



AIR PARTNER
A WHEELS UP COMPANY

Code of Conduct

For Air Partner's Business Partners

Code of Conduct

Introduction

The Air Partner Group thrives on conducting business in the right way, in compliance with all applicable legislation and the highest standards of industry practice, for the benefit of its customers, people, partners, communities, and the environment in which it operates.

To give full effect to this ambition, the Air Partner Group not only expects its employees, but also its business partners, to abide by the principles, rules and practices summarised in this code of conduct (the “Code”).

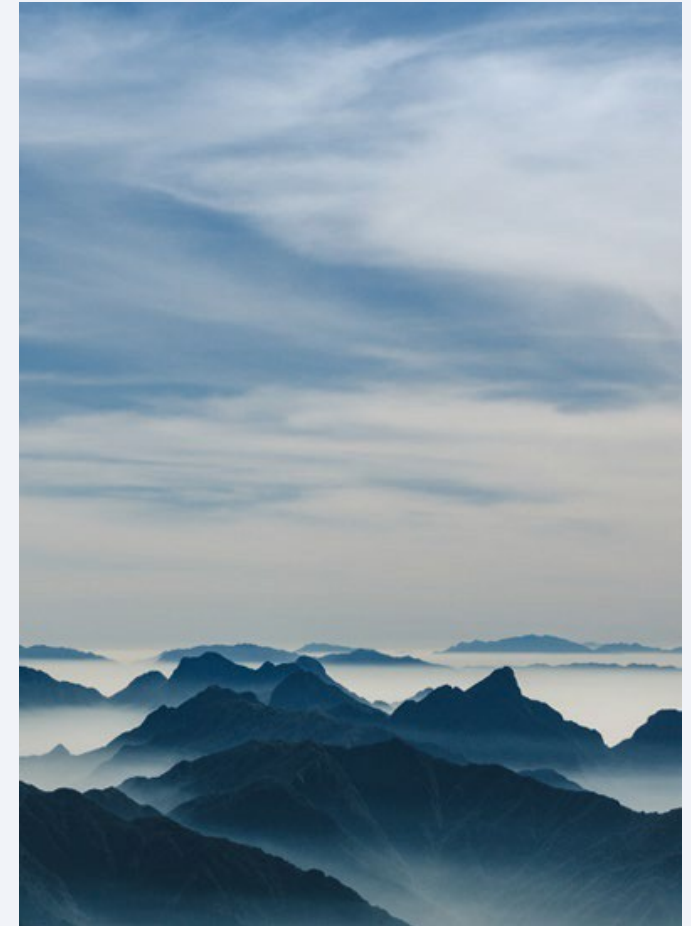
This Code applies to all Air Partner’s supply chain business partners and their employees and representatives throughout the world (together and individually referred herein as “APBP”). This code forms part of Air Partner’s contractual relationship with its business partners. APBP shall also promote compliance with this Code by its own stakeholders.

Compliance with laws and regulations

APBP shall comply with all laws and regulations applicable to it and its operations. Should such laws have lower standards than those described in this Code, this Code shall prevail.

Financial and Tax integrity

APBP shall maintain complete and accurate financial books, financial and tax records and statements related to its business in accordance with applicable laws, regulations and recognised industry practices. It shall ensure transparency in all its financial and tax dealings and have adequate internal controls in place. It shall have reasonable procedures to prevent tax evasion in accordance with the UK Criminal Finances Act 2017 and related laws.



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Working conditions and human rights

APBP shall provide safe and healthy working conditions to its employees, in compliance with all applicable laws and regulations. APBP shall ensure that its employees and representatives are treated with respect and dignity, and shall not tolerate degrading treatments such as mental or sexual harassment, or any form of violence or discrimination.

APBP shall comply with applicable human rights laws, including those prohibiting child labour, slavery and human trafficking.

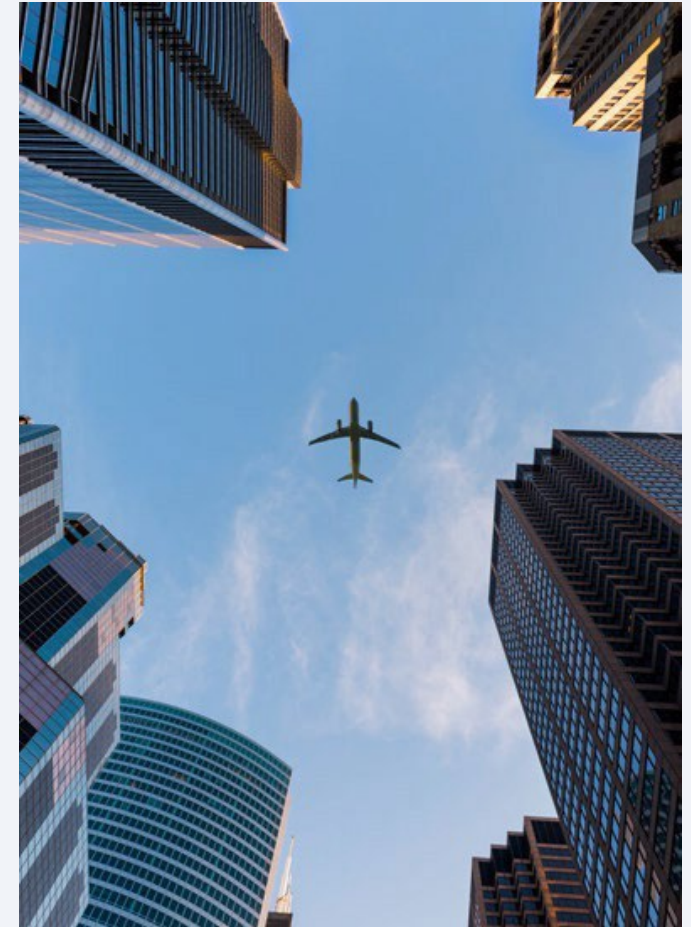
APBP shall ensure fair treatment, equality of opportunity and diversity in the workplace.

