



At our best: our Code

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1.0

A guide to 'At our best: our Code'

We have a vision: to pioneer cutting-edge technologies that deliver the cleanest, safest and most competitive solutions to our planet's vital power needs. It's our chance to shape and improve the world we live in. Everyone has a role to play in achieving our vision, and to achieve it, all of us will need to be at our best.

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A guide to 'At our best: our Code'

The choices we make and the things we do must be guided by our values and behaviours. Being trusted to deliver excellence, acting with integrity by always doing the right thing, and operating safely in whatever we do, will mean that we strengthen our business and enable its success. It is also important that we operate in accordance with our behaviours which are to pursue collaboration, seek simplicity, embrace agility and be bold.

From time to time, we all need a little help to do the right thing, no matter what our job is or where we are located. That is what our Code is for. It does not have all the answers to every situation we may face but it does set out our principles and how they apply to our business activities, to guide our decision-making and direct us where to go for additional guidance and help.

Who does it apply to?

All of us. That's all colleagues employed by the Rolls-Royce Group and any subsidiary or joint venture where we have control. We also encourage all our joint ventures and partners to adopt the same high standards.

Our responsibilities

Whatever our role, we hold the reputation of Rolls-Royce in our hands. By doing the right thing, we safeguard our reputation as a trusted business, and make this a company where we can be at our best.

Each one of us has responsibility to:

- Be accountable for our actions;
- Be aware of the shadow we cast and lead by example to promote and display the highest standards of integrity and professionalism;
- Consider how our decisions and actions affect those around us and make sure everyone has the help and support they need; and
- Create an environment in which everyone feels safe to speak up.

We must make sure:

- We are open to receiving improvement ideas or concerns, and they are taken seriously and followed up appropriately;
- We treat those who speak up with fairness and without prejudice;
- We all have access to our Code, our Group Policies and other policies relevant to our role or place of work;
- We complete mandatory training; and
- Relevant topics within our Code are discussed regularly in our team meetings.



A guide to 'At our best: our Code'

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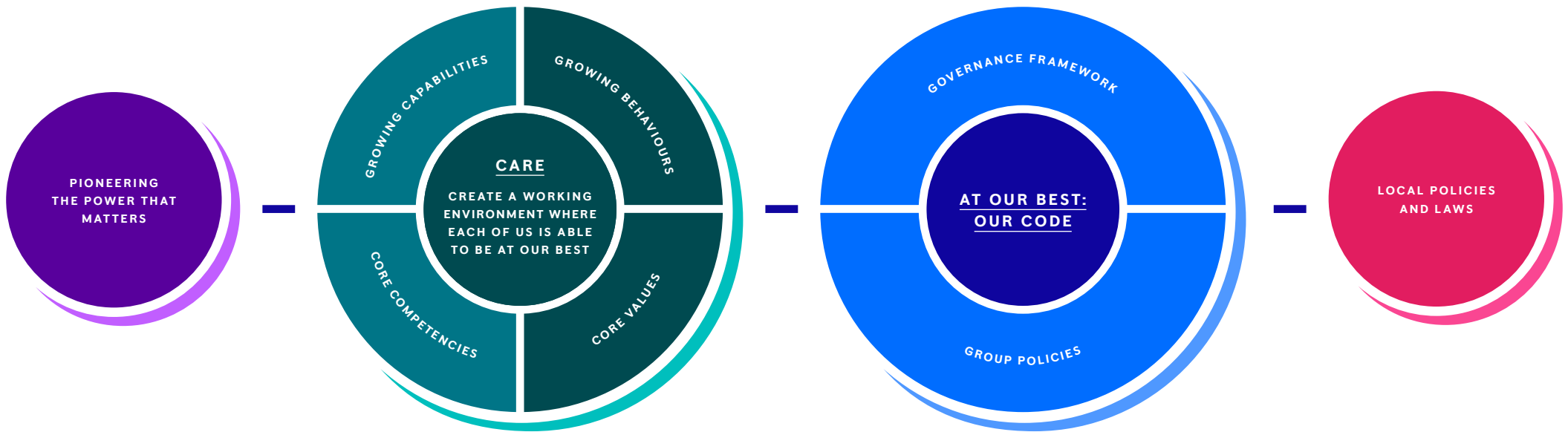
What else do I need to know?

Our Code supports our values and behaviours, drawing out principles to help us navigate many of the business dilemmas we might encounter. We are also supported by the Governance Framework and Group Policies that we abide by as a company and as individuals. In addition, there may be local policies and laws that will apply depending on our job role or work location.

While all elements of the people framework support what we do, and how we do it, the values have a direct influence on helping us to be trusted, to work with integrity and safely. The following sections of our Code are organised by our values, to show how this happens.

Consequences

We are proud of what we do and the principles we set for ourselves in our Code and the policies that support them. Therefore, we will take appropriate action against anyone who does not live up to these principles, values and behaviours, or breaches our policies.





A guide to ‘At our best: our Code’

continued

Identifying and solving dilemmas

It is not possible for our Code to anticipate every situation or set out every legal or company requirement. In some situations, we need to use common sense and good judgement – based on the principles set out here – to make the right decisions. If we are faced with a dilemma and we are unsure how to solve it, the TRUST model can help us do the right thing, in line with our principles and what’s expected of us.

In the course of our work, if we find ourselves hearing or saying phrases like the ones below, it might mean we are facing a dilemma, or witnessing something wrong or illegal happening and we should take action to resolve it:

- “No one will ever know.”
- “It doesn’t matter how it gets done as long as it gets done.”
- “Everyone else does it, so it must be ok.”
- “Don’t worry; it’s the way we do things around here.”
- “I don’t want to know.”

Not sure about the situation you are facing?

Ask yourself these questions:

- Are these actions open, legal, fair and honest?
- Is this how I would like to be treated or how I would want Rolls-Royce to be treated?
- How would I feel about myself afterwards?
- How would this issue look if it was reported in the media?
- Would I be comfortable explaining this in court?
- How would I feel if my family and friends knew about my actions?



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THINK About the dilemma

What is the dilemma?
Do we know all the relevant facts?
Who does it affect?

READ The relevant policy or procedure

Is there a principle in our Code to guide us?
What are the relevant policies, procedures and/or laws?

