

OGMA'S ANTI-CORRUPTION POLICY

1. Introduction to OGMA's Anti-corruption Policy

OGMA – Indústria Aeronáutica de Portugal, S.A. ("OGMA" or "Company") governs its activity based on a set of rules, principles and values that define the conduct of all of its employees and the behavior to adopt in the relationship between the Company and any other entity or individual with which it relates.

This Anti-corruption Policy ("Policy") constitutes the formalization of this set of rules that OGMA requires, across all of its activities, to conduct business with ethics, integrity and transparency. The Policy requires the compliance with the OGMA's Code of Ethics and Conduct ("Code of Ethics and Conduct") and all applicable laws and regulations against bribery, corruption or related offences, including, but not limited to, the Portuguese laws, the United States Foreign Corrupt Practices (Foreign Corrupt Practices Act or "FCPA"), the United Kingdom Bribery Act of 2010 (UK Bribery Act or "UKBA") or other applicable anti-bribery laws, and rules and regulations on the matters that are implemented.

The Policy also reflects OGMA's commitment to acknowledge and apply the relevant standards foreseen in the OECD Convention on Combating Bribery of Foreign Public Officials in International Business Transactions or "OECD Convention", in the United Nations Convention Against Corruption or "UNCAC", in the United Nations Global Compact and in the Communication from the Commission to the Council, the European Parliament and the European Economic and Social Committee of June 6 2011- the Fighting Corruption in the European Union.

OGMA understands that its commitment should be extend to all "Intervening Third Parties" (as defined in paragraph 4.4) and other business partners, which should comply with these laws, regulations, standards and ethical practices.

The policy prohibits, specifically, its administrators, as well as its directors and employees (collectively referred to as "Employees"), and all Intervening Third Parties contracted by OGMA, from getting involved in any corrupt act and, directly or indirectly, offer, promise, give or authorize any person to provide money or "Anything of Value" (as defined in paragraph 4.2) to any "Public Entity" (as defined in paragraph 4.1) or any natural or legal person with the purpose of obtaining or accumulate any "Improper Advantage" (as defined in paragraph 4.3).

Thus, as a company committed to adopt strict standards of Compliance and the highest standards of ethics, OGMA will ensure that all Employees and Intervening Third Parties comply with this Policy, related procedures, the Code of Ethics and Conduct, as well as with all standards mentioned above, where applicable.

OGMA does not allow and will not tolerate any business practice that does not comply with this policy. In addition, all Employees shall review their business practices regularly and, if these do not comply with this

Policy, in any way, they should carry out the necessary adjustments, together with OGMA's Legal Department ("Legal Department") and thus ensure its compliance.

This Policy is not intended to provide answers to all the questions and considerations regarding corruption and related matters that may arise in the course of OGMA's businesses. The examples here included are intended to assist the understanding of the object and importance of the Compliance standards, and therefore, does not reflect the complete list of circumstances covered by the Policy. Therefore, whenever there is any doubt about the application of the Policy, or any doubts or difficulties regarding the appropriateness of any conduct, you must seek for best guidance from the Legal Department.

It is expected that all OGMA's Employees and business partners become familiar with this Policy and comply with it, recognize and report possible issues related with understandable situations like corruption, so they are properly handled by the Legal Department.

2. Objective of the Anti-corruption Policy

The purpose of this Policy is to describe and explain some of the prohibitions against bribery, corruption or related offences in all OGMA operations, highlight the specific Compliance requirements related to these prohibitions and reinforce the Company's commitment to conduct its business globally with the highest standards of ethics, integrity and transparency.

OGMA, while a company with global action, must comply with the laws and regulations against bribery and corruption in all the countries where it is present. Moreover, while a Company integrated in the Embraer group, OGMA must also comply with the requirements of the standards applicable to Embraer, which is listed on the New York Stock Exchange and is therefore subject to the application of FCPA.

This diploma prohibits, inter alia, the payment of bribes and the conduction of other illicit payments to Public Entities in any country in the world. The violation of these standards or any other anti-corruption applicable standards exposes OGMA and any Employees or Intervening Third Parties (regardless of their nationality or place of residence) to criminal, civil or administrative liability, as well as to fines or related penalties.

