



LEGAL

Personal Conflicts of Interest Policy

Approval

Preparer:

Merry Dietrich
Global Compliance Program Lead

Owner:

Yulia Bhonsle
Deputy Chief Compliance Officer
Electronically Approved*

Approver:

Nathan Harsch
VP, Chief Compliance Officer
Electronically Approved*

*Electronically approved records are authenticated in the Business Management System (BMS).



Table of Contents

Purpose 3

Scope 3

COI Definition and Examples 3

COI Questionnaire Process 5

Enforcement and Disciplinary Action 6

Privacy and Processing of Personal Information 6

Records Retention 6

References 6

Revision Summary 6

Appendix A: U.S. DOE Funded Projects 8



LEGAL

Personal Conflicts of Interest Policy

Purpose

The purpose of the Personal Conflicts of Interest Policy (the “COI Policy”) is to define Personal Conflicts of Interest, assess risks these conflicts may present to the Company, and to document the process for collection, triage, review, and disposition of periodic Conflicts of Interest Questionnaires (“COI Questionnaire”) completed by selected Westinghouse employees. The COI Policy also describes the roles of all functions involved in the Conflicts of Interest program management, and records retention requirements.

Scope

The COI Policy applies to all directors, officers, employees, and contractors of Westinghouse Electric Company LLC and Westinghouse Electric UK Holdings LTD, their wholly-owned or controlled subsidiaries and joint ventures, and all organizational units owned, managed, or reporting to them and their senior management anywhere in the world. This COI Policy also applies to our officers and the Board of Directors. We expect contractors, consultants, suppliers, intermediaries (such as agents) and other business partners working with or on behalf of Westinghouse to comply with our Global Ethics Code and core compliance policies, including the COI Policy. Core compliance policies, including the COI policy, also apply to Westinghouse’s majority owned and/or controlled Joint Ventures. ¹

COI Definition and Examples

At Westinghouse, we believe in doing business ethically and honestly. With this in mind, Westinghouse’s reputation and financial integrity depends on its employees’ independence, which means that employees make all decisions and act in the best interests of Westinghouse, never allowing personal interests to get in the way of what is right for Westinghouse, its customers and other business partners.

Allowing personal interests, relationships or activities outside of work to interfere with our jobs or our ability to make objective business decisions for the good of Westinghouse is a **conflict of interest**. These conflicts should be avoided as they harm our reputation and integrity. Even the appearance of conflicts of interest may make others think we are acting inappropriately. However, many conflicts of interest can be avoided or addressed if promptly disclosed and properly managed.

Westinghouse defines conflicts of interest broadly in a few different categories: an **actual** conflict of interest (the employee faces a real, existing conflict); a **potential** conflict of interest (the employee is in or could be in a situation that may result in a conflict); and a **perceived** conflict of interest (the employee is in or could be in a situation that may appear to be a conflict, even if this is not the case). Our personal relationships with family members, close friends or romantic partners must not impact, or even appear to impact, our judgment and decision making for Westinghouse. Our outside engagements, including outside employment and/or consulting services, must not impact, or even appear to impact, our judgement and decision making for Westinghouse. **Therefore, we must avoid actual, potential and perceived conflicts of interest in these relationships.**

It is not possible to list all activities that could create conflicts of interest in the workplace, but some common examples are listed below.

¹ Westinghouse Government Services is responsible for following and implementing appropriate controls to ensure effectiveness of this Conflicts of Interest Policy.



LEGAL

Personal Conflicts of Interest Policy

NOTE: employees are required to report on any of the situations listed below, even if the employee believes the situation does not present an actual, potential, or perceived conflict of interest:

