



## CRIMINAL COMPLIANCE POLICY

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AIR NOSTRUM LÍNEAS AÉREAS DEL MEDITERRÁNEO, S.A.U.

AIR NOSTRUM GLOBAL SERVICES, S.L.U.

AIR NOSTRUM ENGINEERING AND MAINTENANCE OPERATIONS, S.L.U.

AIR NOSTRUM TRAINING OPERATIONS, S.L.U.

ARA GESTIÓN DE TRIPULACIONES Y VUELO, S.L.U.

AIR INVESTMENT VALENCIA, S.L.



<b>Responsible officer</b>	COMPLIANCE BODY COMPLIANCE OFFICER
<b>Date of approval</b>	7 AUGUST 2024
<b>Approved by</b>	GOVERNING BODY
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## Version control

Version	Date of approval	Effective from	Changes
1	21-MAY-2024	22-MAY-2024	Initial version
2	07-AUGUST-2024	08-AUGUST-2024	The content and structure of the policy, in this version 2, changes significantly to adapt it to the Spanish Standard UNE 19601.



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## 1. PURPOSE

AIR NOSTRUM LÍNEAS AÉREAS DEL MEDITERRÁNEO, S.A.U., AIR NOSTRUM GLOBAL SERVICES, S.L.U., AIR NOSTRUM ENGINEERING AND MAINTENANCE OPERATIONS, S.L.U., AIR NOSTRUM TRAINING OPERATIONS, S.L.U., ARA GESTIÓN DE TRIPULACIONES Y VUELO, S.L.U., and their majority shareholder and controlling company AIR INVESTMENT VALENCIA, S.L. (hereinafter referred to interchangeably as “AIR NOSTRUM”, “AIR NOSTRUM Companies”, “the Organisation” or “the Company”) operate in full accordance with the law under the principles of business ethics.

This policy sets forth AIR NOSTRUM’s steadfast commitment to operating in line with the highest ethical standards and in compliance with current legislation. To achieve this, it builds on the provisions of the Organisation’s Code of Ethics, aligning to its ethical principles. It also reaffirms the Company’s determination to expressly prohibit any behaviour or action that may result in a breach of current legislation, and to demand, foster and engage in a culture of respect and compliance with the current legal system, its policies and its Code of Ethics, thus laying the basis and principles of regulatory compliance. This policy is aligned with the corporate culture and business ethics of AIR NOSTRUM and takes into consideration the interests of the Company, as well as those of its relevant parties and society as a whole.

Therefore, the Criminal Compliance Policy is consistent with AIR NOSTRUM’s strategic goals. Through it, the Company explicitly states that it shall not tolerate any conduct that may constitute a breach. The **governing body** (directors of the AIR NOSTRUM Companies), the **senior management** (members of the Management Board—also known as the Board of Directors—and the managing directors of the AIR NOSTRUM Companies), and the rest of the **members of the Organisation** (i.e., the governing body and senior management, officers, employees, temporary workers or individuals working under collaboration agreement, volunteers and other persons reporting to any of the above) expressly commits to this goal.

The basic guidelines for regulatory compliance are thus established, seeking that all actions specific to the activities carried out by AIR NOSTRUM Companies are performed in strict adherence to them, specifically those listed in the following section.

## 2. COMPANIES, INDIVIDUALS AND ACTIVITIES SUBJECT TO THE POLICY

### 2.1 Concerned companies and individuals



This policy is mandatory and globally applicable to the Companies. All members of the Organisation must comply with its provisions, irrespective of the position they hold or the activity they carry out and their location, without prejudice to the application of the relevant current legislation in each specific case.

While this policy applies to members of AIR NOSTRUM, it will also concern, in whole or in part, those natural or legal persons with whom AIR NOSTRUM engages, provided that the specific circumstances of the case so advise, for the purpose of complying with the company's third-party due diligence processes and thus ensuring regulatory compliance in this regard.