This Policy should be interpreted along with the Code of Ethics and Conduct, and other policies and related procedures. In the event of a conflict between this Policy and other OGMA's policies, or of any situation in which the provisions of this Policy are more specific than the Code of Ethics and Conduct or other policies, Employees should apply the most restrictive policy or procedure.

In such circumstances, the Legal Department should be notified so that it can solve the conflict, give the recommendation about the appropriate actions to be taken and, if necessary, update the respective policy or procedure.

3. Implementation of the Anti-corruption Policy

This Policy fully applies to OGMA, including the international operations of the Company and any business activities managed or conducted on behalf of OGMA by Intervening Third Parties. All Employees should become familiar with this Policy and comply with it. The Policy also applies to the Company's affiliates, its direct or indirect subsidiaries to which the Code of Ethics and Conduct applies, representatives, consultants, service providers and other Intervening Third Parties contracted by OGMA.

Any OGMA's subsidiaries not covered by the Code of Ethics and Conduct shall also adhere to the principles expressed in this Policy. The Legal Department will collaborate with these subsidiaries to ensure that they adopt the policies and procedures that promote the same standards, principles and objectives proposed by this Policy.

4. Definitions

4.1. The term "Public Entity" means:

- a) Any administrator or employee, appointed or elected, from any department, agency, or ministry of a government, whatever that country is, or from bodies of a municipal, state, regional, federal or multinational government;
- b) Any natural person who, although temporarily or without receiving payment, holds a public position, job or function;
- c) Any administrator or employee of a public international organization such as, for example, the United Nations or the World Bank;
- d) Any natural person acting in the capacity of authority by, or on behalf of, a public regulatory agency, department, public prosecutor or international organization;
- e) A political party, an official of a political party or any candidate for a political office;
- f) Any administrator or employee of a public company or controlled by the State, as well as public services concessionaires or utility companies (such as ports and airports, electrical power distribution, power generation, water and sewage companies or power plants);
- g) Any member of the a royal family (which, despite not having formal authority, can, otherwise exert influence in favor of OGMA's commercial interests, either because they hold partial ownership of public companies or state-controlled companies, or administer in any form).

The family members of any of the natural persons identified above may also be qualified as Public Entities if the Employees or Intervening Third Parties interactions with them have the purpose or effect of granting Anything of Value to a Public Entity. Any doubts regarding the qualification of a natural or legal person as a Public Entity should be addressed to the Legal Department.

4.2. The term “Anything of Value” is broad and may include any item of value, including, as example:

- a) Cash or cash-equivalent (including gift cards);
- b) Benefits and favors (such as special access to any public department);
- c) Provision of services that otherwise would have to be paid or acquired;
- d) Gifts;
- e) Contracts or other business opportunities granted to a company hold by a Public Entity or that has some legal right;
- f) Job or consulting opportunities;
- g) Donations to charities;
- h) Political contributions;
- i) Medical or education expenses;
- j) Expenses with travel, meals, accommodation, shopping or entertainment.

4.3. The term “Improper Advantage” covers all improper payments carried out in a business context, such as paying or providing Anything of Value to a Public Authority, natural person or legal person, in a direct or indirect manner, for:

- a) Influencing or preventing a government action, or any other action, such as the awarding of a contract, the imposition of a tax or fine, or the cancellation of an existing contract or contract obligation;
- b) Obtaining any license, permit or other authorization from a public entity or Public Entity to which OGMA was not entitled;
- c) Obtaining confidential information about business opportunities, tenders or competitors activities;
- d) Influencing the awarding of a contract;

e) Influencing the termination of a contract that is not advantageous to OGMA;

f) Ensuring any Improper Advantage.

