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## 1. AUTHORIZATIONS

	Prepared by:	Reviewed by:	Reviewed by:	Authorized by:
Position	Director of Legal Compliance	Executive Vice President of Human Resources	General Counsel	Chief Executive Officer
Date	18-Jun-25	18-Jun-25	18-Jun-25	18-Jun-25
Names and Signatures	Enrique Román	Angélica Garza	Ernesto Gómez	Andrés Conesa

## 2. OBJECTIVE

To establish the principles and guidelines for the prevention and management of conflict of interest situations by providing tools and guidance to ensure the fulfillment of these duties and responsibilities, and to promote awareness, encourage proper application, and ensure compliance by all employees of the Grupo Aeroméxico (GAM) companies.

## 3. SCOPE


This policy applies to all employees, both domestic and international, regardless of their hierarchical level or the Grupo Aeroméxico company they work for, as well as to all suppliers, partners, service providers, and all third parties authorized to act on behalf of GAM.

## 4. DEFINITIONS

- 4.1 Apparent conflict of interest. A situation in which the employee is or could be perceived to be in a conflicting situation, even if no actual conflict exists.
- 4.2 Close personal relationship. An intimate, emotional, romantic, or close friendship between individuals outside of the family, regardless of gender, sexual orientation, or marital status, that may influence decisions, job functions, or work activities and could result in a conflict of interest.
- 4.3 Conflict of interest. A situation that arises when the actions, relationships, interests, or investments of an employee, director, board member, or any other collaborator interfere—or appear to interfere—with Aeroméxico's interests or the ability to perform their duties effectively and impartially.
- 4.4 Employee. Any individual contractually engaged and providing services to the company who, through their skills and attitudes, works as part of a team, makes a meaningful daily contribution, and seeks to create value within the organization. This includes, among others, employees, workers, executives, board members, agents, representatives, and intermediaries.
- 4.5 Potential conflict of interest. A situation in which the employee is or could be placed in a circumstance that may give rise to a conflict of interest.
- 4.6 Relatives. They include spouses, parents, children, and siblings, as well as blood relatives up to the fourth degree and relatives by marriage up to the second degree. This also includes individuals linked by a common-law marriage, civil partnership, or a similar relationship (as defined in Article 138 Quintus of the Civil Code for Mexico City, which, along with the broad constitutional concept of family established in Article 4, has been upheld by the First Chamber of the Supreme Court of Justice of the Nation in Non-Binding Court Precedent 1<sup>st</sup> VI/2015 (10<sup>th</sup>), Digital Registry No. 2008255, published in the Supreme Court Reports, Tenth Epoch, Book 14, January 2015, Volume I, p. 749.

## 5. PARTICIPATING DEPARTMENTS

The Legal Compliance Department, which reports to the Legal and General Counsel Division, is responsible for updating this Policy every two (2) years from its effective date. It may also be updated at any time as determined by the Ethics and Compliance Committee or the Board of Directors of Grupo Aeroméxico. The Legal Compliance Department is also responsible for promoting compliance with this Policy among Aeroméxico's employees, executives, directors, and team

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members, as well as its subsidiaries, related companies, representatives, and third parties authorized to work on behalf of GAM companies.

## 6. POLICY DETAILS

All of us who are part of Grupo Aeroméxico have the duty and obligation to avoid generating conflicts of interest by refraining from engaging in transactions, commitments, or activities that may go against GAM's interests or create a conflict with our personal interests. We must also avoid engaging in activities that may result in personal gain at the expense of GAM's interests and must always act ethically and in accordance with the highest standards of conduct. Furthermore, we must refrain from using the company's funds, financial instruments, assets, property or facilities for personal purposes.


