



# Value Management System: Code of Conduct

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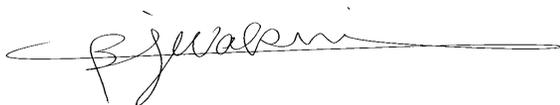
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## Letter from the CEO

Dear AirIT Employee,

As an Air-Transport IT Services, Inc. (“AirIT”) employee, you are an integral part of an exciting organization with a worldwide presence. The core principles of AirIT are guided by our commitment to providing value to our *Shareholder, Customers and Employees*, and as a result, we are leaders in a highly competitive and dynamic industry. We maintain this leadership by ensuring that our employees adhere to these corporate values while also going above and beyond the legal requirements to do so. As such, every employee is expected to review and comply with the AirIT Value Management System: Code of Conduct (the “Code”). The Code defines policies and resources to help you understand AirIT’s business values and your responsibilities. Every employee should read the Code carefully and keep it with you as a guide to help you make the right decisions as well as identify important sources of information. Moreover, the Code will be posted to the AirIT company website and updated periodically. I recommend that you review the Code periodically, as it is updated. Although the Code makes it easy for you to understand your obligations, it cannot anticipate every ethical dilemma you may encounter. Ultimately, we are each personally accountable for our individual actions, so if you do not know how to handle a particular situation, you are expected to either ask your immediate supervisor or manager, the Human Resources department, or use the other sources described in this Code to ensure the policies are followed. Equally as important, AirIT will not tolerate retaliation against any employee who reports misconduct or cooperates with a compliance investigation. Our reputation and our success depends upon your personal commitment to upholding AirIT’s values and ensuring that we are practicing ethical behavior in all of our business dealings. Every employee, regardless of position or geographic location, is expected to make this commitment daily and to uphold the standards of business conduct outlined in the Code.



Betros A. Wakim  
Chief Executive Officer

## **Basic Values**

### **I. Integrity**

We let all of our company's communications and activities be guided by our values. We refrain from everything that could hurt our good reputation, and we behave like honorable professionals. In all of our business activities, we comply with the relevant laws and regulations. We make no promises we cannot keep, and our word is our obligation.

### **II. Responsibility / Sustainability**

We know that our business activities must be consistent with the interests of society and are prepared to accept the consequences of our actions. As an employer and company, we are aware of the responsibility we have toward our employees, society and the environment. We conduct our activities in keeping with the principles of sustainability and base our business activities on economic, environmental and social criteria.

### **III. Transparency**

We openly provide information on important decisions and developments in the company, thus establishing a basis for cooperation in an atmosphere of trust. Failures to abide by laws and in-company regulations are rigorously investigated and dealt with.

### **IV. Loyalty**

We expect our employees to identify with the company's goals and to be loyal to its interests.

### **V. Fairness**

We regard proper, fair conduct in compliance with the "rules of the game", in dealings both with one another and with business partners, as essential for our success.

### **VI. Respect**

We attach great value to respecting each and every employee and view them as valued team members.

### **VII. Quality**

We provide high-quality services that are geared to our customers' needs.

## Standards of Behavior

The Standards of Behavior of AirIT reflect our basic values and establish binding rules for dealing with the ethical, commercial, and legal challenges of everyday business.

Standards of Behavior cannot and should not provide detailed instructions on how to act in every possible situation. Where necessary, their application is defined by specific guidelines and rules. Questions on how to interpret the standards in concrete situations should be addressed, and possible violations reported, to your immediate supervisor or manager. Additionally, in case of any questions about the Values Management System, the Human Resources department is at your disposal (contact the Human Resources Director at ext. 332 or the Human Resources Manager at ext. 340), and/or employees can access anonymously our parent company's electronic whistleblower reporting system by logging in to Fraport's internet website at [www.fraport.de](http://www.fraport.de) and clicking on the icon under "Sustainability", "Values Management" and "electronic reporting system".

### I. Obligation of Employees to Abide by the Law

In all of our business concerns, we expect that relevant laws and regulations are respected and complied with. Our worldwide activities conform to the legal requirements applicable in each case. We cannot and will not accept any conduct that could call into question or jeopardize our integrity. Failure to comply with this requirement and the Code may result in disciplinary action up to, and including, termination. Employees violating relevant laws and regulations may be subject to criminal and civil liability.

### II. Dealing with Gifts and Benefits

Our approach to gifts, invitations, and other benefits is characterized by the principles of legality, responsibility, and appropriateness. As a general rule for judging the appropriateness of a gift or benefit, it must neither be necessary for the recipient to conceal acceptance of it, nor should it impose any kind of obligation. There must be no objections whatsoever to supervisors and coworkers knowing of it. We accept no gray areas - instead we fully disclose all actions by documenting them and practicing transparency. Under no circumstance is bribery acceptable.

