

## **Director Independence – Categorical Standards**

### **Adopted at a meeting of the Board of Directors**

**on January 13, 2013**

The Era Group Inc. (the “Company”) Board is comprised of a significant majority of directors who are independent under the standards of the New York Stock Exchange (“NYSE”) and the Board’s own independence standards set forth herein.

For a director to be deemed “independent,” the Board has affirmatively determined, based on all relevant facts and circumstances, that the director has no material relationship with the Company and its subsidiaries (either directly or as a director, partner, shareholder and/or officer of an entity that has such a relationship), or with an executive officer of the Company.

A director will be deemed to have a material relationship with the Company and not qualify as independent, if any of the following apply:

- The director or an immediate family member (as defined below) is, or has been within the last three years, employed by the Company or has received during any twelve-month period within the last three years any direct compensation from the Company, other than director and committee fees and pension or other forms of deferred compensation for prior service (provided that such compensation is not in any way contingent on continued service);
- The director is, or has been within the last three years, an “affiliated person” of the Company, as that term is used in Section 10A of the Securities Exchange Act of 1934;
- (A) The director or an immediate family member is a current partner of a firm that is the Company’s internal or external auditor; (B) the director is a current employee of such a firm; (C) the director has an immediate family member who is a current employee of such a firm and who participates in the firm’s audit, assurance or tax compliance (but not tax planning) practice; or (D) the director or an immediate family member was within the last three years (but is no longer) a partner or employee of such a firm and personally worked on the Company’s audit within that time;
- The director or an immediate family member is, or has been within the last three years, employed as an executive officer of another company where any of the Company’s present executive officers at the same time serves or served on that company’s compensation committee;
- The director is a current employee, or an immediate family member is a current executive officer, of an entity that has made payments to, or received payments from, the Company for property or services in an amount which, in any of the last three fiscal years, exceeds the greater of \$1 million or 2% of the other company’s consolidated gross revenues;

- The director or an immediate family member is a current executive officer of a tax-exempt organization that receives contributions from the Company or a Company-affiliated tax exempt organization, in an amount which, in any of the last three fiscal years, exceeds the greater of \$1 million or 2% of the tax exempt organization's consolidated gross revenues;
- The director or an immediate family member receives direct compensation from an executive officer or any immediate family member of an executive officer of the Company;
- An entity affiliated with the director or with an immediate family member receives any payment from any executive officer of the Company, other than in a routine, commercial or consumer arms-length transaction with terms no more favorable than those customarily offered to similarly-situated persons;
- The director provides or is an executive officer, partner, principal or controlling shareholder in an entity that provides legal or accounting services to an executive officer of the Company; or
- The director or an immediate family member is a current executive officer of a tax-exempt organization that receives contributions from an executive officer of the Company, in an amount which exceeds the lesser of \$50,000 or 1% of the tax exempt organization's consolidated gross revenues in that fiscal year.

A director generally will not be deemed to have a material relationship with the Company solely by reason of involvement in one of the following:

- A transaction in which the director's interest arises solely from the director's position as a director or advisory director (or similar position) of another corporation or organization that is a party to the transaction, and the director did not participate in furtherance or approval of the transaction and the transaction was negotiated on an arms length basis;
- Investment by a director in an investment vehicle that the Company's executive officers also invest in, provided that the opportunity to invest in such vehicle is available to other individuals on the same terms and the Company or its subsidiary is not a participant in the transaction;
- A relationship arising solely from the director's status as an employee or non-controlling equity owner of a company to which the Company was indebted at the end of the Company's last full fiscal year in an aggregate amount not in excess of 5% of the Company's total consolidated assets;
- Ownership by the director of equity or other securities of the Company, as long as the director is not the beneficial owner, directly or indirectly, of more than 10% of any class of the Company's equity securities;

- A relationship arising solely from the director serving as an outside director of an affiliate of the Company;
- The receipt by the director of compensation for service as a member of the Board or any committee thereof, including regular benefits received by other outside directors;
- Any other relationship or transaction that is not listed above and in which the amount involved does not exceed \$120,000;
- Any immediate family member of the director having any of the above relationships; and
- Any relationship between the Company and a non-immediate family member of the director.
- For purposes of these standards:
  - “Executive officer” means an “officer” within the meaning of Rule 16a-1(f) under the Securities Exchange Act of 1934; and
  - “Immediate family” means spouse, parents, children, siblings, mothers- and fathers-in-law, sons- and daughters-in-law, brothers- and sisters-in-law and anyone (other than employees) sharing a person’s home. When applying the look-back provision in Section 303A.02(b) of the NYSE’s Corporate Governance Rules, the Company need not consider any person who is no longer an immediate family member as a result of legal separation or divorce, or death or incapacitation.

The Board shall undertake an annual review of the independence of all non-employee directors. In advance of the meeting at which this review occurs, each non-employee director shall be asked to provide the Board with full information regarding the director’s business and other relationships with the Company and its affiliates and with senior management and their affiliates to enable the Board to evaluate the director’s independence.

Directors have an affirmative obligation to inform the Board of any material changes in their circumstances or relationships that may impact their designation by the Board as “independent.” This obligation includes all business relationships between, on the one hand directors or members of their immediate family, and, on the other hand, the Company and its affiliates or members of senior management and their affiliates, whether or not such business relationships are subject to any other approval requirements of the Company.