

## **Employment of Current or Former Employees of Independent Audit Firm**

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### **Objective**

Specifies the restrictions and approval requirements concerning the employment of current or former employees of the Company's independent audit firm (currently Deloitte & Touche).

### **Applicability**

Rockwell Collins – All locations of the Company, including subsidiaries

### **Revision Summary**

New RC Corporate Finance Policy.

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### **Definitions**

- 1.1 Financial Reporting Oversight Role – A role in which a person is in a position to or does exercise influence over the contents of the Company's financial statements or anyone who prepares the financial statements (in this context, "financial statements" refers to the consolidated financial statements of the company, and does not refer to financial statements of wholly-owned subsidiaries, joint ventures, benefit plans or other special-purpose financial statements). These roles include the Board of Directors, Chief Executive Officer, President, Chief Financial Officer, Chief Operating Officer, General Counsel, Chief Accounting Officer, Corporate Controller, Treasurer, Internal Audit Director, Director of Financial Reporting, any other member of the Disclosure Committee, or any equivalent positions in the Company.
- 1.2 Sarbanes-Oxley Act – The Sarbanes-Oxley Act of 2002, including any interpretations or related rules issued by the Securities and Exchange Commission (SEC) or the Public Company Accounting Oversight Board (PCAOB).

## Policy

- 2.1 The Sarbanes-Oxley Act specifies that if a public company hires a current or former employee of its independent audit firm (the "Audit Firm Employee"), the independent auditors' independence would be impaired if:
- The Audit Firm Employee is hired into a Financial Reporting Oversight Role (as defined in paragraph 1.1 above),
  - The Audit Firm Employee participated in an audit capacity on the audit engagement of that company (by providing more than ten hours of service during the annual audit period), and
  - The Audit Firm Employee did not have a "cooling-off" period of at least one year (Cooling-off period defined as a period of time in which the Audit Firm Employee is not actively engaged on the audit of the company. This prohibition requires the accounting firm to have completed one annual audit subsequent to when the Audit Firm Employee was a member of the audit engagement team).

The consequences of the impairment of the independent auditors' independence would be the resignation of the independent audit firm from their engagement to audit the Company's financial statements. Accordingly, in situations where all of the above criteria are met, the hiring of such an employee is prohibited.

- 2.2 The Company's Chief Financial Officer or Vice President, Finance and Controller must grant prior approval to confirm compliance with this policy before an offer is extended to any current or former employee of the Company's independent auditors for any role at the Company. If the offer relates to a former employee of the independent auditors and they have not provided any services to the Company within the last two (2) years, approval from the Chief Financial Officer or Vice President, Finance and Controller is not required.
- 2.3 The Audit Committee must grant prior approval to confirm compliance with this policy before an offer is extended to any current or former employee of the Company's current independent auditors if the offer relates to a Financial Reporting Oversight Role and the individual provided services to the Company within the last two (2) years.

- 2.4 During the period from August 1st through November 15th of each year (the Audit Fieldwork Period) there is a moratorium on the hiring of any personnel from the Company's independent audit firm that participated in an audit capacity during the annual audit of the Company's financial statements within the last two (2) years. Accordingly, during the Audit Fieldwork Period:
- Do not approach any employee of the Company's independent audit firm that participated in an audit capacity during the annual audit of the Company's financial statements within the last two (2) years to solicit their interest in any open positions within the Company.
  - If an employee of the Company's independent audit firm that participated in an audit capacity during the annual audit of the Company's financial statements within the last two (2) years expresses interest in a position which has been posted either externally or internally, inform that employee that we are not permitted to engage in discussions regarding open positions with them until after November 15th.
- 2.5 Any employment opportunities with the Company for a current employee of the independent auditors or a former employee who has been employed by the independent auditors within the last two (2) years should be discussed with the independent auditors' lead client service partner. It is the responsibility of the Chief Financial Officer and/or Vice President, Finance to discuss the employment opportunity with the lead client service partner.
- 2.6 Any questions concerning the applicability of this policy should be directed to the Chief Financial Officer or Vice President, Finance and Controller.

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