4.4. The term “Intervening Third Party” means any natural person (other than an OGMA employee) or legal person hired (formally or informally) by OGMA to act for or on behalf of OGMA, regardless of the name or position of the natural or legal person. This definition includes, in particular:

a) Any natural person or legal person used to obtain and/or retain business, such as agents, advisors, consultants, subcontractors, sales representatives and partners of a partnership (joint venture);

b) Any natural person or legal person acting to ensure the obtaining of a license, visa, permit or other form of authorization from a Public Entity, or intervening in a regulatory issue next to a Public Entity;

c) Any natural person or legal person used to represent the Company or its interests vis-à-vis a government, a state entity, public company or controlled by the State;

d) Any natural person or legal person used to represent OGMA in tax or legal matters;

e) Any natural person or legal person used to represent OGMA in customs processes.

4.5. The term “Facilitating,” “Accelerator”, or “Expedite” payment means any payment made to a Public Entity, typically to accelerate and/or guarantee the performance of non-discretionary routine public actions. As an example, these routine public actions might include the following:

a) Obtaining of permits, licenses or other official documents to qualify a natural person or legal person to conduct business in a foreign country;

b) Processing of official documentation such as visas and work requests;

c) Provisioning of police protection services, collection and delivery of mailings or scheduling of inspections;

d) Provisioning of power supply and water services, transportation of cargo or protection of goods against deterioration.

5. Prohibited and restricted payments

This Policy explicitly prohibits, without prejudice to any other similar situations that may be considered contrary to the spirit of this Policy, the offer, promise, the authorization or payment of cash or Anything of Value, directly or indirectly through an Intervening Third Party, to a Public Entity, a natural person or a legal person, to ensure any Improper Advantage.

It is important to note that the main anti-corruption standards prohibit these payments in cash or Anything of Value, whether these are carried out directly or indirectly through Intervening Third Parties.

The provision of cash or Anything of Value in the way described above is prohibited, regardless of the money or item of value be accepted or not by the intended recipient.

5.1. Types of bribery

5.1.1. Public Entities Bribery

According to the terms established in this Policy, offer, give, promise or authorize the offer, delivery, or promise of cash or Anything of Value to a Public Entity, directly or indirectly, to obtain an Improper Advantage, is classified as bribery.

5.1.2. Private sector bribery

OGMA also prohibits bribery in the private sector. Thus, no Employee can offer, give, promise or receive cash or Anything of Value of or from a natural person or legal person in the private sector, to obtain an Improper Advantage.

6. Allowed practices and conducts

This Policy allows the Employees to offer gifts, meals or entertainment classified as "Hospitality" acts, as well as travel benefits or other things of value to the Public Entities and to private natural persons, provided that the provision of these items is lawful and directly related to:

- a) The promotion or demonstration of OGMA's products and services;
- b) The fulfillment of a contract concluded between OGMA and a Government, a public company or a company operated by the State.

Below are described OGMA's requirements provided in this Policy related to the circumstances in which certain items of value may be offered.

6.1. Gifts and hospitality (include meals and entertainment)

OGMA's and its business partner's decisions should be taken objectively, without the influence of gifts or favors. A small gift, whose price is reasonable or a gesture of respect or appreciation may represent an appropriate way through which certain business people demonstrate respect for others. Nevertheless, regardless of the value, the act of giving or receiving a gift, a meal, entertainment or other hospitality benefit should not be carried out with the purpose of improperly influence, any Public Entity, or any other OGMA's business partner.

Thus, OGMA allows the offering of gifts, meals, entertainment, OGMA's promotional items and other items of reasonable value, under certain limited circumstances, to Public Entities or any other OGMA's business partner that already has or not a contractually established relationship.

Therefore, the following are requirements for any gift and hospitality benefit:

- a) Not be offered with the purpose of influencing the recipient for obtaining or retaining any improper business advantage for OGMA, for any other natural person or legal person, nor as an implicit or explicit exchange of favors or benefits and, above all, for any other less clear or corrupt purpose;
- b) Not be assigned to any Public Entity, legal person or natural person related to a contract or while any OGMA's regulatory decision is pending from that authority, natural person or legal person;
- c) Do not include cash or cash equivalent (such as gift certificates or proof of payments);
- d) Not be luxurious or extravagant and, on the contrary, be of reasonable value (for example, insignificant when compared with the local wage average);
- e) Being provided (or received) sporadically;
- f) Do not include expenses for any relatives of the recipient;
- g) Being provided in a clear and transparent way;
- h) Be related with the promotion, demonstration or explanation of OGMA's products or services;
- i) Comply with the local laws and cultures in the country;
- j) Be fully documented by invoices and corresponding documents;
- k) Be timely and accurately recorded in OGMA's books and records.

