethical business conduct. They are not an exclusive list of business ethics issues that a company may face and which companies themselves should give their staff guidance on. It is intended that the Global Principles will continue to develop over time to reflect current best practices.

IMPLEMENTATION

Companies that endorse these Global Principles commit to have comprehensive policies and integrity programmes, and to foster effective practices within their aerospace and defense business operations to implement these Global Principles which shall include:

- promoting awareness and compliance with the integrity policies of the Company consistent with the Global Principles through appropriate communication and training.
- encouraging their employees, directors and officers to report all specific concerns that they may have concerning compliance with the integrity policies of the Company consistent with the Global Principles without fear of retaliation.
- applying appropriate, proportionate and dissuasive sanctions for evidenced cases of non-compliance.

Zero Tolerance to Corruption

- Companies will comply fully with all anti-bribery laws applicable to the conduct of their business, such as the U.S. Foreign Corrupt Practices Act (“FCPA”) and those laws enacted pursuant to International Conventions (including, but not limited to, the 1997 OECD Convention and the 2003 United Nations Convention Against Corruption (“UNCAC”).
- Companies will not offer, promise, or provide any undue pecuniary or other advantage (e.g. payments, gifts, hospitality, as well as political contributions or charitable donations), to public officials, political parties or political candidates, or to any private party, in order to obtain or retain business or gain any other improper advantage in the conduct of their business (hereafter "Improper Advantage"). Companies shall duly account for payments, gifts, hospitality, political contributions or charitable donations in their books and records in compliance with applicable regulations and in a manner which permits reasonable traceability.
- Companies will establish and enforce policies and internal control procedures that prohibit the company and their employees, directors and officers from offering, promising or providing - directly or indirectly - any Improper Advantage, and will conduct training on such policies and procedures.
- Companies will make their business partners, which term is defined to mean Advisors, majority-owned joint venture entities, subcontractors and suppliers, aware of the integrity policies of the company, and require them to refrain from offering, promising or providing (directly or indirectly) any Improper Advantage.
- Many countries and companies prohibit facilitation payments. In recognition that such payments undermine the integrity of industry, even where such payments are not prohibited by law, companies will seek to eliminate facilitation payments.

Use of Advisors

- Advisors include agents, consultants, or intermediaries engaged to assist in developing, expanding or maintaining a Company’s business (e.g. sales, marketing, offsets).
- Companies will have written policies governing the appointment, management and payment of Advisors.
- Companies will use capable personnel trained in anti-corruption and compliance issues for the vetting of Advisors.
- Companies will perform appropriate due diligence using mechanisms which may include independent supplemental investigation/third party due diligence. Such assessments shall be periodically reviewed.

- Companies will pay an appropriate remuneration to their Advisors. Remuneration shall reflect legitimate services effectively rendered and shall be based on the most objective elements possible. No payments shall be made in cash. Payments shall only be made, save in exceptional circumstances, in the country where the Advisor is active or registered. These payments shall be properly recorded in the Company's books and records.
- Companies shall make Advisors aware of (i) the integrity policies of the Company which shall be consistent with the Global Principles, and (ii) the legal provisions containing the incrimination of bribery of foreign public officials pursuant to the U.S. FCPA, the 1997 OECD Convention, and the UNCAC, as each applies.
- Companies shall have an agreement concluded in a written form between the Company and all of its Advisors, which shall contain a provision whereby the latter commits to comply at all times with the provisions mentioned above and more specifically that no part of any payment originating from the Company will be passed on as a bribe.
- Companies should require that Advisors will inform the Company regularly and on an ongoing basis on the accomplishment of his, her, or its tasks and duties.

Managing Conflicts of Interest

- Companies shall follow all applicable laws, regulations and directives concerning the employment or engagement of public officials including those dealing with conflicts of interest.
- Companies will maintain policies to address or mitigate the risk of undue or improper conflicts of interest.

Respect for Proprietary Information

- Companies shall keep proprietary information of third parties to which they have gained access in accordance with the terms of its disclosure and in strict compliance with all applicable laws and regulations.
- Companies will not solicit or accept a third party's proprietary information (whether provided by a customer or otherwise), such as bid and proposal information, or technical or price data, unless the owner of the data has agreed to its release.
- Companies who receive a third party's proprietary information without authorization: 1) shall promptly cease dissemination and review of such information; 2) shall promptly destroy or return such information; and 3) should inform the third party of the incident and their response.