



SOUTHERN CROSS
A V I A T I O N

**DOING BUSINESS
WITH
SOUTHERN CROSS
AVIATION
PROGRAM**

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Appendix A – Definitions

I. INTRODUCTION

Welcome to the *Doing Business With Southern Cross Aviation* Program (“DBSCAP”). One of Southern Cross Aviation’s (“SCA”) founding principles is that of developing long-term relationships with each of our customers, suppliers, and partners. We work extremely hard at maintaining a high level of confidence, trust, and communication. SCA is committed to an integrity-based environment.

The provisions set forth in this document apply to all SCA partners, suppliers, subcontractors, and agents, as well as the employees and management teams of those entities (collectively, our “Business Partners”). The provisions set forth in this document apply equally to Southern Cross Aviation LLC’s employees and management team.

This Program provides information, guidelines, and expectations. In an effort to ensure that Business Partners adhere to this Program, we request that, when asked, information and/or supporting documentation be provided to SCA within a reasonable timeframe (no more than a week or 5 business days.)

Successful business partnerships begin with mutual respect. SCA expects its employees to treat all Business Partners, and their employees, with a high level of professionalism and respect in all business dealings. We expect the same from our Business Partners.

Southern Cross Aviation LLC hereby adopts the Code of Conduct (Section II) with respect to all commercial transactions, whether local or international.

We welcome you to the Southern Cross Aviation Family and look forward to working with you, our Business Partner.

Patrick Hosmann

President

Ricardo Carvalho

Director of Sales & Marketing

Fred Guido

Director of Operations

II. CODE OF CONDUCT

Southern Cross Aviation has adopted the TRACE Code of Conduct in order to ensure the utmost confidence with our Customers and Business Partners through integrity, transparency, and accountability in all business dealings. We expect our Business Partners to adhere to a similar Code of Conduct based on integrity, transparency, and accountability adhering to the highest standards of business ethics.

a. BUSINESS PARTNERS

One of Southern Cross Aviation's founding principles is that of developing long-term relationships with our Business Partners. SCA works extremely hard at maintaining a high level of confidence, trust, and communication. SCA is committed to an integrity-based environment. We evaluate our Business Partners to the same ethical standards we place upon ourselves.

b. GOVERNMENT

SCA is committed to compliance with legal, regulatory, and contractual obligations that apply to our government contracts, both as a Prime and Subcontractor. SCA adheres to the Federal Acquisition Regulation (FAR), Defense Federal Acquisition Regulation Supplement (DFARS), Agency specific requirements, and all public laws. SCA has established procedures which are government contract specific. SCA flows down all applicable legal, regulatory, and contractual obligations to its Business Partners, as required, and expects Business Partner adherence to ensure compliance.

III. COMPLIANCE WITH LAWS

Neither Southern Cross Aviation, LLC, nor anyone acting on behalf of Southern Cross Aviation LLC, nor any of SCA's Business Partners, may, directly or indirectly, break or seek to evade the laws or regulations of any country in, through, or with which Southern Cross Aviation or its Business Partners seeks to do business. An illegal act is a "custom business practice" in any country is not sufficient justification for violation.

SCA and its Business partners are expected to maintain compliance to all laws and regulations applicable to their business, including any international laws and regulations which may apply, in addition to U.S. applicable laws and regulations.

IV. PROTECTING PROPERTY

SCA and its Business Partners are expected to protect company-owned, customer-owned, and/or government-owned assets from loss, damage, misuse, theft, and waste through responsible business-related use only.

V. INFORMATION PROTECTION

a. Confidential/Proprietary Information

SCA and its Business Partners are required to properly manage confidential or proprietary information, Personally Identifiable Information (PII), any Federal Government Controlled Unclassified Information (CUI/FUI), and any export-controlled information. Information may not be used for any purpose other than the business purpose for which it was provided unless prior authorization is received from the owner of the information.

b. Intellectual Property

SCA and its Business Partners are expected to comply with all laws governing intellectual property rights, including protection against disclosure, patents, copyrights, and trademarks.

c. Information Security

SCA and its Business partners are expected to protect confidential and proprietary information of others, including PII, from unauthorized use, access, destruction, modification, and disclosure, through appropriate physical and electronic security measures. Adherence to all applicable data privacy laws applies to SCA and Business Partners, as well as any subcontractors to either.

