

Anti-Bribery & Anti-Corruption Policy



OHI 
OMNI HELICOPTERS INTERNATIONAL

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OMNI HELICOPTERS GUYANA Inc
A Guinean company in Partnership with Revo Airway

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1. Objective

The objective of this Policy is to assure that Employees, the company and Third Parties will meet the Anti-Bribery Act and Anti-Corruption Act requirements and the guidelines in this Policy, in order to ensure that the highest standards of integrity, legality and transparency will be used in all company's processes.

2. Applicability

This Policy applies to the entire organization, including its affiliates, subsidiaries, controlled companies, and all Third Parties with which Omni maintains or may maintain any type of relationship, especially in relation to commercial operations conducted in the United States or the United Kingdom.

3. References

- a) OMNI's Code of Conduct
- b) Local legislation
- c) U.K. Bribery Act (UKBA)
- d) U.S. Foreign Corrupt Practices Act (FCPA)

4. Abbreviations and Definitions

4.1. Anti-Bribery and Anti-Corruption Acts

The laws prepared in order to set forth the rules to preclude the Corruption and Bribery practices. Thus, it is important that the Anti-Bribery and Anti-Corruption Acts in the United States, United Kingdom and Brazil (FCPA, UK Bribery Act and and the Brazilian anticorruption Law 12.846/2013) be observed, as well as all the other anti-bribery and anti-corruption laws and rules applicable pursuant to the local laws.

4.2. Public Official

A public official is anyone who holds, even if temporarily or without remuneration, a legislative, administrative, or judicial position of any kind, whether appointed or elected. This includes individuals exercising a public function for a country or territory, or on behalf of any public agency or public enterprise. Additionally, officials or agents of public international organizations are also considered public officials. Also, candidates for public office at all levels (federal, state, or municipal and in the executive, legislative, or judicial branches).

4.3. Non U.S. Public Official

Those who, even transitionally or without compensation, holds any office, employment or public position in government- owned agencies, entities or foreign country, diplomatic representations, as well as any legal entities directly or indirectly controlled by the government of such foreign country or international public organizations.

4.4. Non U.S. government

Government-owned agencies and entities or foreign country diplomatic representations at any level or government area, as well as the legal entities directly or indirectly controlled by the government of such foreign country. The international public organizations are equivalent to the foreign government.

4.5. Antitrust Act

It refers to the local antitrust legislation, as well as the United States legislation, the Sherman Antitrust Act (1890), the Clayton Act (1914), and the Federal Trade Commission Act (1914), which established the Federal Trade Commission (FTC), and United Kingdom legislation, the Competition Act (1998) and the Enterprise Act (2002).; provides for the prevention and repression to the antitrust violations.

4.6. Valuables

It includes but is not limited to items such as money, gifts, travels, entertainment, job offers, meals and employment. It may also include, but not be limited to, event sponsorship, scholarships, support to charitable researches and contributions, even if in benefit to a legitimate charitable organization.

4.7. Compliance

It arises from the English verb "to comply", which means to fulfill, perform, meet and carry out anything imposed pursuant to the laws and regulations applicable to Omni and its business, in accordance with the Code of Conduct and normative instruments.

4.8. Corruption

It is the misconduct by any Public Official from any level, or by private individuals or legal entities, which purpose is to obtain undue advantage for themselves or any other persons or group of persons. It may be further understood as the act or effect of degenerating, seducing or being seduced by money, gifts, entertainment or any benefit or advantage leading one to move away, act or fail to act in accordance with the law, morals, good costumes and whatever is considered as right in the social environment. No type of corruption will be tolerated, either with public entities or officials, or private parties.

4.9. Due Diligence

It is the information and document analysis procedure with the previously determined intent to know the Third Party with which Omni intends to have a relationship and interact.

4.10. Employee

It refers to any and all members, officers, employees, interns, young apprentices and further Employees comprising of the Omni's list of employees.

