

# **CODE OF BUSINESS CONDUIT & ETHICS**

## **S.C. AVIATION MANAGEMENT INTERNATIONAL S.R.L. ("AMI")**

**S.C. AVIATION MANAGEMENT  
INTERNATIONAL S.R.L. LEGAL  
Palatul CFR, Dinicu Golescu Bld. 38,  
Sectorul 1, Bucharest, Romania  
ref: 013AMI**



**AVIATION MANAGEMENT INTERNATIONAL**

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## Details page

Date: 04. Oct. 2019

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<b>AMI</b>	Name	S.C. AVIATION MANAGEMENT INTERNATIONAL S.R.L.
	Address	Palatul CFR, Dinicu Golescu Bld. 38, Sc. E, parter Sectorul 1, Bucharest, Romania
	Address for notices	General Manager, Legal Representative S.C. AVIATION MANAGEMENT INTERNATIONAL S.R.L. <a href="mailto:legal@ami.aero">legal@ami.aero</a> ; <a href="mailto:office@ami.aero">office@ami.aero</a>

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**Recitals**

S.C. Aviation Management International s.r.l. (hereafter AMI) is doing business in the aviation and government business sector of Romania. AMI requires all its employees, directors, shareholders, and business partners or company contractors to act upon the AMI guidelines described in this code of business conduit and ethics.

This Code of Bussines Conduit and Ethics Guideline establishes the rights and obligations of our company's directors, managers, employees, contractors and commercial partners.

This guideline is part of the AMI compliance program that is effective for all its employees, directors and shareholders as well as for any company contractors or partners from the moment a contract is signed with AMI.

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## Purpose

This AMI code of business conduit and ethics guideline that is shared with all its employees, directors and shareholders as well as with any company contractors or commercial partners, is intended to protect our company from any potential corrupt behaviours and criminal prosecution by local and / or international authorities.

Any potential misconduct, or violations of the AMI's Code of Business Conduct and Ethics shall be reported immediately on a confidential basis and without fear of retaliation by its employees, directors or any company contractors or commercial partners to the AMI Compliance Officer at AMI Legal department by email to [legal@ami.aero](mailto:legal@ami.aero).

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# CODE OF BUSINESS CONDUIT & ETHICS

## General terms

### 1. INTRODUCTION

#### 1.1 Importance of an Effective Compliance Program

- The U.S. Foreign Corrupt Practices Act (FCPA) and similar laws of other European countries, prohibit direct or indirect bribery of government officials and impose harsh fines and penalties not only on the companies that violate them, but also on individual employees.
- Law enforcement authorities around the globe have increased their collaboration to combat bribery schemes that cross national borders.
- Like the United States Department of Justice, many anti-corruption authorities across the globe have made combating corruption one of their highest priorities, dedicating more and more money, time and resources to prosecuting corruption.

#### 1.2 Examples of 2016 Fines and Imprisonment for Tech Companies and Individuals

**SAP gave up \$3.7 million in sales profits** after Vicente E. Garcia, its former executive in Mexico, assisted the payment of bribes in Panama. The bribery scheme involved providing large discounts of up to 82 percent to SAP's Panamanian partner, who used the excessive discounts to create a side und out of which to pay bribes so SAP could sell software. SAP had no compliance controls for such large discounts. **Vicente E. Garcia was prosecuted individually and sentenced to 22 months in prison.**

**Parametric Technology (Shanghai) Software Company Ltd. and Parametric Technology (Hong Kong) Ltd. paid a \$14.54 million penalty.** Through their partners, they arranged and paid for employees of various Chinese state-owned enterprises to travel to the United States. The travel was supposedly for training, but it was mainly for recreational travel. The cost of the travel was hidden within the price of PTC's software sales.

**VimpelCom Limited paid \$795 million in fines and penalties to U.S. and Dutch authorities** because its executives and employees paid bribes in Uzbekistan. The bribes were paid through shell companies. The company falsified its books and records by classifying the improper payments as consulting and reseller transactions. VimpelCom failed to implement an effective compliance program to avoid and detect the bribes, which were repeatedly paid over several years.

### 2. AMI Compliance program

2.1 AMI has implemented a compliance program to the U.S. Foreign Corrupt Practices Act (FCPA) and similar laws of other European countries

2.2 Within this program framework AMI has appointed our company administrator as Compliance Officer, who has sufficient authority, resources and autonomy from management to oversee and manage the entire compliance program.

