

Policy: Compliance and Ethics Hotline Policy
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1.0 PURPOSE

CHC Group LLC's ("**CHC**") Code of Business Conduct, Ethics and Integrity requires directors, officers, employees, agents, consultants and other stakeholders to observe high standards of business and personal ethics in the conduct of their duties and responsibilities on behalf of CHC. Employees and representatives of CHC are expected to act with honesty and integrity in fulfilling their responsibilities and to comply with all applicable laws, regulations and CHC policies.

The purpose of this policy is to provide a confidential or anonymous reporting process for CHC employees and others to report concerns regarding a breach of CHC's Code of Business Conduct, Ethics and Integrity, serious violations of CHC's policies, fraud and violations of the law directly to the Compliance and Ethics Department. This includes concerns regarding accounting, internal accounting controls and auditing matters.

The process outlined in this policy is intended to supplement other processes established by CHC to report concerns outlined in the Code of Business Conduct, Ethics and Integrity, by providing an anonymous and confidential means for employees and others to make reports in the event that they are not comfortable making the report to their supervisors or senior management. This policy establishes the standards and procedures regarding the receipt, retention and treatment of complaints to ensure the handling of all complaints mentioned above complies with CHC Executive Management's objectives as well as the objectives of the Audit Committee of the Board of Managers of CHC (the "**Audit Committee**").

2.0 SCOPE

2.1 The policy applies to all employees, managers, officers, consultants, agents, authorized representatives and other stakeholders of CHC, including its direct and indirect subsidiaries. Third parties are encouraged to report concerns as well.

2.2 This policy covers complaints relating to accounting, internal accounting controls, or auditing matters ("**Accounting Matters**"), including, without limitation, the following types of conduct:

- fraud, deliberate error or gross negligence or recklessness in the preparation, evaluation, review or audit of any financial statement of CHC;
- fraud, deliberate error or gross negligence or recklessness in the recording and maintaining of financial records of the CHC;
- deficiencies in, or noncompliance with, CHC internal accounting controls;

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- misrepresentation or false statement to management, regulators, the outside auditors or others or by a senior officer, accountant or other employee regarding a matter contained in the financial records, financial reports or audit reports of CHC; or
- deviation from full and fair reporting of CHC's results or financial condition.

3.0 PROCEDURES FOR MAKING COMPLAINTS

Those that fall under the scope of this policy may report concerns contemplated by this policy to the Compliance and Ethics Department directly or anonymously. CHC has established a confidential website and voice mail system operated by an external service provider to receive reports of complaints. The identity of the complainant will remain anonymous, unless the complainant expressly directs otherwise. A tracking number will be assigned to each complaint and logged on a computer tracking system. The complaint is forwarded immediately to the Compliance and Ethics Department for investigation. Complaints or concerns can be made orally or in writing using the following methods:

1. Use CHC's external website <http://www.chcheli.com> by clicking on "ETHICS" at the bottom of the page. A link is provided on the website: <http://www.chc.ethicspoint.com> to allow access to the confidential reporting service.
 - a. Use a secure web form through your internet browser.
 - b. Use telephone by selecting your country and the country where your concern arises, then call the number indicated—(Call 1-855-481-6233 toll free in North America)

When individuals send a message using any of these methods, they will receive a tracking code that can be used to access the status of their complaints by clicking on the link for follow up. The Compliance and Ethics Department or an authorized representative may use this code to send a return message through the external service for additional information regarding the issues.

2. Individuals may alternatively contact the Compliance and Ethics Department directly using the following methods:
 - a. By mail to: CHC Compliance and Ethics Department
600 E. Las Colinas Blvd., Suite 1000
Irving, TX 75039
United States
Attention: Chief Compliance Officer

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b. By email to: cco@chcheli.com

4.0 PROCEDURES FOR RECEIVING COMPLAINTS OR CONCERNS

- 4.1 CHC's Executive Management and the Audit Committee have delegated the responsibilities of receiving complaints or concerns under this policy whether openly, confidentially or anonymously to the Compliance and Ethics Department.
- 4.2 A message will be forwarded to the Compliance and Ethics Department by email within 24 hours from the time the complaint or concern is filed. The Compliance and Ethics Department will access the Compliance and Ethics website to retrieve the message. The external service provider will record each complaint or concern on a log with date of the complaint received.

