

CODE OF BUSINESS CONDUCT AND ETHICS OF SPIRIT AVIATION HOLDINGS, INC.

INTRODUCTION

This Code of Business Conduct and Ethics (the “Code”) contains general guidelines for conducting the business of Spirit Aviation Holdings, Inc., and its subsidiaries (the “Company”) consistent with the highest standards of business ethics. To the extent this Code requires a higher standard than required by commercial practice or applicable laws, rules or regulations, we adhere to these higher standards.

This Code applies to all of our directors, officers and other employees. We refer to all officers and other employees covered by this Code as “Company employees” or simply “employees,” unless the context otherwise requires. In this Code, we refer to our principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions, as our “principal financial officers.”

Seeking Help and Information

This Code is not intended to be a comprehensive rulebook and cannot address every situation that you may face. If you feel uncomfortable about a situation or have any doubts about whether it is consistent with the Company’s ethical standards, seek help. We encourage you to contact your supervisor for help first. If your supervisor cannot answer your question or if you do not feel comfortable contacting your supervisor, contact the Company’s Legal Department.

Reporting Violations of the Code

All employees and directors have a duty to report any known or suspected violation of this Code, including violations of the laws, rules, regulations or policies that apply to the Company. If you know of or suspect a violation of this Code, immediately report the conduct to your supervisor, the Company’s Legal Department, or via the Company’s Ethics Reporting Hotline (the “Hotline”).

The appropriate management personnel will work with you to investigate your concern. If you do not feel comfortable reporting the conduct to your supervisor or you do not get a satisfactory response, you may contact the Company’s Legal Department directly or report the issue anonymously through the Hotline. The Hotline is available 24 hours a day, seven days a week with multi-language capabilities. By using the Hotline, employees may report suspected illegal or unethical activity while having the option to remain anonymous. The Hotline number is 1-855-7-ETHICS (1-855-738-4427). Employees can also report possible violations online through the Hotline at tnwgrc.com/Spirit. The Hotline is administered by an independent third party. All reports of known or suspected violations of the law or this Code will be handled sensitively and with discretion. Your supervisor, the Company’s Legal Department and the Company will protect your confidentiality to the extent possible,

consistent with law and the Company's need to investigate your concern.

It is Company policy that any employee or director who violates this Code will be subject to appropriate discipline, which may include termination of employment or removal from the Board of Directors, as appropriate. This determination will be based upon the facts and circumstances of each particular situation. Employees and directors who violate the law or this Code may expose themselves to substantial civil damages, criminal fines and prison terms. The Company may also face substantial fines and penalties and may incur damage to its reputation and standing in the community. Your conduct as a representative of the Company, if it does not comply with the law or with this Code, can result in serious consequences for both you and the Company.

Policy Against Retaliation

The Company prohibits retaliation against an employee or director who, in good faith, seeks help or reports known or suspected violations. Any reprisal or retaliation against an employee because the employee, in good faith, sought help or filed a report will be subject to disciplinary action, including potential termination of employment.

Amendments and Waivers of the Code

Any amendments and waivers of this Code for our directors, executive officers or other principal financial officers may be made only by our Board of Directors and will be disclosed to the public as required by law or the rules of any stock exchange upon which our Common Stock is traded. Amendments and waivers of this Code for other employees may be made only by the Company's Chief Executive Officer or General Counsel and reported to our Audit Committee. Any requests for amendments and/or waivers of this Code, including a waiver of a potential conflict of interest, must be made prior to carrying out the act which you know violates this Code or for which you have doubts about whether it is consistent with the provisions in this Code.

CONFLICTS OF INTEREST

Identifying Potential Conflicts of Interest

A conflict of interest can occur when an employee's or director's private interest interferes, or appears to interfere, with the interests of the Company as a whole. You shall avoid any private interest that influences your ability to act in the interests of the Company or that makes it difficult to perform your work objectively and effectively.

Identifying potential conflicts of interest may not always be clear-cut. The following situations are examples of conflicts of interest:

- Outside Employment. No employee shall be employed by, serve as a director of, or provide any services to a company that the individual knows or suspects is a material customer, supplier or competitor of the Company.