UNDERSTAND The implication of your decision

What is the potential risk to us, our business or other stakeholders?
What is the likely impact on the business?

SPEAK To others for guidance

Talk to our colleagues, manager, or subject matter experts as necessary.
or
Contact a Local Ethics Adviser or the Rolls-Royce Ethics Line for additional advice.

TAKE ACTION To solve the dilemma

Make an informed decision – this may be a simple choice between a ‘right’ and a ‘wrong’ alternative, or a more difficult judgement between two ‘rights’.
Evaluate the results of our decision. What was the outcome, and what did we learn from the situation?



A guide to 'At our best: our Code'

continued



Speak up

We should always assume positive intent, that is, expect that other people are trying to create a good outcome for all of us. That way we can have open and positive conversations. We need to be open-minded to approaches from other people who have ideas, questions or concerns, even if they are about our own actions or behaviours.

When we are open and take responsibility for doing the right thing, we all do better and succeed together. So let's create the kind of workplace where we strive to achieve the highest standards of integrity and professionalism and ensure we encourage each other to speak up.

Speaking up isn't just about calling out things we believe are wrong; it's about recognising what's good, and suggesting how to make things better.

We speak up if we...

- Have ideas to simplify and improve the way we work;
- Witness, are aware of, or subject to anything we believe is bullying, harassment or discrimination, or any other inappropriate behaviour;
- Appreciate the contribution of others;
- Suspect bribery, corruption, fraud or facilitation of tax evasion or other criminal offences;
- Can help others to achieve results;
- Have any concerns about possible health and safety, quality, product safety or reliability issues;
- See positive or negative examples of the shadows we cast;
- Believe we have received or divulged information we are not entitled to have or share;
- Can suggest how to reduce waste;
- Have any concerns about how personal data is being handled;
- Can share knowledge or best practice to improve our business;
- Have any suspicions or allegations of anti-competitive behaviour;
- Make a mistake, knowing we will be treated fairly;
- Receive suspicious enquiries from anyone who might be trying to gain unauthorised access to our goods, software or technology;
- Are concerned about any other breaches of laws; and
- Identify risks that could affect us in achieving our objectives.

Questions and concerns

Whenever we have a question or concern, our manager is the first person to turn to. If we can't do that then we contact someone with expertise in the matter. It might also help to talk to an employee representative such as a member of a works council or a union. There may also be local reporting systems we can use. We can speak to a Local Ethics Adviser or raise our questions or concerns through the Rolls-Royce Ethics Line.

The most important thing is to speak up and talk to someone who can help. If we are approached by a colleague wanting help we will try to help each other find the right place or person to get an answer.

Look at the Speak Up Policy to see how concerns are dealt with and what we can expect to happen when we raise a concern.

Retaliation

We can ask questions and raise concerns without fear of retaliation. Retaliation against anyone who speaks up is not acceptable at Rolls-Royce and could result in disciplinary action.

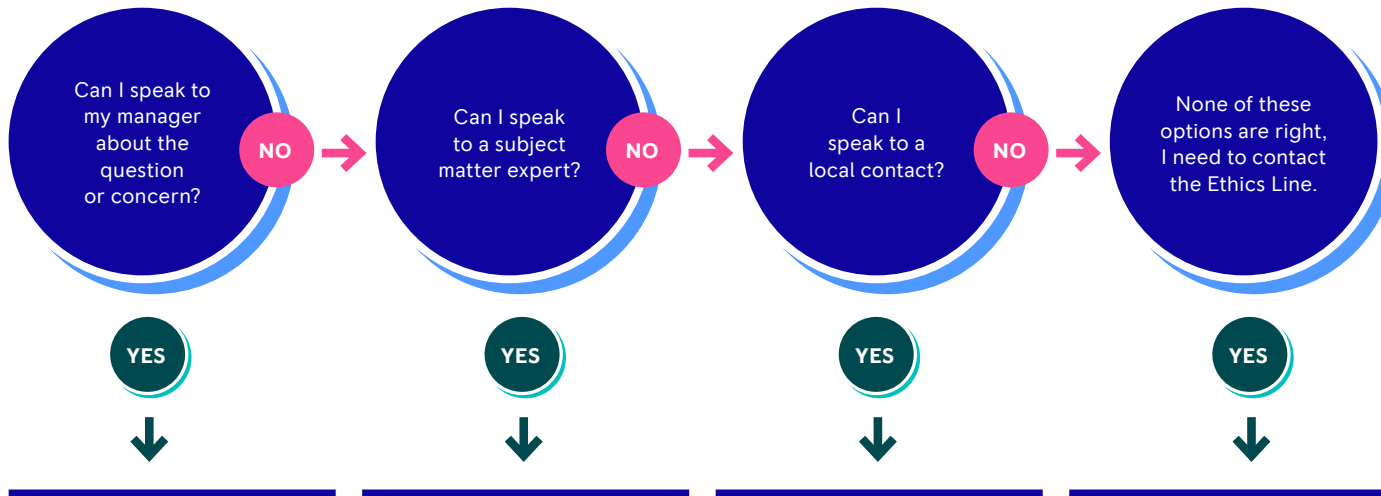


A guide to ‘At our best: our Code’

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How do I speak up?

If you can't deal with a dilemma yourself then please speak up. This is what you can do.



Line Manager

Line managers are our first point of contact. They are there for us to talk to about any questions or concerns we have, and to support us to resolve them.

Subject Matter Experts

There are subject matter experts who support all the topic areas within our Code. For example, we can contact Human Resources to talk about concerns about working together. There may also be union or works council representatives who can also advise us on how to resolve a question or concern.

Local Ethics Advisers

Local Ethics Advisers are colleagues from a variety of functions and levels in the organisation who take on this role in addition to their existing job. They will listen to issues in confidence and will guide you to the best subject matter expert to help. If necessary they can escalate the concern to the subject matter expert for advice or investigation.

Ethics Line

We can ask a question or raise a concern through the Rolls-Royce Ethics Line by logging on to www.rolls-royce.com/ethicsline and completing an online form or calling one of the in-country telephone numbers provided. It is an independently-managed service, available 24 hours a day, 7 days a week, in multiple languages. The question or concern is forwarded to the Ethics and Compliance team who involve the right subject matter expert to provide an answer or investigate a concern. Questions or concerns can be dealt with anonymously, but it really helps the success of an investigation when we can talk directly to get all the facts.