VI. Cybersecurity

A Risk-Based cybersecurity program is the foundation for mitigating threats to information systems, products, services, and supply chains. SCA and its Business Partners are expected to address cybersecurity in a manner that safeguards information and systems from unauthorized use, access, destruction modification, or disclosure. Both SCA and its Business Partners are expected to comply with all regulatory cybersecurity requirements, including when required, NIST 800-171A Rev. 2 or 3, and/or CMMC.

Business Partners are expected to implement cybersecurity measures that mitigate the risk of the introduction of viruses or a breach of SCA's IT security, whether through email or document transmission.

VII. Record Management

SCA and its Business Partners are required to create and maintain accurate records. Under no circumstances should any recorded entry be altered in an attempt to conceal or misrepresent the underlying transaction represented by it. All traceability records made or received as evidence of business transaction must fully and accurately represent the transaction or event being documented including, but not limited to, purchase orders, customer orders, and other documents related to the business transaction. All records must be maintained for a minimum of 10 years, whether or not needed to conduct current business.

SCA reserves the right to audit at any time any record maintained by Business Partner, pertaining to SCA conducted business. Business Partners are expected to cooperate with SCA internal investigations or audits, if required.

VIII. HUMAN RIGHTS

SCA believes in the treatment of all persons with respect and dignity, encourages diversity, remains receptive to diverse opinions, and promotes equal opportunity. As such, SCA expects itself and its Business Partners to foster an inclusive and ethical workplace environment with adherence to human rights policies and applicable laws related to human rights.

a. WORKPLACE

SCA expects itself and its Business Partners to maintain a positive, respectful, productive safe work environment. Questionable behavior, whether by or against an SCA employee, or by or against a Business Partner will not be tolerated and should be reported immediately to SCA Management Team.

b. CHILD LABOR

SCA does its due diligence to ensure that illegal child labor is not used in the performance of any work or manufacturing of any product. SCA only supports the use of legitimate workplace learning or apprenticeship programs for the educational benefit of young people, which comply with all laws and regulations, and will not do business with those who abuse systems. In the absence of local law, the wage rate for workers, interns, and apprentices shall be at least the same wage rate as other entry-level workers performing equal or similar tasks. If child labor is identified, remediation is required.

c. HUMAN TRAFFICKING/MODERN SLAVERY

Measures to combat modern slavery in the supply chain are a cornerstone of an Ethical Business. SCA expects itself and its Business Partners to adhere to regulations prohibiting human trafficking and forced or compulsory labor through compliance with all applicable local laws in the country or countries in which they operate or conduct business. This requirement should be flowed down to all subcontractors as well.

SCA strives to ensure that every person involved in making the products we distribute or providing services through SCA is treated with respect and dignity.

Any adverse human rights impact to SCA or its Business Partners should be promptly addressed and disclosed to the appropriate parties/authorities. Employees should be educated on prohibited trafficking activities as well as possible signs of human trafficking. SCA and its Business Partners should have a zero-tolerance policy for any employee or Business Partner found to have knowingly violated the law or regulations. All parties are specifically prohibited from the following in all business transactions:

- Destroying, concealing, or confiscating identity or immigration documents
- Using misleading or fraudulent tactics in recruiting
- Charging recruitment fees or providing inadequate housing based on local standards, laws, and directives.
- Failing to provide employment contracts and other documentation in the employee's native language; and
- Failing to provide return transportation upon the end of employment for employees brought to the country for the purpose of working on a U.S. Government contract or subcontract.
- Failing to interview and protect employees suspected of being trafficking victims or witness to prohibited activities.

SCA and its Business Partners will cooperate with all legal requirements regarding policy transparency (including, for example, any future anti-trafficking initiatives similar to the California Transparency in Supply Chains Act) that call for companies to disclose their efforts to ensure that their supply chains are free of forced labor and other human trafficking-related activities.

