



Purchasing Process Policy

Introduction

Vista America's policy is to obtain the best value for the goods and services that it purchases, and to maintain the highest ethical standards in dealing with its suppliers. This Policy outlines the principles that will guide Vista America's purchasing decisions.

In this Purchasing Process 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).

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**").

This Policy is intended to supplement and not replace other Vista America codes of conduct, policies, 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 any Employee 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 Manager (at globalsanctions@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.

Definitions

In addition to terms defined elsewhere in this Policy, the following definitions shall apply in this Policy unless the contrary intention appears:

“Approver” means an Employee duly authorized by Vista America to approve a Department’s purchase requirement. From time to time, Vista America shall periodically issue a list with the titles/names of those persons who are Approvers, and which list shall also set the maximum purchase values that each Approver is authorized to approve. The President shall always be deemed an Approver.

“Authorized Signatory” is an Employee who is authorized by Vista America to sign Contracts for and on behalf of the legal entity forming part of Vista America that is appearing on the Contract. Vista America shall periodically issue a list with the titles/names of those Employees who are duly authorized by it to sign for and on behalf of the various legal entities forming part of Vista America (example, an Employee may be authorized to bind one legal entity forming part of Vista America but not any other entity).

“Contract” means a legally enforceable agreement between Vista America and a Supplier which details the particular terms and conditions and technical specifications of the goods or details of the services to be purchased by Vista America. It should be accepted by both an Authorized Signatory and the Supplier.

“Department” means a department, section, or unit within Vista America with a purchasing requirement.

“Exempt Purchase” means a purchase requirement of Vista America for any one of the goods or services indicated in Appendix 1.

“Purchasing Department” means the Vista America purchasing department responsible for Vista America’s purchasing requirements.

“Purchase Order” a Purchase Order is a simple Contract with standard conditions.

“Request for Quotes” is a much simpler process compared to an RFP or Tender. Quotes will typically be requested in writing by email or verbally and suppliers may receive from Vista America all or some of the following: i. instructions for submitting the quote; ii. specification of requirements (on which suppliers must base their quote); and, iii. method statements (questions asking how the requirements will be delivered). Suppliers will usually be required to return the quote by email.

“Request for Proposals” or **“RFP”** is a written solicitation used when Vista America wants the option of making an award following initial proposals and/or conducting discussions with proponents.

“Supplier” means a supply chain business partner or prospective supply chain business partner who provides goods and/or services to Vista America throughout

the world, including without limitation, suppliers, contractors, agents (including ground handling agents), sales representatives/agents and consultants.

“**Tender**” is a written solicitation used when the requirement is clearly and completely specified and the basis for award is primarily price.

Authority

All purchases of goods and services must be approved by an Approver. No Employee shall approve the purchase of any goods or services unless he/she is an Approver.

Basic Principles for Purchasing

There are basic principles that should be applied to all purchasing made by Vista America, irrespective of the value or complexity of the purchase. The basic principles include:

- i. **Value for money:** Obtaining value for money does not mean that Vista America is obliged to accept the lowest price. The principle is centered on obtaining the best quality and value for the price and that the quality of the goods and services meets the required criteria and cost constraints.
- ii. **Open and Fair Competition:** all prospective Suppliers must be treated (and seen to be treated) fairly in an open and transparent manner with the same access to information to enable them to submit quotations, proposals and tenders on the same basis. Any subsequent information regarding the purchase requirement must be made available to all potential Suppliers.
- iii. **Accountability:** a consistent approach to purchasing shall be taken across Vista America. All transactions must be adequately documented to enable identification of the applicable responsible Employees and to facilitate audit.
- iv. **Honesty and Transparency:** Employees shall at all times observe the highest standards of honesty in all commercial dealings. Employees shall conduct Vista America’s business in a fair, honest, and open manner, demonstrating the highest levels of integrity consistent with the public interest.
- v. **Competitive Process:** a competitive process should be used whenever possible, consistent with the attainment of value for money.
- vi. **Conflict of Interest:** Employees involved in the purchasing process are to declare and address any actual or perceived conflict of interest they may have prior to giving a direct contract or taking any quote, proposal, or tender evaluation, or acceptance of contract, quote, proposal or tender. Should a conflict of interest be declared, Employee must notify the President. A conflict of interest arises when personal interests or activities influence (or appear to influence) the ability to act in the best