- Improper Personal Benefits. No employee shall obtain any material (as to him or her) personal benefits or favors because of his or her position with the Company. Please see “Gifts and Entertainment” below for additional guidelines in this area.
- Financial Interests. No employee shall have a significant financial interest (ownership or otherwise) in any company that the individual knows or suspects is a material customer, supplier or competitor of the Company. A “significant financial interest” means (i) ownership of greater than 1% of the equity of a material customer, supplier or competitor or (ii) an investment in a material customer, supplier or competitor that represents more than 5% of the total assets of the employee.
- Loans or Other Financial Transactions. No employee shall obtain loans or guarantees of personal obligations from, or enter into any other personal financial transaction with, any company that the individual knows or suspects is a material customer, supplier or competitor of the Company. This guideline does not prohibit arms-length transactions with banks, brokerage firms or other financial institutions.
- Service on Boards and Committees. No employee shall serve on a board of directors or trustees or on a committee of any entity (whether profit or not-for-profit) whose interests reasonably would be expected to conflict with those of the Company.
- Actions of Family Members. The actions of family members outside the workplace may also give rise to the conflicts of interest described above because they may influence an employee’s objectivity in making decisions on behalf of the Company. For purposes of this Code, “family members” include your spouse or life-partner, brothers, sisters, parents, in-laws and children whether such relationships are by blood or adoption.

For purposes of this Code, a company is a “material” customer if the company has made payments to the Company in the past year in excess of \$120,000. A company is a “material” supplier if it has received payments from the Company in the past year in excess of \$120,000. If you are uncertain whether a particular company is a material customer or supplier, please contact the Company’s Legal Department for assistance.

Conflict of interest issues concerning the Company’s directors will be addressed by the Company’s Audit Committee.

Disclosure of Conflicts of Interest

The Company requires that employees and directors disclose any situations that reasonably would be expected to give rise to a conflict of interest. If you suspect that you

have a conflict of interest, or something that others could reasonably perceive as a conflict of interest,

you must report it to your supervisor, the Company's Legal Department or via the Hotline. The appropriate management personnel will work with you to determine whether you have a conflict of interest and, if so, how best to address it. Conflicts of interest are automatically prohibited unless waived as described in "Amendments and Waivers of the Code" above.

CORPORATE OPPORTUNITIES

As an employee or director of the Company, you have an obligation to advance the Company's interests when the opportunity to do so arises. If you discover or are presented with a business opportunity through the use of corporate property or information or because of your position with the Company, you must first present the business opportunity to the Company before pursuing the opportunity in your individual capacity. Directors and employees shall not use corporate property, information or their position with the Company for personal gain or for the benefit of friends or family members and shall not compete with the Company while providing services to or employed by us.

You must disclose to your supervisor the terms and conditions of each business opportunity covered by this Code that you wish to pursue. Your supervisor will contact the Company's Legal Department and the appropriate management personnel to determine whether the Company wishes to pursue the business opportunity. If the Company waives its right to pursue the business opportunity, you may pursue the business opportunity on the same terms and conditions as originally proposed and consistent with the other ethical guidelines set forth in this Code.

CONFIDENTIAL INFORMATION

Employees and directors have access to a variety of confidential information regarding the Company. Confidential information includes all non-public information that might be of use to competitors or, if disclosed, harmful to the Company or its customers. Employees have a duty to safeguard all confidential information of the Company or third parties with which the Company conducts business, except when disclosure is authorized or legally mandated. An employee's obligation to protect confidential information continues after he or she leaves the Company. Unauthorized disclosure of confidential information could cause competitive harm to the Company or its customers and could result in legal liability to you and the Company.

Any questions or concerns regarding whether disclosure of Company information is legally mandated must be promptly referred to the Company's Legal Department.

COMPETITION AND FAIR DEALING

All employees must endeavor to deal fairly with fellow employees and with the Company's customers, suppliers and competitors. Employees shall not take unfair

advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair-dealing practice.

Relationships with Customers

Our business success depends upon our ability to foster lasting customer relationships. The Company is committed to dealing with customers fairly, honestly and with integrity. Specifically, you must keep the following guidelines in mind when dealing with customers:

- Information we supply to customers must be accurate and complete to the best of our knowledge. Employees shall not deliberately misrepresent information to customers.
- Employees shall not refuse to sell or maintain the Company's services simply because a customer is buying products or services from another supplier.
- Customer entertainment shall not exceed reasonable and customary business practice. Employees must not provide entertainment or other benefits that could be viewed as an inducement to or a reward for, customer purchase decisions. Please see "Gifts and Entertainment" below for additional guidelines in this area.

