|  | **PORTSMOUTH AVIATION LTD** | **PA04-2-11** |
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| **CODE OF CONDUCT** |  |
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| **PART A. - Ethos****1. Introduction*** 1. This Code of Conduct is to be considered a ‘top level’ document. The Company reserves the right to amend or change this document at any time.
	2. The Code of Conduct serves as a guide to our standards and is implemented through the policies and procedures that make up our quality management system.

**2. What We Value**2.1 While our Vision has changed our values have not. The values of Portsmouth Aviation Limited have been a key source of our strength and have shaped our culture since the Company’s formation in 1929. Whilst we’ve updated their expression to ensure they remain relevant, their fundamental message remains the same.**3. Compliance with Laws and Regulations**3.1 Our reputation is based on integrity and the respect of laws and regulations – both in our domestic countries and in export countries where we operate. It is our personal responsibility to know the laws, regulations and requirements relating to our job.3.2 Any breach of these laws may lead to civil and criminal prosecution. Activities which could involve the company in unlawful practices are prohibited.**4. Commitment to Integrity**4.1 The purpose of the Code of Conduct is to define principles helping each of us to uphold our commitment to integrity in our daily work.4.2 Many of our activities are not governed by law or regulations, in which case the principle of integrity must govern our conduct. It is our personal responsibility to apply this principle at all times.4.3 No performance objectives should be imposed or accepted if they can only be achieved by compromising our ethical standards.**5. Seeking Guidance and Reporting Concerns**5.1 The Code of Conduct cannot cover every situation that we may face within our everyday role, and we may find ourselves faced with a dilemma that we are not sure how to resolve. 5.2 There are a number of ways that we can seek advice and support. We can contact our immediate line manager, someone else in the management structure or the HR department.5.3 In addition, if after having received the necessary advice and/or clarifications mentioned above you have any reason to believe that a violation of the Code or other improper conduct has occurred you are encouraged to report your concerns to the Managing Director.5.4 Your concern will be treated seriously and fairly and your identity will remain confidential. We must not let any concerns go unresolved. No reprisal will be tolerated against making such a report in good faith.**6. Innovation**6.1 Innovation, not limitation, is our goal. We believe there is always a better way and whilst we may follow loosely the example of others, we foster the culture of in-house improvement, encouraging change and seeking the opportunities it brings.**7. Sustainability**7.1 Through our products, services, operations and community involvement, we promote the efficient use of resources to benefit the business, our people and the world at large.**PART B. - Business Relationships** **8.** **Customers**8.1 We are committed to treating all our customers honestly and fairly, whatever the size of their business and honouring our contractual commitments all the time.8.2 We must provide our customers with high-quality and safe products and services that meet their expectations.8.3 Quality and Safety are core values for Portsmouth Aviation Ltd and we must comply with all control standards, including applicable laws and regulations as well as internal control procedures ensuring safe and high-quality products are delivered to our customers.**9.** **Suppliers** 9.1 Suppliers deliver an important part of the value of our products and play an important role in customer satisfaction. We must promote ethical relationships with our suppliers and make sure they are treated fairly and equally.9.2 In the selection of goods and services, account must be taken of price, quality, performance, delivery and suitability.**10.** **Anti-Slavery and Human Trafficking**10.1 Modern slavery is a crime and a violation of fundamental human rights. It takes various forms, such as slavery, servitude, forced and compulsory labour and human trafficking, all of which have in common the deprivation of a person’s liberty by another in order to exploit them for personal of commercial gain. Portsmouth Aviation Limited have a zero-tolerance approach to modern slavery and we are committed to acting ethically and with integrity in all our business dealings and relationships and to implementing and enforcing effective systems and controls to ensure modern slavery is not taking place anywhere in our own business or in any of our supply chains.10.2 We are also committed to ensuring there is a transparency in our own business and in our approach to tackling modern slavery throughout our supply chains, consistent with our disclosure obligations under the Modern Slavery Act 2015. We expect the same high standards from all of our contractors, suppliers and other business partners, and as part of our contracting processes, we will include specific prohibitions against the use of forced, compulsory or trafficked labour, or anyone held in slavery or servitude, whether adults or children, and we expect that our suppliers will hold their own suppliers to the same high standards.**11.