Restrictions on raising a concern through Ethics Line

Local laws in some countries may restrict the types of concerns that can be raised using the Rolls-Royce Ethics Line, and the ability to remain anonymous. The Rolls-Royce Ethics Line gives details of any restrictions.

To find out more about what happens when you ask a question or report a concern, visit the Ethics and Compliance website.

2.0

Operate safely

We put health and safety first. We care about the health and safety of our people, and our products, and never put ourselves or others at risk from our actions.

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- 11 OUR LIFE-SAVING RULES
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- 13 QUALITY AND PRODUCT ASSURANCE





Health, Safety and Environment

Operate safely



Principles

- We are all expected to help fulfil our Health, Safety and Environment (HS&E) goals.
- We take accountability to help protect and enhance health, wellbeing and environmental performance.
- We never put ourselves or others at risk from our actions.
- We stop work if we think it might be unsafe, and seek advice.
- We behave in a way that minimises impact on the environment.

Group Policies

Health, Safety and Environment
Security

Additional Guidance

Health, Safety and Environment intranet

Contacts

Your local HS&E manager, Central HS&E team
Local Occupational Health provider (if applicable)



We will:

- Set and expect the highest standards of behaviour for protecting our own and others' health and safety. We should expect the same from the others around us;
- Assume positive intent and stay open-minded to others who express health or wellbeing concerns about our own actions or behaviours; and
- Follow our life-saving rules.

What happens when...

Q We have really tight deadlines to get this project finished and we are sometimes working around our safety routine. We know it's not ideal, but if it gets the job finished, is this ok?

A No matter how tight the deadlines, safety procedures must never be compromised. Start by speaking to your manager about your worries. If you feel that's not possible, speak to the next level of management or your HS&E manager.

Q I am feeling under a lot of pressure, I don't think I can cope with my workload and don't know what I can do about it?

A It's important to safeguard your health at work, so speak to your manager; they will be sympathetic. You can also get support and advice from your local Occupational Health provider or from Human Resources.

Q I think I've seen something going on in our business that might be harming the local environment. Is this a serious issue?

A Yes, what you've seen might put us in breach of national environmental legislation, as well as cause damage to our environment. Tell your manager what you've seen, or talk to your HS&E manager as soon as possible.



Our Life-saving Rules

Operate safely

Rules

10 rules to follow – no matter where you work or what you do – that will protect your life.



ALWAYS

speak up to report unsafe acts or conditions when you see them.



ALWAYS

wear your seatbelt and obey the speed limit.



ALWAYS

wear mandated PPE (personal protective equipment) correctly.



ALWAYS

protect against falls and use the specific protective equipment when working at height.



ALWAYS

adhere to the approved lifting methods.



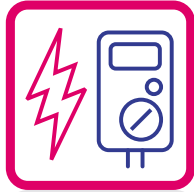
NEVER

use or programme a handheld device when driving.



NEVER

work or drive under the influence of drugs or alcohol.



NEVER

assume electrical equipment is isolated – Always test before touch with approved equipment.



NEVER

deactivate or bypass safety critical equipment such as interlocks and guards when using machinery.



NEVER

enter a confined space unless trained and authorised.



Product Safety

Operate safely



Principles

- Everyone who works at Rolls-Royce shares responsibility for product safety.
- We are aware of the safety impact of our actions and accept that we all have a duty to protect and improve product safety.
- We prioritise safety-related tasks so they get the right attention, time and resource.

Group Policies
Product Safety

Additional Guidance
Safety Management System Manual

Contacts
Central Product Safety Assurance team
Local Head of Product Safety Assurance



We will:

- Be curious and take action to anticipate and identify potential product safety risks;
- Not act in any way that could have a negative impact on the safety of our products; and
- Assume positive intent and stay open-minded if others express product safety concerns, even if they are about our own behaviours.

Our product safety goal is to eliminate, as far as possible, the risk of product failure. This includes anything that could affect the safe operation of the Rolls-Royce product, the platform on which the product is installed, the people using or maintaining the product, or any long-term negative impact to the environment in which it operates.

What happens when...

Q I believe that the way a new product is being built might, under certain rare circumstances, lead to safety issues. It's a remote chance and the product is important to us and our customer so I don't need to say anything, do I?

A Yes! The safety of our products is vital to the lives and livelihoods of thousands of people, and our reputation and success depend on it. Always speak up about your concerns. All product safety concerns must be raised using Group Procedure Product Safety 3.1 to ensure the accountable person is made aware and can take appropriate action. Start by speaking to your manager. If you feel unable to speak to your manager, ask the next level of management or your local Head of Product Safety Assurance for advice. Or you can speak to your Local Ethics Adviser or raise the concern on the Rolls-Royce Ethics Line. Whichever route you take, it is important to speak up.

Q I think I could make our safety processes even better. What do I do if I have feedback or concerns?

A Our procedures incorporate the very best safety practices, and ensure we are compliant with safety regulations. In the spirit of continuous improvement, any feedback and recommendations are welcome! A change request can be raised via Group Procedure Quality Instruction 1.1. If you have any questions, you can also speak to the Process Author or your manager.



Quality and product assurance

Operate safely



Principles

- We know that robust quality is essential to safety so we constantly strive to improve the quality and efficiency of our products and services.
- We always operate to all processes and procedures that safeguard the quality and safety of our products and services.
- We always work within our mandatory processes and procedures to ensure that our products and services, including those provided by our suppliers, meet the specification and customer requirements.
- We work together to continuously improve our processes and procedures.

Group Policies

[Quality](#)

Additional Guidance

[Rolls-Royce Management System](#)

[Quality intranet](#)

Contacts

[Group Quality team](#)

[Local business/function Quality team](#)

[Process Owner/Lead Process User](#)



We will:

- Actively identify, promote, and encourage ways to continuously improve the way we work; and
- Meet the high standards set out in the Rolls-Royce Management System and all processes and procedures that safeguard the safety, quality and reliability of our products and services.

What happens when...