## 2.2 Concerned activities

The activities subject to this policy are all those conducted by AIR NOSTRUM Companies. Specifically, and in short:

- AIR NOSTRUM LÍNEAS AÉREAS DEL MEDITERRÁNEO, S.A.U.  
Providing domestic and international carriage of passengers by air by scheduled or charter flights, carriage of cargo by air, and running air transport services such as in-flight sales and commercial advertising. Dry and wet aircraft leasing and maintenance services for other European airlines.
- AIR NOSTRUM GLOBAL SERVICES, S.L.U.  
Providing air transport resource management services in addition to managing, running, support and consulting services in all areas.
- AIR NOSTRUM ENGINEERING AND MAINTENANCE OPERATIONS, S.L.U.  
Providing repair, inspection and maintenance services, as well as technical modifications and adaptations of all kinds of aircraft, engines, and auxiliary equipment, both for the Organisation's companies and for external customers. This includes the own purchase or lease of all types of materials linked to aircraft construction or operation.
- AIR NOSTRUM TRAINING OPERATIONS, S.L.U.  
Delivering training and instruction on aeronautical matters as well as organising the training, checks and crew courses schedules. It also provides development, management and implementation services for training processes, and it makes arrangements to ensure that there is sufficient and suitable staff to complete such training and check programmes.
- ARA GESTIÓN DE TRIPULACIONES Y VUELO, S.L.U.



Offering crew scheduling and planning services, HR needs assessment and support to flight crews (travel, accommodation, allowances, etc.) as well as support to the operation of the group's airlines. It also provides training related to crew management, including the provision of technical assistance and resource management services, air transport services (including air crew) and aeronautical consulting and auditing services, advice related to handbooks for aircraft, engines, and auxiliary equipment and their parts, and drafting of technical and assistance manuals of all types of air operations and its supporting documentation.

- AIR INVESTMENT VALENCIA, S.L.  
Direct or indirect management of investment resources and services in activities related to air transport.

Any other future activity that AIR NOSTRUM may undertake in its business development shall be bound by this policy.

Therefore, this policy applies to all the actions and functions carried out by **(i)** the governing body and the senior management of AIR NOSTRUM Companies; **(ii)** any employees on the payroll of AIR NOSTRUM Companies; **(iii)** anyone acting on behalf of and representing the Company or providing services on behalf of AIR NOSTRUM Companies.

Accordingly, all departments and divisions involved in performing such activities, whether there are defined specific policies that concern or regulate their specific function or not, will be bound by this policy, and they must be aware of it and comply with its contents.

### **3. ORGANISATIONAL MEASURES**

#### **3.1 Compliance body**

AIR NOSTRUM has a compliance body with regulatory compliance functions that will be responsible for giving effect to this policy by implementing the different measures laid down herein.

The governing body shall designate the compliance body, which will carry out its responsibilities fully independently and autonomously. It shall also provide it with resources, autonomous powers of initiative and control, as well as the greatest degree of independence, to carry out its functions.



Under the terms provided for in this policy, the Compliance Officer enjoys the full support of the governing body of the AIR NOSTRUM Companies and is entrusted with the task of implementing, developing, monitoring and overseeing the Criminal Compliance Management System and the Crime Prevention Model of the AIR NOSTRUM Companies.

Accordingly, the Compliance Officer is authorised to freely access any Company information and documentation needed to perform their functions properly and effectively. They may also request the collaboration of any member of the Organisation in order to carry out their duties. When required, members of the Organisation must collaborate and provide any documents and information requested without delay, always observing the principles of proportionality and suitability.

The compliance body carries out its tasks autonomously, without requiring specific mandates, in accordance with the provisions of this policy and the other documents that make up the Criminal Compliance Management System and the Crime Prevention Model of the AIR NOSTRUM Companies.

The compliance body acts independently, thus ensuring neutrality in decision-making. Its independence is supported by its functional relationship with and direct access to the governing body of the AIR NOSTRUM Companies and, therefore, its autonomy from other departments when performing its functions. In addition, the Compliance Officer's performance review corresponds to the governing body of the AIR NOSTRUM Companies.

#### Main functions of the compliance body

The duties and responsibilities of the criminal compliance body are detailed under sections 4 and 5 of the Internal Rules of the Criminal Compliance Body. Its general duties are:

- To drive and oversee the implementation of the Criminal Compliance Management System and the Crime Prevention Model of the AIR NOSTRUM Companies, ensuring that all members subject to this policy have access to the Company's internal rules and policies for the prevention of risks and criminal charges.
- To facilitate the identification of the compliance obligations with the heads of the different departments and areas, thus contributing to their regular updating and sharing them with members of the Organisation.



