

Global Confidential Information Policy

Trusted to Deliver Excellence

Introduction

Confidential Information belonging to Rolls-Royce is vital to our Company's success and every employee has a responsibility to use it appropriately, protect its confidentiality and disclose it only if and to the extent authorised to do so. We must also respect the confidentiality of information belonging to others (including competitors, customers, suppliers and partners) and not seek, accept or use any Confidential Information that we know or suspect we are not authorised to have. When others provide us with their own Confidential Information, we must treat it with the same respect that we give our own Confidential Information and must additionally adhere to any restrictions or conditions upon its use that they require.

Inappropriate use or disclosure of Confidential Information can cause serious harm to Rolls-Royce and others, damage important relationships, subject employees to disciplinary action and expose employees and the Company to legal, commercial and reputational harm including damages and/or debarment. Breaches of the ABC Policies are not acceptable and may result in disciplinary action up to and including dismissal.

This Global Confidential Information 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. This Policy sets the minimum standard that must be followed. Where local laws, regulations or rules impose a higher standard, that higher standard must be followed

This Policy:

- Provides a framework for our approach to Confidential Information
- sets out our Confidential Information standard

Common terms

Confidential Information

Any information that is not in the public domain and is intended to be protected from disclosure (whether it is proprietary in nature or whether by contract, legal protections such as trade secret laws, or other means). Information may be confidential irrespective of whether it is specifically labelled "confidential", "proprietary" or otherwise, or whether it is oral, written, drawn or stored electronically. Alternatively, labelling information "confidential" or "proprietary" or other classification does not automatically make the information Confidential Information.

Red flags

Indicators, or warning signs, that something might not be right. Red flags must not be ignored, but what is done when they exist will depend on the circumstances of each case. Some examples of common red flags are found in The Global Confidential Information Guidance and in Appendix 1 to this Policy. This list is not exhaustive and you should be alert to any factors that indicate the existence of something improper.

Owner

The person or entity that owns the Confidential Information and can authorise its disclosure to, and use by, another party. The Owner is different from just a “holder” of such information. A holder has

been provided with Confidential Information by the Owner but may use it only within the limits of the authorisation given by the Owner.

1. Global Confidential Information Policy

1.1. Policy

1.1.1 All employees must protect Rolls-Royce Confidential Information and must not use or disclose it to any other parties without appropriate authorisation.

1.1.2 When entrusted with another party’s Confidential Information, all employees must protect it as they would Rolls-Royce Confidential Information and use it only within the limits of the authorisation provided by the Owner.

1.1.3 Employees must not seek, accept or use any Confidential Information belonging to another party without the Owner’s authorisation.

1.2. All employees

With respect to Confidential Information, you must not:

1.2.1 disclose Rolls-Royce Confidential Information to other parties unless authorised to do so;

1.2.2 use Rolls-Royce Confidential Information other than as authorised;

1.2.3 disclose any other party’s Confidential Information unless authorised to do so by the Owner, or someone permitted by the Owner to provide such authorisation;

1.2.4 use any other party’s Confidential Information unless authorised by the Owner, or someone permitted by the Owner to provide such authorisation;

1.2.5 seek, accept or use any Confidential Information that the Owner has not authorised Rolls-Royce to receive, regardless of the form in which such Confidential Information is communicated (eg. paper copies, email, oral communication);

1.2.6 obtain from a third party (eg. agent, commercial intermediary, adviser, consultant, customer, supplier, joint venture, consortium, partner) any Confidential Information that Rolls-Royce is not authorised to receive itself;

1.2.7 engage in industrial espionage or otherwise seek to obtain other parties’ Confidential Information through illegal, unethical or disreputable means;

1.2.8 pressure, induce, encourage, accept or allow job applicants, new employees or contractors to provide Confidential Information from a previous employer or otherwise breach duties of confidentiality they may owe to previous employers; or

1.2.9 seek access to any information including information with a government classification where access is not required for legitimate business purposes or if not authorised to do so.

