

Supplier Code of Conduct

March 2021



1. Introduction

Overview of the Supplier Code of Conduct (the “Code”)

SMBC Aviation Capital Limited (“**SMBC Aviation Capital**”) is a leading global aircraft leasing company and is committed to the highest standards of ethics, integrity and conduct as it seeks to bring value and deliver on its commitments to its customers, shareholders and other stakeholders. SMBC Aviation Capital is committed to these high standards throughout its business operations including its supply chain and requires its suppliers of goods and services and their employees, contractors, agents and sub-contractors (collectively referred to as “**Suppliers**”) meet these same high standards.

Suppliers must conduct their business activities in full compliance with all applicable laws and regulations. In addition, Suppliers must adhere to the requirements of this Code and incorporate both the letter and the spirit of the Code into their business activities for, with or on behalf of SMBC Aviation Capital. Suppliers must also ensure that any individual carrying out SMBC Aviation Capital related work receives a copy of the Code and is fully informed of the contents of the Code.

The Code is in no way intended to conflict with or modify the terms and conditions of any existing agreement between SMBC Aviation Capital and the Supplier (the “**Supplier Agreement**”). Rather it is intended to guide Suppliers as to the minimum conduct required when doing business for, with or on behalf of SMBC Aviation Capital.

2. Compliance with Laws

Local Laws & Regulations

Suppliers must comply in full with all applicable laws and regulations while conducting business for, with or on behalf of SMBC Aviation Capital. Furthermore, Suppliers must bear in mind that an activity that may be acceptable in one jurisdiction may not be acceptable in another jurisdiction. In all cases in which the requirements of the Code are more stringent than local law requirements, Suppliers are required to meet the more stringent requirements of the Code.

Fraud and Financial Crime

Fraud and financial crime invariably involve criminal acts which have a detrimental impact on the victims and wider society. SMBC Aviation Capital adopts a zero-tolerance attitude to all forms of fraud and financial crime (e.g. money laundering or terrorist financing). Suppliers must not engage in financial crime and/ or act fraudulently or allow anyone else to do so.

Fraud can take many forms and can be both financial and non-financial and does not necessarily need to have a cash element. Fraud includes, amongst other things: (i) defrauding or stealing or embezzling from SMBC Aviation Capital, our customers or any third party; (ii) any kind of misappropriation of assets/ property or the misuse of funds or other resources; (iii) false accounting, the supply of false information or forgery; (iv) bribery, corruption or collusion.

Anti-Corruption Laws

Suppliers must comply with the Irish Criminal Justice (Corruption Offences) Act 2018, the U.S. Foreign Corrupt Practices Act, the U.K. Bribery Act 2010 and the local anti-corruption laws of any other jurisdiction in which they do business for SMBC Aviation Capital (“**Anti-Corruption Laws**”).

Suppliers must not, directly or indirectly, promise, offer or make any improper payments of money or anything of value (including but not limited to gifts, travel, hospitality, charitable donations or employment) to any government official or other individual as an inducement to, or reward for, or otherwise on account of, such official or individual doing any act or making any omission in relation

to his or her office, employment position or business. This includes a prohibition on facilitation payments intended to expedite or secure performance of a routine governmental action like obtaining a visa or customs clearance, even in locations where such activity may not violate local law. Personal safety payments are permitted where there is an imminent threat to health or safety.

Suppliers are expected to exert reasonable due diligence to prevent and detect corruption in all business arrangements, including partnerships, joint ventures, offset agreements and the hiring of intermediaries such as agents or consultants.

Gifts and Entertainment

Suppliers are expected to compete on the merits of their products and services. The exchange of business courtesies may not be used to gain an unfair business advantage. In any business relationship, Suppliers must ensure that the offering or receipt of any gift, entertainment or business courtesy is appropriate and permitted by Anti-Corruption Laws. Also, these exchanges must be in accordance with the rules and standards of the recipient's organisation and consistent with reasonable marketplace customs and practices.

Competition and Anti-Trust

Suppliers must not engage in activities in violation of applicable competition laws which may include the Irish Competition Acts and the Treaty on the Functioning of the European Union. In particular, Suppliers must not engage in anti-competitive practices or arrangements (e.g. fix prices or rig bids with competitors) or exchange current or future pricing information or other commercially sensitive information with competitors. Suppliers must refrain from participating in a cartel or any type of anti-competitive behaviour.

Insider Trading

Insider trading is prohibited in numerous jurisdictions including in the European Union under the Market Abuse Regulations. Suppliers must not use any material or non-publicly disclosed information obtained in the course of their business relationship with SMBC Aviation Capital as the basis for trading or for enabling others to trade in the stock or securities of any company.

3. Global Trade Compliance

Sanctions

Suppliers must avoid exposure to sanctioned regions when interacting with sub-contractors, other suppliers or potential customers particularly regions that are subject to comprehensive country/region-based sanctions programmes (currently Iran, Syria, Cuba, North Korea or Crimea). It is necessary for Suppliers to remain attentive to all applicable European Union, United States and United Nations related sanctions and any other sanctions applicable in the context of their business with SMBC Aviation Capital.

Import and Exports

Suppliers must ensure that their business practices are in accordance with all applicable laws, directives and regulations governing the import and export of parts, components and technical data. It is necessary for Suppliers to remain attentive to all applicable laws and regulations, including the local laws of each country in which they may act for or with SMBC Aviation Capital.

Counterfeit Parts

Where applicable, Suppliers are expected to develop, implement, and maintain effective methods and processes to the extent appropriate to their products to minimise the risk of introducing counterfeit parts and materials into deliverable products.