2.3 AMI complies with the provisions of Regulation (EU) 679/2016 of the European Parliament and of the Council of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data

### 3. AMI Code of Business Conduct & Ethics

3.1 This Code of Business Conduct and Ethics is the foundation of our AMI compliance program, which handles the aspects of Antitrust and Competition Law, Improper Payments, Money Laundering, Dealing with Government, Expenses on Customers and Business Courtesies, Financial Integrity, Intellectual Property and Obligations of Confidentiality, Trade Compliance Laws and Regulations, Human Rights of Workers, Environment, Health, and Safety, Regulation (EU) 679/2016.

This includes but it is not limited to the following rights and obligations of our company's directors, managers, employees, contractors and commercial partners:

- (a) must not attempt to obtain, directly or indirectly, from any source, procurement-sensitive information that is not publicly available or otherwise authorized for disclosure by the government; confidential internal government information, such as pre-award, source selection information; or any proprietary information of a competitor, including, for example, bid or proposal information, during the course of a procurement or in any other circumstances where there is reason to believe that the release of such information is unauthorized;
- (b) must ensure the submission of accurate invoices to the government and comply with all laws regarding invoicing and payments.
- (c) must not give or offer, either directly or indirectly, any gratuity, gift, favour, entertainment, loan, or anything of monetary value to any government or public sector employee or official except as may be permitted by applicable law.
- (d) must establish and maintain appropriate internal controls to ensure compliance with all applicable local Romania concerning prohibitions on offering anything of value to government and public sector employees or officials.
- (e) must not provide, attempt to provide, offer, or solicit a kickback, directly or indirectly, to obtain or reward favourable treatment in connection with any transaction.
- (f) must not pay or enter any agreement to pay, directly or indirectly, a contingent fee to any party for the purposes of obtaining a government contract or influencing government action.
- (g) may not receive any contingent fees or participate in any influence/referral fee program on any transaction involving a government or public sector end user (this includes, but is not limited to, public higher education, public healthcare, and utility entities).
- (h) must use discretion and care to ensure that expenditures on customers, AMI personnel, or representatives are reasonable, ordinary, and proper.
- (i) must ensure that expenditures or business courtesy could not reasonably be construed as a bribe or an improper attempt to secure unfair preferential treatment or violate applicable laws and regulations.
- (j) must accurately document all transactions related to our contracts and relevant order forms in the financial books, records, statements and reports, and other documents provided to AMI and prevent side agreements, whether oral or written.
- (k) all business records must be retained in accordance with record retention policies Romanian laws and regulations.
- (l) AMI respects the intellectual property rights of others and expects other companies to respect AMI's intellectual property rights, maintain the confidentiality of AMI's trade secrets and proprietary information.
- (m) AMI's intellectual property, confidential information, patented technology, documentation, or other materials must not be used without written permission or outside the scope of work performed for AMI.
- (n) copyrighted software must not be reproduced
- (o) in the course of working with or for AMI, must not use proprietary information, patented technology or copyrighted software, documentation, or other materials of third parties without authorization.
- (p) must safeguard confidential information by not transferring, publishing, using, or disclosing it other than as necessary in the ordinary course of business to perform the work for AMI or as directed or authorized by AMI.

(q) must observe applicable data privacy standards. Materials that contain confidential information or that are protected by privacy standards should be stored securely and shared only internally with employees on a need-to-know basis.

(r) Romania trade laws and regulations govern all imports, exports, re-exports, and use of US origin commodities and technical data, wherever located. AMI requires that you comply fully with all applicable Romania and global trade laws and regulations. Failure to comply could result in the loss or restriction of our AMI or our international commercial partner's trade privileges. Violation of these laws and regulations may also result in fines and imprisonment. You are responsible for understanding how the global trade laws and regulations apply and for conforming to these laws to ensure no technology, data, information, program, and/or materials resulting from services (or direct product thereof) will be imported or exported, directly or indirectly, in violation of these laws, or will be used for any purpose prohibited by these laws and regulations.

(s) AMI upholds the human rights of workers and treats them with dignity and respect, being compliant with the fair labour laws and applicable wage standards of Romania. Physical abuse, sexual or other harassment, and discrimination on the basis of race, religious creed, caste, national origin/ancestry, genetic information, religion, age, disability, gender, pregnancy, marital status, sexual orientation, union membership, political affiliation, or any other characteristic protected under applicable law or local ordinance is strictly prohibited.