### 6.1 Obligations

All Grupo Aeroméxico employees are bound to comply with the obligations listed as follows:

- 6.1.1 Refrain from engaging in transactions, commitments, and activities that may go against the company's interests or create a conflict between personal interests and those of Grupo Aeroméxico.
- 6.1.2 Refrain from engaging in activities that could result in personal gain and conflict with Grupo Aeroméxico's interests.
- 6.1.3 Conduct themselves at all times with good faith, integrity, and in accordance with Grupo Aeroméxico's Code of Conduct.
- 6.1.4 Respect the position entrusted to them by Grupo Aeroméxico and refrain from using company funds, financial instruments, assets, property or facilities for personal purposes.
- 6.1.5 Sign the Conflict of Interest Declaration and promptly report any actual, potential, or apparent conflict of interest in which they may be involved, using the Conflict of Interest Declaration form, which must be submitted to the Human Resources Department and kept on file. They must also update and report to the company—through the Legal Compliance Department or the Ethics and Compliance Committee—any changes that may have created a conflict of interest after they have signed their employment contract.
- 6.1.6 Promptly report any actual, potential, prohibited, or apparent conflict of interest involving another Aeroméxico employee or a third party, of which they have knowledge or suspicion, through the Aeroméxico Ethics Line using any of the following channels:
  - Toll-free numbers: 800 112 0585 (in Mexico), 1 800 921 2240 (in the United States), and 001 880 921 2240 (in other countries).
  - Email address: [lineaeticaaeromexico@resguarda.com](mailto:lineaeticaaeromexico@resguarda.com).
  - Website: [www.resguarda.com/aeromexico](http://www.resguarda.com/aeromexico).
  - [Miaeromexico.com/Compliance](http://Miaeromexico.com/Compliance).
- 6.1.7 If you have personnel under your supervision, promote compliance with this policy among your direct reports.
- 6.1.8 If you have any questions about this policy, you may consult your leader, your HRBP, the Legal Compliance Department, or write to [AMCumplimiento@aeromexico.com](mailto:AMCumplimiento@aeromexico.com).

### 6.2 Identification of Conflict of Interest Situations

- 6.2.1 It is impossible to foresee every situation that may lead to a conflict of interest in daily operations. Therefore, Aeroméxico employees must consider the potential impact of their actions, relationships, interests, and investments, and avoid even potential or apparent conflicts of interest.
- 6.2.2 Employees should pay close attention to any situation that may influence their objectivity, impartiality, or job performance. When faced with a dilemma or possible conflict of interest, every Grupo Aeroméxico employee should ask themselves the following questions:
  - a. Is there a better way to handle this?
  - b. Could the dilemma I am facing influence the decisions I make on the job?
  - c. Is there any situation in which I could obtain a personal advantage or benefit of any kind?
  - d. Could the decision or dilemma I am facing result in a benefit for my family or for someone with whom I have a Close Personal Relationship?
  - e. Could it appear to others that the dilemma I am facing affects my work or decisions?
  - f. Could the decision I am making harm Grupo Aeroméxico's interests while benefiting my own?

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g. Stop, think and ask yourself: am I facing a potential or apparent conflict of interest?

6.2.3 If the answer to any of these questions is yes, you must contact your immediate supervisor, your HRBP, or the Legal Compliance Department.

6.2.4 While it may not be possible to identify or illustrate every potential conflict of interest scenario, in most cases, an employee's ethical judgment is sufficient to evaluate the situation. The following are non-exhaustive examples of situations that may constitute a prohibited conflict of interest at Aeroméxico:


- a. Failing to disclose that a family member or close personal relationship is a supplier, customer, or GAM competitor, or holding a relationship with a current or potential government official, that could impact the business.
- b. Holding a financial interest in a current or potential supplier, customer, or competitor that could impact the business, without disclosing it.
- c. Engaging in activities that interfere with the ability to perform job duties effectively and impartially.
- d. Giving or receiving gifts, excessive entertainment, loans, guarantees, or any other benefit or special treatment to or from a current or potential supplier, customer, or competitor, in a manner that violates company policies.
- e. Giving or receiving gifts, excessive entertainment, loans, guarantees, or any other benefit or special treatment between employees with the intent of securing an advantage or preferential treatment, in violation of company policies.
- f. Failing to disclose association with, employment by, or directorship of another company that may conflict with the company's interests.
- g. Improper hiring of family members or individuals with whom one has a Close Personal Relationship.
- h. Unfair competition.
- i. Misuse of business or confidential information.
- j. Holding shares in, or being a partner of, a company supplier without disclosing it.
- k. Improperly hiring suppliers who are family members, individuals with a Close Personal Relationship, or friends.
- l. Improperly blocking a supplier from being contracted.
- m. Irregularities in selection processes.
- n. Misusing company systems to favor a family member, someone with a Close Personal Relationship, or any third party unrelated to the company.

