

Global Anti-Bribery and Corruption Policy

Trusted to Deliver Excellence

Introduction

Rolls-Royce has a zero-tolerance policy to bribery and corruption. This zero-tolerance approach is set out in section 4 of our Global Code of Conduct and is reflected in the anti-bribery and corruption (“ABC”) policies, procedures and guidances which collectively provide a comprehensive set of standards that all of us, without exception, are required to comply with.

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

This Global Anti-Bribery and Corruption Policy (“Policy”) is mandatory and applies to all employees of Rolls-Royce, its subsidiaries and joint ventures which Rolls-Royce controls (“Rolls-Royce” or “Company” or “employees”). Rolls-Royce employees who are directors on Boards of non-controlled joint ventures should encourage the joint venture to adopt this Policy as a model or use a similar policy. The ABC Policies set a minimum standard that must be followed. Where local laws, regulations or rules impose a higher standard, that higher standard must be followed.

This Policy:

- provides a framework for our other ABC Policies
- sets out our anti-bribery and corruption standard

Common terms

ABC Laws and Regulations

The UK Bribery Act, the US Foreign Corrupt Practices Act, any legislation implementing the OECD Convention on Combating Bribery of Foreign Public Officials in International Business Transactions, the Proceeds Of Crime Act, the Anti-Terrorism Act and other similar laws and regulations in the countries where we do business.

ABC Policies

The Rolls-Royce policies, including this Policy, procedures and guidance dealing with ABC issues, which collectively provide a comprehensive set of standards with which Rolls-Royce and its

employees are required to comply. The ABC Policies are listed on the Rolls-Royce Compliance intranet pages. For employees without access to the intranet, the ABC Compliance team can provide this information.

Bribe

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

1. Global Anti-Bribery and Corruption Policy

1.1. Policy

1.1.1 Rolls-Royce 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. Each sector and function may impose additional requirements but the requirements, steps and standards contained in the ABC Policies must not be reduced.

1.2. All employees

You must:

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

1.2.2 not request or accept, directly or indirectly, anything that is or could reasonably be viewed to be a Bribe;

1.2.3 familiarise yourself with the ABC Policies and act in accordance with them; and

1.2.4 report as soon as possible if you know or suspect a breach of any ABC Policy by you or by another person. Reports should be made to a member of the ABC Compliance team, the Legal Function or the Ethics Line.

1.3. Sector Presidents, Function Heads, Business Leaders and Directors

You must ensure that:

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

1.3.2 all employees in your sector, function or business 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 sector, function or business 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 sector, function or business is dealt with in an appropriate and timely manner, and reported to the Chief Compliance Counsel – ABC.

1.4. Director of Risk

The Director of Risk will:

- 1.4.1 from time to time revise the ABC Policies and issue new ABC Policies;
- 1.4.2 provide guidances to ABC Policies where appropriate; and
- 1.4.3 make training available on the ABC Policies as required.

2. Where to find out more

- The Rolls-Royce ABC Compliance team
www.infocentre.rolls-royce.com/compliance/pages/compliance_officers_contacts

or specifically the office of the Chief Compliance Counsel – ABC

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- The Rolls-Royce Ethics Line
www.rolls-royce.com/ethicsline
- The Rolls-Royce Legal Function
www.infocentre.rolls-royce.com/legal/pages/AtoZ.htm

3. Other policies you should read

- The Rolls-Royce Global Code of Conduct
www.rolls-royce.com/global_code_of_conduct
- The ABC Policies and guidance documents on the Rolls-Royce Compliance intranet pages
www.infocentre.rolls-royce.com/compliance

Document control - for internal use only

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SPONSOR	Director of Risk
OWNER	Chief Compliance Counsel
AUTHOR	Chief Compliance Counsel
SUPERSEDES VERSION	First issue
SCOPE	All employees globally, controlled subsidiaries and JVs

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