



Anti-Bribery & Anti-Corruption Policy



1. Objective

The objective of this Policy is to assure that Employees 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 and all Third Parties with which OMNI maintains or may maintain any type of relationship.

3. References

- a) OMNI's Code of Conduct
- b) Law 12.846/2013 - Law on the performance of acts against the domestic or foreign government (Brazilian Anti-Corruption Act).
- c) Decree No, 8.420/145, which regulates Law 12.846/13
- d) FIN07 - Policy of Limits

4. Abbreviations and Definitions

4.1. Public Official

For effects of this Policy, it follows the concept provided for in Law No. 8.429/1992, i.e., the one that exercises, even transitionally or without compensation, by election, appointment, nomination, hiring or any other form of investiture or relationship, tenure, office, employment or function in any of the Branches in the Federal Government, States, Federal District, Cities, Territory, any company merged to the public property or entity to which formation or funding the treasury has contributed or contributes with more than fifty percent of the equity or annual revenue. And, also, candidates to public offices in all levels (Federal, State or Municipal and in Executive, Legislative or Judiciary Branches).

4.2. Foreign Public Official

For effects of this Policy, it follows the concept provided for in art. 337-D, Law Decree No. 2.848/1940 (Criminal Code) or art. 5, Law No. 12.846/13, i.e., the one that, 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.

4.3. Foreign Government

For the effects of this procedure, it follows the concept provided for in art. 5, Law No. 12.846/13, i.e., 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.

4.4. Anti-Corruption Act

It sets out any and all domestic or foreign laws mentioning the practices to fight corruption and their best practices, including, but not limited to, Law No. 12.846/13, which provides for the administrative and civil liability of legal entities for the performance of acts against the national or foreign government; Decree No. 8.420/145, which regulates Law 12.846/13, FCPA (Foreign Corrupt Practices Act), US law that intends to combat foreign corrupt acts by certain persons or entities related to the United States; and UKBA (United Kingdom Bribery Act), UK anti-corruption act.

4.5. Antitrust Act

It refers to Law No. 12.529/11, which structures the Brazilian Antitrust System; provides for the prevention and repression to the antitrust violations.

4.6. Valuables

It means 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 Ethics and normative instruments.

4.8. Corruption

It is 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. Anti-Bribery and Anti-Corruptio Acts

The laws prepared to set forth the rules to preclude the Corruption and Bribery practices. Thus, it is important that the following Anti-Bribery and Anti-Corruption Acts will be fulfilled, as well as all the other anti-bribery and anti-corruption laws and rules applicable pursuant to the Brazilian laws:

- a) Law 12.846/2013 - Law on the performance of acts against the domestic or foreign government (Brazilian Anti-Corruption Act).
- b) FCPA - US Foreign Corrupt Practices Act.
- c) UK Bribery Act - United Kingdom Anti- Bribery Act.

4.12. Facilitation Payment

Payments in any amount, made 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 fees.

4.13. Bribe

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

4.14. 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 money, gifts, entertainment, benefits, advantages or any Valuable.

4.15. 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. Internal Controls

- a) Disclosing the guidelines of this Policy to the Company's employees.
- b) Clarifying any doubts from Company's employees, related to the Policy guidelines.
- c) Validating any donations to individuals and legal entities.
- d) Validating any sponsorships to individuals and legal entities.
- e) Receiving and processing reports relating to the breach of this Policy guidelines.
- f) Holding audits for the assessment of the compliance with this Policy.
- g) Holding training sessions and disclosures of this Policy guidelines.

5.3. Legal

- a) Validating any donations to individuals and legal entities.
- b) Validating any sponsorships to individuals and legal entities.
- c) Approving amendments to the wording of the anti-corruption clause entered in executed.

5.4. Managers

- a) 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 third party contracting.

5.5. Employees

- a) Complying with the guidelines of this Policy.
- b) Referring to the immediate manager and/or Internal Controls area in event of doubts related to this Policy guidelines.
- c) Informing any violation to or alleged violation to this Policy guidelines.

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 evidences 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 tolls to help them identify risk situations, possible undue payments, as well as how to act in such cases.

The content to 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 thereto.

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

OMNI's 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 following means:

a) Website:

www.canaltransparência.com.br/omnitaxiaereo

b) Phone: 0800-721-0722

The website and toll-free phone 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 or provide any Bribe.

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 OMNI, its Employees or Third Parties.
- b) OMNI's Code of Ethics 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 to 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 previously validated by the Legal Department, as well by the Internal Controls area.
- 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) All sponsorships must be based on agreements executed between OMNI and Third Parties to be granted with them and must meet the provisions in the Code of Ethics.
- c) The sponsorships must be previously validated by the Legal Department, as well by the Internal Controls area.
- d) After the validation, the sponsorships must be approved by the Executive Board before being performed.

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) It must be verified prior to the hiring of any Third Party 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 news 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 communication channel mentioned in item 6.1.

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 Internal Controls 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.Recordkeeping 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 OMNI'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 executive board 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 through the communication channel mentioned in item 6.1.

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.

6.12. Awareness and training

- a) OMNI maintains an awareness and training program on bribery and corruption for its Employees.
- b) The Internal Controls area must provide, on a periodic basis, training on Anti-Bribery and Anti-Corruption Acts and Policies, conflicts of interest and the Code of Ethics 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. Signs

- 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 evidences 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 communication channel mentioned in item 6.1.

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.
- 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 therein.

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.

h) The donations that have been made in accordance with the applicable laws and rules of the local jurisdictions, including Anti-Bribery and Anti-Corruption Acts, will not be considered as situations of violation to the Anti-Bribery and Anti-Corruption Acts and this Policy.

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.


OMNI Táxi Aéreo S.A. was founded in December 2000, on the principles of Safety, Unity, Transparency, Integrity and Creativity. These values are transported in every aircraft that takes off and are the compass which directs the company.

We offer services solutions for air transport, offshore and onshore, anywhere in Brazil, including external cargo and aeromedical transport.


We are a part of the OMNI Helicopters International group (OHI), a financial holding based in Portugal which administers fleets and investments in helicopter operators, contributing to the development of the oil and gas sector and to global emergency medical transport.



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