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1. Purpose

The purpose of this policy is to help Grupo Aeroméxico in its relations with third parties, to adopt practices that minimize risks due to Corruption acts, in line with the National Anti-corruption System, foreign regulations, and other regulations that apply to Grupo Aeroméxico, on anti-corruption and anti-bribery matters in the countries where it operates.

In this context, through this Policy, it is also intended to inform about relevant aspects of the laws and conventions established against Corruption in business activities, the risks that certain undue conducts may represent for the group, as well as at personal level of each employee. The Policy will also allow us to acknowledge our obligations to face this type of risks, with the purpose of establishing actions against Corruption acts, as well as the guidelines that allow the Grupo Aeroméxico personnel to identify such acts, and the means to face them and fight against them.

2. Scope

This is a general application Policy and mandatory for the employees, collaborators, executives, and directors of Grupo Aeroméxico, and for third parties that act on behalf of Grupo Aeroméxico, regardless of the place of residence, or place of business.

3. Validity

As of July 1, 2021, and it replaces and voids the Anti-Corruption Policy issued on December 1, 2011.

4. References

National:


- National Anti-Corruption System
- General Law of Administrative Responsibilities
- Federal Criminal Code
- Federal Law on Anti-Corruption in Public Contracts
- Federal Labor Law and other applicable provisions
- Federal Law to Prevent and Identify Transactions with Illegal Resources
- Federal Forfeiture Law
- National Anti-Corruption Policy

Foreign:

- Foreign Corrupt Practices Act
- UK Bribery Act
- Sarbanes Oxley Law
- United Nations Convention Against Corruption (UNCAC)
- Principles of the United Nations Global Compact
- United Nations Handbook on Practical Anti-Corruption Measures for Prosecutors and Investigators
- Ethics and Compliance Anti-Corruption Program for Companies: Practical Guide of the United Nations Office on Drugs and Crime (UNODC)
- Reference Guide to Anti-Money Laundering and Combating the Financing of Terrorism. 2006 The International Bank for Reconstruction and Development The World Bank.
- Good Practice Guidelines on Conducting Third-Party Due Diligence. World Economic Forum, 2013.
- Anti-Bribery Due Diligence for Transactions. Transparency International. UK 2012.

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- ICC Anti-Corruption Third Party Due Diligence: A Guide for Small and Medium size Enterprises. International Chamber of Commerce. Prepared by the ICC Commission on Corporate Responsibility and Anti-Corruption, 2015.
- Interamerican Convention against Corruption of the Organization of American States

5. Definitions

Undue Benefit: any type of goods, which may be any Valuable Object (as defined below), which reception or delivery is illegal, forbidden, or inappropriate, or which may imply a conflict of interest.

Collusion: to perform actions that imply, or which purpose or effect is to obtain an undue benefit or advantage in federal, local, or municipal public contracting, with one or more individuals, in Mexico or abroad, directly or through third parties, on public contract matters.

Likewise, it is considered as collusion when contracts, agreements, arrangements, or combinations among competitors are agreed or executed, with the purpose or effect of obtaining an undue benefit, or to cause damage to Mexico's public finance, or to the assets of public entities. Collusion between competitors may result in monopolistic practices with serious consequences; therefore, it must be taken into consideration what the Economic Competition policy and other applicable regulations establish.

Corruption: an act or omission through which the employees of Grupo Aeroméxico, or a Third Party, breach or perform inappropriately their obligations, commissions entrusted, imposed thereto by the law, or requested from others, non-compliance, or inappropriate exercise of their duties, in order to obtain a legitimate benefit for themselves or for someone they are interested in. The Ministry of Government Affairs (*Secretaría de la Función Pública*, SFP), like Transparency International, define as corruption the **abuse of power for the individual's own benefit**.

Corruption in business may happen when a third party receives, requests, or accepts a valuable thing or a benefit as undue consideration.

On the other hand, the corruption of Officers or Public Servants implies giving, offering, or promising a valuable thing or benefit, to an authority or public officer, domestic or foreign, their relatives or persons with whom he/she has a close personal link, for his/her own benefit, or for the benefit of a third party.


Undue hiring of former Public Servants. hiring someone who has been a public servant, who has been disabled legally, or through a resolution from a competent authority, to hold a job, position, or commission, or who has privileged information, acquired due to his/her job, position, or commission in the public service, and that directly allows the individual to benefit in the market, or to be in an advantageous position before his/her competitors.

Any Valuable Object: refers to any type of benefit, including without limitation:

- Cash and contributions in kind, or equivalent products in cash (e.g., gift cards).
- Food and beverages.
- Trips (e.g., plane tickets, accommodations, and other travel expenses).
- Discounts and upgrades in plane tickets.
- Political contributions.
- Entertainment (e.g., artistic or sports events).
- Gifts and prizes.
- Jobs, job offers and promises of a future job.
- Loans, reimbursements, and debt waiving.
- Donations.

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- Any award of contract, product, or service.
- Any direct or indirect good that may mean something valuable.
- Personal favors.
- Shares of a company related to the company.
- Payment of debts or services.
- Scholarships.

Directly or Indirectly: means illegal payments made immediately, or through any other means, through a third party, such as agents, ground support staff, sales agents, customs brokers, representatives, attorneys-in-fact, or lawyers, among others.

Public Officer or Servant: means any state, government, or administrative employee or worker, either in Mexico or abroad, or an agency or entity, an autonomous government body or agency of a public, national, or international organization, or any individual that acts in an official capacity for, or on account of, a government, department, agency, or public organization, including without limitation:

- Employees or workers from state-owned companies or state productive companies.
- Employees or workers from international public organizations.
- Representatives of a political party.
- Candidates for public office.
- Individuals acting officially for public officers, or officers or employees from state-owned companies, or state productive companies.
- Members of royal families.

Grupo Aeromexico: the consortium comprised by Grupo Aeromexico, S.A.B. de C.V., and its subsidiaries and affiliates.

Obstruction of Investigation Powers: the acts through which an individual, who having information related to an investigation, provides false information, deliberately and without justification, delays the delivery thereof, or does not respond to the requirements or resolutions from investigating, processing, or resolutive authorities, provided that coercive actions have been previously imposed thereon, according to applicable provisions.