(t) AMI recognizes its social responsibility to protect the environment and expects its Employees, Contractors and Partners to share its commitment in compliancy with all applicable environmental laws and regulations from Romania to:

- reduce consumption of resources, including raw materials, energy, and water,
- reduce or eliminate waste by recycling, re-using, or substituting materials.

(u) AMI is committed to Worker health, safety, and well-being providing and maintaining a safe and healthy work environment fully compliant with all applicable safety and health laws and regulations of Romania to:

- minimize the environmental burden of our operations on the environment
- prevent workplace accidents and injuries,
- promote safe and healthy workplace.
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(v) For the collection, processing and storage of personal data, AMI employees must have the following principles:

- **Legality, fairness and transparency:** Personal data are processed legally, fairly and transparently to the data subject.
- **Purpose limitation:** Personal data are collected for well-defined, explicit and legitimate purposes (according to the contractual provisions).
- **Minimizing data:** Any collection of personal data is very well analyzed before the actual data is obtained, these being strictly limited to what is absolutely necessary for the purposes for which they are processed.
- **Accuracy of information:** Implementation of the necessary measures to ensure the validity of the data, and those proven inaccurate are updated or deleted.
- **Limitation of storage:** The data is kept for as long as it is necessary for the processing assumed.

- Integrity and confidentiality: The processing of personal data is done in safe conditions, which include protection against unauthorized or illegal processing and against accidental loss, destruction or damage.

#### **4. Enforcement**

4.1 The AMI Code of Business Conduct and Ethics places you and AMI in the forefront with those corporations throughout the world that emphasize the importance of solid business ethics and honest business conduct. AMI's standards can be met only with your cooperation. AMI trusts that its employees, directors, managers, contractors and commercial partners will adhere to the standards of this Code. Any violation of this Code will constitute the basis for the immediate termination of your employment or partner agreements with AMI and the cancellation of any pending fees payable to you, pursuant to applicable laws and without any liability to AMI.

#### **5. Reporting & Notices**

5.1 AMI employees, directors, managers, contractors, and / or commercial partners are expected to report to AMI Compliance Officer any conduct, including conduct of any AMI employee, that you believe in good faith to be an actual, apparent, or potential violation of this Code. Prompt reporting of violations is in the best interest of everyone. Reports will be handled as confidentially as possible. AMI expects all partners to provide reasonable assistance with any investigation into a violation of this Code or applicable law.

5.2 AMI maintains an open-door policy regarding potential questions, including any questions related to ethics and business conduct. To report an incident, you may contact AMI's legal counsel.

5.3 Any potential misconduct, or violations of the AMI's Code of Business Conduct and Ethics shall be reported immediately in writing on a confidential basis and without fear of retaliation by its employees, directors or any company contractors or commercial partners to the AMI Compliance Officer at AMI Legal department by email to [legal@ami.aero](mailto:legal@ami.aero) or by postal mail set out in the details.

5.4 An anonymous notice, violation report or other communication in connection with this AMI Code of Business Conduit and Ethics guideline shall be in writing and marked for the attention of the AMI compliance officer either by email on [office@ami.aero](mailto:office@ami.aero) or postal mail identified in the details.

If the intended recipient has notified a changed postal address or email address, then the communication must be to that postal and/or email address.

#### **6. Ownership and return of Information**

6.1 The Information and all physical copies of it remain the property of the AMI or disclosing commercial partner of AMI. Upon the AMI's or other AMI commercial partner's written request at any time, promptly return the Information and all copies of the Information are to be returned.

#### **7. Definitions and interpretation**

7.1 The following words have these meanings in this agreement and the recitals:

**Information** means all information in whatever form, received in the course of discussions or work undertaken between the parties in connection with this agreement whether or not marked "confidential" or "proprietary" and whether or not disclosed by email, orally or visually.

**Confidential information** may include, but is not limited to: source code, software and other inventions or developments (regardless of the stage of development) created or licensed by or for AMI, marketing and sales plans, competitive analyses, product development plans, non-public pricing, potential contracts or acquisitions, business and financial plans or forecasts, internal business processes and practices, and prospect, customer, and employee information.

## 8. Copyright

8.1 AMI @ 2019, all rights reserved. Published in Romania.

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SIGNED for and behalf of S.C. AVIATION MANAGEMENT INTERNATIONAL S.R.L.  
by its duly authorized representative :



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Name: Dr. DI. Viorel Gruenwald, MBA

Title: Chief Executive Officer

Date: 04.Oct.2019