6.2.5 It is important to understand that being in a real, potential, or apparent conflict of interest situation does not necessarily carry a negative connotation. However, failure to disclose such a situation may constitute a violation of this policy and the Code of Conduct. Remember that declaring a conflict of interest allows Grupo Aeroméxico to manage and address the situation in the best possible way.

### 6.3 Prohibited Conflict of Interest Situations

6.3.1 The following are examples of prohibited conflict of interest situations, which must be reported immediately when identified. These examples are not exhaustive:

- a. Engaging in a personal business transaction involving the company for personal benefit or gain (whether for yourself, a family member, or someone with whom you have a Close Personal Relationship), unless such transaction has prior written authorization from the Ethics and Compliance Committee.
- b. Participating in, negotiating, or attempting to influence a bid, negotiation, or contract between the company and a third party in which the Grupo Aeroméxico employee has an interest, or which is owned or directed by a family member or someone with whom the employee has a Close Personal Relationship, if such interest is undisclosed and conflicts with the company's interests.
- c. Accepting money (whether cash, gift cards, or any other form), gifts exceeding the value authorized by Aeroméxico's Anti-Corruption Policy, excessive hospitality, loans, special treatment, or any other benefit from a supplier, customer, or competitor.
- d. Selling, lending, or giving away company assets or property without prior authorization from the appropriate departments, committees, or corporate governance bodies.

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- e. Using company property, information, or one's position for personal gain in an external activity or as part of outside employment.
- f. Competing with the company in any manner.
- g. Using Grupo Aeroméxico's confidential information for personal benefit or disclosing it to a family member, Close Personal Relationship, or a third party.
- h. Leveraging your employment or business relationship with Grupo Aeroméxico to request a primary or additional job opportunity for yourself, a family member, or a Close Personal Relationship with our suppliers, customers, or competitors. All additional employment for non-union employees must be disclosed and previously authorized by the Legal Compliance Department and the Labor Relations Department.
- i. Offering or providing employment opportunities at Grupo Aeroméxico to government officials, supplier representatives, customers, competitors, or their family members or Close Personal Relationships without prior written authorization from the Ethics and Compliance Committee and other competent departments, in accordance with applicable law. Doing so may create a conflict of interest for the third party and, in the case of customers or government officials, represent a risk of corruption for Grupo Aeroméxico. For more information on the prohibition of bribery and corruption, please refer to Grupo Aeroméxico's Code of Conduct and Anti-Corruption Policy.
- j. For all employees, except board members, accepting or holding independent board positions in other companies without prior written authorization from the Ethics and Compliance Committee. In the case of board members, accepting or holding board positions in other companies within the aviation industry or in companies whose activities may impact Grupo Aeroméxico requires prior written authorization from Grupo Aeroméxico's Compensation and Nominations Committee.  
Board positions or management roles in non-profit organizations are exempt from this prohibition, provided the role does not interfere with the individual's responsibilities at Grupo Aeroméxico and the non-profit does not compete with Aeroméxico or operate in the commercial aviation sector.  
To obtain authorization or an exception to participate in any of the prohibited conflict of interest situations listed above, or any other not mentioned, Grupo Aeroméxico employees must complete the Conflict of Interest Declaration and submit it to the Legal Compliance Department for review before making any decisions.


