



Vista America's Anti-Money Laundering Policy

Introduction

In this Anti-Money Laundering Policy ("**Policy**"), "**Vista America**" refers to XOJET Aviation LLC DBA Vista America (Delaware limited liability company with registration number 4087290); JetSelect, LLC DBA Vista America (an Ohio limited liability company with registration number 1539947); Western Air Charter, Inc. DBA Vista America (a California corporation with registration number 914061102); and Red Wing Aeroplane, LLC DBA Vista America (a Delaware limited liability company with registration number 3982576).

Vista America takes a zero-tolerance approach to money laundering and funding of terrorism and is committed to the highest level of openness, integrity and accountability.

Vista America will conduct business only with reputable Customers and Associated Persons, with funds derived from legitimate sources.

The purpose of this Policy is to prevent any involvement by Vista America in money laundering or terrorist funding activity.

This Policy applies to:

- all employees, officers, directors, and contracted personnel of Vista America, and to such other persons as designated by Vista America from time to time (each an "**Employee**", collectively "**Employees**"); and,
- all natural and legal persons (and their respective employees, officers and directors) that perform services for or on behalf of Vista America, including without limitation, supply chain business partners, suppliers, consultants, contractors, distributors, and agents (including without limitation, sales agents/representatives) (each an "**Associated Person**", collectively "**Associated Persons**").

This Policy is intended to supplement and not replace other Vista America codes of conduct, policies, agreements, rules and procedures that are applicable to Employees and Associated Persons from time to time. If any Employee or Associated Person has any doubt as to the Vista America codes, policies, rules and procedures applicable in a given situation, or if any Employee or Associated Person perceives any conflict or inconsisten

cy between this Policy and any other Vista America code, policies, rules or procedures, then he/she should raise the issue with, and seek direction from the Compliance and Ethics Department at complianceXO@xojetaviation.com. This Policy is a statement of principles and expectations for individual and business conduct. It is not intended to and does not in any way constitute a contract, an employment contract, or assurance of continued employment, and does not create any right in any Employee or Associated Person. The enforcement and interpretation of this Policy rests solely with Vista America. This Policy only creates rights in favor of Vista America. The headings contained in this Policy are for convenience only and shall not be interpreted to limit or otherwise affect the provisions of this Policy.

Contracts and agreements executed between Vista America and Associated Persons may contain more specific provisions addressing some of the issues set out in this Policy. Nothing in this Policy is meant to supersede any more specific provision in a particular contract or agreement executed between Vista America and an Associated Person, and to the extent there is any inconsistency between this Policy and any other provisions of a particular contract or agreement, the provision in the contract or agreement will prevail.

The examples, red flags and case scenarios referred to in this Policy are not exhaustive or exclusive and are included solely as guidance. Employees and Associated Persons must be aware that there are other potential situations which may lead to money laundering or terrorist financing concerns.

In this Policy, the term “Customer” refers to a purchaser or prospective purchaser of Vista America’s goods and/or services.

1. Money Laundering

Money laundering is generally defined as the process by which criminally obtained money or other assets (“criminal property”) are exchanged for “clean” money or other assets with no obvious link to their criminal origins. Money laundering can be used by terrorist organizations, drug dealers, those engaged in bribery, and by anyone who receives money through illegal activities.

Criminals involved in handling criminal property look for ways to secure and safeguard the proceeds of their criminal activities. Although other ways exist, cash is the mainstay of criminal transactions, being the most reliable and flexible, and having little or no audit trail.

In simplistic terms, money laundering normally consists of 3 stages: the placement stage, the layering stage, and the integration stage, each generally described as follows:

- **Placement Stage:** the money derived from illegal activities is often initially introduced into the financial system by breaking up large amounts of cash into less conspicuous smaller sums that are then deposited directly into a bank account, or by purchasing a series of money instruments that are then collected and deposited into accounts at another location. This is the point at which the proceeds of crime are most apparent and most easily detected.
- **Layering Stage:** once the money has been placed in the financial system, the launderer engages in a series of conversions or movements of the funds to distance them from the source. For instance, the launderer may transfer funds to a series of bank accounts situated in different jurisdictions.
- **Integration Stage:** the launderer would then integrate the funds by investing such funds into, for instance, real estate, luxury goods, or business ventures thereby enabling the funds to enter the economy in a legitimate manner.

Money laundering includes the following main offences (this list is not exhaustive, since different countries may provide for other offenses):

- **Concealing:** knowing or suspecting a case of money laundering, but concealing or disguising its existence.
- **Arranging:** becoming involved in an arrangement to launder money, or assisting in money laundering.
- **Acquisition, use or possession:** benefiting from money laundering by acquiring, using or possessing the criminal property concerned.
- Failure to disclose one of the aforementioned offences.
- Making a disclosure to a person which is likely to prejudice a money laundering investigation ("**tipping-off**").