Facilitation or Procedure Payments: refers to settling or disbursing smaller amounts to Public Servants with the purpose of ensuring, streamlining, or facilitating in any other way the result of routine government procedures, which are discretionary, and which include without limitation the following:

- Issuing permits, licenses, or other necessary documents to do business in a country.
- Obtaining police protection.
- Scheduling inspections related to performance of agreements.
- Loading and unloading of goods, or protection of perishable goods and merchandise susceptible to deterioration.
- The procedure for obtaining government documents (e.g., visas, working permits).
- Messenger and mail services.
- Service provision (e.g., telephone, electric power, water supply).
- Streamlining legal procedures at customs.

Illegal Participation in Administrative Procedures: refers to an individual that performs acts, whether federal, state, or municipal, or omits participating therein, regardless of whether he/she has been disabled therefor by legal or regulatory provisions, or through a resolution from a competent

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authority. It shall also be considered as Illegal Participation when someone participates in administrative procedures on its own behalf, but in the interest of another person or persons disabled to participate in such administrative procedures, in order for the latter to obtain the benefits of the administrative procedures.

Third parties. National or international individuals or legal entities that act in the name and on behalf of Grupo Aeroméxico, or that provide services or products for or on behalf of Grupo Aeroméxico, including without limitation:

- Representatives
- Attorneys-in-fact
- Agents
- Consultants.
- Service Providers
- Joint Ventures or Strategic Partnerships
- Commercial Partners.
- Distributors
- Intermediaries

Bribery: to offer, request, demand, accept, deliver, receive, promise, or authorize an economic benefit, or of any other type, whether current or future, or expected, which is not regulated by a standard, with the purpose of:

- a. Performing or refraining from performing an act or series of acts related to its duties, or those of another Public Servant;
- b. Obtaining a business or position, keeping it, or obtaining a benefit or advantage therein, regardless of the acceptance or reception of the result obtained;
- c. Motivating or rewarding an inappropriate performance in the allocated activity or function;
- d. Inducing, modifying, or inhibiting making decisions related to a business, association or alliance;
- e. Modifying the sense of the resolution or opinion in any matter;
- f. Exercising the position or duties granted in any other way than the one legitimately expected;
- g. Evading, hiding, or manipulating information in order to obtain or grant an undue advantage or benefit, and
- h. Evading, ignoring, or distorting a formal or implicit regulation.


Influence Peddling: promoting or managing, by itself or through a third party, through the use of authority, control, economic or political power, real or fictitious, over any Public Officer or Servant, the illegal obtention or resolution of business foreign to the responsibilities inherent to his/her job, position or commission, with the purpose of obtaining for itself, or for a third party, a benefit or advantage, or to harm a person or the Public Servant, regardless of the acceptance by a Public Servant, or the result obtained.

UMA: the Measurement and Updating Unit, it is the economic reference in pesos to determine the amount for payment of obligations and assumptions provided in federal and state laws, and in the legal provisions that result from all of the above.

Undue Use of Public Resources: performing acts to appropriate, make undue use, or deviate the purpose for which public resources are intended, either material, human or financial, when due to any circumstance, the individual manages, receives, administers, or has access to such resources.

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Use of False Information: to submit false or altered documentation or information, or to simulate compliance with requirements or rules established in administrative procedures, with the purpose of obtaining an authorization, benefit, or advantage, or to damage any person.

6. Person Responsible

The Legal and Compliance Directorate, attached to the Legal and Labor Relations Vice Presidency is responsible for keeping this Policy updated, and promoting compliance therewith among employees, collaborators, executives, and directors, both of Grupo Aeroméxico and of Third Parties.

7. Documents

- GAM Code of Conduct
- Conflict of Interest Policy A_PO_GALE_07
- Travel and Representation Expenses, Proof and Use of AMEX Cards Policy S_PO_GACP_01
- PRCCE-003 Procedures for Advanced Payments for Travel and Representation Expenses
- PRCCE-005 Allocation, Use and Payment of Expenses paid with AMEX Corporate Card
- S_PO_GACT_01 Budget Control
- Policy for Granting tickets to Non-Profit Organizations S_PO_GAFI_01
- Economic Competition Policy A_POGALE_06
- Due Diligence Policy A_POGALE_09

8. Restrictions

Does not apply

9. Sanctions

Breach of this Policy may result in administrative, legal, or labor sanctions, which shall be determined by the Legal and Labor Relations Vice Presidency, in coordination with the Human Resources area, and it may result in termination of the labor or contractual relation.

10. Policy

10.1 General Aspects


Grupo Aeroméxico states its absolute rejection of corruption and confirms that acting in strict adherence to the Code of Conduct, to this Policy, and other national and foreign standards, by its personnel and Third Parties, is an essential element for achieving the necessary trust in its commercial relations, associations, investments and use of resources, with the purpose of being a trustworthy, reliable, and competitive entrepreneurial group.

Grupo Aeroméxico and the Third Parties with which it works are bound to comply with laws applicable to the fight against corruption and bribery between private companies and between them and government entities. In accordance with the above, the following principles have been adopted by the senior management:

- Zero tolerance in case of violations to this Policy, the Code of Conduct, and other applicable laws;
- Corruption and bribery are high-risk factors for the company;

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- (iii) Senior executives are actively involved in the fight against corruption and bribery;
- (iv) This Policy shall be applied effectively and consistently. The coordination and exchange of information shall be promoted, within the legal framework, to such effect.
- (v) Allocation of clear responsibilities and accountability are essential.

10.2 GAM Commitment

In accordance with the fourth commitment of our Code of Conduct, all of us who work in or for companies of the Group, at a national or international level, regardless of the hierarchic level, share the obligation to comply with all applicable regulations that prevent Corruption and Bribery, and the responsibility to avoid incurring in situations which may result in the violation of applicable provisions, without prejudice to the severe impact on Aeroméxico reputation.

The foregoing includes knowledge and observance of relevant laws to prevent bribery, as well as any act of corruption with Public Officers or Servants and individuals for which there is zero tolerance.

10.3 International Laws and Treaties on Anti-Corruption Matters

10.3.1 General Law of Administrative Responsibilities ("LGRA")

The LGRA was published in Mexico in 2016, as part of the laws that comprise the National Anti-Corruption System (SNA), which entered into force on July 19, 2017.