For any Business Activities, subject to FAR 52.222-50, please see Southern Cross Aviation LLC's HUMAN TRAFFICKING POLICY AND COMPLIANCE PLAN. (available by request)

IX. EMPLOYMENT PRACTICES

a. Harassment

SCA expects itself and its Business Partners to ensure employees are provided an employment environment that is free from physical, psychological, and verbal harassment, or other abusive conduct.

b. Non-Discrimination

SCA extends equal opportunity, without regard to any status protected by law, including race, religion, color, sex (including pregnancy, sexual orientation, and gender identity), national origin, disability, age, genetic information, uniformed service, veteran status, or any other status protected under applicable federal, state, or local laws. SCA expects its Business Partners to extend similar equal opportunities as required by applicable federal, state, or local laws in the location of where business is conducted.

c. Wages, Benefits and Hours

SCA expects itself and its Business Partners to pay their workers at least the minimum compensation required by applicable local law and regulation and provide all legally mandated benefits in a timely manner. Full compliance with all applicable labor laws in regard to wages, work hours, vacation time, overtime and holidays is also essential.

d. Immigration Laws Compliance

SCA expects itself and its Business Partners to only engage workers who have a legal right to work. SCA complies with the Immigration Reform and Control Act of 1986 and Immigration Act of 1990.

e. Substance Abuse

SCA expects itself and its Business Partners to maintain a workplace free from illegal use, possession, sale, or distribution of controlled substances.

f. Communications and training

SCA expects itself and its Business Partners to ensure employees receive all appropriate training, including but not limited to, Anti-corruption training, Cybersecurity training, International Trade Agreement Regulations, and any applicable laws, laws and regulations pertaining to their specific employee position.

X. Anti-Corruption

Southern Cross Aviation is immensely proud to have incorporated a framework associated with how business is managed by ensuring anti-corruption, confidentiality, integrity and securing the information that is important to the Company and our clients.

SCA expects itself, and all Business Partners, to perform due diligence to prevent and detect any corruption within its business affairs, including, but not limited to, partnerships, joint ventures, offset agreements, and consultant hiring.

SCA prevents bribery, facilitating payments, illegal payments, and kickbacks through consistent monitoring and auditing, concise communication, training, adequacy of procedures, including reviewing and updating as needed, and positively promoting SCA's whistleblower program.

a. Bribery

Neither Southern Cross Aviation, LLC, nor anyone acting on behalf of Southern Cross Aviation LLC, nor its Business Partners, may, directly or indirectly, offer or provide a bribe, and all demands for bribes must be expressly rejected.

SCA expects itself and Business Partners to comply with all anti-corruption laws, directives and/or regulations that govern operations in the countries in which they do business (i.e., U.S. Foreign Corrupt Practices Act and the U.K. Bribery Act.)

b. Facilitating Payments

Neither Southern Cross Aviation LLC, nor anyone acting on behalf of Southern Cross Aviation LLC, nor SCA's Business Partners shall offer or make facilitating payments to government officials in order to encourage them to expediate a routine governmental task that they are otherwise required to undertake.

Imminent threats to health or safety may be the exception but requires immediate reporting to appropriate authorities after the event and appropriate recording.

c. Illegal Payments

SCA and its Business Partners are expected to adhere to a policy of not offering an illegal payment to, or receiving an illegal payment from, any customer, supplier, acting agent for, representatives, or others. Adherence is expected even where such activity would not violate local law.

d. Kickbacks

Neither Southern Cross Aviation LLC, nor anyone acting on behalf of Southern Cross Aviation LLC, nor SCA's Business Partners may offer or accept a "kick-back" of any portion of a contract payment to employees of other parties to a contract or use other vehicles such as subcontracts, purchase orders, or consulting agreements to channel payments to government officials, political candidates, employees of other parties to a contract, their relatives of business associates.

SCA and its Business Partners are expected to comply with the requirements of the Anti-Kickback Act of 1986 and the Federal Acquisition Regulation (FAR) 52.203-7, as required.

e. Financial Accountability

SCA expects itself and its Business Partners to maintain complete and accurate financial records, ensuring that all transactions are properly, accurately, and fairly recorded in a single set of books.