Any violation of these obligations will be responded to with disciplinary action, which can extend as far as termination. Employees can also be held accountable for damages and losses resulting from improper conduct.

We expect our suppliers to take active measures to prevent corruption in their company. We see this as positive, because it is essential for achieving long term business relationships with mutual benefits.

a) Accepting Gifts and Benefits

Employees are strictly forbidden from accepting the following types of gifts or benefits in connection, either directly or indirectly, with awarding and handling contracts or other business dealings between AirIT and its business partners:

- **Money:** e.g., cash, remittances, transfers by third parties to accounts of AirIT employees or members of their families, interest-free or low-interest loans.
- **Material assets and monetary equivalents:** e.g., alcoholic beverages (bottles), clothing, jewelry, admission tickets and vouchers, if the value of the gifts exceeds 50 USD.

Invitations to product information events such as trade shows and exhibitions are permissible but prior approval from the Chief Executive Officer or the President of AirIT is required.

In keeping with the principles of appropriateness, customary gifts that have only little material value or symbolic value not exceeding 50 USD are acceptable. Business meals and entertainment provided in connection with inaugurations, social events and/or other work-related occasions are also acceptable, if they are otherwise appropriate under the principles of the Code.

The principles of appropriateness apply to all hierarchical levels and must be appropriately applied in each case. A good rule of thumb is that the recipient should not need to keep the acceptance of a gift secret and should not be obligated in any way by it. Moreover, the recipient should not have any objections whatsoever to his or her supervisors and coworkers learning of it. In case of doubt, the employee's supervisor or manager must be notified to obtain his or her permission prior to acceptance of a gift. Exceptions to the general prohibition of accepting gifts and benefits must be approved in writing by the Chief Executive Officer or the President of AirIT.

b) Giving of Gifts and Benefits (within the United States)

We define gifts and benefits given to customers as everything they receive in connection with a business relationship without paying an appropriate market price. The giving of gifts and benefits is not acceptable if they can be regarded as attempts to illegally or unfairly influence objective decisions by customers and create obligations and dependencies.

To illustrate this, it is not acceptable to provide any of the following gifts and benefits to customers:

- **Money:** e.g., cash, remittances, transfers by third parties to accounts of customers, interest-free or low-interest loans, or remuneration for private secondary employment that exceeds what is appropriate for the services rendered.
- **Material assets and monetary equivalents:** e.g., alcoholic beverages (bottles), clothing, jewelry, admission tickets and vouchers if the value of the gifts exceeds 50 US.

In keeping with the principles of appropriateness, we therefore restrict ourselves to gifts and articles that:

- are in compliance with the relevant local laws or regulations of the customer, or
- bear the logo of AirIT, or
- are related to an event sponsored by AirIT.

Business meals and entertainment provided in connection with inaugurations, social events and/or other work-related occasions are also acceptable if they are otherwise appropriate within the principles of the Code and are within the guidelines of the AirIT Travel & Expense policy.

To ensure adequate transparency, all exceptions and deviations from these rules must be approved in writing by the Chief Executive Officer or the President of AirIT.

#### c) Giving of Gifts and Benefits (International)

Special rules apply to relationships with foreign public officials such as the Foreign Corrupt Practices Act (“FCPA”) and, as a result, any client gifts, meals and entertainment overseas require prior approval from the Chief Executive Officer or the President of AirIT.

The Company prohibits improper payments to government officials. It is important to note that in the airport transport industry it is generally the rule that *every* airport employee is considered to be a government official. Improper payments are direct or indirect payment, whether in cash or in other things of value (i.e., lavish entertainment), to a government officials or political party in order to influence acts or decisions to receive special treatment or personal gain or to obtain or retain business. While certain minor payments to foreign government officials made to expedite or secure the performance of certain routine government actions (such as the issuance of passports, licenses, permits) may not violate the law, employees must obtain the approval of the Chief Executive Officer or President of AirIT prior to making such payments, and any such payments must be reported to the appropriate Tax or Accounting personnel at AirIT.

In addition to refraining from making improper payments to foreign government officials, you must never retain a third party to make an improper payment to a foreign government official or enter into any transaction where you suspect a third party may make such improper payments. Doing so violates the Code and applicable anti-corruption laws. Employees must carefully screen all third parties who interface with foreign government officials on behalf of AirIT by performing the necessary due diligence through the screening and certification processes employed at AirIT.