Relationships with Suppliers

The Company deals fairly and honestly with its suppliers. This means that our relationships with suppliers are based on price, quality, service and reputation, among other factors. Employees dealing with suppliers must carefully guard their objectivity. Specifically, no employee shall accept or solicit any personal benefit from a supplier or potential supplier that might compromise, or appear to compromise, his or her objective assessment of the supplier's products and prices. Employees can give or accept promotional items of nominal value or moderately scaled entertainment within the limits of customary business practice and provided the expense would be paid by the Company as a permitted business expense if not paid for by another party. Please see "Gifts and Entertainment" below for additional guidelines in this area.

Relationships with Competitors

The Company is committed to free and open competition in the marketplace. Employees shall avoid actions that would be contrary to laws governing competitive practices in the marketplace, including federal and state antitrust laws. Such actions include misappropriation and/or misuse of a competitor's confidential information or making false statements about the competitor's business and business practices. For further discussion of appropriate and inappropriate business conduct with competitors, see "Compliance with Antitrust Laws" below.

GIFTS AND ENTERTAINMENT

The giving and receiving of gifts is a common business practice. Appropriate business gifts and entertainment are welcome courtesies designed to build relationships and understanding among business partners. Gifts and entertainment, however, must not compromise, or appear to compromise, your ability to make objective and fair business decisions.

It is your responsibility to use good judgment in this area. As a general rule, you may give or receive gifts or entertainment to or from customers or suppliers only if the gift or entertainment would not be viewed as an inducement to or reward for any particular business decision. All gifts and entertainment expenses must be properly accounted for on expense reports. The following specific examples may be helpful:

- Meals and Entertainment. You may occasionally accept or give meals, refreshments or other entertainment if:
 - The items are of reasonable value;
 - A primary purpose of the meeting or attendance at the event is business related; and
 - The expenses would be paid by the Company as a reasonable business expense if not paid for by another party.

Entertainment of reasonable value may include food and tickets for sporting and cultural events if they are generally offered to other customers, suppliers or vendors. The propriety of any entertainment event is of utmost importance, and you must not accept any entertainment invitation that is or seems unethical.

- Advertising and Promotional Materials. You may occasionally accept or give advertising or promotional materials of nominal value.
- Personal Gifts. You may accept or give personal gifts of reasonable value that are related to recognized special occasions such as a graduation, promotion, new job, wedding, retirement or a holiday. A gift is also acceptable if it is based on a family or personal relationship and unrelated to the business involved between the individuals.
- Gifts Rewarding Service or Accomplishment. You may accept a gift from a civic, charitable or religious organization specifically related to your service or accomplishment.

If you conduct business in other countries, you must be particularly careful that gifts and entertainment are not construed as bribes, kickbacks or other improper payments. See

“The Foreign Corrupt Practices Act” for a more detailed discussion of our policies regarding giving or receiving gifts related to business transactions in other countries.

You shall make every effort to refuse or return a gift that is beyond these permissible guidelines. If it would be inappropriate to refuse a gift or you are unable to return a gift, you shall promptly report the gift to your supervisor. Your supervisor will bring the gift to the attention of the Company’s Legal Department, which may arrange to dispose of it by any lawful means, including donation to an appropriate community organization. If you have any questions about whether it is permissible to accept a gift or something else of value, contact your supervisor or the Company’s Legal Department for additional guidance.

Note: Gifts and entertainment may not be offered or exchanged under any circumstances to or with any employees of the U.S., state or local governments. If you have any questions about this policy, contact your supervisor or the Company’s Legal Department for additional guidance. For a more detailed discussion of special considerations applicable to dealing with the U.S., state and local governments, see “Interactions with the Government.”

COMPANY RECORDS

Accurate and reliable records are crucial to our business. Our records are the basis of our earnings statements, financial reports and many other aspects of our business and guide our business decision-making and strategic planning. Company records include financial records, personnel records, records relating to our development of services and products and all other records maintained in the ordinary course of our business. Employees shall use their best efforts to ensure that Company records within their purview are complete, accurate and reliable in all material respects. Employees are expected to comply with any document retention or disposal policies of the Company as in effect from time to time.

