


**GKN AEROSPACE
JOINT VENTURE SUMMARY
POLICY**

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COMP-POL-SUM-02	1	July 2022	Julie Smyth General Counsel	Julie Smyth (on behalf of AEC) General Counsel	Page 1 of 3

1. POLICY STATEMENT

- 1.1 GKN Aerospace will only enter into joint ventures (“**JVs**”) with businesses and local partners who are committed to conducting business lawfully, ethically and in accordance with GKN Aerospace’s compliance policies.
- 1.2 A JV is not a preferred means of conducting business for GKN Aerospace and a compelling business case is always required for entering into a JV. Furthermore, no sales agents will be allowed in a JV.
- 1.3 GKN Aerospace operates a Joint Venture Policy (“the **Joint Venture Policy**”).
- 1.4 This Summary Policy is a summary of the key provisions of GKN Aerospace’s Policy.

2. APPLICATION

- 2.1 The Summary Policy and the Joint Venture Policy apply to all individuals working at all levels of GKN Aerospace, including officers, directors, senior managers, employees (whether permanent, fixed-term, or temporary), contractors, trainees, casual workers/agency staff, or any other person working for GKN Aerospace throughout the world (collectively referred to as “**Company Employees**”) and persons, companies or entities with whom we enter into a JV, consortium or similar relationship (referred to as “**Relevant Joint Venture Partners**”).

3. COMPLIANCE MEASURES

- 3.1 The following requirements must be followed if GKN Aerospace intends on becoming a party to a JV (whether incorporated or unincorporated):
 - 3.1.1 Involve the relevant Business Line Head of Legal at the earliest opportunity;
 - 3.1.2 Conduct due diligence in accordance with the Joint Venture Policy;
 - 3.1.3 Agree a non-binding heads of terms, which must contain the terms set out in the Joint Venture Policy;
 - 3.1.4 Make an application to the CEO, CFO and GC for approval of the JV. The application must be presented and sponsored by a Business Line President.
- 3.2 GKN Aerospace will conduct appropriate risk-based due diligence before entering into a JV. If certain “high risk” factors¹ apply employees should speak with the Head of Legal for the Business Line before proceeding with any further due diligence on the prospective Relevant Joint Venture Partner. As part of its due diligence, GKN Aerospace will conduct checks on the corporate structure, identity, ultimate ownership and control, and operational structure of the prospective Relevant Joint Venture Partner.
- 3.3 If during the due diligence process a compliance issue is identified (e.g. bribery, corruption or tax evasion), employees should speak with the Head of Legal for the Business Line, who will be responsible for escalating any material concerns to the General Counsel.

¹ “High risk” factors can include where a proposed JV and/or the JV partner will operate: (a) in a jurisdiction subject to international sanctions; (b) in a jurisdiction where corruption is perceived to be high; (c) an industry where corruption is perceived to be high and/or sanctions; or (d) the commercial activities of the JV will include interaction with, securing approvals or licences from, or entering into contracts with the government, public officials or public sector bodies.

Doc Ref:	Issue:	Date:	Owner & Role Title:	Approved by & Role Title:	
COMP-POL-SUM-02	1	July 2022	Julie Smyth General Counsel	Julie Smyth (on behalf of AEC) General Counsel	Page 2 of 3

- 3.4 Any JV entered into by GKN Aerospace must benefit from certain contractual protections, which are detailed in the Joint Venture Policy.
- 3.5 All new Relevant Joint Venture Partners should be provided with a copy of GKN Aerospace's compliance Policy suite and asked to confirm in writing that they will comply with the principles of the Policies.
- 3.6 GKN Aerospace will determine with the Relevant Joint Venture Partner which compliance policies will apply to the JV. JVs which are majority-owned by GKN Aerospace should be subject to GKN Aerospace's compliance policies, those which are not majority-owned should adopt compliance policies which are substantively equivalent.
- 3.7 The applicable AEC Responsible Person must, on an ongoing basis, ensure that appropriate monitoring of the activities of the JV is undertaken to ensure compliance.

4. CONSEQUENCES OF NON-COMPLIANCE

- 4.1 GKN Aerospace will take appropriate disciplinary action, up to and including termination of employment, against any Company Employee who fails to comply with the Joint Venture Policy and this Summary Policy.
- 4.2 GKN Aerospace may cease to continue working with a Relevant Joint Venture Partner which it believes to have breached the Joint Venture Policy or any other GKN Aerospace compliance policy.

5. HOW TO RAISE A CONCERN

- 5.1 If Company Employees suspect that the Joint Venture Policy or this Summary Policy has been breached, they should speak to their line manager or the Head of Legal.
- 5.2 Company Employees can also make a disclosure through the GKN Aerospace Disclosure Hotline.
- 5.3 Relevant Joint Venture Partners should speak to their GKN Aerospace contact or the General Counsel of GKN Aerospace; or email: speaking.up@gknaerospace.com.
- 5.4 GKN Aerospace encourages openness and will support anyone who raises genuine concerns, even if they turn out to be mistaken. All concerns will be investigated. GKN Aerospace is committed to ensuring that no Company Employee suffers any detrimental treatment for raising a concern.

Doc Ref:	Issue:	Date:	Owner & Role Title:	Approved by & Role Title:	Page 3 of 3
COMP-POL-SUM-02	1	July 2022	Julie Smyth General Counsel	Julie Smyth (on behalf of AEC) General Counsel	