

*Trust starts
with me.*



Standards of Business Conduct

**Rockwell
Collins**

Building trust every day

Message from Kelly Ortberg



At Rockwell Collins, our heritage is built on trust, and our future success begins with our shared vision — “Be the most trusted source of aviation and high-integrity solutions in the world.” This involves a culture that values relationships, commitment, innovation and integrity.

As our company continues to grow globally, it's more important than ever that we remain committed to upholding the highest ethical standards in all of our business practices. Our Standards of Business Conduct is our company-wide code of conduct.

You'll find it's about more than just policies; it describes the ethical standards we expect all employees to follow when conducting business. It is our enduring commitment to doing the right thing, in the right way, for the right reasons, every time — and everywhere.

We work hard to create an environment where employees feel comfortable asking questions and reporting potential concerns, without fear of retaliation. This document will also help you identify the resources available within the company to assist you. I encourage you to read and become familiar with this information.

Remember, each one of us, no matter where we are or what we do, is equally responsible for upholding our Standards of Business Conduct. By upholding our company's ethical expectations, we honor our heritage, maintain our reputation and live our brand promise of building trust every day.

A handwritten signature in black ink that reads "Kelly". The signature is stylized and cursive.

Kelly Ortberg
Chairman, president and CEO



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One company, one global Standards of Business Conduct

At Rockwell Collins, we strive to build trust every day. We share a vision for being the most trusted source of aviation and high-integrity solutions in the world. This vision is dependent on each and every one of us. No matter where in the world our office is physically located, we must be committed to the highest levels of honesty, integrity and fairness in all aspects of our business.

Ethics policy and standards

Our ethics policy and Standards of Business Conduct (SBC) are designed to foster:

- Honest and ethical conduct
- Full, fair, accurate, timely and understandable disclosure in public communications
- Compliance with all applicable laws, rules and regulations
- Fair dealing with our company's customers, suppliers, competitors and employees, including properly maintaining the confidentiality of sensitive information
- Protection and proper use of company assets
- Prompt internal reporting of violations of law or the principles described in this document to appropriate personnel
- Maintaining accurate books and records
- Accountability for adherence to these standards

Why our SBC is important

Our SBC serves as an important resource for employees in support of day-to-day decision making. Our SBC represents the core of how we create the solid foundation of trust and success that is reflected in our relationships with customers, suppliers, shareowners and each other. As members of Rockwell Collins' global team, we all have a personal responsibility to uphold and ensure the letter and spirit of our SBC in our individual roles, every single day.

To whom does our SBC apply?

Our SBC applies to all Rockwell Collins employees, contractors, consultants and representatives. Members of the Board of Directors of Rockwell Collins, Inc. are also expected to comply with our ethics policy and our SBC to the same extent as if they were employees of the company. Any waiver, including implicit waiver or pre-approval, of our SBC in any material respect for any executive officer or member of the Board of Directors must be reviewed and approved by the Board of Directors or a Board committee.

Where do you go if you need information or help?

Rockwell Collins is committed to providing support when questions about our Standards of Business Conduct (SBC) arise. Seek guidance through the following resources:

Leadership

Contact your direct supervisor or higher levels of leadership within your business unit or shared services organization. Our leaders are available to discuss ethical concerns or questions. They may refer you to another resource, but under most circumstances leadership should be your first point of contact.

Ethics & Business Conduct

Corporate Office

Contact the Ethics & Business Conduct Office using the Ethics Line at 1.866.224.8137 or VPN 295.7714 to get answers to your questions, seek guidance, express concerns or report suspected violations of our SBC. Rockwell Collins' corporate Ethics & Business Conduct Office is located in Cedar Rapids, Iowa.

Non-U.S. – Regional Representatives

Rockwell Collins has Ethics & Business Conduct representatives in several international locations. These individuals serve as local contacts for ethics and business conduct questions and also assist the Ethics & Business Conduct Office by managing local investigations as needed. Complete contact information for the Ethics & Business Conduct Office is available on the SBC website and also at the back of this document.

Human Resources

Contact your local Human Resources representative or the Employee Service Center at 1.866.295.4747, VPN 295.4747, or email EmployeeService@rockwellcollins.com with employee relations matters or issues involving employee-related concerns.

Office of the General Counsel

Contact the Office of the General Counsel (OGC) to obtain legal advice or assistance with interpretation of laws, regulations or company policies that address legal compliance matters.

Rockwell Collins Ethics Line

Contact the Ethics & Business Conduct Office using the Ethics Line or through the "Contact Us" webpage on the SBC website. The Ethics & Business Conduct team is available for you to ask questions, seek guidance, express concerns or report suspected violations of Rockwell Collins' SBC. Reports to the Ethics & Business Conduct Office may be made anonymously if desired, unless prohibited by local country laws. We will maintain confidentiality to the extent permitted by law and by our company's need to conduct a thorough investigation and take appropriate actions.

Online resources

Our internal SBC website

Employees can find additional information on each of the topics covered within our Standards of Business Conduct on the SBC website. In addition to this expanded content, the website also includes additional employee resources including:

- Q&As
- Videos
- Mobile tools
- Links to policies and procedures
- Contact information

The SBC web content is updated regularly with news, featured topics, new resources and the latest content, so we encourage you to bookmark the site for easy reference and visit it often.

The Rockwell Collins website is now mobile friendly!

www.rockwellcollins.com/ethics

View the SBC PDF, submit a question or concern, get real time guidance on gifts and gratuities requirements, and view other resources, all from your mobile device!

Anti-retaliation statement

Retaliation against an individual who reports a violation of law or company policy is strictly prohibited. Impacting an employee's pay increases or other performance incentives, limiting an employee's opportunities for assignments or advancement, excluding an employee from corporate or departmental functions, or any other types of retaliation must not be imposed on an employee as punishment for:

- Filing or responding to a good faith complaint, or
- Cooperating in an investigation

Employees are encouraged to speak up when they believe retaliation or any other potential violation of our Standards of Business Conduct has occurred.

