

POLICY NUMBER: RA 102

POLICY NAME: WHISTLEBLOWER POLICY

SCOPE:

A. The procedures set forth in this policy relate to reported complaints and concerns of any Reporting Person ("Reports") regarding:

1. an Accounting Allegation, including, without limitation:
 - a. fraud or deliberate error in the preparation, review or audit of financial statements of the Company;
 - b. fraud or deliberate error in the recording and maintaining of the Company's financial records;
 - c. deficiencies in, or non-compliance with, the Company's internal control over financial reporting;
 - d. misrepresentation or false statements regarding a matter contained in the Company's financial records, financial statements, audit reports or any filings made with the Securities and Exchange Commission (including periodic or current reports);
 - e. deviation from full and fair reporting of the Company's financial condition and results;
 - f. substantial variation in the Company's financial reporting methodology from prior practice or from generally accepted accounting principles;
 - g. issues affecting the independence of the Company's accounting firm; and
 - h. falsification, concealment or inappropriate destruction of corporate or financial records;
2. a Legal Allegation; and
3. alleged retaliation against Associates and other persons who make, in good faith, Accounting Allegations or Legal Allegations (a "Retaliatory Act").

B. In the discretion of the Audit Committee, responsibilities of the Audit Committee created by these procedures may be delegated to the chairperson of the Audit Committee or to a subcommittee of the Audit Committee.

PURPOSE:

To provide for (i) reporting by Associates and other interested parties, including stockholders (each, a “Reporting Person”), of any material concerns or complaints regarding: (a) accounting, internal control over financial reporting, or auditing matters including concerns regarding questionable accounting or auditing matters (collectively, “Accounting Allegation”); or (b) non-compliance of other legal and regulatory matters or the Company’s Code of Conduct and Business Ethics (“Legal Allegation”), including a conflict of interest as defined by the Republic Airways Holdings, Inc. Conflict of Interest Policy; and (ii) a workplace free of discrimination, harassment and/or retaliation arising therefrom.

It is the absolute policy of Republic Airways Holdings Inc. and its subsidiaries (collectively referred to as, the “Company”) to comply with all applicable legal and regulatory requirements, and to create and maintain an environment at the Company that makes this fact clear to all Associates and other interested parties. The Company requires its Associates to do likewise in the performance of their duties. Every Associate of Company has the responsibility to assist the Company in meeting these very important legal and regulatory requirements.

The Company’s internal control and operating procedures are intended to prevent, deter and remedy any violation of the applicable laws and regulations that relate to accounting, financial reporting and auditing matters as well as those that generally apply to our business and industry. Even the best- designed systems of control, however, cannot provide absolute safeguards against the occurrence of such violations. This policy therefore establishes and governs the process through which Associates and other interested parties, including stockholders, who become aware of violations can either directly or anonymously notify responsible individuals of alleged accounting or similar irregularities or improprieties. This policy specifically prohibits discrimination, harassment and/or retaliation arising therefrom.

POLICY:

A. Reporting of Improprieties and Irregularities

Any Associate who becomes aware of any information concerning any conduct that he or she reasonably believes to constitute an Accounting Allegation, Legal Allegation or Retaliatory Act is strongly encouraged to promptly report such information:

1. In writing to the attention of:
Chief Compliance Officer
Republic Airways Holdings Inc. 8909
Purdue Road, Suite 300
Indianapolis, Indiana 46268
2. Or, by calling a secure voice mail at 1-877-359-7538 and leaving a detailed message.

Note that this telephone number will take the caller directly into a voice mailbox where a message may be left that will be retrieved only by the Chief Compliance Officer.

Any other interested party may report to the Audit Committee, General Counsel, Chief Compliance Officer, or Chief Internal Auditor any Accounting Allegation, Legal Allegation or Retaliatory Act. Any such Report from a non-Associate must be accompanied by the name of the person submitting the Report in order to allow the Company to properly and effectively investigate a Report.

Associates are required to, and other interested parties are encouraged to, report their awareness of any such information promptly in any of the methods listed above. The Report should contain all the facts forming the basis of such Reporting Person's belief. The Report may be written or oral, and, in the case of a Report by an Associate, may be submitted anonymously and with complete confidentiality. The Report should be factual rather than speculative or conclusory, and should be sufficiently detailed and inclusive to ensure a clear understanding by the recipients of the issues raised. The Report should be candid and set forth all of the information the Reporting Person knows regarding the allegation or concern, including the identities of individuals suspected of violations, the relevant facts of the violations, how the Reporting Person became aware of the violations, any steps previously taken by the Reporting Person, who may be harmed or affected by the violations, and to the extent possible, an estimate of the misreporting or losses to the Company as a result of the violations. The Report must contain as much corroborating evidence as possible since this would be necessary and helpful to support the commencement of an appropriate investigation. If the Report contains only unspecified unsupported allegations it may not result in the commencement of an appropriate investigation. Particular care should be taken to comply with each of foregoing requirements in instances where the Report is made anonymously, because in such case there may be limited or no opportunity to obtain additional information. As appropriate, an inquiry of the suspected irregularities or improprieties will be made to gather the relevant facts and reach a timely and proper resolution of the matter. Any such inquiry will be conducted under the direction of the Chief Compliance Officer, and when appropriate, the Company's Audit Committee, which, under authority of the foregoing, may include appropriate additional Company personnel.

