



A I R P A R T N E R

AIR PARTNER PLC (the ‘Company’)

Roles and responsibilities of key Board members

Chair

The Chair is accountable to the board of directors (the "Board") and is not responsible for executive matters regarding the Group's business. Other than the CEO and, in respect of limited matters, the Company Secretary, no members of the executive team reports to the Chair other than through the Board.

The role of the Chair is to lead the Board as an effective decision-making body, collectively responsible for the long term success of the Company.

The Chair is responsible for leading the Board and creating conditions to ensure the overall Board and individual effectiveness.

The Chair should model boardroom culture and set clear expectations on the style and tone of board discussions; demonstrating independent and objective judgement based on the Company's culture, values and behaviours.

Relationships between non-executive Directors and the executive team should be fostered by the Chair, based on trust, mutual respect and constructive communication. The Chair should promote a culture of openness and debate and maintain a balance within the Board with no individual dominating discussions. The Chair should hold meetings with the non-executive Directors without the executive Directors present, to facilitate a full and frank airing of views.

The Chair should encourage the Board to adopt and embrace a strategy aimed at delivering sustained and increased shareholder value. The Chair should lead a regular review of strategic aims and ensure that the board determines the nature, and extent, of the significant risks the Company is willing to embrace in the implementation of its strategy.

The Chair is responsible for setting the Board agenda primarily focused on strategy, performance, value creation, culture, stakeholders and accountability and for ensuring that issues relevant to these areas are reserved for Board decision.

The Chair should manage Board discussions to ensure that adequate time is available for the consideration of all agenda items, in particular strategic issues, and that debate is not truncated. The Chair should promote individual director engagement at Board and Committee meetings and draw upon the Boards skills, experience and knowledge to make an effective contribution.

The Chair should ensure that the Board has effective decision-making processes, applies sufficient challenge and constructive debate to major proposals and understand their responsibility for the outcomes of decisions. Any conflicts of interest which may arise at Board level should be managed by the Chair.

A productive working relationship should be maintained by the Chair with the CEO, providing mentoring, support and advice whilst respecting executive responsibility and ensuring that the Board effectively directs the Company.

The Chair should lead the annual Board evaluation process, recognising the strengths and addressing any weaknesses of the Board.



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The Chair should ensure Directors receive ongoing training and relevant communications in order to continually update their skills, knowledge and familiarity with the Company to fulfil their role both on the Board and committees.

The Chair should seek effective communication with stakeholders and consider how to obtain feedback from the workforce and other stakeholders on the Board and individual directors' performance.

The Chair should listen to the views of all stakeholders. The Chair should build relationships with significant shareholders and ensure that the Board is made aware of the views held by them on governance and performance against strategy.

The Chair should emphasise the value of good corporate governance and promote practices in keeping with the size and industry standing of the Company.

Senior Independent Director (SID)

The SID will be appointed by the Board from amongst the independent non-executive Directors to act as a sounding board for the Chair and provide support in the delivery of their objectives.

The SID should be available to shareholders if they have concerns which have not been resolved through the normal channels of Chair, CEO or other executive directors, or for which such contact is inappropriate.

The SID will have sufficient contact with major shareholders and financial analysts to obtain a balanced understanding of the issues and concerns of such shareholders.

If the Board is undergoing a period of stress, the SID shall work with the Chair and other directors, and/or shareholders to resolve significant issues. The SID might act as mediator in order to maintain Board and Company stability when significant issues arise, for example:

- disputes between the Chair and the CEO
- where shareholders or non-executive directors have expressed concerns that are not being addressed by the Chair or the CEO
- the strategy is not supported by the entire Board
- a particularly close relationship between the Chair and CEO
- decisions taken without the approval of the full Board
- succession planning is being ignored

The SID should take responsibility for an orderly succession process of the Chair and Chair the Nomination Committee when it is considering the role of Chair, unless the SID is a candidate in the process.

The SID should lead the evaluation of the Chair on behalf of the other directors and meet with the non-executive directors at least once a year to appraise the Chair's performance and on such other occasions as are deemed appropriate.

Chief Executive Officer (CEO)

The CEO reports to the Chair (acting on behalf of the Board) and to the Board directly. The CEO is responsible for all executive management matters affecting the Air Partner group (the Group). All members of executive management report, either directly or indirectly, to the CEO.



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The role of the CEO is to provide executive management and leadership, ensuring that people and resources are used to best effect to implement the strategy agreed by the Board in pursuit of the Group's vision.

The CEO is responsible for the day to day management of the Group in line with the strategy agreed by the Board.

The CEO maintains a productive relationship with the Chair and supports the Chair in facilitating an effective Board. The CEO also supports the Chair to ensure that appropriate standards of governance permeate throughout the organisation.

The CEO has primary responsibility for setting, demonstrating and communicating to the workforce the values and ethos of the Group and expectations of the Board in respect of the Company's culture. The CEO ensures operational policies and practices help to drive appropriate behaviour.

The CEO should promote a clear vision and business plan, focusing on key strategic aims and also represent the Group within the air charter, safety and security and wider travel industry.

The CEO proposes the Group's strategy and is responsible for its delivery as agreed by the Board. The CEO ensures that the strategy and aims of the Group are communicated clearly and regularly to the workforce and that opportunities are provided for feedback to be given and acted upon by senior management.

The CEO is responsible for increasing the global profitability of the Group and safeguarding its resources and assets.

The CEO is responsible for ensuring that management fulfils its obligation to provide the Board with:

- o accurate, timely, balanced and clear information in a form and of a quality that will enable it to discharge its duties effectively;
- o the necessary resources for developing and updating the Directors' knowledge and capabilities; and
- o appropriate knowledge of the Company, including access to Company operations and members of the workforce.

The CEO ensures that the views of senior management, the workforce and other stakeholders, are communicated to the Board on business issues in order to improve the standard of discussion in the Boardroom. Any divergence of view will be communicated by the CEO in a balanced way prior to any final decision on an issue. The CEO also ensures that the Board is made aware of views gathered via engagement between management and the workforce.

The CEO is responsible for building and identifying a strong and effective leadership team. The CEO monitors recruitment, retention and development of talented people within the business to maintain a strong skill set and the capability to deliver business success, high levels of customer service and shareholder value for the Group.

The CEO identifies new and complementary business opportunities and pursues initiatives to build the competitive strength of the Group, including leading the establishment of new partnerships and alliances and managing the acquisition or disposal of entities, as approved by the Board.

Regular reporting will be provided by the CEO to the Board on progress against targets, remedial actions or any proposals for significant changes to the business model.

The CEO should oversee co-ordination of the activities of international offices.



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The CEO sets operational standards within the Group to maintain Air Partner's trading reputation and ensures that systems and processes are put in place to ensure that the Group's trading is fair, legal and complies with local regulations.

The CEO encourages continuing improvements in customer care and service, the maintenance of good working relationships with clients and increase in the number of high quality customer accounts which can be sustained over the longer term.

The CEO oversees the building of relationships with a network of suppliers so that Air Partner can work with a wide range of high quality trading partners.

Working with the Company's corporate brokers and internal and external advisers, the CEO will ensure that the requirements of the London Stock Exchange are met and maintain regular, accurate and appropriate communications to the financial community, industry contacts and international media in support of the Group's key aims.

The CEO is responsible for maintaining effective investor relations, including regular meetings and communications with analysts and investors. The CEO should bring to the Board's attention market opinions and concerns raised by investors.

Approved by the Board on 1 July 2020