Acting in "good faith" means that you believe you are giving a sincere and complete report.

Individuals who take action against a person for making a report or participating in an investigation in good faith will be subject to disciplinary action, up to and including termination, as local law permits.

If you believe you have been retaliated against for filing or responding to a good faith complaint or cooperating in an investigation, notify the Ethics & Business Conduct Office immediately.



Your role

Trust starts with the individual choices that we make. All of our employees must strive to succeed in all our business endeavors, but this success must never come at the expense of our ethical standards. To that end, it is the personal responsibility of every employee to ensure that the company's business is conducted in absolute compliance with applicable laws and company policies.

It is critical for you to understand and comply with our Standards of Business Conduct in your work for Rockwell Collins.

If you are unsure about any aspect of the expectations set forth in this code of conduct, you should seek guidance from your leader, the Ethics & Business Conduct Office, Human Resources or the Office of the General Counsel.

It is important that reporting persons do not conduct their own preliminary investigations. Investigations of alleged violations may involve complex legal issues, and acting on your own may compromise the integrity of an investigation.



Retaliation

Q: About a month ago, I reported an issue to the Ethics & Business Conduct Office regarding my leader's behavior. An investigation was conducted and the appropriate actions were taken. Lately I've noticed that my leader is excluding me from certain team meetings, and has delegated some of my responsibilities to my colleagues. I also feel like she's been ignoring me at times, and no longer asks about my personal life. I know the company has a policy against retaliation, but what does that really mean?

A: Rockwell Collins does have a strict zero-tolerance policy when it comes to retaliation against individuals bringing issues forward or participating in an Ethics & Business Conduct investigation. Sometimes, retaliation can occur in the form of adverse employment actions. But minor things could be considered retaliation as well, such as those you described. Behaviors of concern should be reported to the Ethics & Business Conduct Office so they can be addressed.



Our responsibilities under the SBC

Responsibilities of our employees

You are expected to know, follow and conduct yourself in accordance with our Standards of Business Conduct (SBC). If you have knowledge of a violation of our SBC or the laws or regulations governing our business, you are expected and obligated to speak up by promptly reporting such violations. Contact your leader, a Human Resources representative, the Ethics & Business Conduct Office or the Office of the General Counsel.

Responsibilities of our leadership

Any leader who observes a violation of our SBC or receives a report of a suspected violation is expected to promptly report the matter to the Ethics & Business Conduct Office and take such further action as directed. All SBC violations are expected to be reported but there are some examples that must be reported immediately, such as:

- Non-compliance with laws and regulations
- Product integrity
- Time charging and labor distribution errors
- Harassment or sexual harassment
- Conflict of interest
- Retaliation
- Workplace violence
- Discrimination

What are the consequences for violating our SBC?

Any employee who violates the law or any of the company's policies or SBC is subject to disciplinary action which, without limitation, may include strict discipline or other employment action up to and including loss of employment.

Any employee who knowingly makes or refers a false allegation to the Ethics & Business Conduct Office or management is subject to discipline. Additionally, anyone who deliberately provides false information or refuses to cooperate in an investigation will be subject to disciplinary action.

Any leader who fails to take appropriate actions after receiving a report of a suspected violation of our SBC will be subject to disciplinary action.

Ethical decision-making

Our SBC provides clear expectations for conducting business at Rockwell Collins. In all circumstances, you are expected to operate in accordance with our SBC. In some cases, the complexity of the situation may mean the right decision is not clear. You may face situations in which an action would not violate a law or a company policy, but does not seem to be the right thing to do. At Rockwell Collins it is important to consider the matter in the context of our ethical philosophy and standards and choose to act with integrity.

Trust in the workplace



At Rockwell Collins, we believe upholding our Standards of Business Conduct is everyone's responsibility, and our personal conduct must reflect this commitment. We know that illegal or unethical behavior not only violates our company's policy, but can damage our company's reputation or ability to conduct business. That is why it is so important that we work together to create a culture of shared accountability and ensure that our conduct reflects our company's high ethical standards.

Creating a respectful and safe environment

Discrimination, Harassment, Affirmative Action and Equal Employment Opportunity

Rockwell Collins is committed to treating all employees fairly and with respect. We will provide equal opportunities to all employees and applicants. Discrimination based on age, race, color, religion, national origin, gender, sexual orientation, physical or mental disability, veteran status, or other protected classes as defined by applicable law, and retaliation based on these protected classes is prohibited. This applies to all terms and conditions of employment.

The company is also committed to providing a work environment free of all forms of harassment – including, but not limited to, sexual harassment.

If you experience or observe a behavior that discriminates or harasses others, you are expected to inform your leader or another member of management, Human Resources or the Ethics & Business Conduct Office.

Favoritism

Fairness and honesty with our customers, suppliers, shareowners and each other build trust. Favoritism is counterproductive to honesty and destroys trust. Therefore, all hiring, evaluation, promotion and other business decisions made by company management and employees must be made fairly, and solely based upon sound business considerations. Bias and favoritism, such as the influence of conflicting interests, or other improper influences are prohibited.

Unprofessional behavior

You are expected to conduct yourself in a professional, respectful manner that is consistent with our company values and does not interfere with the work performance of fellow employees. Unprofessional behavior or conduct on the job or while representing the company that negatively affects the company's business interests or reputation is prohibited. Examples of unprofessional behavior include:

- Demeaning actions toward another person
- Repeated, offensive or derogatory language
- Inappropriate physical conduct
- Other disruptive workplace behavior

Unprofessional behavior in the workplace may not amount to acts of unlawful discrimination or harassment. However, unprofessional behavior can escalate into illegal or unethical situations, can destroy trust, damage relationships in the workplace, can tarnish our relationships with others, and, therefore, is prohibited.

