



EAST AIR CODE OF CONDUCT & ETHICS

1) Introduction

- a) The East Air Code of Conduct & Ethics (Code) is the East Air principal corporate governance Policy. The Code governs the conduct of East Air Corporation and its Officers, Directors, employees, consultants and all other people when they represent East Air.
- b) This Code deals with:
 - General Principles
 - Compliance with Laws and Regulations
 - Political Contributions
 - Unacceptable Payments
 - Giving or Receiving Gifts
 - Protection of East Air Assets
 - Proper Accounting
 - Dealing with Auditors
 - Unauthorized Public Statements
 - Conflict of Interest
 - Use of Inside Information

2) General Principles - Compliance with Laws and Ethical Standards

- a) East Air, its subsidiaries and associated entities (East Air), Officers, Directors, employees, consultants and all other people when they directly or indirectly represent East Air must comply, at all times, with all laws governing its US and international operations. They must also conduct East Air' operations in keeping with the highest legal, moral and ethical standards.
- b) Performance of Duties by East Air Employees
 - i) All Officers, Directors and employees of East Air, its subsidiaries and associated entities (East Air Employees) must conduct the business of East Air with the highest level of ethics and integrity. This obligation applies particularly to dealings with shareholders, customers, suppliers, competitors, governments, regulators, other East Air Employees and all others stakeholders.
 - ii) East Air Employees must, at all times, act:
 1. ethically, honestly, responsibly and diligently;
 2. in full compliance with the letter and spirit of the law and this Code; and
 3. in the best interest of East Air.



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- c) Breach of the Code
 - i) Any breach of applicable laws, prevailing business ethics or other aspects of this Code will result in disciplinary action. Such disciplinary action may include (depending on the severity of the breach) reprimand, formal warning, demotion or termination of employment.
 - ii) Similar disciplinary action will be taken against any supervisor or manager who directly approves (and/or condones) such breach or has knowledge of the breach and does not immediately take appropriate remedial action.
 - iii) Breach of applicable laws or regulations may also result in prosecution by appropriate authorities. East Air will not pay, directly or indirectly, any penalties imposed on an East Air Employee as a result of a breach of law or regulation. East Air will also not pay the legal costs of an East Air Employee convicted of breaching such law or regulation.

- d) Reporting Breaches of the Code
 - i) All East Air Employees must report immediately any circumstances which may involve deviation from this Code to an appropriate General Manager, Group General Manager, Executive General Manager, the Controller, the Chief Financial Officer, the Chief Executive Officer or the Chairman. Any East Air Employee concerned about possible repercussions should make their report under the East Air Protected Disclosures Policy. The internal and external auditors of East Air are responsible for reviewing the operations of East Air. Part of this review will be to report to the Board any breaches of this Code which they detect.

- e) Compliance with the Code – East Air Representatives
 - i) Any East Air Employee who deals with agents, contractors or consultants who represent East Air must make them aware of this Code and that East Air expects them to conduct their business in accordance with this Code. All new or replacement contracts with agents, contractors or consultants must include a clause requiring the agent, contractor or consultant to comply with the "East Air Code of Conduct & Ethics".



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- f) Compliance with Laws and Regulations
 - i) East Air Operations – Compliance with Laws: The operations of East Air must, at all times be conducted in compliance with all laws and regulations applicable in United States and in the jurisdiction in which operations and activities are being undertaken.
 - ii) Observing the Letter and Spirit of the Law: Compliance with the law means observing the letter and spirit of the law as well as managing the business of East Air so that East Air and East Air Employees are recognized as "good corporate citizens" at all times.
 - g) Interpretation of Laws: It is recognized that, in some cases, there may be uncertainty about which laws and regulations are applicable and there may be difficulties in interpretation. In such circumstances, East Air Employees must seek advice from the East Air Legal Department to ensure compliance.
- 3) Political Contributions**
- a) Political contributions (to any government official, political party, political party official, election committee or political candidate) must not be made directly or indirectly on behalf of East Air without the prior approval of the Board.
- 4) Unacceptable Payments**
- a) Prohibited Payments
 - i) Bribes, kickbacks, inducements or similar payments must not be made to or for the benefit of any government official (of any country), customer, supplier or any other party in connection with obtaining orders or favorable treatment or for any other purpose.
 - ii) This prohibition extends not only to direct payments but also to indirect payments made in any form through distributors, representatives, consultants, agents or other third parties.
 - iii) East Air Employees must not seek or accept any type of compensation, fee, commission or gratuity from a third party in connection with the operations of East Air.
- 5) Giving or Receiving Gifts**
- a) Circumstances where Receiving a Gift is Prohibited
 - i) East Air Employees must not give, seek or accept in connection with the operation of East Air any gift, entertainment or other