- **Employment:** A conflict of interest may arise if anyone with whom employees have a family or close personal relationship is: employed at Westinghouse; is a customer; a supplier; a vendor; or a competitor, or if a family member has an ownership interest in a customer, a supplier, a vendor, or a competitor. A conflict of interest may also arise when employees: supervise individuals (whether directly or indirectly) with whom they have a family or close personal relationship, or make other employment decisions (including interviewing, hiring, promoting or disciplinary decisions) about those with whom they have a family or close personal relationship. A perception of conflict may also arise when relatives work for the company even if they do not supervise each other.
- **Employment – Government:** Employees coming to Westinghouse from public/government employment (including employment with government owned/controlled utilities) may have specific COI requirements/process they must follow prior to transitioning from public employment. **All new and current employees who came to Westinghouse within the last 3 years from or who currently hold or intend to hold public/government post or employment must disclose this fact.**
- **Gifts, Hospitalities, Travel, and Entertainment:** A conflict of interest may arise when giving and receiving Gifts, Hospitalities, Entertainment or Travel (“GHT”). Westinghouse recognizes that modest, sensible GHT are part of the normal course of doing business. Accordingly, any giving or receiving of GHT to a third party who has an existing or is seeking a potential business relationship with Westinghouse, must be in compliance with this Policy, BMS-LGL-16 Global Ethics Code, BMS-LGL-11 Anti-Bribery and Corruption Policy, and BMS-LGL-22 Global Policy on Gifts, Hospitality and Travel. All GHT not otherwise disclosed to Westinghouse must be disclosed in the employee’s COI questionnaire.
- **Investments outside of the company.** A conflict of interest may arise when an economic interest influences, or appears to influence, directly or indirectly, an employee’s judgment. For example, having a significant financial interest in or receiving any compensation (commissions, fees, services, payments of any kind) from any of our suppliers, customers, or competitors can introduce risk to Westinghouse. Significant financial interest is defined as 5% or greater equity interest (but **not** including stocks held in mutual funds or other pooling types of funds) or 10% or greater of the company’s net worth. Debtor-creditor relationships that existed at any time within the last two years between Westinghouse employees and a Westinghouse supplier, vendor, customer, or competitor also need to be disclosed.
- **Membership on a for-profit or not-for-profit board of directors:**² Generally, employees need the company’s approval to join or continue service on the Board of Directors or other management body of any for-profit or not-for-profit organization. That includes the approval of your management and the Global Compliance organization.
- **Outside Employment / Consulting Services:** A conflict of interest may arise if an employee has a second job with, performs services for, or serves as an officer, director or consultant for a competitor, customer, supplier of goods or services for Westinghouse, or if the employee works for their own business or another business. Employees are not permitted to pursue outside

² This policy is based on the recognition that an employee services on the Board of Directors of most civic, charitable, or religious non-profit organizations will not ordinarily raise a potential conflict of interest with Westinghouse. In the event an employee’s service on the board of a non-profit could raise a potential conflict of interest based upon the guidelines and intent outlined in this Westinghouse Personal Conflict of Interest Policy, Westinghouse employees are required to advise management and Global Compliance for approval to join or continue such service.



LEGAL

Personal Conflicts of Interest Policy

employment or consulting services during their Westinghouse working hours. Nor are employees to use their Westinghouse equipment (such as laptop, cell phone, monitor, etc.) for any purpose other than their work for Westinghouse.

- **Organizational conflicts of interest and government contracts:** When bidding on public/government funded contracts, Westinghouse employees and business partners engaged in such projects have a responsibility to identify and disclose organizational conflicts of interest (in which the contractor has a corporate interest that may bias its judgment or the advice it provides to the government) and either address or waive such conflicts. Additionally, any planned performance of “inherently governmental functions” on these contracts is frequently prohibited and must be disclosed as well. These are defined as functions “so intimately related to the public interest” as to require performance by government employees. Examples of such activities are the contractor either advising in agency policymaking or participating in procurement functions, which raise particular risks of employee personal conflicts of interest. Other activities identified as raising particular risks of employee personal conflicts of interest include “advisory and assistance services” and “management and operating” functions. Employees are required to report all organizational conflicts, as well as personal conflicts, on government contracts as defined in this section.
- **Personal discounts from suppliers:** Personal discounts or other benefits from suppliers, service providers or customers that the public or your company peers do not receive can be a conflict of interest.
- **Participation on U.S. Department of Energy (DOE) Funded Project:** When bidding on public/government funded contracts, Westinghouse employees and business partners engaged in such projects have a responsibility to identify and disclose organizational conflicts of interest as well as significant financial conflicts of interest. See **Appendix A** for details on the reporting requirements for U.S. Department of Energy (DOE) funded projects.

COI Questionnaire Process

All salaried exempt employees (non-shop floor personnel) and administrative assistants are required to complete a COI Questionnaire at the time of hire. In addition, these employees are required to update their questionnaire responses:

- (a) Annually via a COI Questionnaire administered by Global Compliance, or
- (b) When new or changed circumstances arise which would require modification to a previously submitted COI Questionnaire.

While other employees, Contractors, and business partners are presently not required to complete a COI questionnaire at the time of hire or annually, when significant conflicts of interest arise, there is still an obligation to disclose these in a timely manner.

All disclosed actual, potential, and perceived conflicts will be reviewed by Global Compliance and Legal to determine if there is a conflict of interest. If it is determined that a conflict of interest exists, depending on risk, conflicts can be accepted as is, accepted with compensating controls, or rejected. Global Compliance will work with the employee, their supervisor, and Human Resources to determine appropriate action. Just because a conflict of interest is identified, it does not mean that it will be rejected by the company or impact the scope of an employee’s role. It also does not at all mean that the employee will be subject to discipline. The employee will be notified of the decision and will be required to collaborate with management and HR on addressing recommendations.