** **Fair Competition** 11.1 We must always behave ethically when competing for customer’s business and when placing business with suppliers. Honesty and integrity clearly apply to our dealings with both customers and suppliers. This is especially true in the development phase of new business and in the negotiation phase of contracts.11.2 We must always comply with competition, anti-trust and anti-corruption laws. We strictly adhere to the principles of the OECD Convention on Combating Bribery of Foreign Public Officials in International Business Transactions as well as the United Nations Convention against Corruption.11.3 It is our collective and individual responsibility to never engage Portsmouth Aviation Ltd in any form of corruption, whether public or private.**12.** **Business Advisors** 12.1 We must never hire someone else to do anything that we cannot ethically or legally do ourselves. Engaging a third party to indirectly make an improper payment violates anti-corruption laws. The selection of business advisors is guided by strict internal procedures.**13.** **Gifts and Hospitality** 13.1 Portsmouth Aviation Ltd aims to ensure that any business decision made by us, our customers, suppliers or other business partners is solely based on relevant criteria, such as competitiveness, performance and quality of products and services offered. Business courtesies, such as gifts and hospitality, given to or received from customers, suppliers or other business partners must reflect a normal courtesy of business and may not influence, or give the appearance of influencing, any business decision.13.2 Gifts and hospitality must not be given or received with a corrupt purpose anywhere in the world.13.3 Reasonable behaviour, common sense and prudence should always guide us in these situations, and it is our duty to always comply with our internal procedures as well as with the laws and regulations of our domestic countries and those of other countries where we do business. Gifts in cash or any lavish hospitality are never permitted.**14.** **Money Laundering** 14.1 Money laundering is the faking of the origin of money coming from criminal activities.14.2 In compliance with all laws related to this matter, Portsmouth Aviation Ltd is committed to conducting business with reputable partners.14.3 All of us must be cautious with the way partners who demonstrate suspicious behaviours in their operations.**15.** **Facilitation Payments**  15.1 Facilitation payments are small unofficial payments to low-level public officials to speed up or obtain routine administrative processes. Portsmouth Aviation prohibits such facilitation payments in any country where we operate.**16.** **Conflicts of Interest** 16.1 All of us, as employees, are required to avoid conflicts of interest between our obligations to Portsmouth Aviation Ltd and our personal affairs.16.2 Any relationship or activity which could or would influence, or would appear to influence, performance of our duties to Portsmouth Aviation Ltd must be disclosed to our Legal Manager.**17. Conflict Minerals**17.1 Portsmouth Aviation Ltd expects the supplier, where applicable, to exercise reasonable due diligence concerning its use of conflict minerals and the source of these minerals and respond in a timely manner to Portsmouth Aviation Ltd.’s request for information on these activities and findings.**18.** **Sponsorship** 18.1 Sponsorship is authorised in compliance with applicable laws and regulations.Decisions to engage the company in any sponsorship is subject to the approval of the Managing Director and must be properly recorded.**19.** **Export Control** 19.1 We must comply with all applicable laws and regulations when importing and exporting products, services and information. If we fail to observe export control laws, the company (and individuals) may face fines, criminal prosecution and loss of authorisation to export.19.2 We must be familiar with Portsmouth Aviation Ltd.’s policies and procedures for handling goods, technology and data or providing services which may come into or go outside our country.**20.** **International Business**20.1 Portsmouth Aviation Ltd is dependent on the conduct of business across borders. This includes the flow of goods, services and technology between countries and citizens of different countries. It also includes transactions and agreements with various persons and companies throughout the world. The ability to import and export goods, services and technology efficiently is critical to the effective functioning of Portsmouth Aviation Ltd.’s worldwide operations.20.2 The laws of various countries, including the United Kingdom, impose requirements and restrictions on us in conducting international business and trade. Among other things, these laws may require the submission of accurate information regarding importations and exportations to government authorities. They may also restrict or prohibit the importation or exportation of certain goods, services or technology depending on the nature of the items involved, the parties to the transaction, the ultimate destination or the end use. In addition, the laws may require government approval prior to a particular importation, exportation or transfer of technology, goods or services between countries or citizens of different countries.20.3 Portsmouth Aviation Ltd must be familiar with the companies and people with whom it does business. Reasonable due diligence and screening of international customers and new business partners, including vendors, service providers, agents, consultants and distributors is critical to ensure compliance with laws that regulate international trade in goods, services and technology. The company expects that employees will take necessary steps to become familiar with Portsmouth Aviation Ltd business partners and customers and implement safeguards to comply with international trade laws.