XI. ANTI-TRUST AND Fair Competition

a. ANTI-TRUST

SCA does not participate in any action considered to be Anti-Trust which includes fixing pricing or rigging bids with competitors. SCA expects itself and its Business Partners to not exchange current, recent, or future pricing information with competitors, or to participate in a cartel.

b. FAIR COMPETITION

SCA expects itself and its Business Partners to promote and engage in fair competition at all times and to continuously to support ethical business practices.

XII. Gifts/Business Courtesies

SCA expects itself and its Business Partners to compete on the merits of their products and services. Using the exchange of business courtesies, such as meals, entertainment, hospitality, or payment of expenses, to gain an unfair competitive advantage, is considered unethical and not allowed. The offering or receipt of any gift or business courtesy should only occur if permitted by law and regulation within country of the recipient, do not violate the rules and standards of the recipients' organization, and are consistent with reasonable industry customs and standards.

The rules on offering or giving gifts to U.S. Government officials are significantly more stringent than gifts to commercial customers. Business Partners should understand that SCA employees (and others acting on behalf of SCA) are strictly prohibited from offering or giving any gift or other item of monetary value (with limited exceptions, such as individual gifts of less than \$20 in value and less than \$50 annually) to a government official with whom SCA conducts business. SCA relies solely on its commitment to the excellence and quality of our services and material as justification for Government business, regardless of whether at the local, state, or federal level.

XIII. INSIDER TRADING

SCA, its Business Partners, and any employee of either must not use material and non-publicly disclosed information obtained during the course of normal business relationship as the basis for securities trading or for enabling others to trade in the securities of any company.

XIV. CONFLICT OF INTEREST

SCA expects itself and its Business Partners to avoid all conflicts of interest or situations giving the appearance of real and/or perceived conflict of interest in business dealings. Should an actual or potential conflict of interest arise, all affected parties should be notified. This includes conflicts of interest between companies or the personal interests of close relatives, friends, or associates.

XV. ENVIRONMENT, HEALTH, AND SAFETY

a. Workplace

SCA has a prime directive of leading in Environmental Health and Safety (EHS) by empowering employees through education and training, identifying best safety practices, and continuous improvement. SCA expects its Business Partners to adhere to a similar EHS program.

SCA and its Business Partners shall adhere to all applicable laws, regulations and company policies and procedures related to EHS aspects within its own facilities. When the possibility of an EHS violation exists or a situation poses the potential for harm or imminent danger affecting employees, clients, business partners, or the public within SCA's or a Business Partners facility, there is an immediate responsibility to stop work and report the situation to appropriate persons without fear of retribution.

b. Environmental Sustainability

SCA has instituted several measures within its facilities to promote sustainable environmental consciousness. SCA is committed to continuing to build a more robust and inclusive Environmental Management Program that actively manages risk, conserves natural resources, and protects the environment. SCA attempts to align itself with Business Partners displaying a similar environmental mindset.

SCA expects itself and its Business Partners to comply with applicable environmental, health and safety laws, regulations, and directives with an emphasis on the protection of the health, safety, and welfare of personnel, visitors and others who may be affected by company activities.

SCA expects itself and its Business Partners to implement a responsible environmental policy in accordance with all applicable local, national, and global environmental laws, such as requirements around greenhouse gas emissions, chemical and use of hazardous materials, waste management and disposal, recycling, industrial wastewater treatment and discharge, air emissions controls, environmental permits, and environmental reporting.

Some examples of SCA's environmental policies include:

- Store and/or dispose of waste product appropriately.
- Adequately package products to reduce waste.
- Label parts and containers clearly, legibly, and indelibly.
- Adequate storage of Hazardous materials
- Recycling and reduction of packaging materials

XVI. International Trade Compliance

a. Security

When applicable, SCA and its Business Partners are encouraged to implement practices and procedures to ensure the security of their supply chains in accordance with the Customs-Trade Partnership Against Terrorism initiative of the U.S. Department of Homeland Security and local country Authorized Economic Operator (AEO) programs.

b. Export and Import

SCA and its Business Partners are expected to ensure business practices are in accordance with all applicable laws, regulations, and directives governing the export and import of parts, components, and technical data. Please refer to the SCA Export Manual (Rev. 2) for more specific information regarding SCA's EXPORT POLICY.

c. Anti-Boycott

SCA and its Business Partners may not participate in, cooperate with, or further the cause of any unsanctioned foreign economic boycott, in accordance with the Export Control Reform Act of 2019 (ECRA) and the 1976 Tax Reform Act.

d. Conflict Minerals / Russian Steel

SCA expects itself and its Business Partners to use due diligence to ensure that either material they are manufacturing or procuring from another manufacturer/supplier are responsibly manufactured.