We are all personally responsible for our actions. We must comply with our SBC while conducting any company business – inside or outside of the workplace.

Workplace violence

You should strive to ensure your safety and the safety of other employees are never put at risk by the words, threatening behavior or actions of anyone in the workplace. Any employee who commits or threatens to commit a violent act, such as fighting in the workplace or striking another employee, or attempts to bring a weapon to work is subject to disciplinary action, consistent with local laws. Violence or a threat of violence committed during non-work times or off company premises will likewise be subject to disciplinary action if the violence or threat of violence is determined to adversely affect the workplace.

Controlled substances

You must not be under the influence of alcohol, or manufacture or sell alcoholic beverages while in the workplace, or while using company-owned or provided assets (such as rental cars on business trips). In addition, you must not dispense or consume alcoholic beverages on company premises unless authorized by the business unit or shared services group leader.

You may not be under the influence of or have in your possession any illegal drugs while on company property or while conducting any company business.

Additionally, you may not be under the influence of legal drugs or inhalants to the extent that such use adversely affects your safety or the safety of coworkers or members of the public.

Use of prescription drugs as prescribed by a physician is not a violation of these standards as long as such use does not impair you from conducting your job productively and safely.

Unprofessional behavior

Q: I'm a leader and recently overheard two employees from another department get into a disagreement in the hallway outside my office. The discussion was regarding differences in political opinion, and escalated quickly. Both employees raised their voices, and profanity was used. I felt really uncomfortable, but wasn't sure if I should intervene. Should I have done something?

A: Our general guidance would be that leaders should intervene if employees are using loud voices in disagreement, or if things escalate or become disruptive to others. If the exchange becomes aggressive or threatening, or profanity and/or racial slurs are being directed at an employee, you should engage the Ethics & Business Conduct Office or Human Resources. We recognize that instances of unprofessional behavior are not always clear, so employees are encouraged to ask questions or seek guidance when they're unsure.

Use of company resources

Use company resources wisely and in accordance with our company policy. You are permitted to use company assets for personal reasons if your use is not excessive or inappropriate, is not illegal, does not threaten or harass, does not impact your ability to perform your work, does not expose the company to any undue risk, and does not incur any expense to the company. Use common sense when using email, phones, mobile devices, computers and other company resources and ensure that use is not inappropriate, excessive or interfering with your responsibilities as an employee of Rockwell Collins. Remember that excessive and inappropriate use extends to network use as well. Streaming content across the network can have potential negative impacts to our business.

All software must be used in accordance with applicable license agreements.

Do not use company computing resources or other assets for online gambling or to solicit participation in gambling activities, including raffles, lotteries, bingo and drawings.

Additionally, to help us protect and ensure safe and secure use of our company assets, keep the following in mind:

- While traveling, keep your laptop, briefcase, and all other company property with you at all times.
- Even on company premises, be sure to keep your equipment and devices password protected and locked when not in use.
- Do not open any email attachments or click on URL links from unknown or suspicious senders (authors).
- Take extreme care with USB drives, sensitive papers, or other company property, and do not discard them in any place or format where the information could be intercepted. Any loss or theft should be reported to your leader, Human Resources, or the Ethics & Business Conduct Office.



Use of company resources

Q: I've noticed that every time I walk past my colleague's desk, she's on social media sites. At first I didn't think it was an issue, because she seemed to be getting her work done. But recently, she's been missing deadlines, and she often comments or laughs loudly about things she sees online, which disrupts others in our area. Is this a problem?

A: In this case, your coworker's use of company assets for personal reasons could be excessive and may need to be addressed. Rockwell Collins' policy allows for the personal use of company assets, such as company computers and internet connection, as long as the use is not excessive or inappropriate. Your leader should determine if the use is inappropriate by considering the following:

- Is it negatively impacting job performance?
- Is the duration or frequency excessive?
- Does it prevent the employee from producing their best and most efficient work?
- Do the websites being visited contain inappropriate or offensive content?

If the answer to any of these questions is yes, the use may be excessive or inappropriate and should be brought to the attention of the Ethics & Business Conduct Office.

Bring Your Own Device (BYOD)

Rockwell Collins does not allow long-term storage of company data on personal devices. In certain situations, documents that need to be read or acted upon can be placed on a personal device temporarily as long as these documents are deleted immediately after use. Large quantities of documents may not be stored for long periods of time on anything other than Rockwell Collins devices or approved Cloud services.

Theft and gambling

Rockwell Collins strives to create a work environment that is professional but comfortable for all employees. Theft of any amount will not be tolerated. This extends to activities such as falsifying expense reports and misrepresenting information for personal gain.

You are prohibited from gambling, or holding games that are considered gambling, like raffles, lotteries, bingo, drawings, or selling the “chance to win” something at Rockwell Collins, even if it would benefit a charity.

Avoiding a conflict of interest

Conflict of interest

The company requires you to avoid any conflict, and to take steps to address even the appearance of a conflict, between your personal interests and the interests of the company. This includes any potential conflict of interest that may be viewed as preferential treatment or favoritism. Remember, a conflict of interest is not necessarily a violation of the SBC, but it is important to disclose it. This allows the situation to be properly reviewed and directed to the proper channel(s). Rockwell Collins will work with you to find an appropriate solution.

You are expected to seek guidance when you or a family member are involved in a business activity or have a personal interest that could affect or have the appearance of affecting your objectivity in performing your duties and responsibilities at Rockwell Collins. Contact the Ethics & Business Conduct Office or Human Resources for further guidance about making a disclosure and avoiding conflicts, or even the appearance of conflicts.