5.0 RESPONSIBILITIES OF THE COMPLIANCE AND ETHICS DEPARTMENT

- 5.1 The Compliance and Ethics Department has the authority to investigate the complaint or concern and shall report all complaints or concerns in writing to CHC's Executive Management and the Audit Committee on a quarterly basis. The report should include a log of all complaints with date received, issues, status of investigations and conclusions. If the complaint or concern is a serious matter with material impact on CHC's business operations, assets and/or reputation or it involves senior management, it shall be reported to the Chief Compliance Officer, who shall escalate it accordingly within 24 hours from the time it is received.
- 5.2 The Compliance and Ethics Department may consult with anyone within the scope of this policy whom they believe would have appropriate expertise or information to assist in the investigation of the concern.
- 5.3 If the Compliance and Ethics Department determines that external professional assistance is needed in order to conduct the investigation, the Compliance and Ethics Department shall have the discretion to engage outside auditors, counsel or other experts to assist in the investigation and in the analysis of results.

6.0 RESPONSIBILITIES OF MANAGEMENT

- 6.1 Any complaint or concern, known or suspected incident of fraud, or serious misconduct reported directly to management, whether openly, confidentially or anonymously, shall be promptly reported to the Chief Compliance Officer.

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6.2 Management is responsible to ensure all employees, agents, consultants, authorized CHC representatives and other stakeholders are aware of the Compliance and Ethics Hotline Policy and Procedures.

7.0 RESPONSIBILITIES OF THE COMPLIANCE AND ETHICS DEPARTMENT WITH RESPECT TO SPECIFIED COMPLAINTS

7.1 The Compliance and Ethics Department shall receive, retain, investigate and act on complaints and concerns of employees regarding questionable accounting, internal accounting controls and auditing matters; serious violations of CHC policies, fraud and serious misconduct, including those regarding the circumvention or attempted circumvention of internal accounting controls or that would otherwise constitute a violation of CHC's accounting policies, Code of Business Conduct, Ethics and Integrity or other CHC policies.

7.2 Upon receipt of a complaint, the Compliance and Ethics Department will determine whether the information alleged in the complaint pertains to an Accounting Matter. The Audit Committee shall be notified promptly of all complaints determined to pertain to an Accounting Matter and shall determine the planned course of action with respect to the complaint, including determining that an adequate basis exists for commencing an investigation. The Compliance and Ethics Department will then appoint one or more internal and/or external investigators to promptly and fully investigate each viable claim under the direction and oversight of the Audit Committee or such other persons as the Audit Committee determines to be appropriate under the circumstances. The Compliance and Ethics Department will confidentially inform the reporting person (if his or her identity is known) that the complaint has been received and provide him or her with the name of, and contact information for, the investigator assigned to the claim.

Confidentiality of the employee submitting the complaint will be maintained to the fullest extent possible, consistent with the need to conduct an adequate investigation. In the course of any investigation, CHC may find it necessary to share information with others on a "need to know" basis. If the investigation confirms that a violation has occurred, CHC will promptly take appropriate corrective action with respect to the persons involved, including discipline up to and including termination, and, in appropriate circumstances, referral to governmental authorities, and will also take appropriate steps to correct and remedy any violation.

8.0 NO RETALIATION

8.1 Consistent with the policies of CHC, CHC shall not retaliate, and shall not tolerate any retaliation against any person or group, directly or indirectly, who, in good faith, makes a complaint, raises a concern or provides assistance to the Compliance and Ethics

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Department, management or any other person or group, including any governmental, regulatory or law enforcement body, investigating a complaint or concern. The Compliance and Ethics Department shall not reveal the identity of any person who makes a good faith complaint or concern and who asks that his or her identity as the person who made such complaint or concern remain confidential and shall not make any effort, or tolerate any effort made by any other person or group, to ascertain the identity of any person who makes a good faith complaint or concern anonymously unless required by law.

8.2 Nothing herein shall be construed to protect a person from the consequences of their own wrongdoing however a person's self-disclosure of wrongdoing that is not independently discovered through investigation shall be taken into account when considering the consequences to such person.

9.0 RECORDS

The Compliance and Ethics Department shall retain all records relating to any complaint or concern and to the investigation of any such complaint or concern for a period of seven years.