Such Law establishes obligations and sanctions in case of responsibilities of Public Officers or Servants, as well as individuals and institutions that participate in acts that result in Collusion, Undue Hiring of Former Public Servants, Obstruction of Investigation Powers, Illegal Participation, Bribery, Influence Peddling, Undue Use of Public Resources and Use of False Information.

10.3.1.1 Prohibitions

Grupo Aeroméxico may be sanctioned when the acts are performed by the aforementioned individuals who act in its name or on its behalf (including Third Parties), and who intend to obtain, through such conducts, benefits for Grupo Aeroméxico.

According to the LGRA, Public Officers or Servants, while performing their job, position, or commission, must act righteously, and must not use said position to obtain, or intend to obtain, any personal benefit or advantage, or to the benefit of third parties, or to seek or accept compensations, benefits, or gifts from any person or organization.

As opposed to the FCPA (as defined below), facilitation payments are not expressly foreseen in the LGRA; however, any type of gift is forbidden by said national legislation.


10.3.1.2 Consequences of violating the LGRA provisions

Administrative Sanctions:

- A fine, proportional to the benefits obtained, or equivalent to the number of thousands of UMAs for individuals and legal entities, according to law.
- Temporary disabling during a period of a certain number of months, and even several years, both for individuals and legal entities.

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- Compensation for damages.
- Suspension of activities.
- Dissolution of the relevant company.

10.3.1.2 Consequences of violating the LGRA provisions (Cont.)

Enforcement measures:

- A fine according to the UMA, which may duplicate or triplicate on each occasion, up to the cap determined by law, in case of reluctance to comply with the relevant order.
- Up to 36 hours in jail, and
- Requesting help from public forces from any level of government.

Cautionary Measures:

- Showing related documents.
- Fine warning to those responsible and witnesses, according to the UMA, to appear at the introduction of evidence.
- Prejudgment attachment of assets; seizure or cautionary intervention of negotiations.
- Those necessary to prevent an irreparable damage to the assets of public entities.

Criminal Sanctions:

- Bribery, influence peddling, false information, or Obstruction of Investigation Powers, and undue use of public resources are punished through a fine or prison.

The entities responsible for their application are the Ministry of Government Affairs, the Federal Superior Auditor, the Internal Control Bodies, and the Federal Court of Administrative Justice.

10.3.2 Foreign Corrupt Practices Act ("FCPA")

The FCPA is a federal law of the United States of America, which in certain circumstances may apply to employees, collaborators, executives, and directors, both of Aeroméxico and its subsidiaries, affiliates, and related companies, regardless of it being a foreign law.

Said law was enacted in 1977, and since then has been subject to several amendments, and has been severely applied in various cases. The FCPA contains Anti-Corruption and Accounting provisions.


The Anti-Corruption provisions of the FCPA consider a violation thereto, when making a payment, offering, or promoting to pay, or authorizing a payment in cash, or Any Valuable Object, directly or Indirectly, to any Public Officer or Servant outside the United States of America, with the purpose of influencing them, in violation of their legal duty, in order to obtain or keep a business.

10.3.2 Foreign Corrupt Practices Act ("FCPA") -Cont.

On the other hand, accounting provisions books and records for companies listed in the stock exchange, contain obligations on the way in which they must keep the accounting books and records.

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Payments for facilitation "according to the FCPA" are allowed in certain scenarios, provided that they are not discretionary and may imply an act of corruption.

FCPA provisions are applied by the Justice Department and by the U.S. Securities and Exchange Commission, aka SEC. The FCPA provisions are applicable both to individuals and entities of the United States and abroad.

10.3.2.1 Prohibitions

As mentioned above, the FCPA contains provisions on anti-corruption and accounting records matters. The FCPA foresees the prohibition to pay, offer, or promote any valuable object to a Public Officer or Servant from a country other than the United States of America, with a corrupt intention, in order to influence an official act to obtain or keep a business. For the purpose of determining the extent of the prohibitions of the FCPA, the concepts of Any Valuable Object and Public Officer or Servant described herein, are a reference.

On the other hand, the concept of influence may be materialized as interfering with any act or decision of a Public Officer or Servant, induce him/her to do or omit any legitimate act, or obtain any undue advantage, or induce such Public Officer or Servant to influence a government, other than the United States of America government, or instrument thereof, to affect, condition or impact an act or decision of such government or instrument, with the purpose of helping such person to obtain or keep a business for any person, or therewith, or to guide a business towards a person.

10.3.1.2 Consequences of violating the FCPA provisions

In the case of Anti-Corruption provisions: **In the case of Accounting provisions:**

Individuals:

A civil fine of up to \$10 thousand USD, 5 years in prison, and a \$100 thousand USD criminal fine.

Individuals:

Up to 20 years in prison and a criminal fine of \$5 million USD.

Legal Entities:

A civil fine of up to \$10 thousand USD, and a \$2 million USD criminal fine.


Legal Entities:

A criminal fine of up to \$25 million USD.

The above is a good example of the seriousness of the sanctions, without considering the damage to the reputation of the company involved, the possibility of third-party legal actions against it, and the high expenses in which it must incur to face an investigation of such nature.

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10.3.3 2010 UK Bribery Act

Like the FCPA, the Bribery Act may apply in certain circumstances to employees, collaborators, executives, and directors, both of Aeroméxico and its subsidiaries, affiliates and related companies, representatives, or Authorized Third Parties that work for companies of GAM, despite it being a foreign law.

The Bribery Act sanctions bribes that involve both a Public Officer or Servant, as well as individuals, in other words, it foresees public corruption and between individuals; therefore, its scope is broader than the FCPA and the LGRA.

The Bribery Act is broad, since it sanctions both private and public activities, and it applies to bribery and corruption activities of any person or third party, representing a business (such as employees, agents, or subsidiaries) outside the United Kingdom, either by a United Kingdom citizen, an ordinary resident of the United Kingdom, an entity incorporated in the United Kingdom, or any Scottish association.

Any company that does business in the United Kingdom is also subject to the Bribery Act, in case of acts of bribery and corruption related to the performance of their business outside the United Kingdom, regardless of whether such conduct is related or not to its business in the United Kingdom.

The Serious Fraud Office ("SFO") is the entity responsible for the application thereof and for filing charges against entities and individuals.

