



Vista America's Insider Trading Policy

Introduction

In this Insider Trading 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 is committed to complying with relevant securities laws in all jurisdictions in which it operates. This policy outlines procedures to ensure that Vista America and all the other persons to whom this Policy is applicable do not commit insider trading violations.

Policy Applicability

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**");
- to all members of an Employee's immediate family and household ("**Family Members**");
- all persons who provide goods and/or services to Vista America, such as contractors and consultants, and who receive or have access to material, non-public information regarding the business of Vista America ("**Consultants**"); and
- all investors in and shareholders of Vista America ("**Stakeholders**").

All references in this Policy to "**Employees**" should be read to include all Family Members, Consultants, and Stakeholders.

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 from time to time. If any Employee has any doubt as to the codes, policies, rules and procedures applicable in a given situation, or if he/she perceives any conflict or inconsistency 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 Vista America Compliance and Ethics Department at compliance@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. 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.

Where national laws or regulations relating to Insider trading applicable to Employees are less restrictive than this Policy, then the Employees must comply with this Policy, even if the Employee's conduct would otherwise be legal. On the other hand, if national laws or regulations are more restrictive than this Policy, the Employees must always, at a minimum, comply with those laws and regulations. In the event of any conflict between this Policy and applicable mandatory law, the applicable mandatory law shall prevail.

Purpose

Vista America is subject to various laws and regulations governing trading in its securities. It is Vista America's policy to comply fully, and to assist its Employees in complying fully, with these laws and regulations. This Policy provides procedures and guidelines with respect to transactions in Vista America's securities, the protection of material, non-public information, and the standard of conduct expected of Vista America.

Overview of Insider Trading and Prohibited Conduct

Definitions

"Insider trading" includes various forms of conduct, including (1) trading on the basis of material, non-public information, (2) disclosing or "tipping" material, non-public information to others or recommending the purchase or sale of securities on the basis of such information, and (3) assisting someone who is engaged in any of the above activities.

The term "insider" applies to anyone who, by virtue of a special relationship with Vista America, possesses material, non-public information regarding the business of Vista America. An individual can be considered an insider for a limited time with respect to certain material, non-public information even though he or she is not a director or officer. For example, an assistant who knows that an acquisition is about to occur may be regarded as an insider with respect to that information until the news of such acquisition has been fully disclosed to the public.

Information is generally deemed to be “material” if there is a substantial likelihood that a “reasonable investor” would rely on it in deciding to purchase, sell or hold a security to which the information relates. Examples of information that is generally regarded as material are:

- Financial results;
- Projections that significantly differ from external expectations;
- Major proposed or pending acquisitions, investments or divestitures;
- Significant project or product developments;
- Changes in key personnel;
- Changes in dividends;
- Stock splits;
- Stock buy-backs;
- New equity or debt offerings;
- Positive or negative developments in outstanding significant litigation;
- Events that may result in the creation of a significant reserve or write-off or other significant adjustments to the financial statements;
- Actual or threatened significant litigation or inquiry by a governmental or regulatory authority; and
- Any other facts which might cause VISTA AMERICA’s financial results to be substantially affected.

Information is “non-public” if it has not been previously disclosed and is not otherwise available to investors generally. Example, filings with the U.S. Securities and Exchange Commission (“**SEC**”) and press releases are generally regarded as public information. Information about undisclosed financial results or a possible merger, acquisition or other material development, whether concerning Vista America or otherwise, and obtained in the normal course of employment or through a rumor, tip or just “loose talk”, is not public information. Information should be considered “non-public” until the beginning of the third Trading Day (as defined below) after such information has been disseminated widely to the general public through press releases, news tickers, newspaper items, quarterly or annual reports or other widely disseminated means.

For purposes of this Policy, a “**Trading Day**” shall mean a day on which the exchange(s) on which Vista America’s shares are listed is open for trading.

Consequences of Insider Trading Violations

Violations of insider trading laws may lead to criminal and civil liability and/or disciplinary action. There are no limits on the size of a transaction that will trigger insider trading liability. For example, in the past, relatively small trades have resulted in SEC investigations and lawsuits.

Individuals found liable for insider trading face severe penalties (criminal and civil) which may also include imprisonment. In addition to the potential criminal and civil liabilities mentioned above, in certain circumstances Vista America may be able to recover all profits made by an insider who traded illegally, plus collect other damages. In addition, Vista America (and its executive officers and directors) could itself face penalties as a result of an Employee's violation and/or criminal penalties for failing to take steps to prevent insider trading.