All employees must abide by the FCPA as well as all applicable local laws concerning bribery and corruption. Failure to do so may result in disciplinary action up to, and including termination.

### **III. Loyalty Towards the Company's Interests**

AirIT attaches great value to respecting each and every one of its employees. Promoting and developing employee potentials is a core task of managerial responsibility at AirIT. Conversely, AirIT expects its employees to identify with the company's goals and to be loyal to its interests. A conflict of interests arises if an employee's personal interests could interfere with or impair the company's interests. Employees are therefore expected to avoid situations that could lead to a conflict of loyalties.

To prevent such conflicts, all employees of AirIT must observe the following rules:

- a) Employees involved in awarding contracts and making purchases must make it known if family members or friends of theirs have a substantial financial stake or interest in a supplier. Employees must inform their immediate supervisors or managers of possible conflicts of interest immediately and submit a written report about such conflict to their immediate supervisors or managers.
- b) It is forbidden to make company information available to third parties. Employees must treat the company's internal affairs confidentially vis-à-vis all parties within and outside the company.
- c) Company property, including equipment and software, is intended for business use only and is subject to the policies set in AirIT's Employee Benefits & Policy Manual.
- d) In order for employees to accept secondary employment, employees must receive prior approval from the Chief Executive Officer or President and such employment must comply with AirIT's policies.

## Contacts and Additional Resources Information

### CONTACTS:

#### Corporate Headquarters

Air-Transport IT Services, Inc.  
5950 Hazeltine National Drive, Suite 21  
Orlando, Florida 32822  
Telephone 1 (407) 370-4664

#### Human Resources Department

HR Director - Extension 332  
HR Manager – Extension 340

### ADDITIONAL RESOURCES:

Foreign Corrupt Practices Act  
<http://www.justice.gov/criminal/fraud/fcpa/>

## Sample Questions and Answers

Q1: John is a project manager and is responsible for buying display hardware for the project. A hardware vendor offers John a free LCD display if he chooses their company for the project. Should John accept the LCD display?

A1: No. The gift not only exceeds the \$50 limit in which an employee can accept it is an obvious attempt of the vendor to influence John's buying decision. It is not only unethical but it also unfair to other AirIT vendors who offer similar products and services. AirIT makes their business decision based on best value, including but not limited to, price and customer service.

Q2: John the project manager gets invited to a baseball game but also receives four (4) free tickets. Can John accept the tickets?

A2: No. John cannot accept the tickets because accepting them would violate AirIT's policy of receiving gifts over the \$50 limit and exceed the range of "appropriateness" set in AirIT's Code of Conduct. John, however, can attend the game with three (3) other AirIT employees as long as a representative from the vendor is also in attendance and company business is discussed.

Q3: John attends a seminar or user conference held by the LCD display supplier and in the course of the event the vendor provides him with an expensive bottle of wine, tickets to baseball game, and pays for all his meals. Can John accept these gifts?

A3: Maybe. John can accept these gifts as long as they are provided to all attendees and they are a condition of or a part of the event and are not an attempt of the vendor to influence John's buying decision.

Q4: David in Sales and Marketing wants to provide his favorite customer with a bottle of Scotch for his loyalty and friendship. Is this gift acceptable?

A4: Maybe. First, David needs to understand the Gift Receiving Policy of the customer to determine if it appropriate or legal under the laws applicable to the customer. If the customer is permitted to receive gifts, David needs to make sure that the gift does not exceed the \$50 limit under AirIT's Code as well as receive prior written approval from the Chief Executive Officer or President of AirIT.

Q5: David decides that in lieu of a bottle of scotch that he'll give the customer \$50 in cash or a \$50 gift card. Is this permissible?

A5: No. It is against AirIT's policy to provide any cash or cash equivalent gifts.

Q6: Mary is in Russia working on a project with an existing customer and she takes out the Russian project team for dinner and drinks after work. Is this allowed?

A6: Maybe. Since the airport employees are considered foreign government officials and any form of meal or entertainment can constitute a direct or indirect form of payment, Mary must first receive prior approval from the Chief Executive Officer or President of AirIT. If there are no contracts or change orders pending, or she is not trying to influence the employees or provide them with special treatment, and they are discussing business and the local laws applicable to the airport employees does not make such actions unlawful, it is permissible.

Q7: Mary, Ralph and Luke are heading to Russia to work on the project and they need to obtain work visas prior to departing for Russia, so they send the Russian Project Manager money in advance to secure the visas for them. Is this payment permissible?

A7: Yes, but only if the money being sent is the actual amount or cost to obtain the work visas and if issuance of work visas is within the responsibility of the foreign government official receiving the payment.