10.3.3.1 Prohibitions

The prohibitions of the Bribery Act are translated into the prohibition of offering bribes, receiving bribes, or bribing a Public Officer or Servant. It is important to reiterate that the Bribery Act foresees Bribery to Public Officers and Servants and among individuals.

10.3.3.2 Consequences of violating the prohibitions of the Bribery Act

In the case of individuals:

- they may be subject to prison for a maximum of 10 years, and unlimited fine, or both.

In the case of legal entities:

- they may be subject to an unlimited fine.

10.3.4 International Treaties


There are various international treaties that have been signed and ratified by Mexico on anti-corruption matters. These treaties are the Convention on Combating Bribery of Foreign Public Officials in International Business Transactions, from the Organization for Economic Cooperation and Development, the Interamerican Convention against Corruption, of the Organization of American States, and the United Nations Convention against Corruption.

Specifically, the United Nations Global Compact comprises various Principles of corporate citizenship about human rights, labor standards, environmental protection, and the fight against corruption.

In the case of the fight against corruption, Principle 10, which is based on United Nations Convention against Corruption, requires companies to work against corruption in all its forms, including extortion and bribery. Aeroméxico voluntarily adhered to the United Nations Global Compact in 2012, confirming its commitment to the fight against corruption.

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10.4 Catalog of Important Corruption Acts

In accordance with the treaties, laws and other provisions stated above, a catalogue of relevant Corruption acts has been prepared for the purposes of this Policy, which are detailed below, without limitation:

Catalogue

Conflict of Interest:

According to the Conflict-of-Interest Policy, it is defined as the situation that arises when the actions, relations, interests or investments of an employee, senior executive, or any other collaborator, interfere or seem to interfere with the interests of Aeroméxico, or with the capacity to perform its activities effectively and impartially.

Extortion:

The person who, without any right, forces another one to give, do, stop doing, or tolerate something, obtaining a benefit for itself or for another person of interest, or causing someone asset damage.


Fraud:

The person that cheats another, or that taking advantage of a mistake committed by such person, acquires something illegally, or obtains an undue benefit. The following assumptions are shown below:

- a) Whoever disposes of something, obtaining a payment therefor, knowingly that he/she does not have the right to dispose thereof, or who leases, mortgages, or liens it in any other way, if he/she has received the price, rent, the amount under which it levied it, part thereof or an equivalent gain.
- b) Whoever uses something or accepts a service at any commercial establishment and does not pay the price.
- c) Whoever sells to two persons the same thing, either property or real estate, and receives the price from the first or the second disposal, from both, or part of it, or any other gain, with prejudice to the first or second purchaser.
- d) Whoever simulates a contract, a legal act or document, with prejudice to someone, or to obtain any undue benefit.
- e) Whoever keeps all or part of the amounts received for raffles, lotteries, sale promises, or by any other means, without delivering the merchandise or object offered.
- f) Whoever, having received merchandise with a subsidy or franchise, intended for a specific purpose, deviates it from such purpose, or undermines, in anyway the intended purposes of the subsidy or franchise.
- g) Whoever modifies to his/her benefit the amount of the travel expenses granted thereto by the company for a work purpose.
- h) Whoever tricks a client in order to charge an additional, undue, or irregular amount, not foreseen or necessary for the provision of the service.
- i) Whoever, using clients' information, directly or indirectly establishes contact therewith, in order to obtain undue gains through deceit of an alleged service that the company would provide.
- j) Whoever, for any reason, being in charge of the administration or care of third-party assets, damages the holder thereof with the purpose of obtaining a gain, altering the accounts or conditions of the contracts, making operations or inexistent expenses appear, or exaggerating the real ones, hiding or keeping values, or using them unduly, or knowingly

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performs transactions that damage holder's assets to his/her own benefit, or to the benefit of a third party, shall receive the penalties provided for the fraud crime.

Intimidation:

A person that inhibits, threatens or intimidates another one to prevent such person, or a third party, from making an accusation, filing a criminal complaint, or providing information regarding the alleged commission of a conduct sanctioned by internal regulations or any external regulations; or whoever performs an illegal conduct or omits a legal conduct, damaging the interests of the persons who filed the complaint, or of a third party with which such persons have a close a family, business, emotional or personal link.

It must be noted that when the intimidation conduct is performed by a public servant, it implies a crime.

Embezzlement:

A person who authorizes, requests, or performs acts for the use or appropriation for him/herself, or for persons with whom he/she has a family, close personal, emotional or business link, resources belonging to the State, or to an individual, whether material, human or financial, without legal grounds, or violating applicable regulations.

Bribery:

The definition is described in another section stated above.

Influence Peddling:

The definition is described in another section stated above.

Corruption:

The person that requests, demands, accepts, offers, obtains or intends to obtain, by itself or through third parties, any benefit not included in his/her remuneration, regardless of whether it is money; securities; property or real estate property, or discounts; donations, services; employment and other undue benefits for him/herself or his/her relatives, persons with which he/she has close personal links, for third parties with which he/she has professional, labor or business relations, or for partners o companies to which the aforementioned individuals belong.

Collusion: Perform with one or more individuals, in Mexico or abroad, directly or through third parties, on public contracting matters, actions that imply or which purpose or effect is to obtain an undue benefit or advantage in public contracts, whether federal, local o municipal.

Extortion: The Public Officer or Servant that demands, by him/herself or through another means, money, securities, services, or any other thing that he/she knows is undue, or in a greater amount than the one stated by applicable regulations.


Undue use or disclosure of information:

The person that by him/herself, or through a third party, illegally takes, destroys, hides, uses, or renders unusable information or documentation, under his/her care, custody or which he/she has access to, or knows about, due to his/her job, position, or commission.

