

Air Transport Services Group, Inc.
Management Sustainability Committee Charter

Purpose

- The principal purposes of the Management Sustainability Committee (the “Committee”) of Air Transport Services Group, Inc. (“ATSG”) and its subsidiaries (collectively, the “Company”) is to further integrate Sustainability into the strategy and operations of the Company to create long-term shareholder value. For purposes of this Charter, the term “Sustainability” refers broadly to the Company’s environmental, social and governance risks and opportunities, employee health and safety, approach to corporate social responsibility, diversity and inclusion and activities related to stakeholder engagement and philanthropy.
- The Committee, in consultation with the ATSG Leadership Council, will assist the Nominating and Governance Committee of the Board of Directors (the “Board”) of ATSG in fulfilling the Board’s oversight responsibilities with respect to the Company’s Sustainability efforts and initiatives.

Composition

- The Committee will be comprised of (i) the respective presidents of ABX Air, Inc., Air Transport International, Inc., Airborne Maintenance and Engineering Services, Inc., Cargo Aircraft Management, Inc., LGSTX Services, Inc., and Omni Air International, LLC (“OAI”); (ii) the Vice President, Human Capital, the Vice President, Controller, the Vice President, Corporate Development, and the Manager, Internal Audit, of ATSG; (iii) a representative from the ATSG Information Technology Department, the OAI Information Technology Department, the ATSG Communications Department, and the ATSG Legal Department; and (iv) other officers and employees of the Company as determined from time to time by the President and Chief Executive Officer of ATSG.
- The members of the Committee will serve at the discretion of, and may be removed at any time by, the President and Chief Executive Officer of ATSG. Vacancies will be filled by the President and Chief Executive Officer of ATSG.
- The President and Chief Executive Officer of ATSG will appoint the Chair of the Committee, who will be responsible for setting the agendas and direction of the Committee in consultation with the ATSG Leadership Council.
- The Chair will appoint the Secretary of the Committee, who will be responsible for keeping the minutes of each meeting and serving as the custodian of the records of the Committee.
- The Committee may appoint short-term sub-committees for specific Sustainability matters, but no subcommittee will have any final decision-making authority on behalf of the Committee.

Meetings

- The Committee is a long-term commitment as it is the intention of Company management to further develop the Company’s strategy, processes and disclosures with respect to Sustainability matters.
- The Committee will meet with such frequency and at such times as its Chair or a majority of the Committee determines, but no less than quarterly. A special meeting of the Committee may be called by the Chair and will be called promptly upon the request of any two members.
- The members of the Committee that also serve as the president of an ATSG subsidiary may designate a representative from time to time to attend meetings on their behalf.

- The agenda of each meeting will be prepared by or at the direction of the Chair and circulated to each member of the Committee prior to the meeting date.

Reporting

- The Committee will report to the ATSG Leadership Council upon request from time to time, but no less than quarterly. For purposes of this Charter, the term “ATSG Leadership Council” shall refer to the following officers of ATSG: the President and Chief Executive Officer; Chief Operating Officer; Chief Financial Officer; Chief Legal Officer; and Chief Commercial Officer.
- The President and Chief Executive Officer of ATSG, or his designee(s), and the Committee Chair will provide an update to the Nominating and Governance Committee of the Board on a quarterly basis or as otherwise requested concerning the status of the Sustainability process and actions taken by the Committee.

Responsibilities and Duties

- Consider, develop and implement, in consultation with the ATSG Leadership Council, the Company’s strategy, policies and practices concerning Sustainability matters against stated goals;
- Periodically review the Company’s strategy, policies and practices for consistency with its stated goals toward Sustainability and make such recommendations to the ATSG Leadership Council with respect thereto as it may deem advisable;
- Develop and prepare public disclosures with respect to Sustainability matters in consultation with the ATSG Leadership Council, including the Company’s annual Sustainability Report, updating as needed based on changing conditions or assessments, including ratings and assessments for the Company issued by third party providers of Sustainability reports and ratings;
- Periodically consider whether the Company should develop and disclose key Sustainability targets and the timing for same; review the Company’s progress against such key sustainability targets; the Company’s public reporting with respect to key sustainability targets; Sustainability ratings and assessments for the Company issued by third party providers of reports and ratings; and whether the Company should seek external assurance of its Sustainability data;
- Periodically review the implementation, monitoring and enforcement of the Company’s policies to protect the health and safety of employees, contractors, customers, the public and the environment and the quality of the Company’s procedures for identifying, assessing, monitoring and managing the principal environmental and social risks in the Company’s business, and make such recommendations to the ATSG Leadership Council with respect thereto as it may deem advisable;
- Periodically review and consider current and emerging political, social and environmental trends and major global legislative and regulatory developments or other public policy issues that may affect the business operations, performance or public image of the Company or are otherwise pertinent to the Company and its stakeholders; and make recommendations to the ATSG Leadership Council, as appropriate, regarding how the Company’s policies and practices can adjust to or address such trends and issues;
- Advise the ATSG Leadership Council on significant stakeholder concerns and stockholder proposals that have been communicated to the Company relating to Sustainability;
- Periodically review and assess the Company’s policies and practices promoting diversity and inclusion within the Company; and the Company’s human and workplace rights and policies, and

make such recommendations to the ATSG Leadership Council with respect thereto as it may deem advisable;

- Periodically review the Company’s public policy advocacy efforts, including all direct and indirect political contributions made by the Company, to confirm alignment with Company policies and values, and make such recommendations to the ATSG Leadership Council with respect thereto as it may deem advisable; and
- Periodically review the Company’s policies on corporate charitable and philanthropic activities; and make such recommendations to the ATSG Leadership Council with respect thereto as it may deem advisable.

Experts; Cooperation

- The Committee, in consultation with the ATSG Leadership Council, may retain advisors and experts from time to time to carry out its duties. The Company shall provide for appropriate funding, as determined by the ATSG Leadership Council, for payment of reasonable compensation to any advisers or experts retained by the Committee.
- The Committee, in consultation with the ATSG Leadership Council, may conduct any investigation it deems necessary or appropriate to enable it to carry out its duties.
- The Committee, in consultation with the ATSG Leadership Council, will have access to the independent public accountants, the internal auditors, internal counsel, and anyone else in the Company, and may require any officer or employee of the Company and its subsidiaries, in accordance with any protocols established by the Committee, to attend any meeting of the Committee or to meet with any members of, or consultants or advisors to, the Committee.

Review of Charter

- The Committee will review and reassess the adequacy of this Charter annually and recommend any proposed changes to the ATSG Leadership Council for its review and approval.

Last Reviewed: August 2, 2022

Last Modified: August 2, 2022