PROTECTION AND USE OF COMPANY ASSETS

Employees must protect the Company’s assets and ensure their efficient use for legitimate business purposes only. Theft, carelessness and waste have a direct impact on the Company’s profitability. The use of Company funds or assets, whether or not for personal gain, for any unlawful or improper purpose is prohibited.

To ensure the protection and proper use of the Company’s assets, each employee shall:

- Exercise reasonable care to prevent theft, damage or misuse of Company property;
- Report the actual or suspected theft, damage or misuse of Company property to a supervisor;
- Use the Company’s telephone system, other electronic communication services, written materials and other property primarily for business-related purposes;

- Safeguard all electronic programs, data, communications and written materials from inadvertent access by others;
- Ensure Company computers, phones, tablets, and similar assets are password protected and employees are responsible for the security of their passwords and accounts;
- Adhere to internal policies, stay up-to-date with privacy and information security training, and remain in compliance with IT updates to protect all Company assets; and
- Use Company property only for legitimate business purposes, as authorized in connection with your job responsibilities.

Employees shall be aware that Company property includes all data and communications transmitted or received to or by, or contained in, the Company's electronic or telephonic systems. For the avoidance of doubt, the Company's e-mail system and any messages sent and received on such system constitute Company property. Company property also includes all written communications. Employees and other users of this property shall have no expectation of privacy with respect to these communications and data. To the extent permitted by law, the Company has the ability, and reserves the right, to monitor all electronic and telephonic communication. These communications may also be subject to disclosure to law enforcement or government officials. Use of Company property to access, store, and/or distribute improper or unethical content, such as pornography or gambling, is prohibited.

ACCURACY OF FINANCIAL REPORTS AND OTHER PUBLIC COMMUNICATIONS

As a public company we are subject to various securities laws, regulations and reporting obligations. Both federal law and our policies require the disclosure of accurate and complete information regarding the Company's business, financial condition and results of operations.

Inaccurate, incomplete or untimely reporting will not be tolerated and can severely damage the Company and result in legal liability.

The Company's Chief Financial Officer and other employees working in the Finance Department have a special responsibility to ensure that all of our financial disclosures are full, fair, accurate, timely and understandable. These employees must understand and strictly comply with generally accepted accounting principles and all standards, laws and regulations for accounting and financial reporting of transactions, estimates and forecasts.

COMPLIANCE WITH LAWS AND REGULATIONS

Each employee and director has an obligation to comply with all laws, rules and

regulations applicable to the Company's operations. These include, without limitation, laws covering bribery and kickbacks, the development, testing, approval, manufacture, marketing and sale of our services, copyrights, trademarks and trade secrets, information privacy, insider trading, illegal political contributions, antitrust prohibitions, foreign corrupt practices, offering or receiving gratuities, environmental hazards, employment discrimination or harassment, occupational health and safety, false or misleading financial information or misuse of corporate assets. You must understand and comply with all laws, rules and regulations that apply to your job position. If any doubt exists about the interpretation of such laws, rules and regulations or about whether a course of action is lawful, you must seek advice from the Company's Legal Department.

INTERACTIONS WITH THE GOVERNMENT

The Company may conduct business with the U.S., state and local governments and the governments of many other countries. The Company is committed to conducting its business with all governments and their representatives with the highest standards of business ethics and in compliance with all applicable laws and regulations, including the special requirements that apply to communications with governmental bodies that may have regulatory authority over our services and operations, such as the FAA, government contracts and government transactions. In your interactions with the government, you shall:

Be forthright and candid at all times. No employee or director shall intentionally misstate or omit any material information from any written or oral communication with the government.

- Ensure that all required written submissions are made to the government and are timely, and that all written submissions, whether voluntary or required, satisfy applicable laws and regulations.
- You shall not offer or exchange any gifts, gratuities or favors with, or pay for meals, entertainment, travel or other similar expenses for, government employees.

If your job responsibilities include interacting with the government, you are expected to understand and comply with the special laws, rules and regulations that apply to your job position as well as with any applicable standard operating procedures that the Company has implemented. If any doubt exists about whether a course of action is lawful, you must seek advice immediately from the Company's Legal Department.