B. Treatment of Reports Received by the General Counsel, Chief Compliance Officer, or the Chief Internal Auditor

1. The General Counsel, Chief Compliance Officer, and the Chief Internal Auditor should, upon receipt of a Report and when possible and appropriate, acknowledge receipt to the Reporting Person who submitted it.
2. All Reports sent to the General Counsel, Chief Compliance Officer, or the Chief Internal Auditor must promptly undergo an initial review by the General Counsel, Chief Compliance Officer, or the Chief Internal Auditor, as the case may be, who must:
 - a. promptly forward to the Audit Committee any Report involving the Company's senior official or having an actual or potential misreporting or loss to the Company that could exceed \$100,000 or that could otherwise have a material adverse effect on the Company's reputation or financial statements; and
 - b. promptly determine whether to commence an investigation of all other Reports:
 - i. The General Counsel, Chief Compliance Officer, or the Chief Internal Auditor may, in his/her reasonable discretion, determine not to commence an investigation if the Report contains only unspecified or broad allegations of wrongdoing without

appropriate informational support or if the Report is not credible. This decision and the reasons for this decision shall be reported to the Audit Committee at its next ordinary meeting and shall, to the extent appropriate, be made known to the Reporting Person who submitted the Report. The Audit Committee may, however, not accept this decision, in which case it will determine whether the Audit Committee, the General Counsel, Chief Compliance Officer, or the Chief Internal Auditor will investigate the Report, taking into account the factors described in Section C.2.b. below; and

- ii. If the General Counsel, Chief Compliance Officer, or the Chief Internal Auditor determines that an investigation must be conducted, he/she will promptly commence the investigation. The General Counsel, Chief Compliance Officer, or the Chief Internal Auditor shall also promptly investigate other Reports as requested in writing by the Audit Committee. The General Counsel, Chief Compliance Officer, or the Chief Internal Auditor shall report the findings of the investigations conducted pursuant to this Section to the Audit Committee in accordance with Section B.4.
3. The General Counsel, Chief Compliance Officer, or the Chief Internal Auditor may consult with any member of management who is not the subject of the Accounting Allegation, Legal Allegation or Retaliatory Act included in the Report and who may have appropriate expertise to provide assistance in connection with the investigation of the Report. The General Counsel, Chief Compliance Officer, and the Chief Internal Auditor may also engage independent accountants, counsel or other experts to assist in the investigation of Reports and analysis of results, if necessary or appropriate.
4. The Chief Compliance Officer shall present to the Audit Committee, periodically but not less than twice per year, a summary of all the Reports received by, or forwarded to, them (including those Reports that they decided not to investigate) and all the material developments, findings and conclusions of investigations since the previous meeting. The Audit Committee may or may not accept such findings and conclusions. The Chief Compliance Officer shall provide such additional information regarding any Report or investigation as may be requested by the Audit Committee.
5. The Chief Internal Auditor shall coordinate with the General Counsel or Chief Compliance Officer in connection with any investigation conducted by the Chief Internal Auditor.

C. Treatment of Reports Received by, or Forwarded to, the Audit Committee

1. The Audit Committee should, upon receipt of a Report directly from a Reporting Person and when possible and appropriate, acknowledge, or direct the Chief Compliance Officer to acknowledge receipt of the Report to the Reporting Person who submitted it.
2. All Reports received directly by the Audit Committee or pursuant to Section B.2.a. above must promptly undergo a review by the Audit Committee:
 - a. The Audit Committee may, in its reasonable discretion, determine not to commence an investigation if a Report contains only unspecified or broad allegations of wrongdoing without appropriate informational support or the Report is not credible. This decision shall, to the

extent appropriate, be made known to the Reporting Person who submitted the Report.