2. Funding of Terrorism

Funding of terrorism is the process by which terrorist organizations or individual terrorists are funded in order to be able to carry out acts of terrorism.

If Vista America carries out a transaction, knowing that the funds or property involved in the transaction are owned or controlled by terrorists or terrorist organizations, or that the transaction is linked to, or likely to be used in, terrorist activity, then Vista America may be breaching the criminal laws of many jurisdictions. Such an offence may exist regardless of whether the funds involved in the transaction were the proceeds of criminal activity or were derived from lawful activity but intended for use in support of terrorism. Regardless of whether the funds in a transaction are related to terrorists, for the purposes of national criminal legislation, relationships with such individuals or Associated Persons could, under certain circumstances, expose Vista America to certain risks.

3. Principles and Expectations

1. Employees shall comply with all applicable laws in the countries where Vista America operates, including local laws concerning money laundering and funding of terrorism.
2. Associated Persons shall comply with any and all applicable (to the Associated Person) laws and regulations concerning money laundering and funding of terrorism.
3. Associated Persons shall promptly notify Vista America of, any attempts made by any Employee towards the Associated Person, or, any allegation made against the Associated Person of money laundering or funding of terrorism in any court, arbitration, or administrative proceedings, or, if any investigation is commenced in respect of such allegations.
4. Employees shall recognize questionable financial transactions and take steps to conduct appropriate integrity assessments and other due diligence on Associated Persons in accordance with Vista America's established policies, rules, procedures and guidelines issued by Vista America from time to time.
5. Employees, and Associated Persons (who deal with Customers), shall conduct integrity assessments and other due diligence on Customers (such assessments and due diligence shall be commensurate with the nature of Vista America's operations and the nature of the service requested by the Customer). In this respect, Employees and Associated Persons shall, at a minimum, comply with all the due diligence related policies, rules, procedures and guidelines issued by Vista America from time to time.
6. Associated Persons shall keep current, complete and accurate records of every business transaction relating to Vista America or Customers.
7. Employees and Associated Persons shall avoid handling any money, goods or other items known or suspected to be associated with the proceeds of crime, or becoming involved with any services known or suspected to be associated with the proceeds of crime.
8. Employees and Associated Persons shall report any suspicious activity in accordance with the reporting procedures set out in this Policy.
9. Employees and Associated Persons shall cooperate fully with legal and regulatory authorities responsible with enforcing anti-money laundering laws and funding of terrorism related laws.

4. Money Laundering Reporting Officer

Although Vista America is not legally obliged to have a Money Laundering Reporting Officer ("**MLRO**"), Vista America is committed to do so as a matter of policy. The Vista America Compliance Manager shall perform the duties of MLRO. Vista America may, from time to time, appoint other Employees to act as MLRO or as designated employees

assisting the MLRO. The MLRO is responsible for implementing and maintaining anti-money laundering and antifunding of terrorism procedures and responding to reports of suspected money laundering or terrorism funding activity.

The **MLRO** is responsible, amongst other matters, for:

- receiving Reports (as defined in the ***Speak Up Procedure for Reporting Concerns Relating to Financial Matters***) of suspicious activity from any Employee or Associated Person and maintaining a register of all Reports; and,
- considering Reports and evaluating whether there is - or seems to be - any evidence of money laundering or terrorist funding related offences.

5. Red Flags

Appendix 1 sets out examples of "red flags" that may signify a heightened risk to Vista America. If a potential Customer or Associated Person exhibits one or more of these "red flags," either before entering into a business relationship, or while that relationship is ongoing, then the Employee or Associated Person who becomes aware of these "red flags" must raise those issues with the MLRO, General Counsel or Chief Financial Officer or his/her direct supervisor or direct managerial contact (in the case of Associated Persons) at Vista America for further review and due diligence.

6. Reporting Procedure

Employees and Associated Persons could be committing an offense and be personally liable to prosecution if they suspect money laundering or funding of terrorism (or if they become involved in some way) and do nothing about it.

If an Employee or Associated Person suspects that money laundering activity or funding of terrorism is or has taken place or becomes aware of any suspected or known violations of this Policy, then he/she has a duty to promptly report such concerns in accordance with ***Vista America's Speak Up Procedure for Reporting Concerns Relating to Financial Matters*** (available online on Vista America's internal online systems that are effective from time to time and are accessible by all Vista America Employees, or at any location indicated by Vista America at any time).

Reports shall be filed without delay.

"**Tipping-off**" means that Vista America must ensure the highest standard of confidentiality in administering its money laundering reporting procedures. **No Employee or Associated Person shall disclose to any person that a money laundering report has been made.** Such disclosure is an **offense at law.** Once

reported, Employees and Associated Persons should **NOT** make further enquiries into the situation or discuss their concerns with anyone else at any time, unless instructed by the **MLRO**, to avoid committing the offence of "tipping off" those who may be involved. Employees and Associated Persons may be personally liable to prosecution if they tip off anyone who may be involved in the situation.