- To encourage the identification and management of compliance risks, analysing and assessing them in order to prioritise actions and allocate resources for their prevention, detection and management.
- To promote awareness-raising and training programmes that allow the subjects concerned by this policy to have the knowledge and skills necessary to fulfil their responsibilities regarding risk prevention, detection and management.
- To advise the governing body and senior management as well as any other member of the Organisation who needs it. It will also report to the governing body and senior management on the outcomes of the Criminal Compliance Management System and the Crime Prevention Model, on its performance and on the reports made by the different business structures.
- To adopt and implement processes to manage information such as complaints and/or comments received through hotlines, reporting channels and other mechanisms established within the Organisation.
- To properly identify **(i)** the information of the pillars of the Criminal Compliance Management System and the Crime Prevention Model of the AIR NOSTRUM Companies and **(ii)** the documentation arising from its execution, making it available (except that which is only accessible to certain areas of the Company for reasons of confidentiality), suitable for use and allowing for the traceability of its access and the preservation of its legibility.
- To measure the performance of the Criminal Compliance Management System and the Crime Prevention Model of the AIR NOSTRUM Companies using indicators, ensuring that all its elements operate correctly and encouraging its review and continuous improvement.
- To assess the effectiveness of the Criminal Compliance Management System and the Crime Prevention Model of the AIR NOSTRUM Companies on a regular basis, modifying it, if necessary, when they become aware via any channel of serious breaches, or when there are significant changes in the circumstances of the Companies, in the assessment of their compliance risks or in the compliance goals set by the Organisation.





The functions of the compliance body concerning the various aspects of the activity of AIR NOSTRUM may be further developed in specific policies and/or procedures.

### 3.2 Governing body and senior management of the AIR NOSTRUM Companies

The governing body and senior management of the AIR NOSTRUM Companies will not only support the compliance body in performing its functions, but will actively foster AIR NOSTRUM's culture of compliance and ethical principles, ensuring that it has sufficient and adequate resources to effectively implement the Criminal Compliance Management System and the Crime Prevention Model of AIR NOSTRUM Companies, encouraging the use of the channels and mechanisms made available by the Organisation for reporting potentially irregular or criminal conduct that may affect the Company and its activities, among other actions.

More specifically, AIR NOSTRUM's governing body is responsible for:

- Formally approving this policy and introducing further updates that may be required.
- Promoting the adoption and implementation of the Criminal Compliance Management System and the Crime Prevention Model applicable to AIR NOSTRUM in order to prevent, detect and manage any risks that may impact the activities carried out by the Company.
- Designating a compliance officer, as the body of the legal person with autonomous powers of initiative and control, providing them with financial resources and adequate and sufficient material and human resources to enable them to carry out their work effectively, for the purpose of implementing the Criminal Compliance Management system and the Crime Prevention Model of the AIR NOSTRUM Companies.
- Receiving, reviewing and responding appropriately to the reports provided by the compliance body and implementing the actions they deem most appropriate for the proper management of risks, at the suggestion of the compliance officer or officer in charge.
- Ensuring the establishment of processes for defining the will of the Organisation aimed at reducing the chance of materialisation of any detected risks.



Senior management liaises with the governing body in all matters relating to the transmission of AIR NOSTRUM's culture of compliance and its zero tolerance for any conduct that may result in breaches of the law or its internal policies.

Given its proximity to the strategic and operational objectives of AIR NOSTRUM, senior management is responsible for:

- Guiding and supporting all AIR NOSTRUM staff in fulfilling their compliance obligations.
- Making sure that all employees incorporate these obligations in their daily activities.
- Ensuring the availability of adequate and sufficient resources for the effective implementation of the Criminal Compliance Management System, internally communicating the importance of implementing it in a manner consistent with the provisions of this policy.
- Encouraging AIR NOSTRUM staff and third parties to use the channels and mechanisms made available by the Organisation for reporting potentially irregular or criminal conduct that may impact AIR NOSTRUM Companies and their activities, ensuring no retaliation, discrimination or penalties for reports made in good faith or for actions aimed at avoiding participation in criminal proceedings.

### 3.3 Officers and persons in particularly exposed positions

Officers at every level and risk owners must ensure that members of the Organisation attached to their departments, functions or projects comply with, observe, enforce and fulfil the requirements of the Criminal Compliance Management System. To this end, they have the support and supervision of the compliance body.

### 3.4 Members of AIR NOSTRUM

Inasmuch as legal compliance and the proper running of the Criminal Compliance Management System binds all members of AIR NOSTRUM, they are, regardless of their position in the Company, expected to:



- Conduct themselves in a manner governed by ethics and that goes against committing criminal offences or breaches of mandatory internal or external rules or policies of AIR NOSTRUM. They must therefore know, observe and follow the provisions of the AIR NOSTRUM Code of Ethics, the Criminal Compliance Policy and other internal policies, expressly stating their consent and adherence at the appropriate time.
- Report, through the channels made available by the Organisation for that purpose, any offences or irregularities which they are aware of that involve breaches of internal or external rules or mandatory policies, as well as any actions that could reasonably avoid or remedy the risk detected and that have not been applied.
- Comply and act in accordance with the instructions given by the bodies and departments of each of the AIR NOSTRUM Companies, as well as any directions from the compliance body in the exercise of their duties, where appropriate.
- Attend and participate in the training sessions on compliance that are delivered.
- Cooperate with the compliance body when required and provide any information required of them without delay.