6.2. Travel education and related expenses

OGMA may receive requests to host Public Entities as a result of training actions or other related business issues in facilities to be provided by OGMA, or in training actions sponsored by external suppliers. OGMA may also receive requests to host Public Entities in operational meetings, project meetings or other events. Any request to pay travel expenses of any Public Entity, inside or outside their place of residence, must be carefully analyzed in order to ensure consistency in relation to this Policy and the applicable laws of the country of that entity. In addition, even in the situations where local laws eventually allow OGMA to pay the expenses of a Public Entity, there may be additional legal requirements that apply to the procedure, accounting and accountability of such payments. These standards shall be considered in the planning of trips of any Public Entity or private natural person paid by OGMA.

6.3. Donations and sponsorships

OGMA supports contributions to the communities in which it operates and authorizes reasonable donations to charities. However, OGMA should always take reasonable care to confirm that such contribution does not represent an illicit payment made to a Public Entity in violation of this Policy and of any applicable anti-corruption standards.

Donations and sponsorships are allowed, provided that they strictly comply with the internal procedures, OGMA's Statutes and any applicable laws and regulations in force, and may not be used as a way to improperly influence business decisions. OGMA shall ensure that donations and sponsorships, consisting of money, services or Anything of Value, are not used to promote illegal payments and should lead the appropriate due diligence, to prevent that the receipt charity does not act as a channel to fund illicit activities in violation of this Policy and of any applicable anti-corruption standards.

Any OGMA's Employee that makes a request for a donation to a charity should submit the appropriate supporting documentation, in order to allow that such donation is recorded accurately in OGMA's books and records.

6.4. Promotions and marketing

OGMA uses promotional and marketing activities as a means of action of their businesses. Promotional and marketing expenses involving people from the public or private sectors may be authorized through the appropriate approvals. In the cases where Public Entities or any other potential client of OGMA receive gifts, meals, entertainment or expenses reimbursement as part of a promotional activity, this Policy should be observed and, in case of doubts, the Legal Department should be consulted.

Any approved expenses must be paid by OGMA directly to the supplier and must be directly related to OGMA's promotion or to its products and services, and must be properly documented and recorded.

6.5. Political contributions

This Policy prohibits OGMA of performing any political contribution, including to any political party or candidate for political office, by or on behalf of OGMA, without the Board of Directors authorization, in accordance with the Code of Ethics and Conduct, as well as in accordance with this Policy and all applicable laws and regulations.

However, this Policy does not have the purpose of preventing that its Employees participate in the political process in their country of residence (or wherever they are located), or making personal political contributions. Nevertheless, if they wish to do so, these Employees will not be able to declare that their own political contributions (or any related opinions or affiliations) are related with OGMA.

6.6. Conflict of interest

All Employees must avoid conflicts of interest and they are expected to perform their duties with integrity and according to the best interests of OGMA. Employees should not abuse of their positions, use confidential information improperly for personal gain or of Intervening Third Parties, nor have any direct involvement in any business that is contrary to OGMA's commercial interests or somehow compromise their independence and impartiality.

6.7. Due diligence mandatory for contracting intervening third parties and other business partners

OGMA may be liable for the actions of associated persons, agents, suppliers, consultants, service providers and other business partners that perform business – mainly Intervening Third Parties –, especially when an Intervening Third Party Intervener is providing services or conducting business, discussions or negotiations on behalf of OGMA with public or private organizations (and/or its authorities, directors, or other employees).

In accordance with the applicable laws, OGMA may be held responsible for the illegal actions of such Intervening Third Parties, regardless of whether or not having effective knowledge of the alleged misconduct. Therefore, the Employee shall never ask an Intervening Third Party to get involved, in any way, in any conduct in which the Employee himself is prohibited to engage according to the terms of this Policy. In addition, the Employee shall never neglect any suspicious of violations of this Policy by Intervening Third Parties, nor disregard other suspicious circumstances. Any effective or suspected misconduct must be immediately reported through the channels appropriate for that purpose or through notification to the Legal Department.