- b. If the Audit Committee determines that an investigation should be conducted, the Audit Committee shall determine whether the Audit Committee, the General Counsel, Chief Compliance Officer, Chief Internal Auditor or another member of senior management should investigate the Report, taking into account, among other factors that are appropriate under the circumstances, the following:
 - i. Who is the alleged wrongdoer? If an executive officer, senior financial officer or other high management official is alleged to have engaged in wrongdoing, that factor alone may militate in favor of the Audit Committee conducting the investigation.
 - ii. How material is the misreporting or loss? The more material the misreporting or loss to the Company, the more appropriate it may be that the Audit Committee should conduct the investigation.
 - iii. How serious is the alleged wrongdoing? The more serious the alleged wrongdoing, the more appropriate that the Audit Committee should undertake the investigation. If the alleged wrongdoing would constitute a crime involving the integrity of the financial statements of the Company or would have a material adverse effect on the Company's reputation or financial statements, that factor alone may militate in favor of the Audit Committee conducting the investigation.
 - iv. How credible is the allegation of wrongdoing? The more credible the allegation, the more appropriate that the Audit Committee should undertake the investigation. In assessing credibility, the Audit Committee should consider all facts surrounding the allegation, including, but not limited to, whether similar allegations have been made in the press or by analysts.
3. If the Audit Committee determines that the General Counsel, Chief Compliance Officer, Chief Internal Auditor or another member of senior management should investigate the Report, the Audit Committee will notify the General Counsel, Chief Compliance Officer, Chief Internal Auditor or such member of management, as the case may be, in writing of that conclusion. The General Counsel, Chief Compliance Officer, Chief Internal Auditor or such member of management, as the case may be, shall thereafter promptly investigate the Report and shall report the results of the investigation to the Audit Committee in accordance with Section B.4. In the other cases, the Audit Committee shall promptly investigate the Report. In any event, the General Counsel or the Chief Compliance Officer shall participate in each such investigation.
4. The Audit Committee may consult with any member of management who is not the subject of the Accounting Allegation, Legal Allegation or Retaliatory Act included in the Report and who may have appropriate expertise to provide assistance. The Audit Committee may also engage independent accountants, counsel or other experts to assist in the investigation of Reports and analysis of results.

D. Results of Investigation

1. Upon completion of the investigation of a Report:
 - a. the Audit Committee, the General Counsel, the Chief Compliance Officer, Chief Internal Auditor, or such other member of senior management, as the case may be, will take such prompt and appropriate corrective action, if any, as in its/his/her judgment is deemed warranted; and
 - b. the telephone hotline service provider, the Audit Committee, the General Counsel, the Chief Compliance Officer, or the Chief Internal Auditor, as the case may be, will contact, to the extent appropriate, each Reporting Person who files a Report to inform him or her of the results of the investigation and what, if any, corrective action was taken.
2. Where alleged facts disclosed pursuant to this policy are not substantiated, the conclusions of the investigation shall, to the extent appropriate, be made known to the Reporting Person who made the Report.

E. Prohibition of Discrimination, Harassment and/or Retaliation

Company policy further prohibits discrimination, harassment and/or retaliation against any Reporting Person who in good faith makes a Report or who otherwise assists in an investigation or proceeding regarding any of the foregoing. No Associate of the Company, including without limitation those in management positions, has the authority to engage in any conduct that is prohibited by this policy.

Any person who believes that he or she has been the subject of any such prohibited discrimination, harassment and/or retaliation or is aware of any conduct which may be prohibited is strongly encouraged to report immediately the facts thereof to, in the case of an Associate, a supervisor or manager, to Human Resources directly, or to the Chief Compliance Officer, by telephone at 1-877-359-7538 or in the case of any other Reporting Person, to the Chief Compliance Officer, by telephone at 1-877-359-7538.

As appropriate, the allegations of discrimination, harassment and/or retaliation will be thoroughly investigated in as confidential a manner as possible, subject to the need to conduct a full and impartial investigation, remedy any violations of the Company's policies or monitor compliance with the Company's policies. It is the obligation of all Associates to cooperate in any such investigation. The Company expressly prohibits retaliation against any person who makes a Report under this policy or who participates in the Company's subsequent investigation of the allegations.

Unless necessary to conduct an adequate investigation or compelled by judicial or other legal process, neither the Company, the Audit Committee nor any director, officer or Associate of the Company shall (i) reveal the identity of any person who makes a Report and asks that his or her identity remain confidential, or (ii) make any effort, or tolerate any effort made by any other person or group, to ascertain the identity of any Associate who makes a Report anonymously.

In the event that an investigation establishes that an Associate has engaged in conduct or action constituting discrimination, harassment and/or retaliation in violation of this policy, the Company will take immediate and appropriate corrective action up to and including termination of that Associate's employment.

F. Communication to Associates and Other Interested Parties

The Company must disclose to Associates on the Company's intranet in the Company's Code of Business Conduct and Ethics and in the Associates' Associate Handbook that Associates may, in their discretion, report to the Audit Committee, General Counsel, Chief Compliance Officer, or Chief Internal Auditor, openly or confidentially and/or anonymously, an Accounting Allegation, Legal Allegation or Retaliatory Act in the manner set forth above. The Company must disclose on the Company's web site that interested parties may report to the Audit Committee, General Counsel, Chief Compliance Officer, or Chief Internal Auditor an Accounting Allegation, Legal Allegation or Retaliatory Act in the manner set forth above.

G. Reports

The Chief Compliance Officer shall maintain a log of all records relating to any Reports of Accounting Allegation, Legal Allegation, or Retaliatory Act, tracking their receipt, investigation and resolution and the response to the person making the Report. The Company shall retain copies of the reports and the Chief Compliance Officer's log for a period of seven (7) years, unless notified by the General Counsel of an extended retention period.

Status	Effective Date	Approval
Original	01/01/2019	R. Doria
Revision	11/21/2023	E. Mottley