Vista America has a zero-tolerance approach to intentional violations of this Policy. If an employee, officer, director, contracted personnel of Vista America, or person designated by Vista America to be bound by this policy, 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 the event that any of the Consultants fails to comply with any provision in this Policy and do not remedy the failure (if such a failure is remediable) within 10 days of such person being notified in writing of the failure by Vista America, then Vista America may terminate the business relationship with such person (including terminating all contracts and agreements in force between Vista America and such person) by means of written notice to such 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 person.

In the event that any of the Family Members or Stakeholders fails to comply with any provision in this Policy, then Vista America shall take any remedial action it deems appropriate against such person committing the violation.

Insider Trading Policies

The procedures regarding securities trading outlined below are designed to deter and, where possible, to prevent such improper trading.

Policies Regarding Trading in Vista America's Securities

The following policies apply to all transactions, direct or indirect, in all of Vista America's securities, including, but not limited to, Vista America stock (including shares of common stock that may be held in any retirement savings plan, pension plan, retirement plan, or other similar plan that Vista America may adopt in the future), traded debt instruments, and derivative securities (including stock options, put or call options and other similar securities).

Prohibitions for All Employees:

No Trading on Material, Non-Public Information. No Employee who is aware of any material, non-public information concerning Vista America or a third-party with whom Vista America does business, shall engage in any transaction in Vista America's or such third-party's securities, including any offer to purchase or sell, during any period commencing with the date that he or she obtains such material, non-public information and ending at the beginning of the third Trading Day following the date of public disclosure of that information. After termination of employment or relationship with Vista America, any Employee who is in possession of material, nonpublic information is prohibited from trading in Vista America securities until that information has become public or is no longer material.

No Tipping. No Employee shall disclose ("**tip**") material, non-public information to any other person where such information may be used by such person to his or her benefit by trading in the securities of the company to which such information relates, nor shall an Employee make any recommendations or express any opinions as to trading in Vista America's securities to any other person on the basis of material, non-public information.

No Short Sales. No Employee shall engage in the short sale of Vista America's securities. A short sale is a sale of securities not owned by the seller or, if owned, not delivered against such sale within twenty (20) days thereafter (a "**short against the box**"). Short sales of Vista America's securities evidence an expectation on the part of the seller that the securities will decline in value, and, therefore, signal to the market that the seller lacks confidence in Vista America or its short-term prospects. In addition, short sales may reduce the seller's incentive to improve Vista America's performance.

No Investments in Derivatives of Vista America's Securities. No Employee shall invest in Vista America-based derivative securities. "**Derivative Securities**" are options, warrants, stock appreciation rights or similar rights whose value is derived from the value of an equity security, such as the Vista America's common stock. This prohibition includes, but is not limited to, trading in Vista America-based put or call option contracts, trading in straddles and the like. However, holding and exercising stock options, restricted stock units or other derivative securities granted under Vista America's equity compensation plans is not prohibited by this Policy.

No Margin Purchases. No Employee shall purchase Vista America's securities on margin. This means such persons are prohibited from borrowing from a brokerage firm, bank or other entity in order to purchase Vista America's securities (other than in connection with "cashless" exercises of stock options under Vista America's equity compensation plans).

Potential Retirement Plan. If Vista America in the future establishes a retirement savings plan, pension plan, retirement plan, or other similar plan, this Policy will not apply

to purchases of Vista America stock in such plan resulting from periodic contributions of money pursuant to a payroll deduction election. The Policy will apply, however, to certain elections made under any such plan, including (a) an election to increase or decrease the percentage of periodic contributions that will be allocated to Vista America stock, (b) an election to make an intra-plan transfer of an existing account balance into or out of Vista America stock, (c) an election to borrow money against a plan account if the loan will result in a liquidation of some or all of Vista America stock fund balance and (d) an election to pre-pay a plan loan if the pre- payment will result in allocation of loan proceeds to Vista America stock.

Prohibitions and Procedures for Section 16 (of the US Securities Exchange Act) Reporting Persons and Designated Individuals:

The following prohibitions and procedures apply to Section 16 Reporting Persons (as defined below) and certain other persons that may be designated by Vista America from time to time (“Designated Individuals”). “**Section 16 Reporting Persons**” are members of Vista America’s Board of Directors, retired directors and certain executive officers, who are subject to the reporting and “short-swing profit” liability provisions of Section 16 of the Exchange Act. Section 16 Reporting Persons and Designated Individuals will be informed of their status by the Vista America Chief Financial Officer or General Counsel (or his/her authorized delegate).