**21. Rule of Law**21.1 Any employee of director involved in court or similar proceedings arising out of his or her employment with, or service to, Portsmouth Aviation Ltd shall abide by the rules of that forum, cooperate with the orders of that forum and not in any way commit perjury or obstruction of justice. All Portsmouth Aviation Ltd employees must, as a minimum, comply with all applicable laws and legislation that relate to the conduct of our business, in the relevant area of jurisdiction, at home or abroad.**22. Defence Security**22.1 Portsmouth Aviation Ltd has UK Secret security clearances. Strict care must be taken to comply with the laws on the protection and disclosure of classified information relating to such business. All visits to certain hostile countries, or meetings with their officials anywhere, must be formally reported to the Company and appropriate government agency if required.**PART C. -** **Our People****23.** **Health and Safety** 23.1 Portsmouth Aviation Ltd is committed to pursuing the highest Health and Safety standards in the workplace. We endeavour to implement the necessary programmes, training and internal controls to consistently promote safe work practices. We must familiarise ourselves with, and follow, Health and Safety policies and procedures set up within Portsmouth Aviation Ltd.**24.** **Reporting of Risks**24.1 Portsmouth Aviation Ltd is committed to providing quality products and services that meet or exceed the expectations of our customers. Deficiencies that threaten the physical well-being of any person or puts the financial security of our company at risk should be reported immediately to management. Deficiencies may involve product quality, safety, design, installation, maintenance or the competence and training of individuals that leads to failures in our Quality system or Company procedures.**25.** **Security of Employees**  25.1 Portsmouth Aviation Ltd does its utmost to protect its employees, wherever they may be working. We inform people of risks and set out internal procedures to be followed and must be aware of up to date information particularly with regards to business travel.**26.** **Treating Each Other with Respect** 26.1 Our responsibility is to treat others with respect. Portsmouth Aviation Ltd aims to create an environment where employees feel comfortable to voice their opinions in a professional and constructive way. We do not tolerate any form of humiliation, harassment – sexual, physical or psychological, coercion, bullying or other offensive conduct.26.2 All of us are required to comply with all laws and regulations forbidding any discrimination.**27.** **Equal Opportunity and Diversity** 27.1 Portsmouth Aviation Ltd value and respect the diversity of our employees, directors, suppliers, customers and both stakeholder and local communities. We work to eliminate discrimination and harassment in all its forms, including that related to colour, race, gender, sexual orientation, age, pregnancy, caste, disability, union membership, ethnicity or religious beliefs.27.2 Our Company is committed to providing equal opportunity in all of our employment and purchasing practices. This applies to hiring, salary, benefits, advancement, discipline. Termination and retirement. Only in valuing diversity and committing to equal opportunity practices will we be able to fully utilise the human and business resources available to us on our pursuit of customer satisfaction. At the same time, we believe that by valuing diversity we encourage and enable all to fully realise their potential.27.3 For Portsmouth Aviation Ltd to succeed as a company, our employees must also succeed, as contributors to our company’s mission and objectives and as individuals and citizens. Therefore, in addition to protecting their Health and Safety, we are committed to the development of their unique skills and capabilities and the establishment of supportive local communities.27.4 We believe that new experiences on the job and involvement in work teams or special projects are valuable development opportunities. As part of our commitment to employee development, we aim to offer training in technical and interpersonal skills and educational programmes. The tools, training and support, together with the compensation and benefits provided by PA, raise the social and economic opportunities for many employees.27.5 We are committed to providing a workplace that is free from harassment or any other behaviour that diminishes a person’s integrity and self-esteem. Neither physical nor mental harassment nor abuse will be tolerated.27.6 Portsmouth Aviation Ltd respects the special needs of individual employees, including those who are disabled; those with mental health issues, pregnant, or are returning to work after childbirth.**28.** **Career Management** 28.1 Portsmouth Aviation Limited aims to promote personal development. One of the key tools to facilitate development is regular face-to face interviews with our manager. These interviews help focus on required skills, achievements, development plan and career paths according to individual needs and aspirations, as well as business requirements.28.2 Training and collaborative ways of working also contribute to the process.