

BEYOND AIR, INC.

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“SPEAK UP” POLICY

I. OVERVIEW:

Beyond Air (the Company) is committed to high standards of ethical and legal business conduct. This Policy makes employees aware of their obligation to report concerns regarding wrongdoing, unethical practices or other, similar problems to the Company, advises employees how to raise such concerns within the Company, reminds employees of the Company’s prohibition against retaliation for raising such good faith concerns, and explains the Company’s policy regarding reporting certain matters to external authorities and the manner in which that may be done.

II. POLICY

General “Speak Up” Obligation. It is the responsibility of all officers and employees of the Company to report violations or suspected violations of law, violations of Company policy, and any unsafe working conditions or other, similar problems and concerns to the Company, in accordance with this Policy and the Code of Business Conduct and Ethics. The Company will not retaliate against any employee who makes a good faith report to the Company in accordance with this Policy.

What Must Employees Report to the Company?

Employees have an obligation to report to the Company when they have a good faith belief that wrongdoing, unethical behavior, or other similar problems are occurring at the Company, including:

- a. Violation of securities laws;
- b. Violation of the Code of Business Conduct and Ethics or other Company Policies;
- c. Accounting improprieties or deficiencies in or noncompliance with the Company’s internal accounting controls and auditing;
- d. Fraud or theft;
- e. Falsification of Company records;
- f. Misuse of company property or assets;
- g. Unsafe working conditions; and
- h. Other illegal or unethical conduct.

III. How Should Employees Report Good Faith Concerns?

Employees who have concerns or who have reason to believe that a report has not been properly addressed, should raise those concerns with the relevant senior management, Human Resources or the Legal Department.

Additionally, if appropriate or necessary, employees may also file written reports directly with the Board of Directors at the mailing address below:

Beyond Air Board of Directors

Beyond Air, Inc.  
c/o Corporate Secretary  
825 East Gate Blvd  
Suite 320  
Garden City, NY 11530

Regardless of how an employee chooses to report, all such reports should describe the alleged violation or problem in as much detail as possible and should indicate whether the information being provided is based on firsthand knowledge or other sources of information. The more detail provided, the more thoroughly a matter can be reviewed. Further, the report should be factual rather than speculative or conclusory.

IV. The Company's Treatment of Reports

1. All reports will be reviewed by the appropriate Corporate Department (e.g., Human Resources, Finance, Legal Department), and a determination will be made as to any appropriate next steps to be taken.
2. Note that reporting employees may be asked for further information to help the Company review the matter. However, the Company may not be able to in turn provide the reporting employee with a detailed explanation of the status and/or resolution of the situation given the typical, sensitive nature of such reports. But all matters are fully reviewed and evaluated by the Company. Further, to the extent practicable, the Company will maintain the confidentiality of all employee reports.

V. Non-Retaliation Statement.

The Company prohibits retaliation against employees for making good faith reports to the Company. The Company will not discharge, demote, suspend, threaten, harass, or discriminate against any employee for making a good faith report. Employees should report any retaliatory conduct to Human Resources and/or the Legal Department. All suspected retaliatory concerns will be handled confidentially, to the extent practicable, by the Company under the direction of Human Resources and the Legal Department.

VI. Employees Reporting Good Faith Concerns to External Authorities.

Absent exceptional circumstances as set forth below, this Policy urges employees to report good faith concerns about Company matters to the Company first, and not to external authorities or other third parties. The Company takes all such reports seriously and is committed to addressing each such report through to resolution.

Exceptions:

- a. Employees may learn of an emergency situation (such as imminent threats to Company personnel or property) which should be reported immediately to law enforcement authorities. In those situations, employees may first contact the appropriate law enforcement authority, but should still report the matter to management as soon as feasible thereafter.

- b. Nothing in this policy prohibits employees from reporting to external government authorities, possible violations of federal law or making other disclosures that are protected under federal law, without reporting such concerns to the Company first.
- c. Nothing in this policy prohibits non-supervisory employees from engaging in activities that are protected by federal, state or local law where one or more employees seeks to initiate, induce, prepare for, or pursue group action relating to employees' wages or other terms and conditions of employment or other activities protected under federal, state or local laws.

Even in the referenced circumstances, the Company encourages employees to report to the Company first to provide it an opportunity to properly address the matter.

VII. Retention of Reports.

All reports or complaints submitted by an employee will remain confidential, to the extent practicable. The Company will retain all written reports, and the results of any investigations, in compliance with the requirements of the Record Management Policy.

VIII. Enforcement.

The Company reserves the right, in its discretion, to take any appropriate and necessary disciplinary action, up to and including separation from the Company, for any violation of this Policy.