Company employees with responsibilities in the areas governed by the FAA and other applicable laws and regulations are required to understand and comply with these laws and regulations. These employees must have a thorough understanding of the laws, regulations and other relevant standards applicable to their job positions, and to comply with those requirements. If any doubt exists regarding whether your job position or a particular course of action is governed by these laws and regulations or about the interpretation of such laws and regulations or about whether a course of action is lawful, you must seek advice immediately from the Company's Legal Department.

POLITICAL CONTRIBUTIONS AND ACTIVITIES

The Company encourages its employees and directors to participate in the political process as individuals and on their own time. However, federal and state contribution and lobbying laws severely limit the contributions the Company can make to political parties or candidates. It is Company policy that Company funds or assets not be used to make a political contribution to any political party or candidate, unless prior approval has been given by the Company's Chief Executive Officer and General Counsel.

The following guidelines are intended to ensure that any political activity you pursue complies with this policy:

- Contribution of Funds. You may contribute your personal funds to political parties or candidates. The Company will not reimburse you for personal political contributions.
- Volunteer Activities. You may participate in volunteer political activities during non-work time. You may not participate in political activities during working hours.
- Use of Company Facilities. The Company's facilities generally may not be used for political activities (including fundraisers or other activities related to running for office). However, the Company may make its facilities available for limited political functions, including speeches by government officials and political candidates, with the approval of the Company's Chief Executive Officer and General Counsel.
- Use of Company Name. When you participate in political affairs, you must be careful to make it clear that your views and actions are your own, and not made on behalf of the Company. For instance, Company letterhead shall not be used to send out personal letters in connection with political activities.

These guidelines are intended to ensure that any political activity you pursue is done voluntarily and with your own resources and time. Please contact the Company's Legal Department if you have any questions about this policy.

COMPLIANCE WITH ANTITRUST LAWS

Antitrust laws of the United States and other countries are designed to protect consumers and competitors against unfair business practices and to promote and preserve competition. Our policy is to compete vigorously and ethically while complying with all antitrust, monopoly, competition or cartel laws in all countries, states or localities in which the Company conducts business. Violations of antitrust laws may result in severe penalties against the Company and its employees, including potentially substantial fines and criminal sanctions. You must understand and comply with the antitrust principles

applicable to your activities, and you shall consult the Company's Legal Department with any questions you may have concerning compliance with these laws. The following is a summary of actions that are violations of applicable antitrust laws:

- **Price Fixing.** The Company may not agree with its competitors to raise, lower or stabilize prices or any element of price, including discounts and credit terms.
- **Limitation of Supply.** The Company may not agree with its competitors to limit or restrict the supply of its services.
- **Allocation of Business.** The Company may not agree with its competitors to divide or allocate markets, territories or customers.
- **Monopolies.** The Company may not engage in any behavior that can be construed as an attempt to monopolize.
- **Boycott.** The Company may not agree with its competitors to refuse to sell or purchase products from third parties. In addition, the Company may not prevent a customer from purchasing or using non-Company services.
- **Tying.** The Company may not require a customer to purchase a product or service that it does not want as a condition to the sale of a different service that the customer does wish to purchase.
- **Price Discrimination.** The Company may under some circumstances be prohibited from charging similarly situated customers different prices for the same services. Consult with the Company's Legal Department before undertaking any such pricing programs.

Meetings with Competitors

Employees and directors must exercise caution in meetings with competitors. Any meeting with a competitor may give rise to the appearance of impropriety. Avoid any communications with a competitor regarding:

- Prices;
- Costs;
- Market share;
- Allocation of sales territories;
- Profits and profit margins;
- Supplier's terms and conditions;

- Service offerings;
- Terms and conditions of sale;
- Bids for a particular contract or program;
- Selection, retention or quality of customers;
- Marketing strategies; or
- Other subjects relating to or affecting the production or sale of services to existing or prospective customers.