4.11. Facilitation Payment

Payments in any amount, made in order to assure or advance the routine actions or otherwise induce Public Officials or Third Parties to perform routine functions they are required to perform, such as issuance of licenses or permits, immigration controls, customs clearance of assets or other inspections. It does not include legally applicable administrative.

4.12. Bribe

It is the money or undue advantage obtained or provided in an unlawful manner and/or for unlawful purposes.

4.13. Bribery

It consists of the act of inducing anyone, either a Public Official or Third Party, to any act or omission with illegal, undue, dishonest or unethical purposes, for their own or anyone else's benefit, by offering them Bribe or undue benefits, such as money, gifts, entertainment, benefits, advantages or any Valuable.

4.14. Third Party

It refers to, but it is not limited to, any and all individuals or legal entities with which Omni has or may have a relationship, service provider, supplier, consultant, customer, business partner, Third Party contractor or subcontractor, lessee, assignee of business space, irrespective of formal or informal agreement, including the one using the name of Omni for any purpose or providing any services, supplying materials, interacting with any Public Official, the Government or Third Parties on behalf of Omni.

5. Responsibilities

5.1. Executive Board

- a) Assuring the application of this Policy throughout the organization.
- b) Approving donations to any individuals and legal entities.
- c) Approving sponsorships to individuals and legal entities.

5.2. Compliance

- a) Disclosing the guidelines of this Policy to the Company's employees.
- b) Clarifying any doubts from the Company's employees related to the Policy guidelines.
- c) Conducting third parties due diligences.
- d) Receiving and processing reports relating to the breach to this Policy guidelines.
- e) Holding audits for the assessment of the compliance with this Policy.
- f) Holding training sessions and disclosures of this policy guidelines

5.3. Legal

- a) Approving amendments to the wording of the anti-corruption clause entered in executed agreements.

5.4. Managers

- a) Knowing and disclosing the guidelines of this Policy to their employees.
- b) Clarifying doubts from their subordinates related to the Policy guidelines.

c) Being aware of and pointing out any eventual warning signs or signs of breach to this Policy related to thirdparty contracting.

5.5. Employees

a) Complying with the guidelines of this policy.

b) Referring to the immediate manager and/or Compliance area in event of doubts related to this Policy guidelines.

c) Informing any violation to or alleged violation to this Policy guidelines.

5.6. Controller

a) Ensuring that books, records, and accounts are detailed, accurate, and correct, and reflect the transactions and dispositions of the company's assets.

6. Policy

6.1. General Guidelines

Doing business with honesty and integrity is part of Omni's principles. It is fundamental for Omni to keep such business reputation, and for that reason, we have a zero-tolerance approach with respect to Bribery and other Corruption acts. Everyone must commit to such matter and report any evidence of misconduct, either by any Employee, Public Official or Third Party.

This Policy does not intend to transform all Employees and Third Parties into Anti-Bribery and Anti-Corruption Acts experts, but to provide proper means and tools to help them identify risk situations, possible undue payments, as well as how to act in such cases.

The content of this Policy must be known and complied with by all of the Company's Employees and Third Parties, and legal and disciplinary measures may be enforced in event of breach there to.

In event of doubts on the proper application of the guidelines in this Policy, the Employees must refer to their immediate manager and/or Compliance area.

Reports on violation to Anti-Bribery and Anti-Corruption Acts and this Policy must be addressed to the following communication channel:

6.1.1. Reporting Line

Omni has an exclusive channel for the safe and, as they wish, anonymous communication of any conducts breaching to this Policy guidelines.

The Transparency Channel may be accessed by all employees, suppliers, customers and further interested parties through the means whose contacts are provided in the Whistleblowing Channel Policy.

The service operation is performed by an outsourced specialized company. The reports may be monitored by the reporters by means of an identifier generated by the Transparency Channel system.