You must disclose relationships such as:

- Involvement by you or a family member with a third party that has or could have a competing interest with Rockwell Collins
- A work relationship with a family member or someone with whom you have a business, personal or romantic relationship who may have a direct or indirect influence on the terms and conditions of your employment or on the company's business with a customer or supplier
- Opportunities you identify through knowledge you've gained at Rockwell Collins that you wish to pursue on your own

Failure to disclose these relationships or other situations that create an actual or potential conflict of interest may result in loss of business and damage to the reputation of Rockwell Collins and the employees involved. It may also result in disciplinary action, which could include the loss of employment.

Q&A Conflict of interest

Q: I'm a software engineer and a friend of mine approached me with an opportunity to do some consulting work outside of my job with Rockwell Collins. Is this allowed?

A: Maybe. If you own your own business or are thinking of taking a second job in addition to your role with Rockwell Collins, you should disclose this potential conflict of interest to the Ethics & Business Conduct Office. Even if it doesn't seem as if the side work would interfere or compete with company business, it's important that you share all of the details so we can evaluate whether there is a real or perceived conflict of interest. After we've reviewed these details, appropriate guidance on how to move forward can be given.



At Rockwell Collins, we know that operating our business with the highest integrity is critical to our success. No matter where we are geographically located, or what our role is in the company, each of us has a responsibility to ensure we conduct business ethically and honestly. It's how we build trust with our customers, suppliers, and each other, every day.

Ensuring the integrity of our books, records and reports

Maintaining accurate books and records

All company books and records must be maintained in accordance with proper accounting practices, all applicable laws and regulations, and in accordance with Rockwell Collins' retention of business records policy.

No false, misleading, mischaracterizing, improper alterations of, or artificial entries are permitted to be made in the books and records of the company.

You are never to take any action that causes mischarging of time or authorize others to take action that causes mischarging of time or labor. Accurately and honestly document or record all time and attendance, labor distribution, vacation time, expense report information and other transactions. Ensure that any time charging or labor distribution to a government or customer contract is accurate and timely. Enter your time and attendance and labor distribution into the proper account using the designated reporting tools.

As a public company there can be no compromise in the integrity of our books, records and reports. The information from these records becomes a building block for our public reports to shareholders and regulators as well as for prices charged to our customers.

You must be familiar with the Delegation of Authority structure and authorization limits and comply with the limits set forth in the Delegation of Authority policies, procedures and related organization schedules.

If you discover any of the following matters, report them immediately to the corporate controller or the Ethics & Business Conduct Office:

- Fraud or deliberate error in the preparation, evaluation, review, audit, recording or maintenance of any public financial statement or record of our company
- Deficiencies in or noncompliance with our company's internal accounting controls
- Misrepresentation or a false statement regarding a matter contained in the public financial records, financial reports or audit reports of our company
- Deviation from full and fair reporting of our company's financial condition, results of operations or financial statements

Proactively safeguarding valuable company information

Trade secret and intellectual property

Be sure to safeguard all trade secrets owned by Rockwell Collins and other companies. Trade secret information is information that Rockwell Collins takes reasonable measures to keep secret from those outside the company and has economic value because it's not generally known or readily accessible by someone outside of the company. Trade secret information includes company official, confidential, nonpublic and proprietary information, including intellectual property (IP), technological developments, customer information, marketing plans, strategic plans, processes, and information that could be of use to competitors or harmful to the company or its customers.

You must not knowingly seek or obtain – either directly or through an intermediary – information from or concerning a customer, consultant, subcontractor, supplier, competitor or other party, unless the information is publicly available or provided with the written consent of the concerned party.

You must not share trade secret information belonging to another company, including your previous employer, with anyone at Rockwell Collins. Always ensure that you obtain proper authorizations (such as a Non-Disclosure Agreement or a Proprietary Information Exchange Agreement) before using any proprietary information belonging to another company.

Employees are required to use only Rockwell Collins-supplied devices when storing company data or trade secret information and are encouraged to encrypt all sensitive data stored on these devices whenever possible.

When disposing of trade secret information, be careful to ensure that it is done in a manner consistent with our company's policies and procedures. These protections are in place to prevent the information from being intercepted or accessed.

Do not discuss company-related information in public settings such as airports, trains and restaurants because a third party may be listening.

Unauthorized disclosure or possession of company trade secrets or trade secrets of a customer, competitor, supplier, subcontractor, or individual is prohibited. Violations may result in legal liability for the company and the employee, including fines, imprisonment, or loss of employment.



Ensuring integrity of our books and records (time charging)

Q: I'm an engineering manager, and one of my employees recently came to me with a concern that another engineer on the team was coming in late and leaving early nearly every day for the past few weeks. I went into the system to review his timecard and noticed that he has consistently charged forty hours a week to a variety of programs. Should I assume his timecard is accurate and the other employee is mistaken?

A: This situation would require additional fact-finding to determine whether the records are accurate or if there is a time charging concern. As a leader, our initial guidance would be to talk with the employee about his schedule to confirm when he is in the office, and if he's working from home. If his work schedule does not align with the hours recorded in the system, this is an issue that should be brought to the Ethics & Business Conduct Office. Our team of investigators would look into this further to determine if a violation of the company time charging policy has occurred.

If you accidentally receive or are improperly shown information that you believe is trade secret information belonging to another company, do not view, share or distribute the information. Immediately contact your leader and Intellectual Property Counsel for further guidance.

Remember, your obligation to protect Rockwell Collins' trade secret information extends not only through your period of employment, but also after your employment with Rockwell Collins ends.

Data privacy

Rockwell Collins is committed to ensuring that personal data is processed in accordance with worldwide data privacy and protection regulations in the countries in which we do business. Personal data includes any information that permits a person to be identified through any combination of data elements.

Personal data about employees or any third party can be collected only for legitimate and specific business purposes and can only be accessed or viewed by those who have obtained appropriate permission in accordance with approved Company practices.

