NATIONAL JET EXPRESS

Code of Conduct

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1. Application

This Code of Conduct (***Code***) applies to all executive and non-executive directors, officers, employees and contractors, including contracted airport agents and their staff (collectively, ***Employees***) of National Jet Express Pty Ltd ***(Company)*** and its subsidiaries from time to time (together the ***Group***). It also applies to NJE's suppliers where appropriate.

2. Reason for the Code of Conduct

The objectives of the Code are to ensure that:

- High standards of corporate/social responsibility and individual behaviour are observed by all Employees in the context of their employment with the Group. This extends also to actions taken outside of the work environment by Employees in certain context;
- Employees are aware of their responsibilities to the Company under their contract of employment or other contractual arrangement and always act in an ethical and professional manner;
- Employees are aware of the consequences that may arise if they breach the policy; and
- All persons dealing with the Group, whether it be Employees, Shareholders, Suppliers, Clients or Competitors, can be guided by the stated values and practices of the Group as espoused in the Group Value Statement, this Code of Conduct and the various Group policies.

The Group is committed to complying with this Code and all Employees are required to uphold the Code and any associated relevant policies and procedures. Employees must at all times comply with both the spirit as well as the letter of all laws which govern the operation of the Group and the principles of this Code. Further, Employees must always use due care and diligence when fulfilling their role or representing the Group and must not engage in any conduct likely to bring discredit upon the Group.

This Code applies during and outside working hours, and irrespective of whether Group resources are or are not being used.

The Company has a right to regulate "out-of-hours" conduct if such conduct has a relevant connection to the nature of employment. The legal guidelines are:

a) Whether the conduct, viewed objectively, is likely to cause serious damage to the relationship between the Employee and Employer;

b) Whether the conduct damages the Employer's interests; or

c) Whether the conduct is incompatible with the Employee's duty as an Employee.

3. Conduct Expected of Employees

3.1 Corporate Reputation

All Employees must behave in a professional manner at all times and not engage in any behaviour which brings the Group into disrepute, whether at work premises, in public or on social media (please refer to the **Social Media Policy** for the relevant rules and prohibitions), so long as they can be identified as a NJE Group Employee. In particular, **staff must not speak to the press or the media about Company matters unless duly authorised**.

Examples of other non-permitted "public" behaviour include, but are not limited to:

- Being under the influence of drugs or alcohol in public in NJE uniform or when performing Company business;
- Making disparaging remarks about the Group on social media while being identified as a NJE Group Employee;
- Making disparaging remarks about someone's sexuality, race or religion in public while in NJE uniform or when performing Company business or on social media while being identified as a NJE Group Employee.

3.2 Conflict of Interest

A Conflict of Interest (**COI**) situation is one that has the potential to undermine the impartiality of a person because of the possibility of a clash between a person's self-interest and the interest of the Group. The Employee's ability to act impartially is not relevant and what is pertinent is the potential for a conflict.

All Employees must:

- Act honestly and in good faith at all times and in a manner which is in the best interests of the Group as a whole.
- Conduct their private activities in a manner that is lawful and does not give rise to any actual or perceived conflicts of interest between the Employee's private interests and those of the Group and its clients.
- Where the Employee becomes aware that there is a potential COI situation that could affect a decision or action which the Employee has influence over including, but not limited to, the following situations:
    - the COI could potentially affect the hiring, promoting or direct supervision of a relative, partner or close personal friend; or
    - transactions that involve lending or borrowing personal funds to or from a subordinate or manager or any other person whom the Employee has influence over or has influence over the Employee; or
    - the awarding of contracts/orders to suppliers and contractors, then

the Employee must declare immediately to the Management Committee (MC) or the company secretary at companysecretary@nje.aero and must refrain from making any decision or taking any action related to the situation until the COI has been duly reported or disclosed and approval obtained for the decision/action.

- Report all instances where there is a potential COI even if no impending decision or action to be taken by the Employee.

- Adhere to the following policies which have a bearing on conflicts of interest:
  - The Group's Compliance Statement
  - The Group's Anti Bribery and Corruption Policy
  - The Group's Notification of Other Employment Policy.

3.3 Corporate Opportunities

An Employee must not take advantage of property, information, or other opportunities arising from the Employee's position in the Group:

- For personal gain;
- To achieve personal objectives;
- To achieve objectives that are not aligned with the Group's objectives; or
- To compete with the Group,

without prior approval from the MC.

Some examples of non-permitted activities are:

- Using company distribution channels for unauthorized communications (this includes but is not limited to emails, internal mail, notice boards and staff pigeon holes) without prior consent from Management;
- Using company vehicles for personal errands without Management approval;
- Engaging in business opportunities which arise due to an Employee's position in the Group.