LEGAL

Personal Conflicts of Interest Policy

All disclosed and confirmed conflicts of interest and applicable compensating controls must be reviewed on at least an annual basis to ensure that information remains accurate, and that any management strategy to mitigate relevant risks continues to be appropriate and effective.

Enforcement and Disciplinary Action

Westinghouse will impose disciplinary action on individuals that are found to have violated this COI Policy. The disciplinary action will be commensurate with the violation, including disciplinary action up to and including termination to the extent permitted by law. Failure to report undisclosed conflicts of interest, and/or known or suspected wrongdoing, may also subject the individual to disciplinary action, up to and including termination to the extent permitted by law.

Privacy and Processing of Personal Information

The personal information (including the "Personal Data", as defined under certain Data Protection Laws, such as the GDPR - General Data Protection Regulation (EU) No. 2016/679) arising from Conflicts of Interest disclosures shall be processed and managed with strict compliance of the applicable legal requirements and in accordance with the company's Personal Data Protection and Privacy Policy (BMS-LGL-105) and any other applicable policy. Personal information collected from the COI disclosures shall be processed exclusively for purposes related to monitoring and ensuring compliance with applicable policies and procedures, laws or legal demands from regulators and other authorities.

Records Retention

If it is determined that a conflict of interest exists, the relevant COI records will be retained in order to document and execute applicable controls. Such records will be retained for the maximum period of time permitted by applicable law. The average retention period is going to be 7 years, but the legislation of certain countries may allow a shorter retention period and will be adjusted accordingly. All COI records will be managed in accordance with the Personal Data Protection and Privacy policy.

References

BMS-LGL-16 Global Ethics Code

BMS-LGL-11 Anti-Bribery and Corruption Policy

BMS-LGL-22 Westinghouse Global Policy on Gifts, Hospitality, and Travel

BMS-LGL-105 Personal Data Protection and Privacy Policy

Revision Summary

| Revision | Section | Revision Description |
|----------|---|---------------------------|
| 0.0 | All | Initial Issue |
| 1.0 | All | Revision of entire policy |
| 2.0 | Scope COI Questionnaire Process Records Retention | Revisions |
| 3.0 | COI Definition and Examples | Revisions |



LEGAL

Personal Conflicts of Interest Policy

| | | |
|-----|--|--|
| 4.0 | Edits to COI Definition and Examples section | Added: Our outside engagements, including outside employment and/or consulting services, must not impact, or even appear to impact, our judgement and decision making for Westinghouse. |
| 5.0 | All | Review and edits to the overall policy. Added new COI categories: Employment – government; Organizational conflicts of interest and government contracts; and Personal discounts from suppliers. |
| 6.0 | Appendix A | Added Appendix A |
| 7.0 | All | Annual policy review |
| 8.0 | COI Definition and Examples | Annual policy review and updates to Employment-Government and Participation on DOE Funded Projects |



Appendix A U.S. DOE Funded Projects

Click here to review entire U.S. [DOE Interim Conflict of Interest Policy](#)

Below is a summary of the “significant financial interest” reporting requirements:

All Investigators participating under a government award shall immediately report any actual or perceived “significant financial interests” of the Investigator and the Investigator’s spouse and dependent children that could appear to be related to the Investigator’s responsibilities, including:

- I. With regard to any foreign or domestic publicly traded entity, a significant financial interest exists if the value of any remuneration received from the entity in the twelve months preceding the disclosure and the value of any equity interest in the entity as of the date of disclosure, when aggregated, exceeds \$5,000. For purposes of this definition, remuneration includes salary and any payment for services not otherwise identified as salary (e.g., consulting fees, honoraria, paid authorship); equity interest includes any stock, stock option, or other ownership interest, as determined through reference to public prices or other reasonable measures of fair market value;
- II. With regard to any foreign or domestic non-publicly traded entity, a significant financial interest exists if the value of any remuneration, not otherwise disclosed as current, pending, or other support, received from the entity in the twelve months preceding the disclosure, when aggregated, exceeds \$5,000, or when the Investigator (or the Investigator’s spouse or dependent children) holds any equity interest (e.g., stock, stock option, or other ownership interest);
- III. Intellectual property rights and interests (e.g., patents, copyrights), upon receipt of income related to such rights and interests.

The U.S. DOE Interim Conflict of Interest Policy defines “*Investigator*” as:

- Investigator means the principal Investigator (PI) and any other person, regardless of title or position, who is responsible for the purpose, design, conduct, or reporting of a project funded by DOE or proposed for funding by DOE. DOE program offices have the discretion to expand the definition to include also any person who participates in the purpose, design, conduct, or reporting of a project funded by DOE or proposed for funding by DOE. Such expansion will be specified in the applicable funding opportunity announcement and/or terms and conditions of the financial assistance award.