On the other hand, some more specific activities that must not be performed are described, because they would imply a related Corruption act, or any other illegal act, which determination would be the

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responsibility of administrative, criminal, or civil authorities, specialists on the matter, according to the description below:

10.5 Business Courtesies-Gifts, Meals, Entertainment, Travel Expenses and Benefits in Air Transportation

10.5.1 Courtesies

There are legitimate business occasions when it is allowed to offer courtesies such as gifts, meals, service, entertainment, travel expenses, or benefits in air transportation. If you need to offer a courtesy to a Public Officer or Servant, or any individual, you must comply with the following general guidelines:

- You must have a legitimate business reason, such as a promotion, demonstration, or explanation of the product or service, or the execution or performance of an agreement.
- Cash or an equivalent must never be provided.
- The cost of the business courtesy must be reasonable, it must not be extravagant, or be outside the standards or practices of the country and industry.
- The courtesy must comply with local law. Some countries and regions impose specific limits regarding the value of business courtesies that can be accepted, or even a limitation to grant any courtesy. When such laws impose more strict limitations to the amounts, it must comply with the limitations imposed by local laws.
- It may not cover expenses for relatives of the Public Officer or Servant in question.
- Payments must be made directly by Aeroméxico.
- The courtesy must be reflected in the accounting books and records of Aeroméxico in the clearest way possible.

10.5.2 Gifts

Considering that Public Officers or Servants operate under strict legal requirements, depending on the legislation of the country where they perform their duties, granting gifts may only be done as long as it does not contravene the provisions applicable to such Public Officers or Servants, as can be observed in the previous numbers, where the most relevant aspects of the LGRA, FCPA, UK Bribery Act, International Treaties, and other applicable provisions are stated.


In this context, any gifts, presents, promotional articles, or similar items, which are intended to be given to a third party, foreign to Aeroméxico, must be performed in adherence to the Code of Conduct, the relevant internal regulations on Anti-Corruption matters, and conflict of interest of Grupo Aeroméxico, on any other applicable national, regional, state, municipal, or local law or regulation that forbids money laundering, management of illegal resources or bribery, or providing illegal tips, facilitation payments, or other benefits to any Public Officer or Servant, Aeroméxico employee, or any other person.

Regarding the delivery of gifts, presents, promotional articles or equivalent items to Public Officers or Servants in Mexico, it must be stressed that the LGRA establishes that such Public Officers or Servants may not accept compensations, benefits, gifts or presents from any person or organization.

Regarding the delivery of gifts to Public Officers or Servants in the countries where it is allowed by applicable legislation, they may be granted one gift every year, with the value not greater than 50 USD, or its equivalent in local currency, or books or promotional articles, or miniature airplane models.

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Regarding the delivery of gifts or similar items to Public Officers or Servants, or other Third Parties, in the countries where it is allowed by applicable legislation, which due to an exceptional and justified cost intends to be higher than 50 USD, or its equivalent in local currency, the immediate superior, and the Legal Compliance Directorate must be informed, in order to analyze and assess its delivery, and it must be subject to the authorization of the relevant authorities for purposes of the feasibility of the disbursement of the relevant amount, as well as to weigh if it must be submitted to the consideration of the Ethics and Compliance Committee.

Regarding the reception of gifts, presents and equivalent items from third parties from employees of the companies of Grupo Aeroméxico, regarding the performance of their duties, the amount may not be higher than 50 USD, or its equivalent in local currency, and the immediate superior must be informed about the reception of such gift, in order to have his/her approval.

In exceptional cases, when a gift or similar article has been received, or it has not been possible to reject its reception, and it is above the amount of 50 USD, or its equivalent in local currency, the immediate superior and the Legal Compliance Directorate must be informed, in order to analyze and assess the reception thereof and, if applicable, submit it to the consideration of the Ethics and Compliance Committee.

10.5.3 Meals and Entertainment

In case it is justified, business meals with Public Officers or Servants are allowed with a maximum value of 90 USD, or its equivalent in local currency, per person, previous written approval from the area Director, the Legal and Labor Relations Vice Presidency, for which all the travel and representation expenses, and other related policies must be met; and the Form for Proposal of Meals, Entertainment, Travel Expenses and Benefits in Air Transportation must be submitted, as stated in Exhibit A, together with the support documentation.

Regarding the authorization of such business meal, it must be taken into consideration that it may not imply, at any time, a commitment or conflict of interest for its attendees and Aeroméxico, and it must comply at all times with legislation applicable to the Public Officer or Servant intending to be invited.

The collaborators of the Purchase area, and those of other areas that are negotiating or reviewing a contract with a supplier shall be forbidden from accepting meals or events.

10.5.4 Travel Expenses


In case it is strictly necessary and justified, the payment of reasonable travel expenses, and in good faith, will be allowed to Public Officers or Servants directly related to the promotion, demonstration, or explanation of the Aeroméxico products or services, or the execution or performance of a contract.

Written authorization from the Director of the area, the Legal and Labor Relations Vice Presidency, and the Executive Committee of Aeroméxico must be obtained for this purpose. The promoter of such trip must submit the filled-in Form for Proposal of Meals, Entertainment, Travel Expenses and Benefits in Air Transportation, as stated in Exhibit A, together with the support documentation. Additionally, the following conditions must be met:

- Aeroméxico shall only pay for the travel expenses of the Public Officer or Servant.
- Travel expenses shall never be given in cash or in advance.
- Accommodation expenses to be paid must be reasonable and may only include the expenses actually generated. Foods and meals must be reasonable and must be duly documented.
- A collaborator, representative, or executive of Aeroméxico must be always present at meals or entertainment activities.
- Aeroméxico shall only pay for the meal or entertainment expenses of those guests who participation is directly related to the legitimate purpose of the business.

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- The expenses must be clearly reflected in the accounting books and records of Aeroméxico in the clearest way possible.

10.5.5 Benefits in Air Transportation

In the case of benefits, such as free flights, reduced rates, or upgrades to classes for Public Officers or Servants, they may be granted if such persons are entitled thereto, as Aeroméxico passengers, because they are members of Club Premier; otherwise, such benefit must be reviewed by the executive empowered therefor by the Committee of Executives of Aeroméxico. For the relevant authorization that may apply, the Form for Proposal of Meals, Entertainment, Travel Expenses and Benefits in Air Transportation, must be filled in and submitted, as stated in Exhibit A, together with the support documentation, and in compliance with the related policies on this matter.

10.6 Facilitation Payments

Aeroméxico forbids Facilitation Payments; therefore, its employees, collaborators, executives, directors, and external representatives are not allowed to make them to any Public Officer or Servant.

In case that the refusal to a forced requested payment (extortion) is an imminent threat to the health, integrity, safety, or wellbeing of collaborators, executives, directors and external representatives, the employee in charge must make an effort in good faith to obtain previous approval from the Legal and Labor Relations Vice Presidency, before making it, which must be appropriately reflected in the accounting records, specifying the amount, date, purpose of the payment, and identification of the payment recipient.