In the event of a data security breach related to any personal data, please immediately notify the company's Chief Privacy Officer, IT Security, or the Ethics & Business Conduct Office.

Social media

A general rule to remember when using social media is to think about the effect of statements that you make. Keep in mind that these transmissions are permanent and easily transferable and can affect our company's reputation and relationships with coworkers and customers.

Always follow these guidelines when using social media:

- Ensure your use of social media does not interfere with your job performance or commitments to customers
- Never speak on behalf of our company when blogging or using social media unless you are authorized to do so
- Be sure that you never disclose any trade secret or proprietary information regarding our business, including pictures of products, manufacturing areas, etc.
- Maintain our company's integrity and Standards of Business Conduct (SBC) as it applies to information posted on social media sites

Audio and image recording

There are various laws and regulations that prohibit or restrict audio and image recordings under certain situations. At Rockwell Collins, this could involve taking images of controlled intellectual property, or images of technical data that is controlled by the International Traffic in Arms Regulations. Other situations could include making audio recordings or visual images (photographic or digital pictures) of individuals when, under the circumstances, prior written consent should have been obtained. Accordingly, Rockwell Collins policy requires you to obtain guidance on whether you need to obtain written authorization from the Office of Security and/or the Office of the General Counsel prior to recording audio or visual images while on company premises.

Regardless of the intended use, audio and image recordings are not allowed in:

- Manufacturing areas
- Restricted areas
- Any area where classified information or controlled technical data or intellectual property is present or likely to be present

Audio or image recording may create issues such as invasion of privacy, harassment or disclosure of trade secret information.



Q: I'm an electrical engineer, and I wanted to share the exciting work my team is doing with our colleagues on our Google+ community. I captured a brief video with my cell phone of my co-workers in our lab. But after posting it online, my leader called me into her office to ask me to take it down because it violated our company's audio and image recording policy. I didn't even know we had a policy about videos in the workplace. What did I do wrong?

A: Regardless of the intended use, Rockwell Collins' audio and image recording policy prohibits recording in areas where intellectual property or technical data may be present. Because this type of information is typically visible in engineering labs, recording video in these areas is not allowed.



Meeting or exceeding customer expectations

Product integrity

Rockwell Collins is committed to providing the best quality, delivery and service. Our reputation depends on compliance with all applicable certifications and regulations, together with diligent adherence to customer and contractual specifications. Any unauthorized deviation could violate a contract and adversely affect our customers' faith in the integrity of our products. It can also result in employee discipline and corrective action.

If it is ever necessary for you to deviate from a design or a contract's requirements, make sure that you properly document the deviation in accordance with our company's procedures and have the deviation approved in advance.

When building our products, you must follow all testing requirements and manufacturing procedures specified by a contract or a customer's manufacturing instructions. If you are unclear about a contract's or other applicable requirements, don't hesitate to contact your leader or the program leader for guidance.

It is also very important that you follow all of the company's policies and procedures intended to identify and prevent the incorporation of counterfeit parts into our products.

Report any concerns you may have regarding the integrity of our products or services immediately to your leader, the Product Integrity Council or the Ethics & Business Conduct Office.

Working with suppliers and contractors

Source selection

It is the policy of the company to conduct itself in all source selection activity – both as a customer and as a supplier – fairly and ethically and in accordance with these Standards of Business Conduct (SBC) and all applicable government procurement laws and regulations. The company engages in competitive source selection as set forth in our procurement policy. Source selection information must be kept confidential and may be disclosed to others only if necessary and as required or permitted by applicable laws, regulations and our SBC. Source selection information includes any information submitted as part of, or in connection with, a bid or proposal to enter into a contract.

Make sure that you engage procurement personnel to procure any goods or services for Rockwell Collins.

Also, ensure that you are aware of government laws and regulations if you are involved in government contracts and related supplier relationships.

We must hold suppliers and subcontractors responsible for delivering quality materials and components that meet product specifications. We must ensure that they are complying with all ethical principles and government requirements we have flowed down to them.

If you become aware that a supplier or subcontractor has violated the law, our Supplier Code of Conduct or company policy, you should always report the matter to your leader, the appropriate procurement or subcontracts personnel or to the Ethics & Business Conduct Office.

Operating in compliance with global laws and regulations

Wherever you are located, you must conduct the company's business in compliance with all applicable laws and regulations. This includes compliance with the applicable laws of the U.S. as well as the applicable laws of any other countries or territories where you are conducting business on behalf of the company.

If you are involved in establishing business operations, or otherwise locating assets, facilities or employees outside your home country, you must seek guidance from the corporate controller, the vice president, Tax or the Office of the General Counsel to ensure compliance with local country laws and rules.

Anti-bribery

All persons conducting business on behalf of the company are required to comply with the requirements of the U.S. Foreign Corrupt Practices Act (FCPA), the U.K. Bribery Act and other anti-bribery and anti-corruption laws of any countries where you are conducting business.

Persons conducting business on behalf of the company are prohibited from paying bribes or engaging in corrupt business practices whether it is in the government or commercial marketplace.

A "*bribe*" is giving anything of value that would improperly influence or appear to improperly influence the outcome of a transaction.

In addition to bribes, you should also be aware that other types of corrupt payments are also prohibited:

Kickbacks are agreements to return a sum of money to another party in exchange for making or arranging a business transaction.

Facilitation payments are small payments made to individuals who are considered a government official, or party official to secure, expedite, or avoid delays in the performance of routine services or actions that the company is otherwise entitled to receive. Facilitation payments are generally requested in connection with obtaining ordinary licenses, work permits, processing of visas and other similar customary governmental services. Rockwell Collins policy prohibits facilitation payments by our employees, officers, directors, and third parties who do business on our behalf. If you are requested to make a facilitation payment, you must notify the Office of the General Counsel immediately.

