



Longview Aviation Capital Corp.

Code of Ethics & Business Conduct

Effective October 1, 2021

## **A. Introduction and Purpose**

Longview Aviation Capital Corp. (“Longview”) is committed to ethical business practice. Our goal is to demonstrate the best practices with regard to ethics and integrity in all of our dealings with customers, suppliers, governments and other stakeholders. This is a corporate priority and a shared responsibility by Longview and its respective owned or managed subsidiaries, including De Havilland Aircraft of Canada Limited, De Havilland Flight Operations Limited, Viking Air Limited, Viking Aerospace US Limited, Longview Aviation Services Inc., Longview Aviation Asset Management Corp., Longview Distribution Services Limited, 2219292 Alberta Limited (operating as Pacific Sky Training) and such other owned and/or managed subsidiaries as designated by Longview from time to time (collectively, the “Longview Entities” or the “company” and individually, a “Longview Entity”), including the Longview Personnel (as the term is defined below) of each of the Longview Entities.

This Code of Ethics and Business Conduct (the “Code”) explains the standards of behavior that each Longview Entity expects of the employees, officers and directors of each of the Longview Entities (collectively referred to as “Longview Personnel”), and in certain cases, of its suppliers, consultants, representatives and agents, in their daily activities and dealings with others. The Code cannot foresee every situation that might arise. Rather, it identifies guiding principles to help Longview Personnel make decisions consistent with Longview’s values and reputation.

## **B. Application of the Code**

Our Code, which sets the global standards for our business and activities, applies to all Longview Personnel, in every country and for each of the Longview Entities.

Management and employees are also expected to comply at all times with all other applicable Longview policies, directives and procedures. Suppliers, service providers and consultants of the Longview Entities are expected to adhere to the Longview Supplier Code of Conduct when dealing with or acting on behalf of a Longview Entity.

## **C. Governance of the Code**

The Longview Compliance Office has implemented a governance structure to ensure that the principles of this Code are observed, promoted and managed effectively throughout the organization. The Longview Compliance Office oversees Longview’s efforts to promote an ethical work environment and business practices of the highest ethical standards across each of the Longview Entities. You may contact the Longview Compliance Office at any time via email at [compliance@lvav.ca](mailto:compliance@lvav.ca)

All Longview Personnel holding managerial or leadership positions have a responsibility to ensure that the Code is actively distributed, understood and followed within their teams.

This Code will be reviewed annually by the Longview Chief Compliance Officer, who will recommend any material amendments to the Audit Committee of the Longview Board of Directors, for further recommendation to the Longview Board for approval. Amendments of a non-material nature may be approved by the Longview Chief Compliance Officer.

Each of the Longview Entities are required to post a copy of the Code on their local intranet and/or their publicly accessible website.

## **D. Reporting Violations or Concerns**

If you believe that a provision of this Code has been breached, or that you may have breached the Code, or if you have any questions or require any guidance on this Code, you should promptly bring the matter to the attention of one or more of the following:

- your manager or supervisor;
- your HR representative;
- a member of your Longview Entity's legal group (if applicable); or
- the Longview Compliance Office at [compliance@lvav.ca](mailto:compliance@lvav.ca)

**You may also file a report confidentially and anonymously through Longview's Reporting Hotline. This system is available 24 hours a day, 7 days a week, 365 days a year through any of the following channels:** through our web intake site at <http://lvav.ethicspoint.com>, through our mobile intake site at <http://lvavmobile.ethicspoint.com> or by telephone at 1-884-938-1635 (telephone only available in North America).

All reports regarding alleged violation or non-compliance with the Code that are received by managers, supervisors, HR representatives or legal team members or any other Longview Personnel are required to be reported to the Longview Compliance Office. The Chief Compliance Officer will review and assess the seriousness of each report and if determined appropriate, refer the matter to one or more of the following individuals at Longview to determine the appropriate response:

- Chief Executive Officer / Chief Transformation Officer;
- Chief Operating Officer;
- Chief Financial Officer;
- Vice President, Human Resources; and/or
- Chair of the Audit Committee of the Board of Directors

All reports and inquiries will be handled promptly and discreetly. You will not be penalized, dismissed, demoted or suspended and no retaliatory action will be taken against anyone for reporting or inquiring in good faith about potential breaches of the Code or for seeking guidance on how to handle suspected breaches.