7. Consequences for Non-Compliance

If an Employee fails to comply with this Policy, then he/she may be subject to disciplinary action that may include dismissal from employment. Disciplinary measures will depend on the circumstances of the violation and will be applied in a manner consistent with Vista America's policies. In addition, Employees who violate the law during the course of their employment may also be subject to prosecution.

In the event that an Associated Person fails to comply with any provision in this Policy and does not remedy the failure (if such a failure is remediable) within 10 days of such Associated Person being notified in writing of the failure by Vista America, then Vista America may terminate the business relationship with such Associated Person (including terminating all contracts and agreements in force between Vista America and such Associated Person) by means of written notice to such Associated Person, with immediate effect, without need of judicial recourse, and without liability for compensation or damages (whether direct and/or indirect) of any type or nature in favor of such Associated Person.

8. Revisions

Vista America will unilaterally review this Policy on a regular basis at its absolute discretion, and will introduce revisions where necessary or appropriate. Vista America may also issue addenda, guidelines and memoranda from time to time to supplement this Policy. The latest version of this Policy and of any addenda, guidelines and memoranda will always be available online at <https://www.xojetaviation.com/legal/> (and/or on Vista America's internal online systems that are effective from time to time and are accessible by all Employees). It is the responsibility of Employees and Associated Persons to access these online systems and view the latest version of this Policy and of any addenda, guidelines and memoranda, from time to time.

Translation of this Policy in any other language may be made, however the original English version will at all times remain the only official version.

Waivers of this Policy may be granted by Vista America's Chief Financial Officer or General Counsel only in exigent circumstances.

9. Confirmation

Employees and Associated Persons shall periodically, whenever requested by Vista America (in the case of Employees, as a minimum once a year), individually confirm in writing, or by any electronic means introduced by Vista America from time to time, to Vista America that he/she/it has read this Policy and agrees to comply therewith.

Version Control

Date	Version	Description
10/16/2023	1	Effective Date

Appendix 1 - "Red Flags"

In the following list, Associated Person shall also include potential Associated Persons:

1. Customers or Associated Persons named as a 'Designated Party', 'Specially Designated National (SDN)' or appearing on other similar lists or sanction laws, or connected to countries identified as non-cooperative by the Financial Action Task Force (FATF) and other similar international organizations and bodies with international efforts against money laundering.
2. Customers or Associated Persons known or suspected to be a terrorist, or appearing on sanction lists relating to terrorism, or connected to countries or persons that are associated with terrorism.
3. Customers or Associated Persons who are reluctant to provide to Vista America complete information and/or provide insufficient, false, or suspicious information.
4. Customers or Associated Persons who appear to be acting as an agent for another company or individual but decline or are reluctant to provide information regarding that company or individual.
5. Customers or Associated Persons, who express concern about, or want to avoid, reporting or record keeping requirements.
6. Payments made in cash or cash equivalents (such as money orders, or prepaid cash cards). Acceptance of cash as a form of payment by Vista America is discouraged. However, if no other option to cash is available, steps must be taken to verify that payment is being received from a valid Customer or Associated Person.

7. Complex deal structures or payment patterns that reflect no real business purpose.
8. Requests for payment to be made through an unrelated country to an unrelated third party.
9. Multiple partial payments from various parties on behalf of a single Customer and/or multiple partial payments from various locations. Also included are "double endorsed" or "third party" checks, where a Customer endorses over to Vista America as payment for their invoice a check that was originally made out to the Customer.
10. Customers or Associated Persons whose address is not a physical site but, for example a P.O. Box. With respect to Customers the acceptance of P.O. Boxes as an address is discouraged. However, if no other option to a P.O. Box is available for contractual purposes (for example, in certain Middle Eastern countries it is legal for a company's registered office to be registered with a P.O. Box), then a physical site address should also be requested from Customer which address Vista America may use to address or serve any correspondence that requires evidence of receipt.
11. Customers making a funds deposit followed by an immediate request that the money be wired out or transferred to a third party, or to another firm, without any apparent business purpose.
12. Customers attempt to engage in circular transactions, where a payment to Vista America is followed by an attempt to obtain a refund from Vista America. (This may occur where for example a Customer pays a significant sum in charges for an On-Demand Flight, and then exercises his right to cancel his booking and seeks a refund, with a request for the refund to, for example, be sent by wire transfer to an account in the Bahamas).
13. Customers paying in one form of payment and then requesting a refund of the payment in another form; i.e. paying by credit card and requesting a wire transfer refund.
14. Requests for payments or refunds after funds have been paid into Vista America's bank account by a third party, particularly if there is a request to return money to a different account or individual to the payer.
15. Overpayments by a Customer for no apparent reason, then asking for refund.