



SECTION 27:

Carrier Flight Operations

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A. SUMMARY

Carrier Flight manages transportation of company directors, executives, and business guests via general aviation aircraft, whether owned or contracted by Carrier. Operation and use of such aircraft shall comply at all times with applicable laws and regulations, this Policy, and associated procedures and guidelines.

B. AUTHORIZED USE; PROCEDURES AND GUIDELINES

Carrier Flight Aircraft should be considered for use by company directors, executives, and business guests when other means of transportation are unacceptable due to time or schedule constraints, en-route work or confidentiality requirements, security, or expense considerations. All requests, approvals, scheduling, selection, and use of Carrier Flight Aircraft, and resulting cost-charge backs, imputed income, and required reporting shall comply with this Policy and the [Carrier Flight Procedures & Guidelines](#) (CPSW – 27A). Priority for use and authorized requestors, approvers, and passengers are specified in the [Carrier Flight Procedures & Guidelines](#).

C. BUSINESS CONTINUITY

To minimize security concerns and adverse impact on Carrier in the event of an accident, the following groups should not travel on the same Carrier Flight Aircraft: (1) Chairman and CEO; (2) more than half of the Board of Directors; (3) more than two of the following Carrier senior executive officers: CFO, CHRO and CLO; (4) more than two Reporting Unit Presidents; and (5) more than half of Carrier's Executive Officers (as identified in Carrier's SEC filings pursuant to Rule 3b-7). In addition to the foregoing, the following groups should not travel on the same Carrier Flight Aircraft without prior approval of the CLO: (6) the CEO and CFO; (7) three or more Executive Officers (excluding the CEO). In granting approval, the CLO shall consider that whenever practicable the CEO and CFO should avoid traveling on the same Carrier Flight Aircraft. Functional and business leadership should also be mindful not to schedule too many direct reports or employees with vital knowledge on the same flight. Additions and exceptions to these restrictions may be made by the Manager of Carrier Flight in coordination with the CLO and Carrier security (as applicable).

D. SAFETY

All Carrier Flight Aircraft shall have two qualified pilots including the Pilot-in-Command ("PIC"), whether those pilots are employees of Carrier Flight or the operator of contracted aircraft. As stated in 14 C.F.R. Part 91 (General Operating and Flight Rules) ("Part 91"), as promulgated and amended by the Federal Aviation Administration ("FAA"), the PIC is directly responsible for, and is the final authority as to, the operation of the aircraft and has absolute and sole discretion to operate, delay, divert, or cancel any flight. This authority and discretion is independent of any company superior or subordinate



relationships that may also exist during a given flight. No pilot may be requested to conduct or be coerced into conducting an operation that the PIC does not think is safe or prudent. Under no circumstances shall any passenger, regardless of position or status, attempt to countermand the authority of the PIC or pressure or influence the PIC contrary to established safety standards and procedures. When a certificated air carrier, commercial operator or fractional ownership aircraft is used to conduct operations, operational control (i.e., the exercise of authority over initiating, conducting or terminating a flight) will be exercised in accordance with 14 CFR Parts 121, 125, 135 or Part 91, Subpart K, as applicable to the operation.

E. COMPLIANCE AND OVERSIGHT

Carrier Flight and Carrier Flight Aircraft shall be operated at all times in accordance with Part 91, the Internal Revenue Code of 1986 ("IRC"), as promulgated and amended by the Internal Revenue Service ("IRS"), all other applicable laws and regulations, this Policy, the Carrier Flight Operations Manual, and applicable procedures and guidelines. The Manager of Carrier Flight shall ensure that air carriers, commercial operators or fractional ownership aircraft contracted by Carrier Flight are appropriately certified under all applicable laws and regulations, including 14 C.F.R. Part 121 (Domestic, Flag and Supplemental Operations), Part 135 (Commuter and On Demand Operations and Rules Governing Persons on Board Such Aircraft) ("Part 135"), Part 125 (Operations of Certain Large Aircraft when Common Carriage is not Involved) and Part 91, subpart K (Fractional Ownership Aircraft) as promulgated and amended by the FAA, and as required. Government Officials shall not travel on Carrier Flight Aircraft except as approved in advance (i.e., before offer) pursuant to the requirements of CPM 8 – Anti-Corruption. Travel by all other persons not affiliated with Carrier must also comply with CPM 8 and applicable rules of their affiliated organization. Carrier shall not accept direct or indirect payment or reimbursement for transportation of any person, except as approved in advance by the CLO / designee. The Board of Directors shall review use of Carrier Flight Aircraft on an annual basis.

F. OWNERSHIP

The CLO is the owner of this Policy. This policy will be reviewed as needed, and at least every two (2) years following initial issuance. All waivers or modifications of this Policy or related CPSW shall require the approval of the owner or his authorized delegate.



G. REFERENCES

All referenced CPM and CPSW can be retrieved from [ePolicy](#).

Carrier Flight Procedures and Guidelines (CPSW - 27A)

CPM 8: Anti-Corruption

14 C.F.R. Parts 91, 121, 125 and 135

Internal Revenue Code of 1986