Under special circumstances, certain Employees who are not Section 16 Reporting Persons or Designated Individuals may gain access to material, non-public information and Vista America, in its discretion, may determine that such Employees may also be subject to the below listed prohibitions and procedures. Such Employees will be notified of such status and will be subject to the below listed prohibitions and procedures for such period of time as Vista America deems appropriate.

No Trading During Black-Out Periods. Section 16 Reporting Persons, Designated Individuals, as well as members of their immediate families and households are subject to black-out periods during which they are prohibited from conducting any transactions involving Vista America’s securities. Each black-out period begins at the close of the market on the fourteenth day prior to the close of any fiscal quarter and ends at the open of the market on the third Trading Day following the release of Vista America’s quarterly or annual financial results for that particular quarter (the “**Black-Out Period**”). The prohibition against trading during the Black-Out Period also prohibits the fulfillment of “limit orders” by any broker for such Section 16 Reporting Person, Designated Individual or member of such person’s immediate family or household, and the brokers with whom any such “limit order” is placed must be informed of such prohibition at the time such “limit order” is placed.

Notwithstanding the foregoing, a transaction may be exempt from this prohibition if it is made pursuant to a written trading plan that has been approved in writing in advance of a Black-Out Period while the Employee was not in possession of material non-public

information by the Vista America Chief Financial Officer (or his/her authorized delegate) and that meets all of the requirements of the SEC's rules and regulations, including Rule 10b5-1 of the Exchange Act.

The Black-Out Period restriction may be waived in individual cases at the discretion of the Vista America Chief Financial Officer. Additional black-out periods may be implemented with regard to certain Employees or groups from time to time who are in possession of non-public information regarding potentially significant matters.

No Trading in Vista America's Securities on a Short-Term Basis. Any Vista America securities purchased on the open market by a Section 16 Reporting Person, Designated Individual or member of such individuals' immediate family or household must be held for a minimum of six (6) months. The SEC's short swing profit rules require Section 16 Reporting Persons who sell any Vista America securities within six (6) months of a purchase to disgorge all profits to Vista America whether or not such person had knowledge of any material, non-public information.

Same day "cashless" exercises of stock options are not subject to this prohibition, provided that there were no previous purchase transactions on the open market within six (6) months of the exercise date.

Pre-Clearance of Trading by Section 16 Reporting Persons and Designated Individuals

If a Section 16 Reporting Person, Designated Individual or member of such person's immediate family or household is contemplating a transaction in Vista America securities, the proposed transaction must be pre-cleared with the Vista America Chief Financial Officer or General Counsel (or his/her authorized delegate), even if the proposed transaction is to take place outside of the Black-Out Period. If the transaction is cleared to proceed, the Vista America Chief Financial Officer or General Counsel (or his/her authorized delegate) will assist a Section 16 Reporting Person in complying with Section 16 and, where applicable, Rule 144 of the Securities Act of 1933, as amended.

FOR THE AVOIDANCE OF DOUBT, ANY PERSON WHO POSSESSES MATERIAL, NON-PUBLIC INFORMATION, REGARDLESS OF WHETHER IT IS WITHIN THE BLACK-OUT PERIOD OR NOT, SHOULD NOT ENGAGE IN ANY TRANSACTION INVOLVING VISTA AMERICA'S SECURITIES.

Exceptions to the Prohibitions on Trading

The only exceptions to this Policy's prohibitions of trading in Vista America's securities as outlined above are the following:

- **Stock Option Exercises** – Exercises in stock options granted under Vista America’s equity compensation plans for cash; however, this exception does not include the subsequent sale of the shares acquired pursuant to the exercise of a stock option; and
- **Bona Fide Gifts** – Bona fide gifts of securities are not deemed to be transactions for the purposes of this Policy. Whether a gift is truly bona fide will depend on the circumstances surrounding a specific gift. The more unrelated the donee is to the donor, the more likely the gift would be considered “bona fide” and not a “transaction.” For example, gifts to charities, churches or non-profit organizations would not be deemed to be “transactions.” However, gifts to dependent children followed by a sale of the “gifted securities” in close proximity to the time of the gift may imply some economic benefit to the donor and, therefore, may be deemed to be a “transaction” and not a “bona fide gift.”

While these transactions are exceptions to this Policy’s prohibitions on trading in Vista America’s securities, a Section 16 Reporting Person, Designated Individual or member of such person’s immediate family or household contemplating such a transaction should still pre-clear the proposed transaction with the Vista America Chief Financial Officer or General Counsel (or his/her authorized delegate).