Gratuities and business courtesies

Rockwell Collins has established policy and approval requirements for offering and receiving gratuities and business courtesies. All gratuities and business courtesies, whether offered or received, should be carefully considered to ensure that they do not violate law or company policy and do not create the perception of impropriety. A web tool, accessible from all mobile devices, provides real-time guidance per our policy (available on www.rockwellcollins.com/sbc).

Remember, some countries outside the U.S. and the U.K. have laws which are more restrictive regarding gratuities and business courtesies than what are set forth in this document. Additional charts outlining country-specific guidelines are available on our SBC website. If no specific guidance is given for the country in which you are doing business, contact the Ethics & Business Conduct Office or the Office of the General Counsel.

You are expected to know and comply with the approval requirements for providing or receiving gifts and gratuities. You must consult with the Office of the General Counsel when required or necessary to ensure compliance with applicable laws and this policy. You should contact the Office of the General Counsel to obtain legal advice before offering to pay for charitable contributions, sponsorships or for a customer visit, including:

- Travel expenses
- Gratuities
- Transportation
- Entertainment

Recipient company policies

Rockwell Collins employees are expected to inquire about and understand any prohibitions or limitations of the recipient's employer before offering any business meal, gratuity or business courtesy. The Rockwell Collins employee involved, and his or her manager, are responsible to ensure that (a) any business meal, gratuity or business courtesy offered complies with our gratuity and business courtesy policy, the policy of the recipient's employer and all applicable laws, and (b) such offer does not create even an appearance of having been offered as an inducement for favorable treatment and does not reflect negatively on Rockwell Collins' reputation.

Approval requirements for gratuities and business courtesies

To aid in complying with the anti-corruption laws governing our business, Rockwell Collins has created the following charts related to "offering" and "receiving" gratuities and business courtesies. These charts contain our company's approval requirements related to offering and receiving gratuities and business courtesies, which ensures compliance with the U.S. Foreign Corrupt Practices Act (FCPA), the U.K. Bribery Act, and other U.S. laws and regulations.

Monetary values in the charts are provided in U.S. dollars to ensure compliance with U.S. laws. If using different currency, the converted amount must not exceed U.S. dollar limitations.

Offering gratuities and business courtesies

Some countries have regulations prohibiting even modest gratuities and business courtesies. Visit our [SBC website](#) for country-specific guidance.

	Members of U.S. Congress, congressional staff and executive branch political appointees	Other U.S. Government (USG) employees and USG retained consultants	USG prime contractors, subcontractors, suppliers and RC-retained consultants	U.S. state and local government officials and employees	Commercial (non-government) consultants, subcontractors and suppliers	Commercial (non-government) customers	International (non-U.S.) government officials
Business meals and receptions	Not allowed without prior approval of the Senior Vice President, Washington Operations and the General Counsel or designee.	If <\$20 per person/meal, and <\$50 in the aggregate per year, requires prior approval by direct supervisor. If >\$20 per person/meal or >\$50 in the aggregate per year, requires prior approval by the General Counsel or designee.	Reasonable – not extravagant or frequent.	Not allowed without prior approval of the General Counsel or designee.	Reasonable – not extravagant or frequent.	Reasonable – not extravagant or frequent.	Reasonable – not extravagant or frequent.
Gratuities	Not allowed.	Not allowed except for logo or promotional items ≤\$20 aggregate value per person per year.	Not allowed without prior approval of Business Unit or Shared Services Group head (Level 1 or designee), as applicable, and the General Counsel or designee (except that logo or promotional items ≤\$20 aggregate value per person per year do not require such prior approval).	Not allowed without prior approval of the General Counsel or designee.	Not allowed without prior approval of Business Unit or Shared Services Group head (Level 1 or designee), as applicable (except that logo or promotional items ≤\$25 aggregate value per person per year do not require such prior approval).	Reasonable – not extravagant or frequent. If aggregate value >\$100 per year, requires prior approval by Business Unit or Shared Services Group head (Level 1 or designee), as applicable.	Foreign Corrupt Practices Act and in-country laws prohibit offering certain gratuities (contact Office of the General Counsel for assistance). Requires prior approval by the General Counsel or designee, except for company logo items, promotional items, or host gifts <\$50 per person per year.
Entertainment (e.g., concert, golf, theme park or other ticketed event) or transportation	Not allowed without prior approval of the Senior Vice President, Washington Operations and the General Counsel or designee.	Not allowed.	Not allowed without prior approval of Business Unit or Shared Services Group head (Level 1 or designee) and the General Counsel or designee as applicable.	Not allowed without prior approval of the General Counsel or designee.	Not allowed without prior approval of Business Unit or Shared Services Group head (Level 1 or designee), as applicable.	Reasonable – not extravagant or frequent.	Foreign Corrupt Practices Act prohibits certain entertainment. Also, in-country laws vary (contact Office of the General Counsel for assistance). Requires prior approval by the General Counsel or designee.

Receiving gratuities and business courtesies

	USG prime contractors, subcontractors, suppliers and RC-retained consultants	Commercial (non-government) consultants, subcontractors and suppliers	Commercial (non-government) customers	International (non-U.S.) government officials
Business meals and receptions	Reasonable – not extravagant or frequent.	Reasonable – not extravagant or frequent.	Reasonable – not extravagant or frequent.	Reasonable – not extravagant or frequent.
Gratuities	Not allowed except for logo or promotional items ≤\$20 aggregate value per employee per year from a single source.	Not allowed without prior approval of Business Unit or Shared Services Group head (Level 1 or designee), as applicable (except that logo or promotional items ≤\$25 aggregate value per employee per year from a single source do not require such prior approval).	Reasonable – not extravagant or frequent.	Varies by in-country laws. If legally permitted, all gratuities require prior approval by the General Counsel or designee.
Entertainment (e.g., concert, golf, theme park or other ticketed event) or transportation	Not allowed.	Not allowed without prior approval of Business Unit or Shared Services Group head (Level 1 or designee), as applicable.	Reasonable – not extravagant or frequent.	Varies by in-country laws. Requires approval by the General Counsel or designee.