## **E. Foundation of the Code**

### **(i) Committing to the Code**

Longview Personnel have a duty to follow the Code, regardless of their position or location. All Longview Personnel must read the Code and sign an acknowledgement that they understand the Code and commit to complying with it. Designated members of management of a Longview Entity may also be required, on an annual basis, to sign an acknowledgement that they have read and understood the Code and to indicate whether they are aware of any breach of the Code's provisions.

### **(ii) Ethical Core Values**

All Longview policies, including the Code, stem from our ethical core values. These common values must therefore shape and inspire all of our actions, behaviours and decisions and provide a benchmark for everyone.

#### **1. Integrity & Respect**

We behave with integrity and in an ethical manner in everything we do and say, thereby earning and maintaining the trust and respect of customers, stakeholders, suppliers, colleagues, partners and

communities. We achieve quality work when there is mutual respect among everyone. We value professional relationships that are based on respect for all individuals and organizations we do business with. Respect is essential in maintaining a healthy and thriving work environment for everyone.

## **2. Commitment to Excellence**

Our commitment is to demonstrate excellence in all spheres of our work and in our interactions with customers, shareholders, suppliers, colleagues, partners and communities. In addition, we commit to exercising judgment, professionalism, rigour, self-discipline, perseverance and team spirit.

## **3. Customer Orientation**

We promote a customer-centered culture that emphasizes outstanding service and commitments to our customers at every level of our organization.

### **F. Which Laws Apply?**

The Longview Entities engage in business activities in many countries around the world. As a result, we are subject to the laws of many jurisdictions, including nations, provinces, states, municipalities and international bodies. When local laws permit something that is prohibited by the Code, then our Code always prevails. If a conflict should arise between the applicable laws of different countries where we carry on business, or between the Code and any law or regulation, please contact the Longview Compliance Office for direction on how to proceed.

### **G. Our Responsibilities**

The key responsibilities associated with this Code are the understanding of and compliance with the Code by all Longview Personnel.

#### **(i) Responsibility of Employees**

As an employee of any Longview Entity, you are expected to:

- assist Longview in achieving its ethical core values to the best of your abilities, while making decisions consistent with the Code, and without compromise;
- have a basic understanding of the Code and review it from time to time. You should also have a detailed knowledge of the provisions that apply specifically to your job;
- participate in training sessions regarding the Code when made available to Longview Personnel;
- speak up and report potential breaches of the Code and assist with any internal reviews from time to time; and
- consult your team leader if you have any questions about the Code.

#### **(ii) Management**

The responsibilities of supervisors, directors, officers, managers and others who act in a supervisory and/or managerial capacity go beyond those of other employees. As a member of management, you are expected to:

- know the Code in detail and actively promote it in the workplace;
- lead by providing a model of high standards of ethical conduct, creating a work environment reflecting the content and the spirit of the Code;
- be vigilant in preventing, detecting and responding to any violations of the Code;
- protect those who report violations; and

- work with your Human Resources department to distribute the Code to Longview Personnel and collect the employee acknowledgements regarding the Code from your team when required.

### **(iii) Other Longview Policies and Procedures**

Policies issued by Longview or any other Longview Entity are subject to this Code. You have an obligation to follow all policies that apply to you, in addition to the content of this Code. If there is any discrepancy between the Code and a policy, the Code always prevails. If other policies to which you are subject address matters that are covered by this Code in greater detail or include additional obligations, restrictions or conditions, you are required to follow and comply with such additional obligations, restrictions or conditions.

### **(iv) Penalties for violations**

You must comply with and follow the laws and regulations of each legal system that applies to you and your work; if you do not do so, you may be held personally liable. Employees who break the law expose both themselves and the applicable Longview Entity to criminal penalties (such as fines and jail sentences) or civil sanctions (such as damage awards or fines). Failure to respect the letter or the spirit of the Code or the law may lead to disciplinary measures commensurate with the violation, including termination of employment.