- Q** I heard that our work really has to be 'good enough' not perfect, so I can work around the quality procedures. I can be more productive too, so that's a good thing, right?
- A** Wrong. Quality procedures are there to keep our work safe, reliable and to meet our customers' specifications. We can never compromise these. If you have any doubts, start by speaking to your manager. If you feel you can't, speak to the next level of management or your Quality point of contact.
- Q** I'm new to my area and I'm not sure which procedures I'm responsible for operating. How do I find out?
- A** Everyone needs to know all the procedures that guide their work, so they can do it right and be accountable for it. Ask your manager for a full briefing.

3.0

Trusted to Deliver Excellence

We strive to outperform the expectation of key stakeholders. We have to earn trust every day and always remember it is easy to lose. We have to deliver what we commit to, and ensure that excellence is the standard of everything we do, and how we do it.

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Working with our customers, suppliers, partners and communities

Trusted to Deliver Excellence



Principles

- We treat all our customers, suppliers and partners with fairness, honesty and respect, and build relationships that work for all parties, no matter what the transaction is worth or how long it lasts.
- We support communities in areas of education and skills, environment, social investment and arts, culture and heritage. Our investment can include financial, time or in-kind support.
- We compete fairly and with integrity on sales campaigns and bids for external research funding.
- If we employ people who have recently worked for government, a competitor or a customer we will not involve them in sales activities if that might give us an unfair advantage.
- When seeking new suppliers and partners we conduct appropriate due diligence. We take steps to only choose suppliers and partners whose values and business behaviour meet high ethical standards.
- We are opposed to any form of child labour, or any practices that hold back the development of children. Employment should be freely chosen, so we'll never use forced or involuntary labour.



When working with customers – we will:

- Make sure that all our bid preparations, contract negotiations and communications with customers are accurate and true;
- Set out clear terms in our contracts with customers and operate in line with them;
- Not accept information about a competitor's proposal in a sales campaign;
- Not accept internal government information on its selection process unless the government's contracting officer has specifically and lawfully authorised its release; and
- Strive to continuously improve quality, delivery, responsiveness and reliability to build high levels of customer satisfaction.

What happens when...

- Q** A friend who works for a competitor has given me information about a sales campaign that Rolls-Royce is also involved in. It would give us a great opportunity to beat them to this contract so should I use it?
- A** No, do not use this information; using it is unfair competition and unethical. Immediately discuss this with your manager and contact the Ethics and Compliance team for guidance.

Group Policies

- [Anti-Bribery and Corruption](#)
- [Conflict of Interest](#)
- [Gifts and Hospitality](#)
- [Know Your Partner](#)

Additional Guidance

- [Preventing the facilitation of tax evasion](#)
- [Competition and Antitrust Law Compliance Policy and sector-specific guidance](#)
- [Our customer intranet site](#)

Contacts

- [Director Customers and Service](#)
- [Sector Ethics and Compliance Officer](#)
- [Ethics and Compliance team](#)



Working with our customers, suppliers, partners and communities

Trusted to Deliver Excellence



When working with our suppliers and partners – we will:

- Communicate clearly and honestly with our suppliers and partners, while taking care to protect intellectual property and any confidential information;
- Make sure that all our bid preparations, contract negotiations and communications with suppliers and partners are accurate and true;
- Follow our supplier selection processes to make sure that suppliers are chosen fairly;
- Set out clear terms in our contracts with suppliers and partners and operate in line with them, making sure all communications are accurate and true; and
- Follow all our quality and safety processes and procedures to safeguard the quality, safety and reliability of our products and services. If we have any concerns, we deal with them together with our suppliers and partners, finding solutions that work for both of us.

Group Policies

- Human Rights (found within the People Policy)
- Anti-Bribery and Corruption
- Data Privacy
- Intellectual Property
- Product Safety
- IT and Social Media Acceptable Use
- Conflict of Interest
- Gifts and Hospitality
- Know Your Partner

Additional Guidance

- Supplier Code of Conduct
- Supplier Health, Safety and Environment Policy
- Safety Management System Manual
- SABRe
- Competition and Anti-Trust Law Compliance Policy
- Preventing the facilitation of tax evasion

Contacts

- Procurement
- Sector Ethics and Compliance Officer
- Ethics and Compliance team

Human Rights

We recognise our responsibility to respect Human Rights. We are committed to protecting and preserving the rights of our employees, those employed in our supply chain and those affected by our operations.

What happens when...

- Q** One of the suppliers we use has given me a really competitive price, though this seems to be because their pay is low – possibly below the legal minimum. It's good for us, but I'm not sure I'm happy.
- A** You should discuss your concerns with your manager and the manager responsible for this supplier. We are committed to making sure that our suppliers do not unlawfully exploit their employees.
- Q** I saw an email that makes me think one of my colleagues might be doing some kind of deal with a supplier to say that they are providing a service that we don't actually get. I might be wrong, what should I do?
- A** You are right to be concerned about protecting our company. Immediately report the matter in accordance with the guidance in the Speaking Up section.



Working with our customers, suppliers, partners and communities

Trusted to Deliver Excellence



When working with our communities – we will:

- Make sure that all charitable contributions and social sponsorships, which may be given in time and gifts-in-kind as well as money:
 - sit comfortably within our policy and have been approved and reported;
 - are legitimate, appropriate and proportionate;
 - can't be interpreted as trying to influence the giver or the receiver (e.g. be seen as bribes) and
- Not use the company's funds or assets for political donations.

Group Policies

[Charitable Contributions and Social Sponsorships](#)

Additional Guidance

[Global Social Contributions Tool](#)

Contacts

[Central Community Investment team](#)

[Local community investment contacts](#)

[Sector Ethics and Compliance Officer](#)

Why do we invest in our communities? Because it supports our future success by:

- Helping us to attract, recruit and retain the best people with the right skills from many different backgrounds, particularly by investing in the skills we need;
- Providing us with opportunities to engage with each other and develop our skills and behaviours while we have a positive impact in our communities; and
- Helping to show our customers, investors and other stakeholders the kind of company we are.

What happens when...

Q Can I get support to help my local charity?

A We do support not-for-profit organisations including charities, schools and community groups. Many contributions are in time and gifts in-kind, as well as financial donations. Make sure these sit within our Charitable Contributions and Social Sponsorships Policy, have a legitimate purpose, and are approved by your line manager. Talk to the Community Investment team if you need more advice.

Q A customer has asked me if Rolls-Royce will make a donation to its charity as part of our bid. The charity looks legitimate so can I do this?