All facilitation payments that occur under such circumstances, and do not have previous approval, shall be immediately reported to the Legal and Labor Relations Vice Presidency which, in collaboration with the rest of the areas involved, must investigate the circumstances of the case.

10.7 Accounting Books and Records

Aeroméxico forbids the forgery and/or alteration of internal books and records and requires compliance with relative accounting provisions. All expenses made on behalf of Aeroméxico, must be appropriately reflected in the Aeroméxico books and records. The notes in the Aeroméxico accounting records must appropriately reflect the amount, date, and purpose of the payment, must identify the payment recipient and the type of receipt issued.


10.8 External Representatives

Any person empowered by Aeroméxico to conduct procedures in its name and on its behalf (External Representatives), may incur in violations to applicable anti-corruption laws. Therefore, in addition to the requirements established by the regulations for those who act as attorneys-in-fact, the hiring of external lawyers or legal services, or any hiring that implies acting in the name and on behalf of Aeroméxico, when we intend to establish relations with such persons, must comply with the following:

- Collect, document, and preserve the information collected during the selection of the External Representative.

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- Formally define the scope of the relation of the External Representative, through a written agreement, or in exceptional cases, through a service proposal executed in writing between both parties.
- Document, in a clear and precise way, all the services that will be provided.
- Determine in the service proposal and in the agreement the consideration, or the mechanics for the calculation of the consideration, that Aeroméxico shall pay for such services or products.
- Interview the External Representative, explain Aeroméxico expectations, deliver this Policy, and obtain his/her compliance agreement, according to Exhibit B of this Policy.
- To the extent possible, verify with documents, records, or public sources, the information provided by the person that shall act as an External Representative.

10.8.1 Contract

The Aeroméxico employee that requires establishing a commercial or business relation with a third party, in the name of an Aeroméxico company, shall submit to the Legal and Labor Relations Vice Presidency, the contract application, and if applicable the Format for Presentation of Information of Service Providers, External Representative or Third Parties, stated in Exhibit B of this policy, together with the support documentation, and after having received the relevant approval. The written contract, or the concurrence of wills, to be executed in a format other than those of Aeroméxico companies, must contain at least:

- An anti-corruption clause, approved by the Legal and Labor Relations Vice Presidency, establishing that the Third Party must act in accordance with all Applicable Laws and with this Policy. In those cases when an agreement is not formalized, according to the forms established in the Aeroméxico companies, and which is possible due to the nature of the service, the Code of Conduct and the valid Anti-Corruption Policy shall be shared for information of the Third Party.
- A clear description of the role and responsibilities of the Third Party, including a description of the services that Aeroméxico shall pay.
- Include the terms of the consideration.
- Define the geographical territory in which the Third Party shall act.
- Define the clients with which the Third Party shall work, if applicable.
- Establish the terms of the contractual relation.
- It must contain provisions that allow Aeroméxico to perform periodical audits of the accounting books and records of the Third Party, or any other necessary documents to confirm due compliance with the Policy and Applicable Laws.

As in the case of External Representatives, those Third Parties identified as high risk, due to the activity they perform, or which contracts are in an amount representative or relevant for Aeroméxico, will also be requested to fill-in the Form for Presentation of Information of Service Providers, External Representatives or Third Parties, identified in Exhibit B hereof.


10.8.2 Red Lights

Even if working with empowered Third Parties, with which there is an approved relation, the Aeroméxico personnel must be alert to circumstances that may seem suspicious or "red lights," among which are included without limitation:

- The corruption history of the country where the transaction is being performed.
- If the Third Party was recommended by a Public Officer or Servant.

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- If the Third Party refuses to submit to the terms of this Policy and applicable Laws.
- If the Third Party provides incomplete or inconsistent information in questionnaires or information requests.
- If the Third Party requests advanced payments (either in cash or not), indirectly, through another party, or in a different country.
- If the Third Party requests an unusually high and/or not justified commission regarding the services provided.
- If the Third Party requests the reimbursement of expenses without proof, poorly documented, or for questionable concepts.
- If the Third Party makes unusually high or frequent political contributions.
- If the Third Party has family or business links with Public Officers or Servants, or relatives thereof.
- If the only qualification or skill of the Third Party is its capacity to influence Public Officers or Servants.
- If the Public Officer or Servant participates in agreements that make lack of transparency evident.
- If the Third Party executes unusual subcontracts or in generous amounts.
- If a Public Officer or Servant requests hiring the Third Party.
- If the Third Party requests giving a job, or any other advantage, to a friend or relative.

If you consider that this "red lights" exist, or you have questions or concerns regarding any Third Party, stop any communication with the Third Party in question, consult the Due Diligence Policy, and immediately contact the Legal Compliance Directorate.

10.9 Hiring Personnel

First of all, personnel hiring decisions must not be related to the business transactions of the Company and must protect the best interests thereof. Otherwise, they could be a violation to applicable laws. A job must not be offered in exchange for a current or future benefit, and the collaborators, executives and members of the Board are forbidden from offering a job to obtain a benefit.

10.9.1 Hiring persons related to, or referred by, a Public Officer or Servant

If you wish to hire a person related to or referred by a Public Officer or Servant, you must previously obtain a written authorization from the Legal and Labor Relations Vice Presidency of Aeroméxico and deliver it to the Human Resources area (talent administration), prior to the hiring. If you have any questions or concerns regarding a hiring, contact the Legal and Labor Relations Vice Presidency, and the talent administration area of Human Resources.


10.9.2 Hiring former Public Officers or Servants

It is forbidden to hire a former Public Officer or Servant, who during the previous year had access to privileged information, due to his/her job, position, or commission in the public service, which may allow Aeroméxico to benefit in the market, or to have an advantageous condition before its competitors.

Consider that various authorities may establish different terms, conditions, and deadlines for hiring their former Public Officers and Servants, and that some authorities may establish more than one restriction.

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If you require to hire a former Public Officer or Servant, you must first consult with the Legal and Labor Relations Vice Presidency, as well as with the talent area attached to Human Resources, prior to the hiring.

10.10 Political contributions and charity donations

Aeroméxico forbids granting political contributions.

