

# CORPORATE POLICY

PAGE 1 OF 3  
SUBJECT NUMBER: 1102  
DATE ISSUED: 10/25/96  
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## SUBJECT: CONFLICT OF INTERESTS

**PURPOSE:** To state RTI's policy concerning conflict of interest situations with its employees. To define the conditions in which employees who participate or engage in business activities outside their RTI International Metals, Inc. employment will disclose a possible exposure to dual interests and/or if not so involved, will submit a statement of disclosure to this effect.

### 1.0 **STATEMENT OF POLICY:**

- 1.1 It is the policy of RTI International Metals, Inc. that its employees should always conduct themselves in their business associations and relationships in a fair and honest manner and their actions should not be a discredit to either RTI or to themselves as individuals.
- 1.2 There should be no conflict of interests arising between an employee's personal and work-related actions.
- 1.3 Any potential or actual conflict of interest should be identified and then avoided or addressed.

### 2.0 **CONDITION OF EMPLOYMENT:**

- 2.1 RTI expects as a condition of employment that each employee will protect corporate information, avoid undue outside influence upon decisions or actions in the performance of their work and avoid situations which deprive RTI of the full measure of working time, attention to assigned duties, and loyalty.
- 2.2 Accordingly, RTI reserves the right to review and pass upon any outside business activities of its employees, other than investments in stocks and securities that are publicly traded, and under the conditions that such participation would not involve a possible dual relationship or conflict of interests.
- 2.3 Each employee has an obligation to report any existing or proposed transaction that would constitute a conflict of interest to his/her manager or the General Counsel.

# CORPORATE POLICY

PAGE 2 OF 3  
SUBJECT NUMBER: 1102  
DATE ISSUED: 10/25/96  
DATE REVISED: 01/29/99

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### 3.0 CONFLICT OF INTERESTS SITUATIONS:

- 3.1 A conflict of interest between RTI and its employee will exist under the situations outlined below if an employee:
- 3.1.1 Is employed by another firm while in the employment of RTI, particularly if the firm is a competitor, customer or a supplier (or one that may become a competitor, customer or a supplier in the foreseeable future).
  - 3.1.2 Holds substantial financial interest in, or is engaged in the management of, a firm which provides vendor services, or supplies materials or equipment to RTI, or a firm to which RTI makes sales.
  - 3.1.3 Speculates or deals in materials, equipment, supplies or property purchased by RTI or speculates or deals for their own account in products sold by RTI.
  - 3.1.4 Borrows money from customers or from individuals or firms from which RTI buys services, materials, equipment, or with whom RTI does business (except where the terms of such loan are generally commercially available to the general public).
  - 3.1.5 Gives or accepts gifts or favors involving an outside company, organization or agency which are substantial enough to cause undue influence in the selection of goods or services for RTI. Gifts or entertainment must be of no more than nominal value.
  - 3.1.6 Participates in civic, professional or other such organizational activities in a manner whereby confidential RTI information may be divulged.
  - 3.1.7 Uses confidential information obtained during employment for personal gain or benefit or the gain or benefit of a family member, business associate or acquaintance.

# CORPORATE POLICY

PAGE 3 OF 3  
SUBJECT NUMBER: 1102  
DATE ISSUED: 10/25/96  
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3.2 Any person who has questions about specific proposed or existing transactions that may constitute a conflict of interest may obtain additional guidance from the RTI Legal Department. Remember, however, the ultimate responsibility for adhering to the Conflict of Interest policy and avoiding improper transactions rests with the employee. It is imperative that employees use their best judgment.

## **4.0 STATEMENT OF DISCLOSURE:**

4.1 It is the annual responsibility of each non-represented employee to complete a statement of disclosure relating to a conflict of interest situation substantially in the form set forth below:

I have specifically reviewed the Conflict of Interests Policy, which requires the reporting of potential and actual conflicts of interests, and understand its purposes and the objectives. I report that I am not involved in, or aware of, any situation which is required to be reported under the Conflict of Interests policy. I will advise our Company if I become involved in or aware of an actual or potential conflict of interest without undue delay.

4.2 In the event changing circumstances alter the statement of disclosure, the employee will immediately notify the General Counsel.

## **5.0 POLICY COORDINATION**

This Policy shall be coordinated by the General Counsel.