1.3. All employees

With respect to Confidential Information, you must:

1.3.1 keep all Company documents secure and protect against the unauthorised or inadvertent disclosure of Rolls-Royce Confidential Information to other parties. This duty to protect Confidential Information applies both during and after an individual's employment with the Company;

1.3.2 prior to disclosing any Rolls-Royce Confidential Information to another party, confirm if an agreement is required to protect the Confidential Information and intellectual property rights of Rolls-Royce;

1.3.3 keep all Confidential Information provided to Rolls-Royce by other parties protected and secure and only use it within the limits of the authorisation given by the Owner;

1.3.4 when presented with Confidential Information by anyone other than the Owner, confirm that the person providing the Confidential Information is authorised by the Owner to disclose the information to the Company;

1.3.5 adhere to any relevant laws, regulations or rules applicable in the jurisdictions in which they are operating, including any export control regulations; intellectual property laws; government procurement regulations (such as the Defence and Security Public Contracts Regulations in the United Kingdom and the Federal Acquisition Regulation in the United States) and competition, antitrust or anti-monopoly laws; and

1.3.6 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.

1.4. All employees

If you have received third party information and are unsure whether the information is Confidential Information or whether the disclosing party is authorised to make it available to you, then you must:

1.4.1 ask the source to confirm that he or she is permitted to provide it to Rolls-Royce;

1.4.2 not share, distribute or use the information unless and until the concerns are resolved in a manner that enables you to proceed in accordance with this Policy (seek advice if required); and

1.4.3 where concerns or red flags are identified and mitigated or resolved, keep a record of the relevant actions taken.

1.5. All employees

If you are unable to resolve any concerns or red flags, then you must:

1.5.1 without delay, inform the ABC Compliance team and or Legal Function;

1.5.2 while awaiting instructions, not share, distribute, use, delete or destroy the information; and

1.5.3 proceed as instructed by the ABC Compliance team and or Legal Function.

2. Where to find out more

- All market and/or product related intelligence must be gathered and processed in accordance with this Policy, however if you require further guidance then you should contact your manager, the ABC Compliance team, the Legal Function or the Intellectual Property Protection, Licensing and Control Team. Further guidance will be made available on the gathering of and processing of market and/or product intelligence.
- The Rolls-Royce ABC Compliance team
http://www.infocentre.rolls-royce.com/compliance/pages/compliance_officers_contacts.htm

or specifically the office of the Chief Compliance Counsel – ABC

Joanne Morgan

Chief Compliance Counsel – ABC

Rolls-Royce plc

65 Buckingham Gate, London SW1E 6AT

Telephone: +44 (0) 207 227 9115

Mobile: +44 (0) 7788 396 173

Email: Joanne.Morgan@Rolls-Royce.com

- 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

4. Appendix 1

Red Flags

Red flags are indicators, or warning signs, that something might not be right. You must not ignore red flags, but what you do when you see them will depend on the circumstances of each case. The following are examples of common red flags. This list is not exhaustive and you need to look out for anything which indicates that things may not be right.

1. The source requests that you do not disclose who provided the information.
2. The source tries to disclose the information via a suspicious, secret or unofficial channel such as personal email.
3. It is not clear how the source obtained the Confidential Information, why someone in his or her position would have such information or how someone in his or her position would have obtained authorisation to share it with you.
4. The source asks for or suggests that you give him/her something in his/her individual capacity in return for the Confidential Information.

Document control - for internal use only

STATUS	Final
VERSION NUMBER/FINAL	Version 1
EFFECTIVE DATE	1 July 2014
NEXT SCHEDULED REVIEW	July 2015
SPONSOR	Director of Risk
OWNER	Chief Compliance Counsel
AUTHOR	Chief Compliance Counsel
SUPERSEDES VERSION	First issue
SCOPE	All employees globally and controlled subsidiaries and JVs

© 2014 Rolls-Royce plc

The information in this document is the property of Rolls-Royce plc and may not be copied, communicated to a third party, or used for any purpose other than that for which it is supplied, without the express written consent of Rolls-Royce plc.