#### 6.4 Prohibited Conflicts of Interest – Specific Cases (Non-Unionized Employees)

There are additional situations that apply to non-unionized employees, which may give rise to conflicts of interest and jeopardize the proper conduct and performance of their duties as Grupo Aeroméxico employees. Therefore, the following conflict of interest situations are prohibited unless expressly authorized by the Ethics and Compliance Committee:

- 6.4.1 The hiring of family members or individuals with a Close Personal Relationship with any Aeroméxico executive, whether directly or indirectly, is not permitted, regardless of the department they work in or the chain of command they report to.
- 6.4.2 The direct or indirect supervision of employees who are family members or have a Close Personal Relationship within the same division, management team, or in departments that work directly together is not permitted.
- 6.4.3 Romantic or sentimental relationships between direct supervisors and their subordinates are not permitted, nor are such relationships allowed between employees within the same division, department, management team, or in departments that work directly together.

#### 6.5 Registration, Handling, and Monitoring of Conflicts of Interest

- 6.5.1 Conflicts of interest reported to any Grupo Aeroméxico office, as well as those managed by the Legal Compliance Department and the Ethics and Compliance Committee, must be recorded in a database known as the Central Conflict of Interest Register managed by the Legal Compliance Department. They must also be attached to the employee's personal file, maintained by the Shared Services Center.
- 6.5.2 The Human Resources Department, Shared Services Center, and Legal Compliance Department will establish coordination mechanisms for the receipt, review, and follow-up of conflicts of interest reported through the Code

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of Conduct certification, onboarding processes, reports made via the Aeroméxico Ethics Line, email, or any other channel or communication mechanism.

## 6.6 Sanctions

Failure to comply with this policy may result in administrative, legal, or employment-related sanctions, as determined by the Human Resources Department and the Labor Relations Department.

## 6.7 Effective Date

This policy will take effect on May 28, 2025. It replaces A-PO-GALE-07.

## 7. RECORDS / FORMS

Code	Name	Responsible Party	Records Retention Location
PO-LEG-LCM-CIS-0001-01	Acceptance, Acknowledgment, and Adherence to the Conflict of Interest Policy	Shared Services Center (CSC) and Legal Compliance Department	Physical/Electronic Employee File
PO-LEG-LCM-CIS-0001-02	Conflict of Interest Declaration	Shared Services Center (CSC) and Legal Compliance Department	Physical/Electronic Employee File
PO-LEG-LCM-CIS-0001-03	Declaration of Absence of Conflict of Interest	Shared Services Center (CSC) and Legal Compliance Department	Physical/Electronic Employee File

## 8. REFERENCE TO OTHER DOCUMENTS

Code	Description	Last Review
Constitution	Article 109 of the Political Constitution of the United Mexican States.	April 2025
CNPP	Article 421 of Mexico's National Code of Criminal Procedure (CNPP, acronym in Spanish).	December 2024
CPF	Articles 220 and 221 of Mexico's Federal Criminal Code (CPF, acronym in Spanish).	June 2024
SNA	Mexico's National Anti-Corruption System (SNA, acronym in Spanish).	May 2025
LGRA	Articles 3, Section VI; 24, 25, 55, 57, 58, 59, 60, and 61 of Mexico's General Administrative Liabilities Act (LGRA, acronym in Spanish).	January 2025
LFPA	Article 21 of Mexico's Federal Administrative Procedure Act (LFPA, acronym in Spanish).	May 2018
Recommendation	OECD Recommendation on Guidelines for Managing Conflict of Interest in the Public Service.	2024
Convention	Article III, numerals 1 and 3 of the Inter-American Convention against Corruption of the Organization of American States.	January 1998
Convention	Article 12, subsections b) and e) and other applicable articles of the United Nations Convention against Corruption (UNCAC).	December 2005
Version 8	Code of Conduct	May 2024
A-PO-GALE-09	Anti-Corruption Policy	February 2024
A-PO-GALE-08	Third-Party Due Diligence and Monitoring Policy	March 2022

## 9. CHANGE HISTORY

Revision	Code	Date	Change Description
000	PO-LEG-LCM-CIS-0001	18-Jun-25	Publication. It replaces A-PO-GALE-07.

Translated version from the original in spanish document. In case of conflict the spanish version is the valid one.