

Westinghouse Electric Company

Code of Business Ethics

Introduction

Westinghouse conducts its business affairs in an ethical and proper manner and in full compliance with all laws and regulations. In conducting its business, integrity underlies all relationships, including those with customers and suppliers, and among employees.

All employees in the performance of their business activities are required to comply with applicable laws and regulations and to meet the highest standards of ethical business conduct. Employees must not engage in conduct or activities that could damage Westinghouse's good reputation or otherwise cause embarrassment to Westinghouse.

Compliance with the law (including, among other things, anti-bribery, antitrust, environmental, regulatory and other applicable laws) means not only following the law, but conducting Company business so that Westinghouse will deserve and receive recognition as a good and law-abiding citizen, alert to its responsibilities in all areas of good citizenship. Even where the law does not apply, applicable standards of ethics and morality relate to our activities and require the same diligence and attention to good conduct and citizenship.

Every employee has the responsibility to ask questions, seek guidance, report suspected violations, and express concerns regarding compliance with these ethical standards. Retaliation against employees who use Company reporting mechanisms to raise genuine concerns will not be tolerated. While an in-depth knowledge of all laws and regulations that apply to our business is not always possible, the Law Department is available to provide legal assistance and advice. Employees are responsible for obtaining such advice, as necessary.

The standards set forth in this document outline a number of ethical parameters governing our business. Westinghouse expects that you will become familiar with these standards and make them part of your day-to-day business activities. Keep in mind, also, that ethical violations (or bad faith reporting intended to cause harm to others) may result in disciplinary action, which can include termination of employment.

The following sections of this Code highlight those areas which are most likely to be encountered in the conduct of our business, both in our external relationships and in the workplace environment. The key elements set forth in the sections below do not represent an all-inclusive list, but are descriptive of items encountered in our day-to-day activities. This Code does not contain all of the answers to ethical problems which may arise in everyday activities. Additional advice and help is available from management, Human Resources, the Law Department or by calling the Ethics Hotline.

This Code may be modified from time to time. Westinghouse expects that you will review and become familiar with changes to the Code.

1. Ethics Compliance

Every employee has a responsibility to maintain and advance the business ethics and good reputation of Westinghouse and its employees. All employees have parallel responsibilities to act in compliance with law and this Code, and to maintain a high standard of business ethics and a work environment of trust and respect, of which employees and all of Westinghouse's stakeholders can be proud.

Key Elements

- **Report ethics violations**
 - **Cooperate with ethics investigators and auditors**
 - **Take corrective action**
 - **Never cover up ethical violations**
 - **Don't use the ethics reporting system for malicious intent**
 - **Seek help from management, Human Resources, the Law Department or the Ethics Hotline in resolving ethical problems**
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2. Antitrust Compliance

The purpose of antitrust laws and trade regulations is to preserve and promote business competition. Westinghouse and its employees must comply with the antitrust laws and trade regulations enacted by the United States (federal, state and local) and other countries. Violations can result in multi-million dollar fines to Westinghouse and prison terms for involved employees. In-depth information on this subject is contained in the BNFL Group Competition Compliance Manual which is available from the Law Department.

Key Elements

- **Don't restrain trade, fix prices or make other anti-competitive agreements with our competitors**
 - **Don't agree to allocate markets or engage in boycotts**
 - **Avoid inappropriate contact with competitors**
 - **Exercise caution in business conduct, seeking Law Department guidance with respect to territorial or customer restrictions, exclusive dealing arrangements, joint ventures, teaming agreements, company acquisitions and tying or reciprocal arrangements**
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3. Business Accounting Practices

Our shareholder, governments, employees, customers, suppliers and other stakeholders rely upon the integrity of our accounting and business records. These records must be kept current, complete and accurate.