Policies Regarding the Use, Disclosures and Protection of Material, Non-Public Information

All Employees of Vista America have ethical and legal responsibilities to maintain the confidentiality of material, non-public information.

Use and Disclosure of Material, Non-Public Information. Under no circumstances may an Employee use material, non-public information about Vista America for his or her personal benefit. Moreover, except as specifically authorized or in the performance of regular corporate duties, under no circumstances may an Employee release to others information that might affect Vista America’s securities. Therefore, it is important that an Employee not disclose material, non-public information to anyone, including other Employees of Vista America, unless the other Employee needs to know such information in order to fulfill his or her job responsibilities. Under no other circumstances should such information be disclosed to anyone, including family, relatives or business or social acquaintances. In maintaining the confidentiality of the information, the individual in possession of such information shall not affirm or deny statements made by others, either directly or through electronic means, if such affirmation or denial would result in the disclosure of material, non-public information.

If an Employee has any doubt about whether certain information is non-public or material, such doubt should be resolved in favor of not communicating such information

or trading without discussing with the Vista America Chief Financial Officer or General Counsel (or his/her authorized delegate) .

Material, Non-Public Information Regarding Other Companies. In the ordinary course of doing business, Employees may come into possession of material, non-public information with respect to other companies. An individual receiving material, non-public information in such a manner has the same duty not to disclose the information to others or to use that information in connection with securities transactions of such other company as such individual has with respect to material, non-public information about Vista America.

If Vista America is in the process of negotiating a significant transaction with another company, Employees are cautioned not to trade in the stock of that company if they are in possession of material, non-public information concerning such company.

If an Employee is not certain whether it is permissible to trade in the stock of such company, the Employee should contact the Vista America Chief Financial Officer or General Counsel (or his/her authorized delegate) before making any trades.

Unauthorized Disclosure of Internal Information. Unauthorized disclosure of internal information about Vista America may create serious problems for Vista America whether or not the information is used to facilitate improper trading in Vista America securities. Therefore, every Employee shall maintain the confidentiality of information relating to Vista America or obtained through a relationship of confidence. Vista America personnel should not discuss internal Vista America matters or developments with anyone outside Vista America, except in the performance of regular corporate duties.

Precautions to Prevent Misuse or Unauthorized Disclosure of Sensitive Information. When an Employee is involved in a matter or transaction which is sensitive and, if disclosed, could reasonably be expected to have an effect on the market price of Vista America securities or any other company involved in the transaction, that individual should consider taking extraordinary precautions to prevent misuse or unauthorized disclosure of such information. Such measures include the following:

- Maintaining files securely and avoiding storing information on computer systems that can be accessed by other individuals;
- Avoiding the discussion of confidential matters in areas where the conversation could possibly be overheard; and
- Restricting the copying and distribution of sensitive documents within Vista America.

Internet. Any written or verbal statement that would be prohibited under the law or under this Policy is equally prohibited if made on the Internet or by social media.

Inadvertent Disclosure of Material, Non-Public Information. If material, non-public information regarding Vista America is inadvertently disclosed, no matter what the circumstances, by any Employee, the person making or discovering that disclosure should immediately report the facts to the Vista America Chief Financial Officer or General Counsel (or his/her authorized delegate).

Inquiries Regarding Material, Non-public Information. When an inquiry is received regarding information that may be material, it should be referred, without comment, to the Vista America Chief Financial Officer or General Counsel (or his/her authorized delegate).

Reporting of Violations

Vista America is fully committed to developing a **Speak Up** culture - Employees should not be afraid to speak up if they think that something is wrong or needs to be fixed. Employees should at all times feel comfortable sharing their views, asking questions, flagging anomalies, expressing concerns, or reporting perceived violations of this Policy.

If an Employee 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 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).

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 practice memoranda from time to time to supplement this Policy. The latest version of this Policy and of any addenda, guidelines and practice memoranda will always be available online at <https://www.xojetaviation.com/legal/> (or at any other location indicated by Vista America at any time), and/or on Vista America's internal online systems that are effective from time to time and are accessible by all Vista America employees. It is the responsibility of Employees to access these online systems and view the latest version of this Policy and of any addenda, guidelines and practice 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.

Confirmation

All employees, officers, directors, and contracted personnel of Vista America, and such other persons as may be designated by Vista America shall periodically, whenever requested by Vista America (in the case of employees, officers, directors, and contracted personnel of Vista America, as a minimum once a year), individually confirm in writing to Vista America that he or she has read this Policy and agrees to comply therewith.

Version Control

Date	Version	Description
10/16/23	1	Effective Date