Business ethics

APBP shall conduct its business in accordance with the highest ethical standards and shall not engage in business practices which are or appear to be corrupt or unlawful. It shall comply with all applicable anti-bribery and anti-corruption laws and regulations, including the UK Bribery Act 2010 and the US 1977 Foreign Corrupt Practice Act (FCPA). It shall not solicit, accept, offer, provide or authorise bribes of any kind, either directly or indirectly. It shall not make any payment or give anything of value (including gifts or hospitality) to any person in connection with Air Partner's business in order to improperly influence any person, business decisions or to obtain a business advantage.

APBP shall be opposed to all forms of money laundering and funding of terrorism, shall only be involved in legitimate business activities and handle funds from legitimate sources. It shall have adequate processes in place to detect and stop any transactions aimed at laundering money.

APBP shall ensure that its private or business interests do not conflict with its commitments to Air Partner and Air Partner's best interests. APBP shall give notice to Air Partner in writing of any potential conflict of interest and agree with Air Partner in advance how the conflict may be resolved.



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Trade Compliance

APBP shall comply with all applicable export and international trade licensing requirements and restrictions imposed by the governments of the UK, US, and the European Union, as well as by international organisations such as the United Nations. It shall not do, be involved or facilitate any Air Partner-related business or transactions with prohibited companies, individuals and countries, and shall apply for the relevant government licences where required. It shall have in place adequate processes and carry out adequate due diligence to ensure compliance with these requirements.

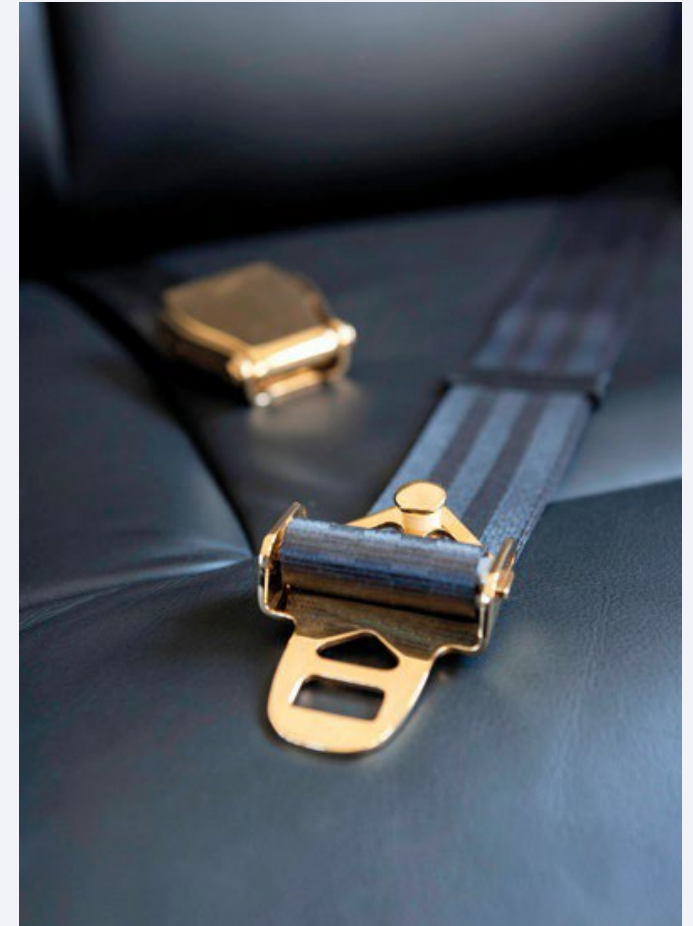
Fair competition

APBP shall compete fairly and shall not cause or be part of any breach of applicable competition laws and regulations, such as unlawful cooperation on price, market sharing or other unlawful restrictions on trade.

Protection of confidentiality and personal data

APBP shall keep secure and confidential, with the highest standards of care, all non- public, business sensitive information and personal data it holds related to Air Partner, Air Partner's business interests or customers.

APBP shall only use such information and data for purposes and in ways agreed in advance with Air Partner. When processing, using, transferring, accessing, retaining and storing personal data it shall comply with all applicable privacy and data protection laws, including the General Protection Regulation (GDPR) and the UK Data Protection Act 2018.



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Environment and communities

APBP shall encourage the efficient use of natural resources and recognise its responsibility to work within environmental limits, promoting the protection of the environment, reduce any negative impact of its operations and its carbon footprint.

APBP shall consider and support in all its decisions the social and economic wellbeing of the communities in which it operates. APBP will seek to contribute positively to communities wherever it works through the service provided.

APBP will respect the traditions, cultures and laws of the countries in which it operates, taking into account the concerns of the wider community, including both national and local interests. APBP will listen to the concerns of local communities and, wherever possible, will act to mitigate them.

Reporting a breach or concern

Should APBP be aware of a potential or actual breach of this Code by any of its employees or representatives related to Air Partner's business, or wish to raise any serious concern it may have regarding the way in which it, Air Partner, or any of its employees or representatives are conducting business, it shall promptly notify its concern at the following confidential email address: speakout@airpartner.com. or write on a confidential or anonymous basis to Air Partner's General Counsel and/or Chief of Human Resources, at Air Partner Limited, 2 City Place, Beehive Road, Gatwick, RH6 0PA, United Kingdom.