**29.** **Freedom of Association, Work Hours and Fair Compensation** 29.1 Portsmouth Aviation Ltd respects the right of all of us to form and join trade unions and worker’s organisations to organise and bargain collectively and commits to communicating and negotiating openly to address issues of collective interest. Worker’s representatives are not subject to discrimination and have access to workplaces necessary to carry out their respective functions.29.2 Except in extraordinary circumstances, our employees work no more than the limits established in law. 29.3 Employees receive at least the minimum wage required by law or the prevailing industry wage, whichever is higher. Employees are provided benefits and overtime compensation compliant with applicable law. When no such law exists, then our employees are paid at a rate equal to their regular hourly compensation rate.29.4 Employees receive full details regarding deductions for taxes, benefits etc. Wages are not deducted for disciplinary purposes and are paid in cash, cheque form or bank transfer.29.5 The compensation and benefits provided by Portsmouth Aviation Ltd are designed to enable our employees to meet their basic needs and provide opportunity to improve their skills and capabilities for raising their social and economic opportunities.**30. Data Protection** 30.1 Access to personal data shall be limited to those whose function and responsibility necessitates the handling of personal data. Employee data will be used for the sole purpose of supporting Company operations and providing employee pay and benefits.30.2 Personal data, including sensitive data as defined under the GDPR Regulations 2018 will be processed in accordance with said regulations as detailed in the Company Employee Privacy Notice.30.3 Portsmouth Aviation Ltd does not communicate personal information to third parties, except to the extent necessary and allowed by applicable laws and regulations.**Part D. - Protecting Assets and Information****31.** **Protecting Portsmouth Aviation Ltd.’s and third-party assets** 31.1 We should do our best to protect the company’s assets. Our assets must not be used for illegal purposes, or for purposes not related to the company’s activities.31.2 We should not appropriate any company’s assets for our own use or make them available to others for non-company use.31.3 In the course of doing business with Portsmouth Aviation Ltd, our customers, suppliers, and other partners may entrust the company with confidential and proprietary information.31.4 To be a trustworthy business partner, we must handle third-party information with the same care as we take with company information and cannot disclose it to any unauthorised persons.**32.** **Classified Information**32.1Due to the nature of its products and services, Portsmouth Aviation Ltd creates and handles government security classified information and we must know and follow applicable internal policies and the established laws and regulations that govern our handling of such information.32.2 It is important to remember that these laws and regulations are generally considerably stricter than those governing dealings with non-government security classified information.32.3 Access to government security classified information requires specific clearances, relative to the level of sensitivity. Any exchange or transmission of government security classified information or material must comply strictly with the relevant security process.**33.** **Intellectual Property**33.1 Intellectual property rights, which include patents, know-how, trade secrets, trademarks, domain names, industrial designs, and copyrights, are one of Portsmouth Aviation Ltd.’s most valuable assets and must be protected by law, whenever possible.33.2 All of us have a duty to safeguard these assets. We must also respect the intellectual property rights of third parties. We should never infringe on the intellectual property rights of others, including by violating copyrights or downloading software without the permission on the owner.**34.** **Maintaining Accurate Records**34.1 Portsmouth Aviation Ltd, our shareholders and business partners rely on the accuracy of the information contained in our business records. We therefore have a responsibility to ensure that the information we provide is accurate.34.2 This applies to all of our business records, including expense reports, contract documentation and time records.34.3 In maintaining our financial records, we must follow internal control procedures.34.4 We may not create or participate in the creation of records that are intended to mislead or conceal any improper activity. This means, in part, that we must never make false, misleading or unrecorded entries.34.5 We are expected to maintain company documents in accordance with any records retention legal requirements and internal procedures.34.6 Consult a dedicated focal point or a manager with questions as to how long you should retain a document or how to destroy it properly. **35.** **Avoiding Insider Trading**35.1 Many countries have enacted insider trading laws. In line with these laws we may not buy or sell the stock of any company while in possession of inside or privileged information about that company.35.2 This rule applies to the stock of our shareholders, as well as the stock of our customers and suppliers. In addition, we must not disclose any inside or privileged information to anyone, including co-workers, family members or friends.