Key Elements

- **Don't play games with the books – follow generally accepted accounting practices**
 - **Put Westinghouse money in Westinghouse accounts**
 - **Note specific requirements of government contracts**
 - **Maintain complete and accurate records of financial transactions, and do not make false or fictitious entries into company records**
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4. Conflicts of Interest

Westinghouse respects the right of all employees to engage in personal activities outside the scope of their Westinghouse employment. However, employees must be vigilant and take care to avoid situations that might conflict with the employee's responsibilities to Westinghouse, or with the interests of Westinghouse and those with whom it does business. Employees are required to disclose and subject any personal conflict of interest to approval by management. Refer to the Company Directive on Personal Conflict of Interests for assistance in the resolution of any such conflict.

Key Elements

- **Avoid conflicts of interest or the appearance of a conflict**
 - **Disclose to management for approval of any conflict of interest**
 - **Resubmit your Personal Conflict of Interest Questionnaire if your circumstances change**
 - **Be aware of special conflict of interest rules for government contracts**
 - **Don't let personal activities conflict with Westinghouse interests**
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5. Copyright

Copyright laws provide the author of a work with the exclusive right to copy, distribute, adapt and perform the work. Copyright applies to materials such as computer programs, books, articles, reports, drawings, presentation handouts, music, music recordings and audio and video tapes. Unfortunately, the accessibility of copying machines and personal computers has made copyright infringement commonplace. However, at Westinghouse, we are committed to respecting the rights of others by obeying the law, and we are steadfast in the protection of our own copyrights.

Key Elements

- **Use only legitimately purchased software**
 - **Get permission to use copyrighted materials of others**
 - **Understand the “Fair Use Doctrine” (explained in WCAP-7211)**
 - **Place copyright markings on Westinghouse material, where appropriate**
 - **Report suspected copyright infringement**
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6. Environment, Health and Safety

We are committed to being environmentally responsible, and to provide a safe and healthy workplace for employees and the public. We must comply with U.S. federal, state and local laws and regulations, as well as the laws of other countries in which we do business, not only because failure to do so can result in heavy fines for Westinghouse and fines and imprisonment for employees responsible for violations but because it is our social responsibility.

Key Elements

- **Comply with the environment, health and safety legal requirements of your activities**
 - **Follow all rules regarding workplace safety**
 - **Handle and dispose of hazardous materials properly**
 - **Become familiar and comply with the Westinghouse EH&S Policy, Company Directives and other applicable Company EH&S requirements**
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7. Fair Employment Practices

Realizing that its continued success depends on the development and contribution of its employees, Westinghouse is firmly committed to equal employment opportunity and a work environment that recognizes and respects employee contribution and diversity. It is the continuing policy of Westinghouse to afford equal employment opportunity to qualified individuals – regardless of their race, color, religion, sex, national origin, age, physical handicap or disability, or status as veterans.

Key Elements

- **Don't engage in discriminatory conduct**
 - **Don't engage in harassment of others**
 - **Treat others as you would want to be treated**
 - **Treat everyone with dignity and respect**
 - **Know the Westinghouse employment policies, practices and applicable law**
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8. International Business

Employees conducting business internationally are required to comply with all applicable U.S. and other countries' laws and regulations. Compliance with such laws, as well as Company standards, is required even if they seem inconsistent with local practice in the relevant countries, or would place Westinghouse at a competitive disadvantage. The penalties for noncompliance can be severe, both for Westinghouse and for involved individual employees. The requirements with respect to appointing international sales representatives or consultants can be found in the International Marketing Outlet Policy on the Intranet.

Key Elements

- **Don't make or offer unlawful payments or bribes**
 - **Abide by export/import controls, consulting with the Law Department Administrator Export/Import Compliance**
 - **Adhere to U.S. economic anti-boycott laws**
 - **Comply with the requirements of the International Marketing Outlet Policy**
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9. Internet Use

The Internet is an excellent information resource when used for valid business purposes. Westinghouse provides employees with Internet access to enable productive business results. Westinghouse Internet usage guidelines are fully discussed at the Westinghouse Intranet site under the Policies and Procedures tab.