## **H. Promoting a Healthy & Sustainable Workplace**

### **(i) Employment Practices**

Each Longview Entity treats its employees fairly, ethically, respectfully and with dignity. We promote equal employment opportunities without regard to any distinctions based on age, gender, sexual orientation, disability, race, religion, citizenship, marital status, family situation, country of origin or other factors in accordance with the laws and regulations of each country where it does business.

### **(ii) Harassment and Personal Security**

Longview is committed to providing a healthy and sustainable workplace that is free from harassment, bullying and victimization in the workplace, including all forms of sexual, physical, and psychological abuse. As an employee, you are entitled to, and are expected to preserve, a positive, harmonious, and professional work environment.

### **(iii) Health, Safety and the Environment**

The occupational health and safety of Longview Personnel and environmental protection are priorities of each Longview Entity and are regarded as a fundamental corporate social responsibility. We strive to reduce the impact of our activities and of the performance of our products on the environment. We also strive to adopt standards, procedures, contingency measures, and management systems to ensure that our operations are managed safely, ecologically and in a sustainable way.

To protect their own safety as well as that of their colleagues and communities, Longview Personnel undertake not to work under the influence of any substance that could impair their judgment or interfere with the effective and responsible performance of their duties.

## **I. Safeguarding Longview Property**

### **(i) Longview Property**

All Longview Personnel have a responsibility to be accountable for and safeguard the property and assets of each Longview Entity from theft, vandalism, loss, damage, or unauthorized use, copying, disclosure or disposal.

You should have the same care and attention for the property of each Longview Entity as you do for your own property. When the property of any Longview Property is taken off of company premises, the property must be kept secure at all times and should never be left unattended or without password protection.

All property and documents of any nature pertaining to activities of a Longview Entity that are in your possession or under your control are the property of the applicable Longview Entity. It is important to remember that this includes all computer equipment and any mobile device issued to you. In the event of termination of your employment for any reason or at any other time upon the request by a Longview Entity, you must immediately return such property. You must not tamper with, alter or delete any information or data from any employer-issued computer or other electronic device prior to its return.

### **(ii) Intellectual Property**

Arising out of or during your employment, you may contribute to the creation of work that has a commercial value, including a patentable invention or registerable trademark, copyright or industrial design, literary or artistic work, trade secret, business method or industrial processes (“Intellectual Property”). You have a duty to protect Intellectual Property, just as you have the obligation to respect the Intellectual Property of others.

Any such Intellectual Property developed, discovered or invented during the course of your work is the sole and exclusive property of the applicable Longview Entity and you shall assign the entire right, title and interest you may have in the Intellectual Property to the applicable Longview Entity. Each Longview Entity has the exclusive right to file patent applications or trademark, copyright or industrial design registrations in the name of the applicable Longview Entity or its affiliates in connection with the Intellectual Property. Where required, you are expected to cooperate with Longview and provide all necessary assistance in the filing and prosecution of such applications. Also, you wholly waive all moral rights that you may have in the Intellectual Property.

In simple terms, work produced for the use of a Longview Entity, by any Longview Personnel, during or outside working hours, on or off company premises, belongs to the applicable Longview Entity. Such information shall not be divulged to anyone other than authorized persons and is required to be used for the benefit of the Longview Entities only.

### **(iii) Protection of Confidential Data and Information**

Confidential data and information is information belonging to a Longview Entity that is not in the public domain. Confidential information includes information produced by any Longview Entity or obtained in confidence from a third party and covered by a non-disclosure agreement.

Examples of Confidential information are financial data, strategic plans, intellectual property, information on bids and proposals, personal employee information, legal documents and information on customers and suppliers. You are required to refrain from divulging confidential information to anyone other than the person or persons for whom the information is intended, unless you have specific authorization or are legally required to do so. This includes confidential information provided by suppliers and customers.

You are required to maintain such confidentiality at all times, even after leaving the employment of any Longview Entity. You should also exercise caution to avoid misusing or inadvertently disclosing confidential information. This includes: (a) keeping electronic and paper documents and files that contain confidential information in a safe place, and using passwords and other measures to protect the confidential information; (b) not discussing confidential matters where they could be overheard, for example, in public places such as elevators, hallways, restaurants, airplanes and taxis; (c) exercising caution when discussing confidential matters on cellphones or other mobile devices; (d) transmitting confidential documents by electronic means, such as by e-mail, only when it's reasonable to believe this can be done under secure conditions; and (e) avoiding unnecessary copying of confidential documents.