6.2. Bribery, Bribe Payment and Receipt

a) All the Employees and Third Parties acting on behalf of Omni are prohibited from negotiating, offering, promising, receiving, making feasible, paying, authorizing or providing (either directly or indirectly) bribery, undue advantage, payments, gifts, travels, entertainment, or also, performing the transfer of any valuable to any person, whether or not a Public Official, domestic or foreign, in order to influence or compensate any action, omission, favorable treatment or decision by such person in Omni's benefit.

b) No Employee or Third Party will be retaliated or punished due to the delay or loss of business resulting from their refusal to negotiate, offer, promise, receive, make feasible, pay, authorize.

c) The Anti-Bribery and Anti-Corruption Acts do not punish only the individual paying the bribe, but also the individuals acting in order to encourage the payment thereof, i.e, they apply to any individual:

- (i) Approving the payment of bribe.
- (ii) Providing or accepting fraudulently issued invoices.
- (iii) Retransmitting instructions for the payment of bribe.

- (iv) Covering up the payment of bribe.
- (v) Cooperating with the payment of bribe.

6.3. Gifts, travels and entertainment

- a) No gift, travel or entertainment may, under any circumstance, be given to any person, whether or not a Public Official, in order to unduly influence or compensate any act or decision, as an actual or intended compensation for the obtainment of any benefit or advantage to OHI, its Employees or Third Parties.
- b) Omni's Code of Conduct provides for Benefits, Gifts and Hospitalities and all Employees and Third Parties must act in compliance with such rules.

6.4. Donations

- a) Omni prohibits any donations to any individual or legal entity, whether or not a Public Official, in order to directly or indirectly influence or be considered as influent in any business decision.
- b) Donations to charitable actions must only be made to institutions registered under the applicable law, for legitimate non-profit reasons in order to serve humanitarian purposes and support cultural and educational institutions.
- c) Donations to political parties, Political campaigns and/or candidates to public offices, with Omni's funds, are prohibited, pursuant to the laws in force.
- d) The donations must be made in accordance with the rules set out in the company's Code of Conduct and other related policies.
- e) After the validation, the donations must be approved by the Executive Board before being performed.

6.5. Sponsorships

- a) Omni prohibits any sponsorships to any individual or legal entity, whether or not a Public Official, in order to directly or indirectly influence or be considered as influent in any business decision.

b) The sponsorships must be made in accordance with the rules set out in the company's Code of Conduct and other related policies.

6.6. Facilitation Payments

a) Omni prohibits the negotiation, offer, promise, feasibility, payment, authorization and performance of any Facilitation Payments.

6.7. Third Parties

a) Only doing business with Third Parties having good reputation and integrity and being technically qualified is Omni's policy.

b) Omni does not allow, under any circumstance, any Third Party to perform any type of improper influence in benefit of Omni upon any person, whether or not a Public Official.

c) Omni does not allow the hiring of any Third Parties having an undue relationship with Public Officials, either directly or indirectly.

d) Always that possible and/or as defined by the company based on the risk level, it must be verified prior to the hiring of any ThirdParty whether they are involved, even indirectly, in any Corruption or unlawful practices, as well as they are under any investigation, proceeding or conviction for such practices.

e) In all agreements executed with Third Parties, the inclusion of the Anti-corruption Clause must be necessarily requested, pursuant to the Legal Department template, in order to assure the compliance with the Anti-Bribery and Anti- Corruption Acts. Omni may also accept the Anti-Corruption Clause proposed by the Third Party in replacement with its own clause, provided that it considers it as much as or more comprehensive. Amendments to the wording in the Anti-Corruption Clause or use of the clause set out by the Third Party must be approved by the legal Department.

f) Omni does not allow any Corruption practice by Third Parties acting on their behalf, even if informally.

6.8. Purchasing process

- a) Every purchasing process must be made on the merits and not upon the misuse of influence upon any person, whether or not Public Official.
- b) During the bidding process, the Employees may not receive or offer any type of gift, advantage, benefit, entertainment and/or insider information from and/or to any individual or legal entity, whether or not a Public Official.