interests of Vista America. Some situations that could cause a conflict of interest for an Employee include (without limitation): (a) having a personal interest in another company that does business, or seeks to do business with Vista America; or (b) having a family member work for a Supplier. "Family member" includes: i. spouse; ii. brothers and sisters; iii. parents; iv. in-laws; v. children; and, vi. life partner.

vii. **Contracts:** Purchasing by Vista America shall only be carried out subject to Vista America approved written Contracts or Purchase Orders.

Vista America approved Purchase Orders, which incorporate the Vista America approved Purchase Order general terms and conditions, will be used wherever possible to ensure that Vista America's (i) interests are fully protected and (ii) purchasing initiatives are appropriately implemented.

viii. **Evaluation Criteria:** regardless of the value of the purchase, the decision will generally be based upon criteria that are appropriate to the purchasing decision. These criteria aim to assist identifying the Supplier offering the best value for money. These criteria include, without limitation:

- a. whole of life costs, including costs of disposal;
- b. compliance with specifications;
- c. compliance with draft contract terms & conditions;
- d. innovation offered;
- e. relevant experience and track record;
- f. quality (may include quality assurance);
- g. environmental sustainability;
- h. appropriate resources;
- i. financial capacity;
- j. management skills;
- k. methodology and procedures;
- l. technical/technological expertise;
- m. nominated subcontractors; etc.

The qualitative evaluation criteria should be consistent with the proposed Contract or Purchase Order, and aim to assist identifying the Supplier offering the best value for money.

Without prejudice to the foregoing, Employees shall also consider slavery and human trafficking risks when entering into new relationships with Suppliers.

ix. **Code of Conduct:** Vista America shall as a rule purchase from those Suppliers that have confirmed to Vista America that they will comply with the latest version of *Vista America's Supplier Code of Conduct* and with all other codes and policies (which are applicable to Suppliers) issued by Vista America from time to time. This condition may only be waived (in whole or in part) by the President or by the Compliance Manager or by the Vista America General Legal Counsel, on a case-by-case basis. In the event that any changes or deviations to the said Code (or any other Code or Policy referred therein) are requested by any prospective Supplier, then such changes shall only be accepted by Vista America with the prior approval of any Vista America Legal Counsel or the Compliance Manager.

x. **Due Diligence:** Vista America's Supplier related *due diligence* and *Know-Your-Customer* procedures and processes that may be issued by Vista America from time to time shall be followed and implemented by all Employees when selecting Suppliers (such procedures and processes shall be commensurate with the nature of Vista America's operations). Any deviation from the said *due diligence* and *know-your-customer* procedures and processes requires the approval of the President or by the Compliance Manager or by the Vista America General Legal Counsel, on a case-by-case basis.

xi. **Economic and Trade Sanctions:** Vista America shall conduct its purchases in accordance with the *Vista America Sanctions Compliance Policy*. Employees shall at all times comply with any and all systems, policies, guidelines and procedures imposed by Vista America from time to time concerning economic and trade sanctions. Any deviations from the *Vista America Sanctions Compliance Policy* requires the approval of the President or by the Compliance Manager or by the Vista America General Legal Counsel, on a case-by-case basis.

xii. **Standard Contractual Clauses:** Each Contract (including the Purchase Order general terms and conditions) shall incorporate those contractual provisions drawn up by the Vista America Legal Department from time to time, whereby Supplier represents, warrants, undertakes and confirms, amongst other things, that he shall not participate in certain prohibited business practices, he shall at all times comply with the *Vista America Supplier Code of Conduct*, and that he is not subject or target of any economic or trade sanction law or regulation. Any material deviations from the said contractual provisions must be approved by any Vista America Legal Counsel or the Compliance Manager. The General Counsel or the Compliance Manager may decide, on a case by case basis, that certain category of Contracts may not need to include the said contractual provisions.