#### **(iv) Data privacy**

Data privacy protects personal data, which is any kind of information that can personally identify an individual or single someone out as an individual. You should only process this kind of data when necessary and for legitimate business purposes. We also invite you to read your Longview Entity's privacy statement or privacy policy.

### **J. Acting with Professionalism in our Communications**

#### **(i) Social Media**

Social media use is permitted if such usage follows pertinent guidelines elsewhere in this Code and does not have a detrimental effect on any Longview Entity or on the user's job performance and should be contained to breaks in work unless it is a function of your job.

Longview Personnel are forbidden from using social networks to post or display comments about co-workers, supervisors or the company that are vulgar, obscene, threatening, harassing, or a violation of federal or provincial legislation on discrimination or harassment.

Social media is not the place to discuss proprietary, non-public and confidential company information. Always be mindful of confidentiality when sharing anything online.

When appropriate, employees may disclose their relationship with the company in their online posts but must refrain from speaking on behalf of the company. You must never openly express a personal opinion (be it positive or negative) in the name of any Longview Entity on any social media platform. Only authorized Longview spokespeople are permitted to publicly represent the company.

Social media use is subject to the same workplace policies employees must follow in other situations, including but not limited the company's policies regarding harassment, discrimination, confidentiality, non-competition, and general Internet use.

#### **(ii) Communications with Others**

You should be truthful, straightforward and ethical in your dealings with others, and never intentionally mislead colleagues or third parties interacting with a Longview Entity. All Longview Personnel are expected to behave with others in a respectful and professional manner by using appropriate, professional language, both in written and verbal communications.

#### **(iii) Public Communication**

Communication with the media, regulators and other public institutions are the responsibility of designated spokespeople within Longview. If you receive an inquiry from any of these groups, you must refer them to an authorised spokesperson.

**(iv) Cyber-security**

You must actively protect the information of each Longview Entity by ensuring cyber-security across all your activities. If you witness any cyber-security incident, you have the duty to promptly report it to your manager or supervisor. In meeting your cyber-security obligations, you should: (a) set up strong passwords that cannot be easily guessed; (b) always lock your workstation when you leave your desk; (c) always be mindful of your environment and be careful not to inadvertently share confidential information; (d) immediately report suspicious messages or activity to your manager or supervisor.

**(v) Use of Longview IT Resources**

You must only use Longview IT resources, including email and Internet systems, for business purposes in support of Longview's activities. Any other use of our IT resources is not authorized. Remember that emails are susceptible to interception and create a permanent record.

All IT resources used for business purposes must be owned, leased or licensed by a Longview Entity unless otherwise approved by Longview. Only approved third party devices may be connected, directly or indirectly, to Longview IT resources (such as computers or network units).

**K. Upholding Sound Business Practices**

**(i) Anti-Corruption**

Soliciting, accepting or paying bribes or other illicit payments or benefits, for any unlawful, improper or unethical purpose (collectively "Improper Payment or Benefit Activities") are strictly prohibited. Longview Personnel may not under any circumstance solicit, accept or make a payment or other benefit, which may be considered an Improper Payment or Benefit Activity. In all jurisdictions, corruption is considered a criminal offense and is punishable under the relevant national and international anti-corruption laws, including by imprisonment and/or fines.

Further guidance on identifying and avoiding facilitation payments, bribes and other forms of Improper Payment or Benefit Activities is provided in the Longview Anti-Bribery and Anti-Corruption Policy.

**(ii) Gifts and Benefits**

Longview Personnel shall not authorize, offer or accept, provide or give, directly or indirectly, gifts, or benefits that are intended to influence, or appear to influence any organization or person having business dealings with any Longview Entity. These guidelines and the guidelines set forth in the Longview Anti-Bribery and Anti-Corruption Policy apply at all times and do not change during traditional giving events or seasons.