6.9. Due Diligence

6.9.1. Prior to hiring

a) In advance of the hiring of any Third Party, a Due Diligence process must be carried out in order to assess their records, reputation, qualifications, ultimate controller, financial situation, reliability and history of compliance with the Anti-Bribery and Anti-Corruption Acts.

6.9.2. After hiring

a) After the hiring of Third Parties, the manager in charge for the hiring is responsible for monitoring their activities, at all times aware of any eventual warning signs or signs of breach to the Anti-Bribery and Anti-Corruption Acts.

b) If there is any information or any legitimate reason to believe that a payment prohibited by the Anti-Bribery and Anti-Corruption Acts or this Policy has been, is being or may be made or promised to any Third Party or Public Official on behalf of Omni, either directly or indirectly, such fact must be promptly informed to the immediate superior, to the board, to the Compliance area, or thru the communication channel mentioned in item 6.1.1.

6.9.3. Merger and acquisition transactions

a) Every time Omni seeks for new business through acquisition, merger or consolidation of any company or asset, a detailed Due Diligence process must be carried out and proper Anti-corruption clauses must be included in the purchase agreement, in addition to other available options being considered in order to avoid the succession risk of any other liabilities prior to the closing of the transaction.

b) A Due Diligence process must be carried out for purposes of verifying the compliance with the Anti-Bribery and Anti-Corruption Acts prior to the performance of the business. In case any violations or suspicions on violation to the Anti-Bribery and Anti-Corruption Acts are verified, the Company's Compliance area must be formally communicated.

c) In any case, after the completion of the transaction, an analysis must be carried out on the compliance with the Anti-Bribery and Anti-Corruption Acts and Anti-Bribery and Anti-Corruption Policy of the Company under the transaction and the proper compliance measures must be taken, as required.

6.10. Record keeping and Accurate Accounting

a) Omni and its Employees are required to keep books, records and accounts reflecting, in a detailed, accurate and correct fashion, all of the Company's transactions. In order to fight corruption, it is important for the transactions to be transparent, fully documented and classified for accounts reflecting their nature in an accurate and complete fashion. Attempting to cover up any payment may create an even worse breach than the payment itself.

b) Omni must assure that all transactions are fully documented, correctly approved and with due accounting classification. Under no circumstances, false, inaccurate or misleading documents must appear in OHI's books and records.

c) OMNI must keep internal controls providing security so that:

- (i) All the performed transactions will be approved by authorized persons.
- (ii) All the transactions will be recorded as required in order to enable the preparation of the financial statements in accordance with the generally accepted accounting principles or any criterion applicable to such statements, as well as in order to keep the correct control of the assets.
- (iii) The access to the assets will be only allowed in accordance with the general or specific approval by the respective area ou authority in charge thereof.
- (iv) The registered assets will be compared to the existing assets in reasonable intervals of time and proper arrangements will be taken with respect to any eventually appraised deficiencies.

d) In event of any information or suspicion that any person is either directly or indirectly manipulating Omni's books and records or attempting, in any way, to hide or cover up Company's payments or records, such fact must be promptly informed to the immediate superior, to the board, to the Compliance area, or through the communication channel mentioned in item 6.1.1.

6.11. Audit

Omni will hold on a periodic basis audits to assess the compliance with the Anti-Bribery and Anti- Corruption Acts and this Policy, both for internal and external procedures.

The external procedures mostly reside in contracts and commercial relationships in which the company must such as requesting relevant information and conducting background searches on the internet against information received, making sure references are in order and followed up, including anti-bribery commitments in any contract renewal, using existing internal arrangements such as periodic staff meetings to raise awareness of red flags as regards agents' conduct, for example evasive answers to straightforward requests for information, overly elaborate payment arrangements involving further third parties, ad hoc or unusual requests for expense reimbursement not properly covered by accounting procedures.