4. Conflicts of Interest

Suppliers are expected to avoid all conflicts of interest or situations giving the appearance of a potential conflict of interest. Suppliers are expected to provide notification to all affected parties (including SMBC Aviation Capital) in the event a potential conflict of interest arises. This includes a conflict between the interests of SMBC Aviation Capital and personal interests of the Supplier or their family members or associates.

5. Ethics Programme

Whistleblowing protection

Suppliers are expected to provide their employees with avenues for raising legal or ethical issues or concerns without fear of retaliation. Suppliers are expected to encourage their employees to communicate freely and openly with management regarding working conditions and/or other issues (including those arising from their relationship with SMBC Aviation Capital).

Ethics Policies

Commensurate with the size and nature of their business, Suppliers are expected to establish management systems to support compliance with laws and regulations, as well as the expectations expressed within this Code. Suppliers are encouraged to implement their own written Code of Conduct and to flow down their principles to the entities that furnish them with goods and services. SMBC Aviation Capital expects its Suppliers to maintain effective programmes to encourage their employees to make ethical, values driven choices in their business dealings - beyond compliance with laws, regulations and contractual requirements.

6. Human Rights - Slavery or Human Trafficking

Slavery, human trafficking (including forced or indentured labour), illegal child labour or any other form of human rights violations are unacceptable to SMBC Aviation Capital. Suppliers are expected to treat people with respect and dignity, encourage diversity, remain receptive to diverse opinions, promote equal opportunities for all and foster an inclusive and ethical culture.

Suppliers must adhere to regulations prohibiting human trafficking, and comply with all applicable local laws in the country or countries in which they operate. Suppliers must refrain from violating the rights of others and address any adverse human rights impacts of their operations.

7. Employment Practices

Bullying & Harassment

Suppliers are expected to ensure that their employees participate in a working environment that is free of physical, verbal and psychological harassment, or other abusive conduct.

SMBC Aviation Capital is committed to individuals being afforded the right to be treated with consideration and respect at work and to eliminating each and every form of bullying and harassment. It is our firm intention to maintain a climate free from these unwanted forms of behaviour; one where all people feel confident to raise concerns of this kind and will have them dealt with quickly, sensitively and effectively.

Non-Discrimination

Suppliers are expected to provide equal employment opportunities to all employees and applicants for employment. The principle of non-discrimination seeks to guarantee that individual's rights are exercised without discrimination of any kind based on race, colour, sex, ethnicity, religion, political opinion, national or social origin, birth or other status such as disability, age, marital and family status, sexual orientation and gender identity, health status, place of residence, economic and/or social situation.

Wage and Benefits

Suppliers must pay their employees at least the minimum wages and benefits required by local law. While paying for performance, the monetary amount must be impartially and honestly determined in an objective manner based on merit without any favour or prejudice.

8. Health and Safety

The safety, health and wellbeing of individuals working for SMBC Aviation Capital is a fundamental responsibility for our business. Suppliers must comply with all applicable health and workplace safety laws and regulations and have in place an appropriate management system to ensure health and workplace safety. Suppliers are required to:

- Take responsibility for the health and safety of their staff as well as others who may be affected by their actions (including as appropriate SMBC Aviation Capital employees);
- Immediately inform their SMBC Aviation Capital contact or a member of SMBC Aviation Capital senior management, if they become aware of anything that may affect the safety or health of any persons at SMBC Aviation Capital's premises; and
- Adhere to health and safety guidance whenever working for or with SMBC Aviation Capital.

9. Information Protection

SMBC Aviation Capital places great importance upon the protection of its intellectual property, its confidential and proprietary information as well as any personal data it may control or process.

Intellectual Property

Suppliers must comply with all applicable laws governing intellectual property rights, including laws around protection against disclosure, patents, copyrights and trademarks.

Confidential and Proprietary Information

Suppliers shall properly handle and secure all confidential and proprietary information of SMBC Aviation Capital. SMBC Aviation Capital information should not be used for any purpose other than the business purpose for which it was provided, unless there is prior authorisation from an appropriate person in SMBC Aviation Capital.

Data Protection

Suppliers must protect the personal data of individuals, from unauthorised access, destruction, use, modification and disclosure, through appropriate physical and electronic security procedures. Suppliers must comply with applicable data privacy laws including the General Data Protection Regulation within the European Economic Area and equivalent data protection laws and regulations throughout the world.

10. Media

Suppliers must only communicate to the press or other media outlets on behalf of SMBC Aviation Capital if expressly authorised in writing to do so by a member of the SMBC Aviation Capital Communications Team.

11. Maintain Accurate Records

Suppliers are expected to create accurate records, and not alter any record entry to conceal or misrepresent the underlying transaction represented by it. All records, regardless of format, made or received as evidence of a business transaction must fully and accurately represent the transaction or event being documented. Records should be retained based on the applicable retention requirements.

12. Consequences for Violating Code

Suppliers must promptly inform their SMBC Aviation Capital contact or a member of SMBC Aviation Capital senior management if a situation develops that causes the Supplier to operate in violation of the Code.

In the event that the expectations of this Code are not met by a Supplier, the business relationship may be reviewed and corrective action pursued subject to the terms of the related Supplier Agreement. A breach of the Code may result in the termination of the Supplier's relationship with SMBC Aviation Capital.

13. Further information

If in any doubt about whether a course of action is appropriate or you require further information in relation to any aspect of the Code, please consult with your SMBC Aviation Capital contact.

Change History			
Version	Approval Date	Amended by	Note
1.0	22 March 2021	N/A	Prepared by Compliance and approved by SMBC AC's Chief Legal Officer