A gift or benefit can be any payment, gratuity, present, benefit or advantage (monetary or otherwise) that is offered or received, such as goods, equipment, personal discounts, cash, gratuities, stocks or shares. A gift or benefit could also include any form of social amenity, including travelling, accommodation or invitation that is offered or received such as meals, hotel stays, airline travel or tickets to sporting, cultural or social events.

While certain gifts and benefits may be customary ways of building business relations in a lawful manner, the acceptance or offer of substantial gifts from or to contractors, suppliers, vendors and/or community partners could be seen as presumptively fraudulent because of the potential to create undue influence. Gifts of cash or cash equivalent (such as a gift card) should not be authorized, offered or accepted, regardless of the amount. If you are ever unsure about a gift or benefit that has been offered to you or which you are thinking of offering to someone else in your capacity as a Longview employee, please contact your leader or the Longview Compliance Office at [compliance@lvav.ca](mailto:compliance@lvav.ca).

The limited gifts and benefits that are acceptable for Longview Personnel to authorize, offer or accept, in the normal course of business, are typically a modest amount (including with regard to the local currency) and may include the following (provided such gifts are not intended to influence, or do not appear to influence any organization or person having business dealings with any Longview Entity and provided such gifts or benefits otherwise comply with this Code and the Longview Anti-Bribery and Anti-Corruption Policy):

- Business lunches or dinners
- Transportation to or from the customer's or supplier's place of business
- Attendance at local sporting or cultural events
- Hospitality suites
- Small seasonal holiday gifts or prizes to be used in office draws and raffles

Authorizing, offering or accepting such gifts, hospitality or entertainment is not considered a conflict of interest, as long as they are: (i) reasonable and of modest value; (ii) occasional; (iii) within the limits of responsible and generally accepted business practices; (iv) are intended to engender goodwill and positive working relationships among business partners; and (v) otherwise comply with this Code and the Longview Anti-Bribery and Anti-Corruption Policy. However, Longview Personnel may not authorize, offer or accept gifts or benefits that are intended to influence, or appear to influence, a particular decision in connection with the business of Longview.

Business meals and entertainment provided by external parties must be unsolicited, infrequent with any particular business or person, in good taste and undertaken for legitimate business reasons, including engendering goodwill. If the provider of the meal or entertainment is not in attendance, it is considered a gift and can only be of modest value.

It may be appropriate to attend third-party paid seminars or conferences or vendor-hosted events on behalf of a Longview Entity if there is a clear benefit to the Longview Entity for attending and the attendance is approved in advance by the Longview Personnel's manager or leader. To avoid a real or perceived conflict of interest, Longview Personnel should consider having the Longview Entity fund expenses for these events (e.g. airfare and hotel) and remember that prizes, mementos and keep-sakes given out at such events are considered gifts and should follow the same gifts & benefits guidelines as outlined above.

Longview Personnel with supplier selection, negotiation, purchasing or contract management roles within Longview are susceptible to a heightened risk of improper influence on and from suppliers and potential suppliers. Team members with supplier selection, negotiation, purchasing or contract management roles include team members within the Procurement and Supply Chain Management teams as well as Longview Personnel at any Longview Entity that have the ability to either make or influence decisions around matters including:

- The selection or recommendation of one or more supplier(s)
- The negotiation of contract terms with one or more supplier(s)
- The volume of goods or services to be purchased or acquired from one or more supplier(s)
- The ongoing management of the relationship with one or more supplier(s), including decisions whether to renew or terminate any such relationship

Accordingly, such Longview Personnel should exercise extreme caution in accepting or providing any gifts or benefits to or from suppliers or potential suppliers, notwithstanding the fact that such gifts or benefits may be of a modest value and may otherwise comply with the provisions of this Code.

Longview Personnel who receive a gift or benefit where they are not provided with an opportunity to refuse such gift or where it may be impractical or offensive to refuse such gift or benefit, may accept the gift or benefit and then shall promptly report it to the Longview Compliance Office for further direction.

For additional guidance on gifts and entertainment, including with regard to Longview's policies regarding the offering and receiving of gifts or benefits to or from public officials, please see the Longview Anti-Bribery and Anti-Corruption Policy.

**(iii) Donations, Sponsorships and Requests for Funds**

Never promise, offer or receive any donations or sponsorships if they are meant to improperly influence the recipient's judgement or may be perceived to do so. No donations or sponsorship should be solicited, offered or given directly to public officials, their spouse, family or close circle.