A Even if this is a legitimate charity, the connection between the proposed donation and the bid could mean that this is seen as a bribe. You should politely decline.



Working together

Trusted to Deliver Excellence



Principles

- We are open and honest in all our relationships and we work globally and expect mutual respect, consideration and collaboration between all our people.
- We engage and involve our people in improving the business and welcome feedback.
- We rely on a diverse and inclusive workplace free from discrimination and we will not tolerate bullying, harassment or discrimination of any kind.
- We encourage regular and effective conversations with managers, and to give and ask for feedback, so we can all be our best.
- Our company will reward us fairly, taking into account our individual contribution and behaviour.
- We resolve disputes fairly.
- Deciding whether or not to join a trade union is our own choice. Our company will respect the collective representation and consultation processes and laws in the countries where we work.

What happens when...

- Q** We've been asked to work on a really important project with a very short deadline. I know that we may have to work long hours to get it done. The parents in my team have to leave early for the school run, so I'm only going to ask people without children to be a part of the project team. Is this ok?
- A** This is not ok. Be curious and ask the team who can support – the parents may have a great support network and can do work later at night once the school run is done. Diversity makes us more innovative, helps to prevent group think and ensures you get the best result for the project and for Rolls-Royce.
- Q** One of my colleagues always makes 'jokes' about my appearance and keeps asking me for meetings alone that we don't need. It makes me feel uncomfortable, but my manager said it's just banter and that asking him to stop would hurt his feelings. Am I making a fuss out of nothing?
- A** We take allegations of harassment seriously and it is not ok to feel uncomfortable at work. If you have already spoken to your manager and it hasn't been resolved, speak with Human Resources. They will help you navigate the next steps.



Working together continued

Trusted to Deliver Excellence



We will:

- Strive to do our best work, in the right way, seeking support and feedback when we need it;
- Not supervise or influence the recruitment, promotion, reward or benefits of a family member, close friend or someone with whom we are in a relationship;
- Support and promote our team members' development, managing underperformance effectively;
- Take seriously any concerns raised, and follow up appropriately, treating those who have raised them with fairness and without prejudice; and
- Ensure we have the right work authorisation when travelling abroad on business, and where a local personal tax liability arises, discharge these obligations on a timely basis.

Group Policies

[Diversity and Inclusion \(found within People Policy\)](#)

[Anti-Discrimination \(found within People Policy\)](#)

[Conflicts of Interest](#)

Additional Guidance

[Your HR intranet site](#)

[Communications and Engagement Guide](#)

[Immigration](#)

[International Assignments](#)

Contacts

[Ask HR](#)

[HR Shared Service Centre](#)

[Your HR Manager](#)

[Local Diversity and Inclusion contacts](#)

[Diversity and Inclusion team](#)

What happens when...

- Q** We're close to the end of the quarter and it looks like we won't meet our target unless we really push. I'm stressed and need my team to work harder, so it's understandable that I yell sometimes, isn't it?
- A** As a manager, you're expected to set challenging targets but it is never ok to bully or intimidate to achieve them. Yelling rarely motivates; instead try to analyse what's stopping your team from achieving their goals and support their efforts to overcome this. If there are team members who genuinely need performance improvement, support and manage this appropriately.
- Q** I have been in my role for 18 months now and am still waiting for my first performance check-in. I've spoken to my manager, but we're all so busy that it hasn't been scheduled. Is this ok?
- A** Regular check-ins are vital for your development and your manager is responsible for scheduling these regularly. Ask your manager again for a regular session to be arranged, and if you still need support ask Human Resources for help.
- Q** I'm a manager and someone in my team has come to me with a complaint. Should I send them to Human Resources?
- A** Complaints and grievances should be resolved as soon as possible. First speak with the team member and try to resolve the issue together. If this doesn't work, speak with Human Resources. They will help you navigate the process in your location.
- Q** My daughter has just been employed as a Rolls-Royce engineer in Canada. I work for Rolls-Royce in the US. Is this a problem?
- A** Not all family relationships will automatically be a conflict of interest, it depends on whether either of you are in a position to influence future opportunities or benefits the other receives. You should disclose your daughter's employment as a potential conflict of interest. Speak with your line manager to get this process started.



Conflicts of interest

Trusted to Deliver Excellence



Principles

- We avoid any situation where conflicts of interest might be seen as influencing our business decisions or behaviour, or which might stop us from acting in the best interests of Rolls-Royce.
- If we believe there is, or might be, a conflict of interest, we speak up.
- We work within all laws and regulations relating to the employment or engagement of current or former military and civilian government personnel, customers and competitors.
- We comply with all relevant insider dealing and market abuse legislation.



We will:

- Tell our manager about actual or potential conflicts of interest so that they can be managed;
- Not provide any services in a personal capacity to any actual or potential competitor, supplier, customer or other business partner, unless given approval in advance;
- Not place ourselves in a position where we manage or have the ability to influence business decisions relevant to a customer, supplier or other business partner in which we, a family member or close personal friend has a substantial interest;
- Not use non-public information for our own personal benefit, or pass this kind of information to someone else (either inside or outside the company) who isn't authorised to have it; and
- Not deal in Rolls-Royce shares in an unauthorised way or encourage others to do so.

Group Policies

Conflicts of Interest

Share Dealing and Inside Information

Contacts

Sector Ethics and Compliance Officer

Ethics and Compliance team

Group Secretariat team

What happens when...

Q My partner works for a company that supplies us with equipment. Recently I have been made responsible for managing contracts and buying services from this company. I feel a bit uncomfortable about it, should I ask for a transfer?

A You're right to be aware of the risk, as it could be a conflict of interest, depending on your partner's role in the company. Don't do anything until you've explained this to your manager or spoken with the Ethics and Compliance team, as it may just be a case of reporting the connection.

Q In my role, I have often dealt with military customers. One of them has asked me if he could get a job with Rolls-Royce after he leaves the armed forces. He has the right kind of skills for us, so can I help him?

A It's possible that any conversation about jobs with us would be seen as offering a benefit to a customer and trying to influence a decision. There are also laws and regulations in many countries about employing former military personnel which we have to follow. So do not discuss any employment opportunities with him, but suggest he looks at the recruitment areas of the Rolls-Royce website.