In the case of charity, you must ensure that the donation or contribution is not a way to benefit a Public Officer or Servant, or a related person, and that such donation or contribution is not given in exchange for a purchase, hiring, or any decision that may impact the interests of Aeroméxico. Consult Policy S_PO_GAFI_01, Policy for Granting tickets to non-profit Organizations.

In the case of charity donations to government entities, or decentralized government public entities, state productive companies, entities or persons related to a Public Officer or Servant, previously consult with the Legal and Labor Relations Vice Presidency.

10.11 Mergers and Acquisitions

In case there are plans to merge, acquire, or make an alliance with third-party businesses, it is indispensable to perform a Due Diligence procedure, prior to the relevant transaction, in adherence to the policy issued on such matter. Such process, among other aspects, shall seek to identify possible corruption or bribery risks, existing in the company or target business of the transaction, and the implications that it may have for Aeroméxico. In case that the transaction is performed, the target company and all its personnel, must become part, and accept the GAM Code of Conduct, this Policy and the processes described herein.

10.12 Compliance monitoring

The Internal Audit area performs reviews with the purpose of verifying due adherence to this Policy and other Aeroméxico internal regulations. Such reviews may include the analysis of agreements, files, accounting records, and random interviews with employees, collaborators, executives, and directors, both belonging to Aeroméxico and its subsidiaries, affiliates, related companies, and Third Parties working for GAM companies.

The Legal Compliance Directorate may also perform reviews with the purpose of supervising compliance with this Policy and other related regulations. Such reviews may include the analysis of agreements and files, and random interviews with employees, collaborators, executives, and directors, both belonging to Aeroméxico and its subsidiaries, affiliates, related companies and Third Parties working for GAM companies.

As the development and maturation of the Aeroméxico compliance program takes place, each vice presidency shall appoint a compliance ambassador, who shall act as link to support in monitoring the regulatory compliance, the mapping of applicable regulations to its area of adscription, as well as in the dissemination of the compliance program, in coordination with the Human Resources Business Partner (HRBP) allocated to its area, with the purpose of identifying and mitigating compliance risks in the environment of its areas and operations.


Those vice presidencies that due to the amount of personnel, or to the extension of their duties, may appoint more than one compliance ambassador, if required.

The figure of compliance ambassador may be consulted in the specific process issued to such effect.

Monitoring is an essential element for appropriately implementing this Policy.

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10.13 Complaints

All of us who collaborate in Aeroméxico are bound to report any behavior or act considered a violation, or apparent violation, to this policy and/or applicable laws, performed by any employee, senior executive, member of the Board of Directors, or Third Party, directly to your leader or supervisor, HRBP or to the Aeroméxico Ethics Line.

If the situation to be reported involves your leader or supervisor, or if you have submitted a report thereto and there has been no result or follow up at all, you may contact your HRBP; however, it is recommended to use the Aeroméxico Ethics Line.

Your complaints at the Aeroméxico Ethics Line shall be treated under confidentiality principles, anonymously, and without retaliation, you may submit your complaints through the following means:

- Toll free telephone numbers 800-112-0585 in Mexico, and (00) 1-800-921-2240 in the United States and rest of the world.
- To e-mail address: lineaeticaaeromexico@resguarda.com.
- Website: www.resguarda.com/aeromexico
- miaeromexico.com/Compliance

10.12 Complaints (Cont.)

Reports through the Aeroméxico Ethics Line are addressed by personnel from an independent company, in order to guarantee the best impartiality and objectivity possible.

No one who reports alleged violations to this Policy shall be subject to disciplinary actions, retaliation, or any punishment, due to the fact of having submitted such report. Supervisors or employees in general who apply disciplinary actions, retaliation, or punishment to the persons that have submitted any claim or report, shall be subject to disciplinary sanctions, including the termination of the labor relation.

10.13 Training

Aeroméxico shall provide courses, training materials, and dissemination campaigns to fight corruption, to employees, collaborators, executives, and directors, both belonging to Aeroméxico and its subsidiaries, affiliates and related companies, representatives, or Third Parties that collaborate with GAM companies.

Reading and understanding this Policy is part of the compliance program aimed at the prevention of corruption, which may be reinforced and illustrated through training in person, given by instructors, presentations, on-line courses, among others. All of us, Aeroméxico employees, are bound to know, accept, and comply with this Policy and to take the relevant training.

10.14 Certification


All employees, collaborators, executives and directors, belonging both to Aeroméxico and its subsidiaries, affiliates, and external representatives that collaborate with Aeroméxico, as well as those Third Parties identified as high risk, due to the activity they perform, or which agreements are in a representative or relevant amount for Aeroméxico, must acknowledge having read and understood the valid Policy, filling in the form of Acceptance of the Policy, stated in Exhibit C. The acceptance of this Policy may be done by electronic means.

10.15 Tools

In case of questions regarding the language to use in GAM communications or documents, related to the matter being regulated in this Policy, or requiring training in specific anti-corruption topics, you may request orientation at the following address: AMCumplimiento@aeromexico.com and the [Legal Compliance Directorate](#).

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For more information in this regard, you may consult:

- The Aeroméxico Group Code of Conduct, available at: www.aeromexico.com and in the [internal website Mi Aeroméxico](#).
- The FCPA Guide, known in English as "[A Resource Guide to the U.S. Foreign Corrupt Practices Act](#)", issued by the Department of Justice of the United States. "
- The Guide to the UK Bribery Act, known in English as the Bribery Act Guidance, issued by the Serious Fraud Office of the United Kingdom.
- The practical Guide [RESIST-Resisting extortion and solicitation in international transactions](#), issued by the United Nations Global Compact and Transparency International.


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Exhibit A

FORM FOR PROPOSAL OF MEALS, ENTERTAINMENT, TRAVEL EXPENSES AND BENEFITS FOR AIR TRANSPORTATION

The following form must be filled in, authorized by the head of area, and delivered, together with the support documentation, to the Legal and Labor Relations Vice Presidency of Aeroméxico, for its approval. It is not allowed to grant a Public Officer or Servant, or an individual, a meal, entertainment, travel expenses, or benefits for air transportation, unless you obtain previous authorization therefor.