Purchasing Department

All purchasing including commitments to buy and related activities shall be processed through, and with the assistance and coordination of, the Purchasing Department; unless the purchase is an Exempt Purchase.

Unless the purchase is an Exempt Purchase, no Department or Employee shall commit Vista America to a purchase without involving the Purchasing Department from the very start of the purchasing process (i.e. from the point where the purchasing need arises).

When a Department has a purchase requirement, it shall make a request (setting out all the details relating to the purchase required) to the Purchasing Department at parts@xojetaviation.com.

Upon receipt of the purchasing request, the Purchasing Department shall assess and subsequently inform the relevant Department submitting the request:

i. whether the purchase so required shall be made in the form of a:

- a. Purchase Order; or
 - b. Contract;
- (each a '**Form of Agreement**'); and,
- ii. shall indicate which of the following purchasing methods (each a '**Purchasing Method**') shall be used for such purchase:
 - a. Direct contracting, without competition;
 - b. Request for Quotes;
 - c. Request for Proposals; or,
 - d. Tender.

The Form of Agreement and the Purchasing Method to be used for each purchase requirement (except in the case of an Exempt Purchase) shall be at the absolute discretion of the Purchasing Department. Purchasing requests received by the Purchasing Department shall be retained at all times by the Purchasing Department for compliance/audit purposes.

In the case of purchases to be made in the form of a Purchase Order, Employees shall at all times follow the electronic process/es that may be implemented by Vista America from time to time (example SAP) for such purchases. Purchase Orders made through SAP shall need to be approved by an Approver. Vista America shall issue guidelines from time to time on the use of these electronic processes upon their implementation.

From time to time the Purchasing Department may implement customised purchasing processes for certain types of purchases. Employees shall be notified accordingly with any such processes, and such processes shall form an integral part of this Policy.

Exempt Purchases

In the case of an Exempt Purchase, the Form of Agreement and the Purchasing Method to be used and followed shall be at the discretion of that Employee heading the Department (the 'HoD') intending to make the Exempt Purchase.

Notwithstanding the foregoing exception, the rest of this Policy shall continue to apply to such Exempt Purchases, including without limitation, all of the basic principles for purchasing as set out above, and all Supplier due diligence related procedures set by Vista America from time to time.

Contracts and Purchase Orders binding Vista America in relation to an Exempt Purchase shall only be signed by an Authorized Signatory.

In addition to the Exempt Purchases indicated in Appendix 1, the Purchasing Department may, from time to time, indicate certain goods or services considered day-to-day office requirements that may be purchased specifically by those employees within Vista America having the role of Office Manager without involving the Purchasing Department. In this respect, such Office Managers shall adhere to any and all guidelines and procedures set by the Purchasing Department from time

to time. Notwithstanding the foregoing exception, the rest of this Policy shall continue to apply to such purchases by Office Managers.

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.

Revisions

Vista America will 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 on Vista America's internal online systems that are effective from time to time and are accessible by all Employees (including, but not limited to, workforcenow.adp.com). 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 memoranda, from time to time.

Breach of Policy Reporting Procedure

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 online on Vista America's internal online systems that are effective from time to time and are accessible by all Employees).

Enquiries and Deviations

If an Employee has any questions regarding his/her responsibilities under this Policy, then he/she should seek advice from his/her direct supervisor or from the Purchasing Department

Any deviation from this Policy requires the approval of the President.

Confirmation

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

Document Owner

Title
President

Version Control

Date	Version	Description
10/XX/2023	1	Effective Date

Appendix 1

Exempted Purchases

Purchase of:	Department responsible for Purchasing Process
Aircraft	Legal Department and other relevant Vista America Departments connected with aircraft purchasing
Aircraft maintenance works and services	Maintenance Department
Aircraft Crews purchases with Vista America Corporate Credit Cards	Credit Cards Department
Consultancy/advisory services	Department requiring the consultants/advisors
Flights, accommodation, and other travel related services purchased by the Vista America Travel Department	Travel Department

The above table may be modified from time to time by the President.