Key Elements

- **Don't send Westinghouse proprietary non-public material across the Internet unencrypted**
 - **Use only internet services you have authorization to access**
 - **Always represent yourself as yourself, never as someone else**
 - **Don't access or store material that would be considered inappropriate, offensive or disrespectful to others**
 - **Use Westinghouse time and resources for Westinghouse-related business activities**
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10. Political Contributions and Political Activity

Although Westinghouse encourages lawful political contributions and involvement by its employees, such activities must be conducted in strict compliance with U.S. federal and state law, as well as the laws of other countries in which we do business, and must avoid even the appearance that Westinghouse is seeking or receiving undue political advantage.

Key Elements

- **Don't use Westinghouse money for political contributions**
 - **Don't lobby government officials for Westinghouse**
 - **Keep personal political activities separate from Westinghouse business**
 - **Federally appropriated funds cannot be used for certain lobbying activities**
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11. Protection of Westinghouse Assets

The facilities, equipment, materials, real estate, and other assets of Westinghouse, tangible and intangible, have been acquired through the hard work and investment of all stakeholders in Westinghouse's success. Such assets are intended to advance the many interests in the economic success of Westinghouse. Employees have an interest in that success and an obligation to safeguard the assets necessary to achieve it.

Key Elements

- **Protect assets from loss or harm**
 - **Don't misappropriate, borrow or loan Westinghouse property without permission**
 - **Follow all security regulations**
 - **Cooperate with inspections and searches designed to protect Westinghouse assets**
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12. Protecting Proprietary Information

While sharing information may be necessary to meet the needs of our businesses, all employees are responsible for protecting information belonging either to Westinghouse or entrusted to it by third parties. This information is considered “Westinghouse Proprietary.” Improper disclosure can create serious financial or competitive losses or disadvantages to Westinghouse, and legal liabilities to Westinghouse and individual employees.

Key Elements

- **Know what information is Westinghouse proprietary**
 - **Don’t disclose to unauthorized persons**
 - **Guard against inadvertent disclosure**
 - **Former employees remain obligated to protect Westinghouse proprietary information**
 - **Become familiar with WCAP 7211, “Proprietary Information and Intellectual Property Management,” available on the Intranet under the Policies and Procedures tab**
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13. Supplier Relations

When dealing with or making decisions affecting suppliers, employees must be careful not to inadvertently obligate either themselves or Westinghouse to a supplier. In conducting business with suppliers, employees are also expected to act fairly and objectively and in the best interests of Westinghouse at all times. Customary business amenities (such as gifts, meals or entertainment) may be received or given so long as they are associated with a business purpose, are reasonable in cost, and are appropriate as to time and place. Such amenities must be of limited value; cannot be viewed as a bribe, kickback or payoff; cannot violate any law or generally accepted ethical standards; and must withstand public scrutiny.

Key Elements

- **Don’t ask for or accept gifts or entertainment from suppliers which violate these guidelines**
 - **Refuse expense reimbursements, honoraria, and personal services from others**
 - **Obey federal anti-kickback laws**
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14. Transactions with the U.S. Government

Westinghouse is committed to principles of business ethics and conduct that acknowledge and address its responsibility to the U.S. government and the public under U.S. federal, state and local procurement laws. Compliance with U.S. federal, state and local laws is the responsibility of every employee involved in doing business with the government. In light of the continually changing government procurement laws and regulations, as well as government enforcement standards and practices, it is important for all employees dealing with the government to keep informed of these changes and to seek advice whenever there is any question regarding appropriate conduct. Failure to comply with these U.S. laws and regulations may result in criminal, civil, contractual and administrative penalties being assessed against Westinghouse and individual employees.

Legal requirements and practices applicable to transactions with the governments of other countries must also be followed.

Key Elements

- **Deliver quality products and services**
 - **Follow security laws, regulations and policies**
 - **Carefully follow procurement laws and regulations**
 - **Insure that time is charged appropriately**
 - **Avoid gifts and gratuities to any government employee**
 - **Bribes and kickbacks are prohibited**
 - **Observe restrictions on hiring former government employees**
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