All Intervening Third Parties conducting business with OGMA or on its behalf must act with the highest level of commercial, professional and legal integrity. Any OGMA's Employee that seeks to establish a business relationship between OGMA and an Intervening Third Party shall, before contracting this Intervening Third Party carefully review and comply with OGMA's Due Diligence Procedure.

The time and effort required for the execution of the Intervening Third Party due diligence will depend on the amount and complexity of the issues raised during the due diligence procedure itself and of the countries involved. Likewise, the scope of the due diligence procedure should be sufficient to define the risks related to the Compliance standards that OGMA could face when conducting business with the potential Intervening Third Party or other business partner.

In general, the due diligence procedure shall determine, inter alia: (i) if the natural person or legal person that proposes to provide service to OGMA in exchange for payment is a Public Entity; (ii) if the legal person employs a Public Entity or whether it is a society in which a Public Entity has equity interest or has seat on the Board of Directors; (iii) if the services that the natural person or legal person intends to provide are required to promote a business initiative or existing contract; (iv) if the natural person or legal person has the expertise, experience and other qualifications to legitimately perform the required services and (v) if the natural person or legal person demonstrates likelihood to engage in practices that may expose OGMA to any responsibility.

Any questions or Red Flags (as defined in Chapter 9) raised during the due diligence procedure should be properly handled as determined by the Legal Department before the relationship is formally held or maintained. If necessary, OGMA may contract the services of external entities to search for the ownership, expertise, experience and other qualifications of the Intervening Third Party considered for the provision of service established in a proposed or existing contract with OGMA.

OGMA is committed to perform appropriate and reasonable due diligences about the reputation and integrity of any companies in which it invests. In this way, due diligence related to possible mergers, acquisitions and partnerships (joint ventures) will be conducted.

Finally, OGMA will require written contracts for all the hiring of Intervening Third Parties and other business partners. Only in given and limited circumstances that involve the acquisition of goods and services from a supplier, the written contract may be in the form of Purchase Order.

7. Facilitating payments

The use of facilitating payments (as defined in paragraph 4.5.) may be considered a usual way of doing business in some countries. However, it is important to understand that such payments are prohibited by the anti-corruption laws of many countries. In addition, customers whose projects OGMA is eventually supporting may prohibit such payments. In addition, facilitating payments are generally illicit pursuant to the

local laws of most countries. Based on the exposed above, this Policy prohibits Employees or Intervening Third Parties to carry out facilitating payments on behalf of OGMA.

8. Financial documentation and payment practices

In compliance with the applicable laws, it is OGMA's policy to maintain accurate financial documentation that reflects its operations. In this way, the records of all payments made or received should accurately and appropriately reflect such operation. In addition, OGMA prohibits confidential, unregistered and non-informed operations.

To ensure the compliance with this Policy and with the respective applicable laws, it is essential that all OGMA's financial and business documentation fairly and accurately reflect all transactions and business. Thus, all expenses must be accurately accounted, include the appropriate supporting documentation and be immediately released in the company books before being reimbursed. This includes, for example, the accurate identification (in expense and financial reports and related commercial reports) of all payments to Intervening Third Parties representing or acting on behalf of OGMA, as well as donations to charities, gifts, meals, entertainment or other involving Public Entities and private natural or legal persons.

The counterfeiting or request for reimbursement of any expense that does not comply with the requirements of this Policy, as well as the tolerance or improper acceptance of false documents or reimbursements carried out based on these documents, constitutes a violation of its terms.

9. Red Flags

While all proposed payments related to business operations, contracts or related shall be assessed based on specific facts, special attention should be given to Red Flags related to bribery and corruption. Red Flags are considered to exist whenever any particular fact or circumstance suggest that an operation, relationship or hiring involves a probable risk of bribery or corruption.

When a Red Flag is identified, you must carefully consider the measures that need to be taken in order to minimize or eliminate the risk of bribery or corruption that such particular relationship may present, including the eventual extinction of such relationship.