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personal favor or assistance which goes beyond common courtesies associated with accepted ethical and general commercial practice.

- b) Purpose
 - i) The purpose of paragraph 5ai is to ensure that the offer or acceptance of a gift cannot create an obligation or be construed or used by others to allege favoritism, discrimination, collusion or similarly unacceptable practices by East Air.
 - ii) For avoidance of doubt, any gift received by an East Air Employee (or series of gifts from the one party) which might, as a matter of judgment, fall outside paragraph 5a, must be reported to the Controller with full details of the background of the gift.

6) East Air Assets

- a) East Air Employees are responsible for taking all prudent steps to ensure the protection of East Air assets and resources. In particular, East Air Employees should take care to minimize the possibility of theft of East Air property by any person.
- b) East Air Employees must ensure that East Air assets and resources are used only for the purposes of East Air and in accordance with East Air Group Policies and any appropriate authorizations.

7) Proper Accounting

- a) East Air Employees must ensure that all East Air accounting records accurately and fairly reflect, in reasonable detail, the underlying transactions and all East Air assets, liabilities and any disposal of East Air assets.
- b) Accounting records must be maintained in accordance with the accounting standards set by the Corporations Act and the Financial and Accounting Policies issued by East Air.

8) Dealing with Auditors

- a) East Air Employees must fully co-operate with the internal and external auditors of East Air.
- b) East Air Employees must not make a false or misleading statement to the internal or external auditors of East Air and must not conceal any relevant information from the internal or external auditors of East Air.



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9) Unauthorized Public Statements

- a) East Air Employees must not, without authority, directly or indirectly state that they are representing East Air or its public position in respect of any matter.
- b) East Air Employees must not directly or indirectly engage in any activity which could by association cause East Air public embarrassment or other damage.

10) Conflict of Interest

- a) East Air Employees must not use their position for personal benefit independent from the business of East Air or to benefit any other business or person.
- b) East Air Employees must not take advantage of any property or information belonging to East Air, or opportunities arising from those, or personal benefit independent from the business of East Air or to benefit any other business or person.

11) Interest in Competitor or Supplier

- a) No East Air Employee, or any family member or companion over which the East Air Employee has influence, may directly or indirectly have an equity interest in, or have a significant beneficial connection with, any business or individual which competes with or is a supplier to East Air without the prior written consent of the Chief Executive Officer or his nominee. (The above prohibition would normally be waived in relation to employment by a competitor under normal commercial terms in non-commercially sensitive positions.)

12) Outside Business Activity

- a) East Air Employees must not engage directly or indirectly in any outside business activity involving commercial contact with, or work for the benefit of, East Air commercial customers, suppliers or competitors without the prior written consent of the Chief Executive Officer or his nominee.

13) Listed Entity Exception

- a) Ownership of shares in a listed entity which deals with or competes with East Air is not a violation of this Code provided the East Air Employee does not directly or indirectly own more than 1% of the shares in the listed entity.



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14) Use of Inside Information

- a) Non Disclosure of Confidential Information
 - i) East Air Employees must not disclose confidential East Air information to any third party without the prior consent of an appropriate Executive Manager or if required by law (after advising the East Air Legal Department).
 - ii) Confidential East Air Documents East Air Employees must maintain the confidentiality of all East Air documents and must not disclose any information contained within the documents to any third party without the prior consent of an appropriate Executive Manager or if required by law (following advice from the East Air Legal Department).
 - iii) East Air Employees must not use East Air information for the purpose of directly or indirectly obtaining personal gain.

15) Interpretation of this Code

- a) Any questions relating to the interpretation or enforcement of this Code should be forwarded to the Controller.