

BBA Aviation

ETHICS IMPLEMENTATION POLICY

December 2015

ETHICS IMPLEMENTATION

This Ethics Implementation Policy has been adopted by BBA Aviation plc (which expression shall include its subsidiaries and affiliates) and applies to everybody who works for BBA Aviation.

The Policy is obligatory and sets out those ethics processes which must be implemented and followed by each company in the BBA Aviation Group, although it will be permissible for the business division in which a company sits to implement the processes or to ensure the implementation of processes on behalf of that company. The Policy is to be read in conjunction with BBA Aviation's:

Code of Business Ethics

Policy on Bribery and Corruption

Policy on Gifts and Entertainment

Disclosure of Unethical Conduct Policy

(the "Ethics Policies")

and will be reviewed annually as part of the focus to address those ethical risks faced by the BBA Aviation Group on an ongoing basis. It is the responsibility of the President/MD of each business division within the BBA Aviation Group to ensure compliance with this Policy by the companies that make up their division.

RISK ASSESSMENTS

As part of its annual risk assessment process, each business division must assess and identify those bribery and corruption risks that it faces in its day to day business. This will include an assessment of the risk associated with the countries in which it operates, any interaction with public and government officials and an analysis of typical entertainment

and hospitality offered together with an assessment of its use of agents and any issues with RFP processes.

The results of these risk assessments must be documented and will be analysed to see if any processes or procedures within a business division need to be amended or improved, or enhanced training given in order to better counter the ethical risks faced by such business.

TOP LEVEL COMMITMENT TO THE BBA AVIATION ETHICS POLICIES

The Ethics Policies are issued by and may only be amended by the Board of Directors of BBA Aviation plc on the recommendation of the Group CEO. The Ethics Policies will be reviewed annually by the Group General Counsel and the Executive Committee of BBA Aviation plc.

The Ethics Policies will appear on the BBA Aviation Intranet and the BBA Aviation corporate website on the internet, so that they are readily available to our employees and to those with whom we conduct business. The Intranet and Extranet ethics wording will be reviewed annually.

DUE DILIGENCE

When appointing new suppliers or contracting with new customers, each business division must carry out effective due diligence into the background of such new entity, particularly if the country in which they operate has an enhanced country risk of corruption. An assessment of the particular risks associated with the relevant country must be carried out and the OECD produces tables setting out the risk rating for each country, which are available over the internet. The procedure for the vetting of business partners is set out in the [BBA Aviation Third Party Vetting Policy](#) and must be complied with. BBA Aviation's Ethics Policies must be communicated to suppliers and customers and suppliers will be expected to confirm their compliance with both applicable ethics laws and with the BBA

Aviation Ethics Policies in their contracts. This should take place at the outset of the contract and then be refreshed every two years. Suppliers should be asked to adopt a similar anti-bribery approach with any further suppliers down the chain from them.

When conducting due diligence for mergers and acquisitions appropriate focus must be placed on the ethical compliance of the target or potential joint venture partner. This will include background due diligence on the partner or target as well as the more usual M&A type due diligence, appropriate representations and warranties in any sale documentation and a clause in the Joint Venture Agreement whereby the shareholders agree to comply with BBA Aviation's Ethics Policies in running the JV business. It should be noted that even where there is only an asset purchase, if prior practices of the acquired business which fall foul of our ethical standards or relevant laws are continued, then these will quickly become misconduct on the part of BBA Aviation plc and its companies with all that that entails.

The existing rules and procedures for appointing, renewing and carrying on a continuing relationship with foreign agents must be followed, including background research into proposed new agents. These rules and procedures will be reviewed annually.

POLICIES AND PROCEDURES

Audits of compliance with group policies and the existence of conflicts of interest will be conducted by the Group Legal Department every six months. The Group policies audits will also be sent to the Presidents/MD of each division for confirmation of compliance with the group policies.

All employees within the sales and purchasing departments of each division will also be required to fill in the same compliance with group policies and conflicts of interest forms twice a year. A list of such employees must be kept by the divisions and updated regularly.

Employees are also encouraged to contact the Group General Counsel with suggestions as to how improvements may be made to the Group's ethics policies and procedures and particularly as to any gaps that they see in them.

EFFECTIVE IMPLEMENTATION

Face to face training on ethics will take place with relevant management and personnel around the Group at least once every 2 years. E-learning tools will also be utilised to ensure that, together with face to face programmes, ethics training is given at least once each year. E-learning tools will also be adopted as part of the induction process for relevant new employees.

A report to the Audit Committee of BBA Aviation plc will be made as to ethics matters around the Group at least twice a year. This will be compiled by the Group General Counsel and the head of Internal Audit.

ROLE OF GROUP INTERNAL AUDIT

As part of the overall monitoring of compliance with group policies and procedures which Group Internal Audit (hereafter 'GIA') perform, independent assurance around the Ethics Implementation Policy shall be provided in the following ways.

At a Divisional level, GIA will:

- Review the risk assessment performed by management to assess and identify the bribery and corruption risks faced by the Division, together with the controls in place to mitigate these risks.
- Review the procedures around the adoption of new customers and suppliers to ensure that the appropriate due diligence is performed before entering into business relationships (note the Policy on the Vetting of Business Partners). The

method of communication of the BBA Aviation plc Ethics Policies to customers and suppliers will also be reviewed.

- Ensure that Divisional Management are aware of the twice annual disclosure statement and their obligations in respect of it.
- Review the roll out of codes of conduct, policies, guidance and training etc, including how the cascading of this is monitored centrally, for example, via review of completion statistics of online training, incorporation into staff induction procedures etc.

At a Local level, GIA will:

- Review how the group policies and procedures are cascaded throughout the Division, and will ensure that the appropriate processes and controls are in place, and that the policies and procedures are being followed in practice.
- Review the processes around, and any specific instances of, Ethics policy violations, how these are addressed and what the reporting lines to Divisional management are to ensure that any policy violations are escalated appropriately and that the appropriate corrective action is taken.

MONITORING AND REVIEW

The monitoring and review of compliance with the Ethics Policies will be carried out through the implementation of the procedures and practices detailed above. Particular note should be taken of events such as government change in a particular country, negative press reports or particular corruption convictions.

WAIVERS AND AMENDMENTS

Any waivers of the provisions of this policy may only be granted by a member of BBA Aviation senior management.

COMPLIANCE

Compliance with this policy will be treated in the same manner as other BBA Aviation-wide policies. All Presidents/Managing Directors will be required to sign a disclosure statement twice each year (mid-year and year-end) acknowledging their receipt of a copy of this Policy; their dissemination of a copy of this Policy to their direct reports; and their disclosure of any known violations of the Policy, to the extent not previously reported as required under the Ethics Policies.

This Policy and compliance with it will be the subject of review as part of the BBA Aviation Internal Audit Programme.

First Implemented: June 2011

Last Revised: December 2015

Owner: Group General Counsel