6.12. Awareness and training

a) Omni maintains an awareness and training program on bribery and corruption for its Employees.

b) The Compliance area must provide, on a periodic basis, training on Anti-Bribery and Anti-Corruption Acts and Policies, conflicts of interest and the Code of Conduct along all Omni's business units; the training sessions may eventually be provided via conference call, videoconference, web training or any other means other than on-site.

6.13. Red Flags

a) In order to assure the compliance with the Anti-Bribery and Anti-Corruption Acts, the Employees and Third Parties must be aware of warning signs that may indicate that any undue advantages or payments may be happening. The warning signs are not necessarily evidences of Bribery or Corruption, neither do they automatically disqualify Third Parties or Public Officials with whom Omni has relationships. However, they raise suspicions that must be appraised until Omni is sure that such signs do not represent an actual breach to the Anti-Bribery and Anti-Corruption Acts and this Policy.

b) The Employees and Third Parties must give special attention to the following warning signs, but not limited to them, referring to any transaction in which the payment or benefit may be received by any person, whether or not a Public Official:

(i) The counterparty has a reputation in the engagement market, even if indirectly, on matters related to the Bribery, Corruption, unethical or potentially illegal acts.

(ii) The counterparty asked for any commission or payment that is excessive and must be paid in cash or in any other irregular or unusual method.

(iii) The counterparty is controlled by a Public Official or a Public Official is part of its list of employees or has a close relationship with the Government.

(iv) The counterparty is recommended by a Public Official.

(v) The counterparty provides or issues doubtful invoices or other documents.

(vi) The counterparty refuses to include the Anti-corruption clause into the agreement.

(vii) The counterparty proposes a financial transaction other than the usually adopted business practices for the type of transaction/business to be performed.

(viii) Perception that the donation to any charitable institution or sponsorship to any event at request of a Public Official is an exchange for a governmental action.

(ix) The counterparty does not have any office or employees, or the office is apparently a shell company.

c) The aforementioned list is not exhaustive and the evidence may vary in virtue of the nature of the transaction, request for payment and/or expense, as well as the geographic location.

d) In realizing any warning sign, the Employee or Third Party must promptly inform such fact to the immediate superior, to the board, to the Compliance area, or communication channel mentioned in item 6.1.1

6.14. Applicable Violations and Sanctions

a) All Employees and Third Parties are responsible for informing any violation or suspected violation to the requirements in the Anti-Bribery and Anti-Corruption Acts.

b) The communications on violation and suspicion on violation, either identified or anonymous, may be made through the communication channel mentioned in item 6.1.1.

c) Irrespective of whether the communications are identified or anonymous, OMNI will take the arrangements, to the extent allowed by the applicable law, in order to protect the confidentiality and anonymity of any report made.

d) Omni will not allow or tolerate any type of retaliation against any person reporting in good faith any violation to this Policy or Anti-Bribery and Anti-Corruption Acts.

e) The violations to the Anti-Bribery and Anti-Corruption Acts may result into civil or criminal penalties to Omni, its Employees, Public Official and/or Third Parties involved there in.

f) The eventual penalties imposed to the individuals due to violations to the Anti-Bribery and Anti-Corruption Acts will not be paid by Omni.

g) In order to carry on its business with honesty and integrity, Omni is concerned in being in compliance with the requirements in Anti-Bribery and Anti-Corruption Acts, through practices for the protection of its interests, such as Due Diligence and internal/external audit processes, training programs, inclusion of contractual provisions on compliance with the Anti-Bribery and Anti-Corruption Acts in agreements with Third Parties, as well as the internal control and careful monitoring of Omni's business.

6.15. Key Contacts

In case of questions on this Policy, please contact:

James H. Richardson (Group General Counsel)

Viviane Almeida (Executive Compliance Manager)

7. Records

This Policy does not have specific records.

8. Indicators

This Policy does not have specific indicators.

9. Annexes

This Policy does not have any annexes.



Contact

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