**36.** **Communication and Relations with the Media**36.1 Media relations are the responsibility of the Managing Director and Company Secretary. Unless approved in advance by the company, no employee is authorised to represent the company, express opinions or statements or to issue and information on behalf of the company to the media.36.2 This applies to all forms of communication media including internet social networking platforms, e.g. social forum websites, blogs or chat rooms.36.3 All Portsmouth Aviation Ltd material for media distribution shall be validated and approved by the Managing Director.**37. Use of E-Mail, Internet and other Computing Resources.**37.1 Electronic commerce, electronic mail and other internet-related systems are intended to be used for company business. Additionally, all information on company computer systems, including electronic mail, is the property of Portsmouth Aviation Ltd. There, to ensure that computing resources are used I accordance with expectations, management may, in certain circumstances and in line with GDPR regulations, inspect and disclose the contents of electronic messages if such inspection and disclosure is made for legitimate business purposes, in order to protect the security of the Company in line with our List-X accreditation or as otherwise necessary to protect the rights and property of Portsmouth Aviation Ltd.37.2 Use of computing resources to offend or harass others in prohibited. Employees who use the internet to access sites that contain offensive material relate to sex, race or other protected categories, or who violate these prohibitions, will be subject to disciplinary proceedings.**PART E. - Social Responsibility****38.** **Environment**38.1 Portsmouth Aviation Ltd has a responsibility to protect the environment. We must promote eco-efficiency in all of our business activities by striving to reduce our overall carbon and environmental footprint.38.2 Sound waste management and source reduction practices, recycling and energy conservation are legal, ethical and business requirements. In meeting that commitment, we implement environmental management systems to ensure continuous improvement and specific measures to prevent pollution, minimise toxic and greenhouse gas emissions, seek ways to use and produce products that are environmentally friendly and ensure that land development and operations address community and biodiversity preservation.38.3 In addition, we must comply with all applicable laws and regulations, wherever we do business, and all of us as employees are encouraged to contribute to this collective effort and more generally to adopt individual environment-friendly behaviours.**39.** **Donations**39.1 Donations to public-interest or private organisations on behalf of Portsmouth Aviation Ltd may be permitted in compliance with all applicable laws and regulations. Decisions to engage the company in any donations to our communities of charities is subject to prior approval by the Managing Director and must be properly recorded.**40.** **Political Contributions and Activity**40.1 Political contributions are often subject to national laws and vary from country to country. Portsmouth Aviation Ltd’s policy is not to make contributions, financial or in kind, to political parties or organisations, or to individual politicians.40.2 The company respects the rights of its employees to participate as individuals in their community and civic affairs. This must be done at a personal level and in their own time and at their own expense, consistent with applicable laws.40.3 Employees need to carefully separate their own political activities from the company and avoid any conflict of interest.**Part F. - Implementation****41.** **Employees**41.1 The Code of Conduct applies to everyone within the company. All employees are expected to assume responsibility for performing their duties with fairness and integrity, to have an understanding of the Code of Conduct and to refer to it regularly, to have knowledge of those of its provisions that apply specifically to their job and to consult their manager if in doubt.**42.** **Manager Responsibility**42.1 Managers have additional responsibilities that go beyond complying with the Code. They are expected to lead by example and to demonstrate adherence to the Code at all times. Managers are expected to promote our ethical standards and effectively communicate or make available the Code’s principles, as well as relevant policies and procedures that apply to their job, to all those that report to them.42.2 They should be able to answer questions about the Code and create a comfortable working climate in which employees feel encouraged to bring forth questions or concerns.**43.** **Awareness**43.1The Code of Conduct is distributed to all employees and available on the intranet/Company website.**44.** **Consequences of Violation of Portsmouth Aviation Ltd Policies and Procedures**44.1 All employees are responsible for ensuring that their conduct and that of those reporting to them fully complies with the Code of Conduct. Violation of the Code may have serious consequences on our reputation, business relations and financial situation.44.2 Any employee found to be in breach of any Policy or Procedure may be subject to disciplinary action in accordance with the Company Disciplinary Procedure.44.3 The company’s Code of Conduct is applicable to the members of the Board of Directors and to all company employees. |
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