#### **4. KNOWLEDGE AND STATEMENT OF AGREEMENT**

This policy will be shared with all members of the Organisation (i.e., employees, officers and directors) via email and will also be made available to them on the Company's intranet. In addition, all members of AIR NOSTRUM will be asked, at the appropriate time, to adhere to it by means of a clause of employee acceptance and adherence to the Criminal Compliance Policy.

#### **5. REPORTING NON-COMPLIANCE**

The compliance body must be aware of any potential non-compliance with this policy or existing legislation in order to address the issue promptly and effectively and to try to avoid or mitigate its impact. Therefore, in the event that any member of the Organisation, business partner or third party with a direct relationship and legitimate commercial or professional interest, detects a breach of this policy or has doubts as to whether any observed practice may constitute an offence, they are obliged to report it through the channels made available by the Organisation for this



purpose, and preferably through the internal information system enabled on the website, using the following link:

<https://channel.globalsuitesolutions.com/airnostrum>

The information shared through the internal information system is confidential. The identity of the reporting person shall not be disclosed, and the Company appreciates their cooperation and guarantees them there will be no reprisals.

The compliance body may also investigate any sign of non-compliance with this policy on its own initiative.

The person responsible for the internal information system will verify whether the reported breach exists or not and will include it in a written report that will be kept in their files. They will share the written report findings with the department concerned for them to make a decision based on the content of the report and the specific circumstances of the contractual relationship following the procedure laid down in the Rules of Procedure of the Internal Information System at all times.

## **6. CONSEQUENCES OF NON-COMPLIANCE**

In the event that a breach of the applicable law, the Code of Ethics or any of AIR NOSTRUM's policies is confirmed, action will be taken immediately in accordance with the regulatory procedure and the current legal framework.

Disciplinary action may be taken not only against the individual whose conduct has caused the risk or damage, but against any employee who, having learned of the irregularity, has not followed the procedures established by the Company for its prevention and response.

Any work-related measures taken will always comply with the applicable regulations; they will be proportionate with the seriousness of the facts on which they are based, informing the workers' legal representatives where appropriate. In any case, the confirmed breach may give rise to the relevant disciplinary sanctions pursuant to the Collective Agreement, labour legislation and other applicable civil and commercial obligations.

When the compliance body follows up on and confirms a breach of the AIR NOSTRUM Code of Ethics or any of the Company's policies when engaging with third parties, whether natural or legal persons, with whom AIR NOSTRUM engages, it will propose the termination of the relationship to the contracting department.



Similarly, when it becomes clear that a working procedure or a line of action of the Company needs to be modified, the compliance body will inform the management of the relevant department so that appropriate measures can be taken. If the matter so requires it, measures to be adopted that are deemed proportionate to the risk or damage caused will be proposed to AIR NOSTRUM's governing body.

If the action of a member of the Organisation proves to constitute a criminal offence attributable to the legal person, this shall be immediately reported to the compliance body and, where appropriate, to the governing body. It shall also be brought to the attention of the competent public authority for their knowledge and prosecution. Such communication shall be accompanied by the evidence collected. AIR NOSTRUM will help in the investigation and cooperate with the public authorities.

## **7. CONTROL, MONITORING AND OVERSIGHT**

The compliance body is responsible for overseeing and continuously monitoring the provisions of this policy, based on the duties assigned in section 3 above and following the procedure established in the Internal Rules of the Criminal Compliance Body. It will also promote actions for its proper dissemination and knowledge.

## **8. APPROVAL AND VALIDITY**

Version 2 of the Criminal Compliance Policy was approved by the governing body of the organisation on 7 August 2024 and is applicable from 8 August 2024.

This policy shall be kept up to date over time and shall be reviewed on an annual basis, on an exceptional basis, and in any case as soon as possible, when relevant changes occur, for internal reasons or due to regulatory changes that entail or advise its updating or amendment.

The compliance body is responsible for assessing any proposed amendment. If the changes are relevant, they must be submitted for approval to the Organisation's governing body, which is the competent body for its modification.