The above prohibition applies to all kinds of contacts with competitors, including trade association meetings (please see “Professional Organizations and Trade Associations” below), day- to-day contact as part of field operation (e.g. ground handling, line maintenance, airport support personnel), meetings with or without advance notice, and social gatherings. If you participate in a meeting with a competitor in which any of the above listed topics are raised, you must affirmatively and immediately end the discussion and shall state your reasons for doing so. During meetings with competitors, do not share or obtain confidential information from the competitor. Also avoid statements that could be construed as unfair acts such as harassment, threats or interference with the competitors’ existing contractual relationships. While meeting with a competitor, abstain from making jokes or comments about any of the restricted topics listed above. Prior to a proposed meeting between a principal financial officer of the Company, or an employee with direct or indirect responsibility for pricing, sales and/or marketing, and a competitor, a list of topics to be discussed at the meeting should be reviewed with the Company’s Legal Department. Consult with the Company’s Legal Department if you have any questions about meeting with a competitor.

Professional Organizations and Trade Associations

Employees must be cautious when attending meetings of professional organizations and trade associations at which competitors are present. Attending meetings of professional organizations and trade associations is both legal and proper, if such meetings have a legitimate business purpose and are conducted in an open fashion, adhering to a proper agenda. At such meetings, you shall not discuss the restricted topics listed above, the Company’s pricing policies or other competitive terms or any other proprietary, competitively sensitive information. Abstain from making jokes or comments about any of the restricted topics listed above. You are required to notify your supervisor or the Company’s General Counsel prior to attending any meeting of a professional organization or trade association.

COMPLIANCE WITH INSIDER TRADING LAWS

Company employees and directors are prohibited from trading in the Company’s

stock or other securities while in possession of material, non-public information about the Company or its subsidiaries (if any). In addition, Company employees and directors are prohibited from recommending, “tipping” or suggesting that anyone else buy or sell the Company’s stock or other securities on the basis of material, non-public information. Employees and directors who obtain material non-public information about another company in the course of their duties are prohibited from trading in the stock or securities of the other company while in possession of such information or “tipping” others to trade on the basis of such information. Violation of insider trading laws can result in severe fines and criminal penalties, as well as disciplinary action by the Company, up to and including termination of employment. If you have any doubt or question concerning trading in the Company’s stock or other securities, please contact the Company’s Legal Department prior to initiating any transaction.

PUBLIC COMMUNICATIONS AND REGULATION FD

Public Communications Generally

The Company places a high value on its credibility and reputation in the community. What is written or said about the Company in the news media and investment community directly impacts our reputation, positively or negatively. Our policy is to provide timely, accurate and complete information in response to public requests (media, analysts, etc.), consistent with our obligations to maintain the confidentiality of competitive and proprietary information and to prevent selective disclosure of market-sensitive financial data. To ensure compliance with this policy, all news media or other public requests for information regarding the Company must be directed to the Company’s Corporate Communications department, and only Company designated employees may make statements to the media on behalf of the Company.

Compliance with Regulation FD

In connection with its public communications, the Company is required to comply with a rule under the federal securities laws referred to as Regulation FD (which stands for “fair disclosure”). Regulation FD provides that, when we disclose material, non-public information about the Company to securities market professionals or stockholders (where it is reasonably foreseeable that the stockholders will trade on the information), we must also disclose the information to the public. “Securities market professionals” generally include analysts, institutional investors and other investment advisors.

THE FOREIGN CORRUPT PRACTICES ACT

The Foreign Corrupt Practices Act (the “FCPA”) prohibits the Company and its employees, directors and agents from offering, promising or giving money or any other item of value to win or retain business or to influence any act or decision of any government official, political party, candidate for political office, official of a public international organization or any official, officer, employee or representative of a commercial enterprise that is owned or controlled by a non-U.S. government (“Foreign Officials”). Stated more concisely, the FCPA

prohibits the payment of bribes, kickback or other inducements to foreign officials. This prohibition also extends to payments to a sales representative or agent if there is reason to believe that the payment will be used indirectly for a prohibited payment to Foreign Officials. Violation of the FCPA is a crime that can result in severe criminal and civil penalties, including imprisonment and substantial fines (which the Company is not permitted to reimburse), as well as disciplinary action by the Company, up to and including termination of employment. If you know of or suspect a violation of the FCPA, you must report the conduct to your supervisor and the Company's Legal Department, or via the Hotline.