Get real-time guidance on your gratuities and business courtesies questions

Access our interactive web tool at www.rockwellcollins.com/sbc from your desktop, laptop or mobile device for immediate answers to your questions about giving and receiving gratuities and business courtesies.



Global compliance

You must comply with the U.S. Foreign Corrupt Practices Act (FCPA), the U.K. Bribery Act and the anti-corruption laws of the countries in which you conduct business.

You are expected to contact the Office of the General Counsel before offering to host (pay for travel or accommodations) any customer, who may be a foreign official under the FCPA, at a business meeting, training or demonstration of our products or services.

If you are unsure about whether a gratuity or business courtesy should be accepted or offered, contact the Office of the General Counsel or the Ethics & Business Conduct Office.

Export, import and anti-boycott

You must be aware of and understand the export and import compliance policies and procedures as well as the requirements applicable to your respective role and/or functional area. Whether it be exporting Rockwell Collins products, sharing technical data or having technical discussions with a foreign person, managing a technical data repository foreign persons have access to, hosting a foreign person at a Rockwell Collins facility, or screening parties against sanctioned countries and/or denied party lists, you need to understand the export and import compliance considerations and requirements when your activities involve an export or import related transaction.

You are also expected to understand and comply with our company's policy regarding anti-boycott laws and other regulations prohibiting assistance in the boycott of another country. The U.S. anti-boycott laws apply to all Rockwell Collins subsidiaries and any requests to boycott in a contract negotiation must be reported to our company's Export and Import Compliance Group.

Antitrust and competition

It is our company's policy and good business to comply with the antitrust and competition laws of every country in which we do business. This includes prohibition on price fixing, bid rigging, market allocations of customers or territories, monopolization or attempted monopolization and group boycotts.





Working with the government

Compliance with government rules and regulations

When conducting business with a governmental agency, you must always comply with all applicable rules and regulations. You must also communicate with government representatives in an honest and ethical manner, and avoid involvement in any circumstance in which your conduct or statements could be considered deceitful, fraudulent or appear misleading or untruthful.

Hiring government employees

Our company conducts its recruiting and hiring of current and former U.S. and non-U.S. government employees in accordance with the laws and regulations of the countries in which the company operates and in a manner that will not create the appearance of impropriety.

You must seek guidance from the Office of the General Counsel or the Ethics & Business Conduct Office before engaging in employment discussions with certain current U.S. or non-U.S. government employees.

Depending on the circumstances, it may be against the law for you and a current government employee to discuss potential employment with Rockwell Collins. Before any such discussion takes place, you must contact the Office of the General Counsel or the Ethics & Business Conduct Office for guidance. This will help ensure that you are complying with local country laws and regulations.

It is important to bring any issues or concerns of potential violations involving employment discussions with current or former government employees to the attention of management or the Ethics & Business Conduct Office to ensure compliance with potential disclosure obligations.

Procurement integrity

You are prohibited from directly or indirectly attempting to improperly obtain, receive, possess or disclose any government source selection information when there is any reason to believe that to do so would violate any law or regulation or would be inconsistent with fair business practices. In both the U.S. and other countries, it is illegal to solicit, obtain or disclose certain contractor bid or proposal information or government source selection information.

Government source selection information includes competitive information submitted to a government agency as part of, or in connection with, a bid or proposal to enter into a government procurement contract or certain commercial contracts. This may also include nonpublic information that has been prepared for use by the procuring agency in the evaluation of a contractor's bid or proposal.

Violation of laws and regulations applicable to the performance of U.S. and other government contracts can lead to substantial fines and penalties and in severe cases, suspension or debarment from receiving government contracts.

When conducting business with the U.S. government, we are obligated to comply with the Truth in Negotiations Act (TINA). When TINA applies, you are responsible for ensuring that our company provides current, accurate and complete cost or pricing data to either the government or a prime contractor (when Rockwell Collins is a subcontractor to that prime contractor).

You are expected to deal with government representatives in an honest and ethical manner. Make sure you understand the laws and rules related to government procurements and any limitations on working with government customers.

Government source selection information may contain competitor proprietary information. Always exercise caution should a third party offer to provide you with bid, proposal or source selection information and pay special attention to receiving or disclosing market intelligence, which may include a competitor's price, cost data or program evaluation criteria. Other confidentiality and nondisclosure restrictions may apply.

When cost and pricing information is required, it must always be presented accurately and truthfully to the government or a prime contractor. If you are unsure, contact the program manager or Government Fiscal Relations.

When working on a government contract, make sure you understand how costs are to be charged.

Always record cost information accurately and to the appropriate cost center. Do not perform work without an appropriate network activity code or authorization.

Security

You must deal with U.S. and non-U.S. government classified and proprietary materials in the proper manner, both as a matter of national security and to assure compliance with applicable laws, regulations and government contractual requirements. Unauthorized access to, or dissemination, acceptance or handling of, that material is strictly prohibited.

Classified information, Controlled Unclassified Information (CUI) and information marked as "For Official Use Only" (FOUO) must be handled in accordance with the law and government rules. You must comply with all applicable laws, regulations and contractual requirements when seeking, obtaining, soliciting or accepting classified, confidential, proprietary or competition-sensitive information prepared by or for the government or another company. Failure to do so could result in harm to national security, penalties, suspension or debarment.

Government audits and investigations

You must cooperate with designated officials of the U.S. government and other countries' governments to facilitate timely and efficient performance of audits and examinations that are required by a contract or as part of government required process or system reviews. All records and data must be internally approved prior to their release to government auditors and/or investigators.

Political process

Your personal participation in the political process, including any campaign contributions, must not conflict with your job, and you may not characterize personal campaign contributions as being contributions by Rockwell Collins.