- i. Conflict minerals include cassiterite, columbite-tantalite, gold, and wolframite (or their derivatives (tantalum, tin, and tungsten). Business Partners are expected to follow all federal laws and regulations regarding the use of any conflict minerals that may have originated in the Democratic Republic of Congo (DRC) or an adjoining country. Per the Securities Exchange Act of 1934, companies that manufacture or contract to manufacture products that contain conflict minerals must conduct due diligence on source and chain of custody of the applicable conflict minerals, and if required, file a report annually with the SEC by May 31st.
- ii. Business Partners are expected to perform their due diligence and certify that no Russian steel or iron products and associated ancillary services (as per Schedule 3B of “The Regulation”), as well as no iron and steel products processed in a third country (as per Part 1, 2 and 3 of Schedule 3B of “The Regulation”) are utilized in the manufacturer of their product or in any components used to manufacture said material, whether Business Partner is the manufacturer or a Supplier. (From UK.gov: [The Russia \(Sanctions\) \(EU Exit\) Regulations 2019](#) (the ‘Regulations’).
- iii. SCA assumes itself and its Business Partners have identified exposure to Russia/Ukraine measures and the related mitigation actions ensuring supply chain robustness and continuity together with the same level and extent of SCA’s commitment to be in compliance with any applicable export control laws, regulations, relevant trade restriction, sanctions laws, and embargoes, including but not limited to the EU Reg. 833/2014 a.a., as last amended by EU Reg. 1214/2023 of Jun 23rd, 2023. Particular attention should be paid, amongst others, to EU Reg. 833/2014 a.a. articles 3g1 and 5k.

- iv. To avoid any exposure to Russia/Ukraine sanctions laws as well as any supply chain disruptions, SCA recommends Business Partners notify in a timely manner non-compliance to the e-mail address quality@scross.com with decisions and measures issued by the relevant designated Authorities on sanctions in the event Business Partner or its supply chain is in breach of any trade restriction.

XVII. Quality

SCA's is committed to the highest quality and safety standards. SCA's Quality Management System is based on ISO 9001:2015/AS9120 standards and ASA-100 Standards which include quality assurance processes to identify defects or quality issues and confirm accuracy of traceability of material; and implements corrective actions and process improvements, when needed. SCA utilizes its QMS system to facilitate the delivery of a product or service that meets or exceeds contractual quality requirements. SCA expects its Business Partners to have a Quality Management System in place that is, at a minimum, equivalent to Industry standards and ensures delivery of conforming product.

SCA reserves the right to review a Business Partner's Quality Management System. Business Partner's providing special processing must maintain a system for validating said processes within their QMS system and ensure that all special processes are performed by qualified personnel. Customer-directed sources must operate in accordance with approved specifications and standards as dictated by and controlled by the customer in question.

SCA reserves the right of access by SCA, our customer and any regulatory authority to applicable areas of the facility, at any level of the supply chain, involved in the order and to all applicable records. SCA reserves the right to designate requirements for inspection/verification, investigation, or auditing.

At a minimum, a Business Partner's Quality Management System should:

- a. Ensure the delivery of conforming product.
- b. Notify SCA of nonconforming product.
- c. Obtain SCA approval for nonconforming product disposition.
- d. Prevent use of suspected counterfeit parts and/or suspected unapproved parts (See XVIII for additional requirements).
- e. Notify SCA of changes in products and/or process, changes of sub-tier suppliers, and changes to manufacturing and/or repair/overhaul facility locations.
- f. Flow down to external providers all applicable requirements, including customer requirements, tests, inspection plans, verifications, use of statistical techniques for product acceptance, and any applicable critical

items including key characteristics, as they are flowed down and/or approved by SCA.