Relationship with Third Parties

- A. Applicability of the FCPA. The FCPA prohibits corrupt offers, promises and payments through partners, agents, representatives, intermediaries, advisors, consultants or other third parties. The Company and its personnel can be liable for such indirect offers, promises or payments to Foreign Officials if such offers, promises or payments are made with the Company's knowledge that a Foreign Official will be the ultimate recipient. Knowledge includes conscious disregard and deliberate ignorance of facts which indicate a high probability that the relevant improper payment will occur.
- B. Third Party Requirements. When retaining any third party that is reasonably likely to have contact with Foreign Officials on behalf of the Company, this Code requires:
- (1) conducting reasonable due diligence prior to engaging the third party and addressing any "Red Flags," described below;
 - (2) ensuring the fee paid to the third party will be reasonable for the services rendered;
 - (3) utilizing written agreements and incorporating appropriate anti-corruption representations and warranties into the agreements to the extent necessary;
 - (4) obtaining approval of any such contract language in advance by the Company's Legal Department; and
 - (5) conducting appropriate monitoring and follow-up, including investigating any "Red Flags" that arise.
- C. Red Flags. The following are examples of "Red Flags," namely circumstances where corruption risk is higher or signs that a third party may potentially be involved in corrupt activities. This list is not exhaustive.
- The third party, or a director, officer or employee of the third party (if a company), is a Foreign Official, or an immediate family member of a Foreign Official;
 - A Foreign Official recommended that the Company use the third party;
 - The third-party refuses to cooperate with reasonable anti-corruption diligence requests or provides false information in response to diligence requests;

- The third party has a reputation for impropriety, unethical or illegal conduct, or corruption; has been the subject of allegations or investigations related to integrity; or is new to the business such that its reputation cannot be verified;
- The third party requests an unreasonably high margin, fee, commission or compensation; seeks reimbursement for unusually high expenses; or seeks other unusual payment arrangements;
- The third party requests payments in cash or bearer instruments;
- The third party requests payments in order to “make the arrangements” or “get the job done”;
- The third party seeks reimbursement of any expenses without proper documentation;
- The third party refuses to cooperate with reasonable requests to facilitate any investigation of allegations of misconduct related to the agreement; or
- The third party refuses to make certifications of compliance with the FCPA or other applicable anti-corruption laws or places unreasonable limits on such certifications.

Gifts, Hospitality and Entertainment

Gifts, hospitality and entertainment shall not be given, directly or indirectly, to a Foreign Official to improperly influence, induce or reward any official act or decision. It is never permissible to provide cash or cash-equivalent gifts (such as gift cards or vouchers) or excessive or lavish hospitality (including travel) or entertainment or other business courtesies to a Foreign Official.

Gifts may be provided to a Foreign Official only in rare circumstances. Any gift must be legal, reasonable in value, bona fide, not intended to influence any official act or decision of a Foreign Official, and lawful in all aspects. It must not create any appearance of impropriety. Gifts of significant value or cash gifts are prohibited. Nominal gifts, such as a promotional item with the company logo or a simple fruit basket at the holidays, are permissible if consistent with local law.

The Company’s employees, directors and agents responsible for any gift must ensure that it is made within the requirements of the FCPA and other anti-corruption laws, including local law, and this Code. Lavish gifts are always prohibited.

The FCPA does not prohibit hospitality and entertainment provided, offered, promised or authorized on behalf of a company to a Foreign Official when the payment is reasonable, bona fide, and directly related to: (1) the promotion, demonstration or explanation of products or services; or
(2) the execution or performance of a contract with a non-U.S. government or government agency.

If you have any questions about whether a gift, hospitality or entertainment for or to benefit a Foreign Official is permissible, you must contact the Company's Legal Department for additional guidance.

Political and Charitable Contributions

As a general matter, the Company does not make contributions or donations to political parties or candidates for political office outside the United States. Any request for an exception to this policy must be approved in advance by the Company's General Counsel. The Company shall make charitable contributions only to legitimate charities and as authorized by applicable law, including the FCPA. No charitable contribution shall ever be made in return for any promised or actual favorable treatment by any Foreign Official. Any charitable contributions outside the United States must be approved by the Company's General Counsel in advance.

Recordkeeping

All transactions involving Foreign Officials must be documented and recorded completely and accurately so that the purpose and amount of any such payment is clear, regardless of the amount of such transaction. This requirement applies to all transactions, including, without limitation, authorized facilitating payments (described below) and lawful gifts, hospitality (including travel) and entertainment (including meals). Cash payments of any kind to a third party, other than documented petty cash disbursements, are prohibited. Company checks shall not be written to "cash," "bearer," or anyone other than the party entitled to payment.