Unlike corporations, political action committees, like the Rockwell Collins Employee Political Action Committee (EPAC), are permitted to make campaign contributions. Eligible employees may voluntarily make personal contributions to the Rockwell Collins EPAC.

Corporate political contributions in certain states and countries are illegal or, if legal, are subject to monetary limitations and other regulations. All Rockwell Collins political contributions require prior approval by the Senior Vice President, Washington Operations, after consultation with the Senior Vice President, General Counsel and Secretary and the Senior Vice President, Chief Financial Officer.

If you make U.S. lobbying or U.S. official honoring expenditures, you are required to report such expenditures to the company in support of the company's obligation to report such expenditures to the U.S. Congress. U.S. official honoring expenditures include expenses incurred to sponsor an event that is intended to honor or recognize certain legislative or executive branch officials.



Trust in our communities



At Rockwell Collins, we believe we have a strong ethical commitment to our communities to conduct our business with exemplary corporate social responsibility. It's a commitment that is deeply embedded in our company values. We take pride in the reputation we have built within our communities and understand that maintaining this strong relationship is essential to our future success.

Maintaining transparency in our business dealings

Insider trading

You must not benefit from, or enable others to benefit from, trading in securities or stocks based on material information not available to the general public. This may include information about future earnings or losses, new products or discoveries, the sale or purchase of a company, or litigation matters. You are prohibited from trading Rockwell Collins stock or stock of another company – such as a customer, supplier, competitor, potential acquisition target or alliance partner – while in possession of material nonpublic information about that company.

Insider trading is illegal and consequences of insider trading can be severe, including loss of employment, substantial fines and imprisonment.

Disclosure of material information

The company will provide fair, accurate and timely disclosures in its public communications. Failure to disclose material nonpublic information in public filings that make our public records misleading may subject the company or its employees to substantial fines or imprisonment.

Selective disclosure of material nonpublic information to certain investors (such as securities analysts or institutional investors) is strictly prohibited and violates U.S. Securities and Exchange Commission (SEC) rules. Information is considered “material” when an investor considers it important when deciding whether to buy or sell securities or stocks, or the information could be viewed as altering the “total mix” of information made publicly available.

Disclosure of potential violations of law

Rockwell Collins is committed to principles of business ethics and conduct that acknowledge and address its corporate responsibilities to federal, state and local governments, and the public under the letter and spirit of the law. The company must make timely reports of violations and potential violations of law to the government in those cases where such reports are required by law and otherwise when deemed necessary and appropriate.

Acting as a good corporate citizen

Environment, safety and health (ES&H)

All employees have the obligation to contribute to our ES&H performance. This includes:

- Ensuring that you understand and comply with the ES&H laws and regulations in the countries in which we work
- Adhering to all company environment, safety and health policies and procedures
- Conducting your work in a manner that prevents workplace hazards and environmental impacts
- Reporting any risks and violations to your leader, the ES&H team, Human Resources or the Ethics & Business Conduct Office

Human rights

Rockwell Collins is committed to ensuring that we uphold fundamental human rights. We believe that all human beings should be treated with dignity, fairness and respect.

Our company will only engage suppliers and agents who demonstrate a serious commitment to the health and safety of their workers, and operate in compliance with human rights laws and regulations.

You must remain in compliance with all human rights laws and regulations. If you suspect the use of slave labor, human trafficking, unsafe working conditions or any other degrading treatment of individuals by Rockwell Collins or any of our suppliers, contractors, agents or other third parties, you must report it to the Ethics & Business Conduct Office immediately.

Philanthropic contributions

Rockwell Collins’ philanthropic contributions of funds or property are made to organizations in our communities that support education, arts and culture, and health and human services. Our primary consideration is given to organizations that promote education (with a focus on promoting student interests in science, technology, engineering and mathematics), as well as organizations that provide services in locations where our company has employees and facilities.

How to contact the Ethics & Business Conduct Office

To ask a question or report a potential violation:

Email: Ethics@rockwellcollins.com

Online: www.rockwellcollins.com/ethics (click "Contact the Ethics & Business Conduct Office")

For general ethics information:

www.rockwellcollins.com/ethics

Ethics Line

United States toll free	1.866.224.8137
Australia	0011.800.3545.5565
Brazil	0021.800.3545.5565
China, France, Germany, Italy, Malaysia, Netherlands, New Zealand, PLDT Philippines, Sweden, Switzerland, Taiwan, UK BT	00.800.3545.5565
Chile	123.0.020.2409
Hong Kong	010.800.3545.5565
India	+1.319.295.7714
Japan SB	0061.010.800.3545.5565
Korea DACM	002.800.3545.5565
Russia	810.800.3545.5565
South Africa	09.800.3545.5565
Singapore	001.800.3545.5565
Thailand	001.800.3545.5565
U.S. Virgin Islands	1.800.224.8137
All other locations	+1.319.295.7714



Our Standards of Business Conduct is a statement of company policies, principles and procedures that govern directors, officers, employees, contractors, consultants and representatives in the conduct of Rockwell Collins business. It is not intended to and does not create an employment contract for any individual or entity.

Building trust every day.

Rockwell Collins delivers innovative aviation and high-integrity solutions that transform commercial and government customers' futures worldwide. Backed by a global network of service and support, we are deeply committed to putting our solutions to work for you, whenever and wherever you need us. In this way, working together, we build trust. Every day.

For more information, contact:

Rockwell Collins
Director of Ethics & Business Conduct
400 Collins Road NE
Cedar Rapids, Iowa 52498
United States toll free 866.224.8137 or +1.319.295.7714
ethics@rockwellcollins.com
www.rockwellcollins.com/ethics

The information contained in this document is current as of the date of hard copy print. For the most current information, please view the online version of this document or the SBC website.

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