APPLICANT'S INFORMATION

Full Name	Area/Position	E-mail	Signature and date
Superior's full name	Area	E-mail	Signature and date

INFORMATION OF THE PUBLIC OFFICER OR SERVANT OR INDIVIDUAL (BENEFICIARY)

Full name*	Name of the government office or company	Supervisor's name	E-mail or Telephone number
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* In the case of a list of beneficiaries/guests to an event, list all of them.

INFORMATION ABOUT THE MEAL, ENTERTAINMENT, TRAVEL EXPENSES AND BENEFITS FOR AIR TRANSPORTATION

<ol style="list-style-type: none"> Describe the meal, entertainment, travel expenses, or benefit for air transportation for which authorization is requested: State the value in USD of the meal, entertainment, travel expenses or benefit for air transportation, explain in detail. Include the total value per person of the meals, event tickets, air transportation, ground transportation, or any other activity: State the purpose of the meal, entertainment, travel expenses, or benefit for air transportation, explain in detail. If it is related to a specific transaction, state to which one: Does Aeroméxico have a current or future business project under the supervision or control of the beneficiary? If the answer is yes, state which one: Who selected the beneficiary? <input type="checkbox"/> Aeroméxico <input type="checkbox"/> Beneficiary's employer <input type="checkbox"/> Other _____ State the place (city and country) where the event shall take place. Also, state, in case of a trip, if the destination is known for its tourist attractions, or because it provides inappropriate entertainment:
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7. State the date(s) of the meal, entertainment, travel expenses, or benefit for air transportation, as applicable:
In the case of a trip, state the duration thereof.
8. In the case of a trip, attach the event agenda, and answer the following:
Does the event include touristic, entertainment and/or recreation activities?
If the answer is yes, what percentage of the event shall be allocated to touristic, entertainment and/or recreation activities?
Does the event include work sessions?
If the answer is yes, what is the purpose of the work sessions? What percentage of the event shall be allocated to work sessions?

Review by the Legal and Labor Relations Vice Presidency

I have reviewed the application proposal and the support documentation submitted, in order to assess if the meal, entertainment, travel expenses, or benefit for air transportation proposed by the requesting area comply with the Aeroméxico Anti-corruption Policy.

Based on such review, it is determined to:

_____ Approve it _____ Reject it _____ Request additional information

Full Name	Position	Signature	Date
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Exhibit B

FORM FOR SUBMISSION OF INFORMATION ABOUT SERVICE PROVIDERS, EXTERNAL REPRESENTATIVES OR THIRD PARTIES

Any hiring or concurrence of wills to be executed in a form other than the one of the Aeromexico companies, must have the following form, which must be filled in, signed, and sent by applicant, together with the support information, and the contract or agreement proposed, to the Legal and Labor Relations Vice Presidency of Aeromexico for its approval. It is not allowed to hire an External Representative or Third Party without prior authorization therefor.

APPLICANT'S INFORMATION

Full Name	Area/Position	E-mail	Signature and date
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INFORMATION ABOUT THE EXTERNAL REPRESENTATIVE OR THIRD PARTY

1. State the full name and address of the External Representative or Third Party:

2.- State if the External Representative or Third Party is owned (at least 50%), or managed or controlled by (even if it owns less than 50%), by any of the following, either fully or partially:

a. A government entity	() Yes () No
b. A Public Officer or Servant	() Yes () No
c. A decentralized public entity	() Yes () No
d. A current candidate to a public position	() Yes () No
e. A former Public Officer or Servant	() Yes () No
f. An individual or legal entity acting on behalf of a government entity, Public Officer or Servant	() Yes () No
g. A person with a family or close link to a Public Officer or Servant	() Yes () No

3.- In case any of the answers is yes, state:

- If the person or entity is the owner or has the administration or control. If it is the owner, state the percentage _____.
- Full name of the Public Officer or Servant, candidate, former Public Officer or Servant, or entity or individual to which the External Representative or Third Party is related _____.

4.- Describe the services that the External Representative or Third Party shall provide to Aeromexico, and the geographical regions where those services shall be provided. Specify if it includes the External Representative obtaining a license or permit from any government entity, directly or indirectly:

5.- State the reason the External Representative or Third Party has been selected to provide such services, and the grounds for selecting it, instead of another potential providers:

6.- Based on the interviews with the External Representative or Third Party, and searches in information media, answer the following questions:

- What is the reputation of the External Representative or Third Party and senior executives?
- Is there any negative news about their past business practices?
- Is there any information that suggests that the External Representative or Third Party is in violation of any local laws, applicable regulations, or any Anti-Corruption or Anti-Bribery laws?
- Is the External Representative or Third Party involved in any existing litigation?
- Has it received any regulatory sanction or observation during the last 5 years?
- Has it been subject to any legal action or government investigation?

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g) Has the External Representative or Third Party, or any of its senior executives, been subject to any formal or informal allegation (including media coverage) that involve forbidden or undue payments to any Public Officer or Servant?

7.- If the External Representative or Third Party is a legal entity:

a) Has it implemented clear Anti-corruption and Anti-bribery policies and procedures?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
b) Are such policies and procedures valid?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
c) Has its high management constant surveillance of such policies and procedures?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
d) Do employees receive regular training?	<input type="checkbox"/> Yes	<input type="checkbox"/> No

8.- Based on legislation applicable to its industry, or the country where it operates, does it need a special clause to be considered in the agreement project to be considered? ☐ Yes ☐ No

In case any of the answers is yes, specify the scope.

Review by the Legal and Labor Relations Vice Presidency

This form does not validate or authorize the selection of the External Representative or Third Party, or the formalization of the concurrence of wills, its purpose is to review the application and the support information submitted, in order to assess if the information of the External Representative or Third Party, proposed by the area involved, complies with the Aeroméxico Anti-Corruption Policy. Based on such review, it is determined to:

Approve it	Reject it	Request additional information
Full Name	Position	Signature
		Date

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Exhibit C

Acceptance, Knowledge and Adherence to the Anti-Corruption Policy

According to the Grupo Aeroméxico Anti-Corruption Policy, I confirm that I have read, understood, and agreed to what has been provided therein, undertaking to act according thereto, in order to maintain the trust of our clients, suppliers, authorities and strategic partners.

In case of breach of the Anti-Corruption Policy, I shall be subject to the relevant disciplinary measure, according to the company's regulations, as well as to applicable legislation.

User:

Name:

Position:

Date:

The text of the section goes here, maximum 300 characters.

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