Data Privacy

Trusted to Deliver Excellence



Principles

- We protect personal data, also known as personal information, in line with laws and company policies.
- We all have a responsibility to collect, use and (where required) disclose personal data in a way that keeps it secure and protected, preserving people’s rights to privacy.

Group Policies

- [Data Privacy](#)
- [IT and Social Media Acceptable Use](#)

Additional Guidance

- [Global Data Privacy Guidance](#)
- [Data Privacy regional addenda](#)

Contacts

- [Data Privacy team](#)
- [Legal team](#)
- [IT Security and Compliance team](#)



We will:

- Use and protect personal data, in line with applicable laws, and our internal privacy policies and guidance; and
- Never give out anyone’s personal data without making sure there is a lawful reason to do so.

What happens if...

- Q** To raise money for a Rolls-Royce community charity, we’re holding a ball. We have organised a photo booth and photographer for the evening. We want to show people what a fun place it is to work so is it ok to share the photos from the ball on social media?
- A** You need to be careful when sharing personal data, like photos, on social media as there are laws to protect our privacy. Many people do not like pictures shared online. Before the event ask your manager if it’s the right thing to do. You can also contact the Data Privacy team about the risks and how to stay inside the law.
- Q** When my manager was asking people to sign a get-well card for a colleague I overheard her talking about the details of their illness. It made me feel uncomfortable, knowing something so personal, and I’m not sure it’s right.
- A** Personal data should never be shared without consent, or a legal reason. Even in the same company or team, only necessary personal information should be disclosed. Your manager means well, but unless they have consent to share this information they may have breached privacy laws and Rolls-Royce policy.



Safeguarding our resources

Trusted to Deliver Excellence



Principles

- Our technologies, intellectual property and commercially sensitive and confidential information are vital assets of our business and we protect them from unauthorised access, use and disclosure.
- We take individual responsibility for the proper use of our business property, including IT systems, materials, places of work and equipment.
- We will not use our systems to access, copy, store or transmit anything considered to be offensive, obscene or inappropriate, or anything that we do not have permission to deal with.

Group Policies

- Security
- IT and Social Media Acceptable Use
- Confidential Information
- Intellectual Property

Additional Guidance

- Group Procedure – Manage Intellectual Property

Contacts

- Corporate Security
- IT Security
- Intellectual Property



We will:

- Keep all data and documents secure;
- Only use our resources for business purposes, unless we've been authorised. We will maintain them with care, avoid waste and protect them from theft or damage;
- Not try to benefit from the use or sale of company property without authorisation; and
- Not try to go around or ignore IT security controls or physical security systems.

What happens if...

- Q** I'm really proud of an invention I've developed at Rolls-Royce. It could change the way we do things here and I think I should get it patented. I've started talking to a friend who is a lawyer about it, is this ok?
- A** Patent applications may not be accepted if you disclose the invention first. If you have created something novel and beneficial to Rolls-Royce speak with our Intellectual Property team. They can guide you on whether you should apply for a patent and what to do next.
- Q** I have a Rolls-Royce laptop and often work at home. My son's computer is broken and he needs access to use the internet for school. Is it ok for my son to use my laptop?
- A** It's understood that you might sometimes need to use your laptop for personal use. But our systems are for business purposes, so keep this to a minimum and ensure that it does not interrupt or conflict with your ability to get your work done. And of course, accessing illegal, offensive or inappropriate material is never ok. Read the IT and Social Media Acceptable Use Policy for more information.



Accurate business records

Trusted to Deliver Excellence



Principles

- We maintain accurate and complete records of our business dealings. These include all transactions between our business and external individuals and organisations, and all expenditure and labour charges.
- We act in line with the law and applicable technical and professional standards.
- We prepare our financial records on time, representing the facts accurately and completely.
- We maintain a rigorous system of financial, operational and compliance controls and an effective system of risk management.
- We do not engage in fraud, money laundering or tax evasion, nor do we facilitate the tax evasion of others.

A business record is any document or communication created or received in the course of doing business. For example, this includes financial records, quality records, legal records, travel and expenses records, or work booking records.

What happens if...

Q We're getting close to using up all our budget. I've been asked to move some costs to another department, as they have underspent this year. My manager has assured me this is above-board, should I make the adjustment?

A A: You can only move costs between departments or businesses when there is a valid reason (e.g. having completed work for the department). To ensure you aren't artificially manipulating results, double check the reason for the change with your manager.



Accurate business records continued

Trusted to Deliver Excellence



We will:

- Keep all our records accurately, on time, and in line with local procedures. This includes expenditure, hours worked, transactions or any other aspect of our company's business;
- Complete product inspection and testing documentation accurately and honestly;
- Not influence others to do anything that would compromise the honesty and accuracy of our business records, reports, products or services;
- Not knowingly help our customers, suppliers or anyone else we work with to evade tax, that is, to fraudulently underpay or not pay tax;
- Not make a false or deliberately misleading entry in a report, record or expense claim or falsify any records we are asked to keep, including financial, safety, environmental or quality results; and
- Work within the Delegated Authority Levels for the approval of financial and other business decisions.

Group Policies

[Quality](#)

Additional Guidance

[Approach to managing the Group's tax affairs](#)

[Preventing the facilitation of tax evasion](#)

[Group Finance Manual](#)

[Delegated Authority Levels](#)

[Travel and Expenses](#)

[Governance Framework](#)

Contacts

[Group Finance](#)

[Group Tax team](#)

[Corporate Security](#)

[Internal Audit \(fraud\)](#)

[Internal Control](#)

[Group Quality team](#)

[Group Secretariat team](#)

What happens if...

Q We're really close to hitting our annual bonus – we're only off by a tiny amount. Is it ok if I tweak the financial record a little?

A We know a bonus would be nice, but you must maintain the records accurately. This is your responsibility and it's never right to change the records.



Act with integrity

We do the right thing all the time. We act with integrity and follow the law. We live up to all of our ethical principles and we demonstrate this by being true to ourselves, and showing honesty and good judgement in all we do.