It is strictly forbidden to directly communicate with suppliers, customers or partners to request donations, sponsorships, gifts or any form of financial support for an event organized for the benefit of a Longview Entity or any Longview Personnel without prior approval from the Longview Compliance Office.

See the Longview Anti-Bribery and Anti-Corruption Policy for additional details on Longview's policies regarding donations, sponsorships and requests for funds.

**(iv) Fraud**

Fraud is the wrongful or criminal use of company assets or communication devices in order to intentionally deceive, including through material omissions, third parties or the company for financial or other personal gain. Employees or third parties doing business with Longview Entities who engage in fraudulent activities will have their employment or business relationship terminated and expose themselves to criminal and civil prosecution.

**(v) Conflicts of Interest**

A conflict of interest is any situation or arrangement where your personal activities or interests conflict with your responsibilities toward Longview and/or any of the Longview Entities. You must avoid conflicts of interest, whether real or perceived, in the performance of your duties.

If you find yourself in or witness a potential or actual conflict of interest, you have a duty to promptly disclose the issue to management or the Longview Compliance Office as soon as possible.

**(vi) Money Laundering**

Each Longview Entity maintains relationships with third parties only if their business activities are in line with what is prescribed by law and their financial assets and cash stem from legitimate sources. All of us have an obligation to strictly comply with the legal rules on combating money laundering, including the reporting of suspicious conduct by third parties with whom we conduct business. You must follow all applicable rules around recording and accounting for cash and other transactions and contracts.

**(vii) Books and Records**

The books and records of the Longview Entities are complete, fair, and accurate and comply with all legal reporting requirements. Supported by company systems of internal controls, they reflect all assets, liabilities, transactions, and events and conform to required accounting principles and legislation. Various statutes, and regulations require that each Longview Entity maintain records for specified periods of time. Each Longview Entity also retains records to mitigate risk and for business purposes.

Longview Personnel are expected to manage store, archive, and dispose of books and records—both print and electronic—according to any established policies and legal requirements.

## **L. Dealing with Suppliers, Partners and other Third Parties**

### **(i) Competition Laws**

The Longview Entities comply with competition and antitrust laws wherever the Longview Entities are engaged in business.

Longview Personnel and suppliers, partners and other third parties must never employ unethical or illegal practices to collect competitive intelligence. Each Longview Entity complies with competition and antitrust laws wherever it does business. In general, we must guard against:

- price-fixing or arranged market segmentation;
- monopolistic behavior that aims to reduce competition; and
- any violations of all other applicable competition and antitrust laws.

### **(ii) Customs, Export Control and Embargo Compliance**

Each Longview Entity complies with all applicable export controls and customs laws and regulations in the countries where it does business, as well as with laws and regulations relating to economic sanctions.

Under no circumstances can sales or other transfers or retransfers of products, services or technology be made that are against applicable export controls, embargoes, economic sanctions or customs laws and regulations. Special care must be taken to avoid transactions with or disclosures to foreign persons or entities subject to export control restrictions.

### **(iii) Governments and Lobbying**

Given its international and diversified nature, the Longview Entities are subject to a great variety of national and local laws and regulations. Longview and Longview Personnel are expected to comply with all legal and contractual obligations in dealing with the various governments and regulatory agencies. You and any third party dealing with government officials or other government representatives and negotiating contracts on behalf of any Longview Entity are responsible for knowing and complying with all applicable laws and regulations, including those pertaining to lobbying activities.

### **(iv) Political Activities**

Longview Personnel may, subject to applicable laws, engage in legitimate political activity, as long as it is carried out on each person's own time and without using the property and resources of the Longview Entities. You may seek election or other political office, but you must inform your supervisor, your HR manager or Longview Compliance Office to discuss the impact your involvement may have on your employment duties.

You may express your views on public or community issues of importance, but it must be clear at all times that the views expressed are not those of Longview or any Longview Entity. The Longview Entities and Longview Personnel must abide by all of Longview's policies and the laws and regulations governing political contributions in every jurisdiction where the Longview Entities do business, including the Anti-Bribery and Anti-Corruption Policy.