Facilitating Payments

A "facilitating payment" is a small, customary payment made to a low-level Foreign Official to expedite or secure the performance of a routine non-discretionary governmental action. It is the Company's policy that no facilitating payments shall be made by or on behalf of the Company except in emergency or other extreme circumstances or with the written prior authorization of the Company's General Counsel or a Director & Legal Counsel. An emergency or extreme situation would be threats to personal health, safety, or liberty, where a facilitating payment to a Foreign Official can correct the threat, such as in order to secure prompt and necessary police protection or medical services that would otherwise be unavailable during an emergency. Any facilitating payments made in emergency circumstances must be promptly reported to the Company.

ENVIRONMENT, HEALTH AND SAFETY

The Company is committed to providing a safe and healthy working environment for its employees and to avoiding adverse impact and injury to the environment and the communities in which it does business. Company employees and directors must comply with all applicable environmental, health and safety laws, regulations and Company standards. You must understand and comply with the laws, regulations and policies that are

relevant to your job. Failure to comply with environmental, health and safety laws and regulations can result in civil and criminal liability against you and the Company, as well as disciplinary action by the Company, up to and including termination of employment. You must contact the Company's Legal Department if you have any questions about the laws, regulations and policies that apply to you.

Environment

All Company employees and directors shall strive to conduct business in a manner that is environmentally conscious. You have a responsibility to promptly report any known or suspected violations of environmental laws or any events that contravene Company standards.

Health and Safety

The Company is committed not only to comply with all relevant health and safety laws, but also to conduct business in a manner that protects the safety of its employees. All employees and directors are required to comply with all applicable health and safety laws, regulations and policies relevant to their positions. If you have a concern about unsafe conditions or tasks that present a risk of injury to you, please report these concerns immediately to your supervisor or the Human Resources Department.

EMPLOYMENT PRACTICES

The Company pursues fair employment practices in every aspect of its business. The following is intended only to be a summary of certain of our employment policies. All Company policies are to be enforced in a fair, consistent, and uniform manner across all levels of the organization. Copies of the Company's detailed policies, including its Employee Handbook, are available from the Human Resources Department. Company employees must comply with all applicable labor and employment laws, including anti-discrimination laws and laws related to freedom of association and privacy. You must understand and comply with the laws, regulations and policies that are relevant to your job. Failure to comply with labor and employment laws can result in civil and criminal liability against you and the Company, as well as disciplinary action by the Company, up to and including termination of employment. You must contact the Company's Human Resources Department or Legal Department if you have any questions about the laws, regulations and policies that apply to you, or if you know of, or suspect, any violations of applicable labor and employment laws or any events that contravene Company standards. For more information about the Company's employment policies, including procedures for specific situations, please consult the Company's Employee Handbook.

Harassment and Discrimination

The Company is committed to providing equal opportunity and fair treatment to all individuals on the basis of merit, without discrimination because of race, color, religion, national origin, sex (including pregnancy), sexual orientation, age, disability, veteran status or other characteristic protected by law. For more information, including procedures for

specific situations, please consult the Company's Employee Handbook.

Alcohol and Drugs

The Company is committed to maintaining a drug-free workplace. All Company employees must comply strictly with Company policies regarding the abuse of alcohol and the possession, sale and use of illegal substances. For more information, including procedures for specific situations, please consult the Company's Employee Handbook.

Violence Prevention and Weapons

The safety and security of Company employees is vitally important. The Company will not tolerate violence or threats of violence in, or related to, the workplace. For more information, including procedures for specific situations, please consult the Company's Employee Handbook.

CONCLUSION

This Code contains general guidelines for conducting the business of the Company consistent with the highest standards of business ethics. If you have any questions about these guidelines, please contact the Company's Legal Department. The Company expects all of its employees and directors to adhere to these standards.

This Code, as applied to the Company's principal financial officers, shall be our "code of ethics" within the meaning of Section 406 of the Sarbanes-Oxley Act of 2002 and the rules promulgated thereunder.

This Code and the matters contained herein are neither a contract of employment nor a guarantee of continuing Company policy. The Company reserves the right to amend, supplement or discontinue this Code and the matters addressed herein, without prior notice, at any time.

*** Adopted by the Board of Directors on April 25, 2025***