- 26 ANTI-BRIBERY AND CORRUPTION
- 27 PREVENTING THE FACILITATION OF TAX EVASION
- 28 EXPORT CONTROL AND IMPORT OBLIGATIONS
- 29 RESPECTING THE CONFIDENTIAL INFORMATION OF OTHERS
- 30 COMPETITION AND ANTI-TRUST
- 31 LOBBYING AND POLITICAL SUPPORT
- 32 PROTECTING OUR BRAND AND REPUTATION





Anti-bribery and corruption

Act with integrity



Principles

- We do not tolerate bribery and corruption in any form.
- We never offer, give or accept anything of value that is, or could be seen as, improperly influencing business decisions.
- We only appoint partners of known integrity and require that their conduct meets our standards at all times.

Group Policies

[Anti-Bribery and Corruption](#)

Additional Guidance

[Offset Policy](#)

Contacts

[Sector Ethics and Compliance Officer](#)

[Ethics and Compliance team](#)

[Offset team](#)



We will:

- Not give or receive bribes, and will report to the Ethics and Compliance team if we are asked for, or offered, bribes or facilitation payments;
- Only offer, or accept, gifts or hospitality allowed within policy; and
- Consult our Ethics and Compliance team about any business partners that we engage with to make sure that we are conducting the appropriate due diligence on the partner.

What happens when...

Q I get on very well with an external business contact. Can I take them out for a meal after a meeting?

A You may be able to have the meal if that is appropriate – for example, you are continuing your business discussion. But it is important that it should not be viewed as inappropriately influencing them. The Gifts and Hospitality Policy has details of the financial limits and when you need to get approval, as well as more general guidance on when it may not be appropriate to give or receive gifts or hospitality.

Q We need to use an intermediary to run an important negotiation, and I have someone lined up, but there's no time to get approvals. The deal is the important thing, isn't it?

A No. You cannot use an intermediary that is not approved through the Rolls-Royce due diligence process. Don't start to negotiate without a valid, approved contract in place, and ensure the person you had in mind does not act on behalf of Rolls-Royce. Contact your Sector Ethics and Compliance Officer for help.



Preventing the facilitation of tax evasion

Act with integrity



Principles

- We manage our tax affairs in accordance with our agreed approach.
- We do not help our customers, suppliers, or anyone else we work with, to fraudulently underpay, or not pay, tax.

Group Policies

[Know Your Partner](#)

Additional Guidance

[Approach to managing the Group's tax affairs](#)

Contacts

[Group Tax team](#)



We will:

- Only accept and raise invoices and other contractual documents which are true to our agreed commercial situation and which do not include false information; and
- Not undertake any other action or activity which is intended to assist anyone else engaged in tax evasion.

What happens when...

Q Our supplier has asked to change some invoices this month so they can categorise the supplies differently for tax reasons. They are the best supplier in the market, we have a great relationship with them and I can't afford to lose them, is this ok?

A Requests like this might seem reasonable, but it's not ok. You could be facilitating tax evasion and this may result in a criminal prosecution for both you and Rolls-Royce. Politely ask them to raise invoices with the correct amounts and descriptions of the supplies that have been made.



Export control and import obligations

Act with integrity



Principles

- The export and import of many of our products, technologies and services are subject to control. It's vital to our success that we comply with all applicable laws, regulations and procedures wherever we operate.

Group Policies
[Export controls](#)
[Intellectual Property](#)

Additional Guidance
[Approach to managing the Group's tax affairs](#)

Contacts
[Export Controls](#)
[Group Tax team](#)



We will:

- Make sure we understand and act in accordance with the laws and regulations that apply to exports and imports. This includes those of other countries, when we are involved in any transfers;
- Make sure we know about and do not contravene national and international sanctions and our own destination policies;
- Not travel with a laptop or other device containing controlled technology unless we have authorisation from the Export Control team;
- Not travel with products or spare parts unless we have authorisation to export the items from the Export Control team, and we have made the required customs import declarations; and
- Be alert for suspicious enquiries from individuals, organisations or people acting on behalf of others who might be attempting to gain illicit access to our goods, software or technology.

What happens when...

- Q** We are in arrears to a customer on a part that is awaiting an export licence. I am visiting the customer next week. Surely it would save time and money if I took the part with me and sorted out the paperwork afterwards?
- A** No. We always work within import and export laws because breaching these laws could expose us to serious risks – it would undermine our credibility with the customer, might be a risk to national security and expose us to legal sanctions which would damage our reputation.
- Q** I need to send a drawing of a component to a new potential supplier. I'm aware that I need to get authorisation but don't know how to go about it.
- A** Start by preparing a detailed description of the transaction and talk it through with your local Export Point of Contact or experts in Export Controls, Security and Intellectual Property.
- Q** A customer has asked me to change the description of some goods on its shipping documents because it means they'll pay less tax on the import of those goods. They are a good customer and I don't want to upset them so this is ok isn't it?
- A** No. This could fall under 'facilitating tax evasion' and could result in a criminal prosecution for both you and the company.



Respecting the confidential information of others

Act with integrity



Principles

- We protect the confidential information we hold, including data from customers, suppliers, joint ventures and other partners. We only share and use it internally to the extent that we are permitted to, and we never share it externally without authorisation.
- We never use illegal or dishonest methods to get information.
- We do not try to find or use the information of other people or organisations, including competitors, that we know is confidential or restricted.

Group Policies

[Confidential information](#)

Additional Guidance

[Competition and Anti-Trust Law Compliance Policy](#)

Contacts

[Sector Ethics and Compliance Officer](#)
[Ethics and Compliance team](#)



We will:

- Keep all documents, or any form of information we've been given in confidence secure, in line with business procedures and any appropriate laws;
- Not try to find or accept confidential information about other organisations or people without their permission;
- Not try to get access to classified information if it is not required for legitimate business purposes or if we are not authorised to have it; and
- Not share confidential information belonging to an external person or organisation without that person or organisation's permission. This includes sharing the information internally.

What happens when...

Q I was negotiating with a customer on a recent sales visit, and he gave me a copy of our competitor's price list to persuade me to lower our price. This could be useful information for us, can I use it?

A No. Competitor pricing information which is not publicly available is not ours to use, regardless of whether a customer gave it to you. Do not use it and contact your Sector Ethics and Compliance Officer as soon as possible. It may be necessary to tell the competitor we have their information, remove you from any sales activity or even to withdraw Rolls-Royce from the process entirely.

Q I am managing a supplier tender process and am under pressure to cut costs. I have chosen a preferred supplier who I know is also used by one of our joint ventures. Can I benchmark their price by checking what our joint venture is paying?