3.4 Confidentiality

All Employees must:

- Not disclose any non-public information (whether specific to the Group or entrusted to it by others) except where disclosure is authorised by the MC or legally mandated.
- Not make improper use of any information acquired by virtue of being an Employee, including the use of that information for personal gain or the gain of another party, or in breach of a person's privacy.
- Adhere to the relevant rules and prohibitions of the **Social Media Policy** governing confidentiality.
- Not disclose trade secrets or corporate commercially-sensitive information, even after termination of employment.
- Observe the privacy of others in accordance with the **NJE Group Privacy Policy**.

3.5 Anti-Bribery and Corruption

All Employees must carry out their duties in an ethical and honest manner and strictly adhere to the principles of the **Group's Compliance Statement** as well as the **Group's Anti-Bribery and Corruption Policy** at all times.

3.6 Interactions with other Stakeholders

The Group aims to provide a work environment in which all internal and external stakeholders are treated equally and with respect regardless of race, religion, age, disability, gender, sexual preference or marital status.

In order to ensure that this occurs, the Group will from time to time maintain various policies governing such interactions. In particular, the Company has a **Group Harassment, Discrimination and Workplace Bullying Policy and Procedure**. The Group has zero tolerance for violations to this Policy.

It is to be clearly understood that specific work requirements could lead to certain selection policies that could be construed as discriminatory. For example, there is a height requirement for Cabin Crew by the very nature of the job to be performed. Such discrimination is lawful and does not violate the principles of non-discrimination.

Employees must familiarise themselves with all policies and ensure that they comply with them in all work-related interactions which extends to interactions with both internal and external stakeholders.

There are also other anti-social and anti-establishment behaviour which the Group will not tolerate, and which could result in dismissal:

- Using profane language in the work environment;
- Acts of violence;
- Deliberate insubordination or defiance of authority.

3.7 Compliance with Laws and Regulations

Employees must always act in compliance with all applicable laws and regulations. In addition, it is expected that all Employees will act in compliance with this Code and the Group's other policies as applicable.

In particular, **NJE's Drug and Alcohol Management Plan (DAMP)** is approved by CASA and is legally enforceable.

Any Employee who refuses to undertake a test required by the DAMP without a compelling reason will be stood down immediately and suspended on no pay, and will be required to provide a written explanation within seven (7) days of their refusal to submit to the DAMP test. Unless a disciplinary board finds a compelling reason to act otherwise, dismissal will be the normal outcome.

3.8 Whistle Blowing

It is the duty of all staff members to report any actual, potential or suspected breaches of law/regulations, this Code or the Group's other policies and manuals to a Management Committee member or to the Company Secretary at CompanySecretary@nje.aero.

The Group is committed to whistle blower protection and will ensure that an Employee is not disadvantaged or discriminated against for reporting unacceptable behaviour in good faith in accordance with the **Group's Whistle Blowing Policy**. Where possible, confidentiality will be observed and privacy protected.

Employees that disadvantage or discriminate against a person making a report under the Code of Conduct will be judged to be in breach of the Code and disciplined accordingly.

4. Just Culture

The Group practices and applies the principle of Just Culture when investigating and adjudicating disciplinary matters. The following is an explanation of the principle and its application in the NJE Group, which is consistent with the definition promulgated in the **NJE Safety & Quality Manual (NSQM)**.

Just Culture seeks to encourage all Employees to self report all instances of errors, mistakes, negligence and wrongful/illegal acts/omissions or practices with regard to the Policies of the Group, promulgated operational procedures, approved company manuals and prevailing laws and regulations. Such a culture seeks to uncover all mistakes made so that the Group and Employees can benefit by learning from them, resulting in a safer and more secure environment. Just Culture seeks to move away from a culture solely of blame to a culture of accountability and learning.

During the investigative process, the individual's experience, qualification and training will be taken into consideration when deciding on the level of accountability and/or responsibility.

Just Culture does not absolve culpability and the findings on culpability will not differ whether the matter is self-reported or discovered through other means. However, Just Culture principles will lead to a much lighter disciplinary measure taken by the Group when the matter is self-reported. This is similar to the legal/justice system where self-reporting of a crime does not change a court's verdict but will be a strong mitigating factor in the sentencing and can lead to a reduced or suspended sentence.

However, this does not apply to acts of gross negligence, recklessness, and wilful and destructive acts or omissions. Further, the curtailing of an individual's aviation/professional privileges or qualifications until such time that the individual could demonstrate the required competency and/or knowledge is not considered discipline or punishment.

The Group expects and encourages all Employees to self report all errors, mistakes, negligence and wrongful/illegal acts or practices and commits to responding in a compassionate and supportive manner in accordance to the principles of Just Culture.

5. Compliance with the Code

The MC, in conjunction with the Chairman, have responsibility for monitoring and ensuring compliance with this Code, including the conduct of regular reviews of operations and general compliance. Any queries in relation to this Code must be referred to the Company Secretary.

Failure by Employees to comply with this Code is taken very seriously and may result in severe disciplinary action, including the termination of employment.