If there is knowledge or suspicion of the existence of any of these facts or circumstances, these should be notified through the existing channels for that purpose or to the Legal Department. Thus, examples of non-compliance with this Policy, or that represent risk areas associated with corruption are:

- a) Operations involving countries known for corrupt payments;
- b) Payments provided or carried out in cash;

- c) Extravagant or luxurious gifts or hospitality involving a Public Entity;
- d) Payments made for off-shores or in countries traditionally known as tax havens;
- e) Payments or expenses documented inappropriately;
- f) Requests from Employees or Intervening Third Parties requiring that an operation is structured in such a way as to disguise relevant fact or circumvent local laws;
- g) The Intervening Third Party request the payment in a country other than that where its headquarters or main administrative offices, or where a permanent Office directly involved in the performance of the business for which was been hired are located;
- h) The Intervening Third Party is not qualified or do not have the experience and resources necessary to carry out the duties for which it has been hired;
- i) The Intervening Third Party has been recently formed or otherwise lacks historical information;
- j) The Intervening Third Party refuses to certify the compliance with anti-corruption practices or opposes to the statements, warranties, agreements, anti-corruption due diligence procedures related to contracts with OGMA;
- k) The Intervening Third Party is related to current or previous cases of corruption or other legal violations;
- l) The Intervening Third Party has been recommended by a Public Entity;
- m) The Intervening Third Party has a personal, family or commercial relationship with a Public Entity;
- n) The Intervening Third Party request unusual contractual terms or payment agreements that raise concerns in terms of the standards referred in Chapter 1. of this policy, such as cash payments, payments in the currency of another country, payments to a third party who has no relationship with the business operation, or payments prior to the conclusion of a purchase contract (or any other form of advance payment);
- o) The commissions or fees of the Intervening Third Party exceed the usual rate practiced for similar services in that geographic area, or unreasonable exceed the prices paid by OGMA for similar services elsewhere.

10. Other issues relating to this Policy and to anti-corruption Compliance standards

10.1. Penalties

From the submission to the set of standards and rules referred, OGMA and its Employees can be investigated by regulatory entities in different jurisdictions and, depending on the circumstances, may be criminal, civil or administrative prosecuted. These investigations may result in fines and severe sanctions, exclusions or prison if OGMA and its Employees are effectively considered to violate the applicable anti-corruption laws or regulations.

Any Employee who is deemed in violation of this Policy will be subject to disciplinary actions, which may include dismissal with just cause, in accordance with applicable law and OGMA's policies.

The agents, consultants and other Intervening Third Parties who work for OGMA and that violate this Policy will be subject to termination of their business relationship, as well as to any other corrective measures at OGMA's disposal in accordance with the applicable law.

10.2. Notification of facts and suspicions

It is the responsibility of all Employees to ensure the compliance with this Policy.

In case of doubt, suspicion or concern about past actions or proposed by anyone in OGMA (or any Intervening Third Party who works on the Company at any title) that may violate this Policy or the applicable law, should notify them to the Legal Department.

10.3. No retaliation

Regardless of the validity of the fact or suspicion reported, or of the method used for this purpose and the results of the investigation on the allegations by OGMA, no retaliatory actions against the person responsible for the information supplied in good faith about an alleged violation of the Code of Ethics and Conduct, of this Policy, and other applicable policies or applicable laws and regulations will be tolerated.

10.4. Training

Regular training on OGMA's anti-corruption program will take place according to the planning set annually by the Company's Board of Directors. Training shall include, at least, OGMA's senior management and Employees whose responsibilities require that they interact with Public Entities, as well as employees from the financial, commercial and quality areas – in addition to the Intervening Third Parties, as necessary and appropriate.

11. Clarification of doubts and notification of facts or suspicions

OGMA Employees are encouraged to clarify doubts regarding this Policy.

Any questions or concerns about a specific situation that somehow relates to this Policy (or related policies and procedures) should be addressed to the Legal Department before adopting any conduct.

Employees should immediately report any bribery, improper request or offer of payment or advantage.

If you have any doubt or need to make any report, OGMA's Legal Department should be contacted. In addition, OGMA's complaints channel can be used if you need any assistance or additional information.