A No. The supplier's agreed pricing with the joint venture is confidential. Although Rolls-Royce owns part of the joint venture, this information belongs to the supplier and the joint venture company and not Rolls-Royce.



Competition and Anti-trust

Act with integrity



Principles

- We believe in open and fair competition.
- We conduct business in an honest and straightforward way.
- We always work within competition and anti-trust laws.



We will:

- Not make formal or informal agreements with competitors, trade associations or industry bodies which result in price fixing, bid rigging, market allocation and arrangements to limit supply. Arrangements like this are almost always illegal, and are often criminal;
- Not share commercially sensitive information with competitors, trade associations or industry bodies. This might include information about prices, ongoing bids, terms and conditions of sales, market share, costs or profit margins;
- Check carefully before we make agreements with trade associations, industry bodies, customers, joint venture partners or suppliers so we are clear about any existing restrictions on who they can sell to or buy from, and on what terms; and
- In markets where we might be said to have 'market power' (including some of our aftermarkets), take care over arrangements which might be seen unfairly to exclude competitors or exploit customers.

Additional Guidance

[Competition and Anti-Trust Law Compliance Policy](#)
[Sector-specific guidance](#)

Contacts

[Legal team](#)

What happens when...

Q An ex-colleague works for our competitor. When we were catching up socially, I mentioned we were bidding for a particular project but it wasn't a priority for us. He said it wasn't for them either. Have I told him too much?

A You should never discuss a bid with a competitor. Even a little bit of information like this could impact competition between us. Don't disclose anything else and discuss the situation with the Legal team.



Lobbying and political support

Act with integrity



Principles

- We carry out lobbying activities with governments and elected political representatives so that we can communicate with them about things that affect our business.
- When authorised to lobby on behalf of our business, we stay within all applicable laws and behave with integrity, honesty and transparency in all dealings with governments, their agencies and elected political representatives.
- We do not make corporate contributions or donations to political parties, or to any organisations, think-tanks, academic institutions or charities closely associated to a political party or cause.
- Our business has no preference for one political party over another.
- If we want to, we can take part in personal political activity or make personal political donations, outside Rolls-Royce, in our own time and using our own resources, except where existing local agreements or law dictates otherwise.

Lobbying is activity to influence the actions, policies, or decisions of government ministers, officials, regulators and elected political representatives.



We will:

- Engage in lobbying on behalf of our business only after authorisation from the Government Relations team in our region; and, if required in our country, after appropriate registration; and
- Not use our business time or resources for personal political activities, without specific prior authorisation.

What happens when...

- Q** I'm keen to run for a political position in my local community, is this ok?
- A** Yes, you can run for political office but must not use the Rolls-Royce brand or attribute your views to the business in your campaign or once you are in office. Any political activity during business time must be authorised. Speak with your manager for more information.

Group Policies

[Lobbying and Political Support](#)

Contacts

[Government Relations](#)

[Ethics and Compliance team](#)

[Sector Ethics and Compliance Officer](#)

Additional guidance on specific country application of this section as applied to recognised Employee Representatives can be provided by the Regional HR Department.



Protecting our brand and reputation

Act with integrity



Principles

- We all play our part in preserving and strengthening the reputation of our company to help our business achieve its strategic goals.



We will:

- Behave in a manner that maintains and reflects well on our brand at all times, using care and good judgement when speaking about our business, colleagues or stakeholders;
- Talk to Corporate Affairs before committing to, or carrying out any internal communications activity across functions, businesses, regions or the Rolls-Royce Group;
- Not speak to the media, politicians or members of the investment community about our business without first being given authorisation by Corporate Affairs;
- Not use internal and external social media to show information about the company and its stakeholders that is confidential, inappropriate, export controlled, commercially sensitive, inaccurate, vulgar, obscene, threatening, intimidating, harassing, libellous or discriminatory; and not use social media on behalf of the company in an official capacity without first getting written approval from Corporate Affairs;
- Protect our brand by following our brand guidelines; and
- Not permit our brand to be used by others – including our suppliers – nor create new brands, endorsed brands or sub-brands without first being given authorisation by Corporate Affairs.

What happens when...

Q A journalist has contacted me and wants to know about a new product. She has asked me for an interview, is this ok?

A A member of our Corporate Affairs team will be the official spokesperson on all Rolls-Royce issues – big and small. Even if you are an expert on the new product, before you agree to anything, ask the journalist to speak with our team first. You can find contact details on our website <https://www.rolls-royce.com/media.aspx#section-contacts>

Q We've just finalised a deal with a new supplier and I've been asked for a quote for their press release. Can I send them one?

A Our brand is recognised and regarded throughout the world so it is not surprising that suppliers want to promote that they work with us, but we must protect this valuable asset. It's important that you follow the Third Party Marketing and Publicity Process to determine if they can share this deal with the media.



Protecting our brand and reputation continued

Act with integrity

Group Policies

[IT and Social Media Acceptable Use Policy](#)
[Charitable Contributions and Social Sponsorships](#)

Additional Policies/Guidance

[Third Party Marketing and Publicity Process](#)
[Rolls-Royce brand guidelines](#)
[Rolls-Royce brand architecture guidelines](#)

Contacts

[Corporate Affairs](#)
[Investor Relations](#)
[Trademarks team](#)

Additional guidance on specific country application of this section as applied to recognised Employee Representatives can be provided by the Regional HR Department.

What happens when...

- Q** We've just finalised a deal with a new supplier and they want to put our logo on their website/marketing materials. Can I send it to them?
- A** Our brand is recognised and regarded throughout the world so it is not surprising that suppliers want to promote that they work with us, but we must protect this valuable asset and prevent it being misused. Please contact brand@rolls-royce.com who will be able to advise you.
- Q** My team has just completed an incredible project and it would make great material for an advertising campaign or a trade press release. How can I publicise our work?
- A** We'd love to hear about your achievements. Please share your success with the Marketing and Communications team within your business unit or directly with the Director of External Communications within Corporate Affairs if you are in a central function (such as IT, Finance or HR). They can advise on potential next steps.



This document replaces the Global Code of Conduct dated 2013 and will be periodically reviewed and updated. The latest version of 'At our best: our Code' can be found on the Ethics and Compliance pages of the intranet and www.Rolls-Royce.com.

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