- g. Ensure their personnel are aware of their contribution to product conformity, product safety, and the importance of ethical behavior (as documented throughout this document).

All Business Partner providing Calibration Services must:

- a. Maintain Certification to ISO17025, ISO10012-1, ANSI Z540-1 (or equivalent) or be otherwise approved by Southern Cross.
- b. Provide reporting of “As Found” and “As Left” status if the item is found to be out of tolerance.
- c. Identify Calibration Standards used.
- d. Utilize Calibration Standards traceable to NIST.

Business Partners registered or certified to an Industry Standard such as ISO9001, AS9100, AS9120, ASA-100, ISO17025, FAA Part 145, EASA Part 145, FAA Part 21, etc., must notify SCA of any changes to that certification.

Business Partners are reviewed and monitored for On-Time Delivery and Quality Performance as part of the DBSCAP.

XVIII. Counterfeit Part/Suspect Parts

SCA is committed to ensuring that counterfeit/suspect parts do not enter the supply chain from SCA’s point of entry. SCA expects itself and its Business Partners to have developed and implemented methods and processes appropriate to the products to minimize the risk of introducing counterfeit parts or suspect parts or materials into deliverable products. Effective processes should be in place to detect suspicious material that excludes said material from the delivered product and notify the recipient if and when warranted.

XIX. Ethics Program

a. Whistleblower Protection

SCA provides and expects its Business Partners to provide employees with avenues for raising legal or ethical concerns without fear of retaliation. SCA and its Business Partners are expected to take action to prevent, detect, and correct and retaliatory actions, in addition to providing any legally required notice of whistleblower rights to employees.

SCA supports a “Whistleblower” Policy in regard to the DBSCAP. Business Partners and/or their employees are encouraged to work with their SCA primary contact in relation to any possible violation or questionable behavior. If that is not possible or appropriate, please reach out to quality@scross.com.

SCA maintains confidentiality to every extent possible and as regulated by law. SCA does not tolerate any retribution or retaliation taken against any individual who has, in good faith, sought our advice or reported a possible violation of the DBSCAP; nor, does SCA tolerate the invention of a violation to retaliate against an employer, former or current. SCA takes all reports seriously and will investigate to the maximum extent possible to ensure compliance with the DBSCAP.

b. Consequences

In the event of violation of any of the above expectations, SCA reserves the right to pursue corrective action to remedy the situation, whether through audits and/or Corrective Action Report. In the case of a violation of law or regulation, SCA may be required to report those violations to the proper authorities.

SCA reserves the right to terminate any relationship with Business Partner for failure to comply with the DBSCAP.

c. Ethics Policies

Commensurate with the size and nature of their business, SCA expects its Business Partners to have a management system in place to support compliance with laws, regulations, and the expectations related to or expressly addressed within the DBSCAP.

SCA encourages its Business Partners to implement their own written management method that flows down these or similar principles and expectations to the entities that furnish them with goods and services.

XX. Force Majeure

Southern Cross Aviation, LLC shall not be liable for any failure to perform its obligations under this Agreement resulting directly or indirectly from or contributed to by any acts of God, acts of Buyer, acts of civil or military authority, priorities, fire, strikes or other labor disputes, accidents, floods, epidemics/pandemics, war, riot, delays in transportation, lack of or inability to obtain raw materials, components, labor, fuel or supplies, or other circumstances beyond Southern Cross Aviation's reasonable control.

APPENDIX A – DEFINITIONS

Bribery: Any offer, promise, or gift of any pecuniary or other advantage, whether directly or through intermediaries, to a public official, political party, political candidate or party official or any private sector employee, in order that the official or employee act or refrain from acting in relation to the performance of their duties, in order to obtain or retain business or other business advantage.

Kick-back: A particular form of bribe which takes place when a person entrusted by an employer or public function has some responsibility for the granting of a benefit and does so in a way that secures a return (kickback) of some of the value of that transaction or benefit for that person without the knowledge or authorization of the employer or public bod to which the person is accountable.

Illegal Payment: The receipt, payment, and/or promise of monies or anything of value, directly or indirectly, intended to exert undue influence or give improper advantage.

Child: The term “Child” refers to any person under the minimum legal age for employment where the work is performed.