



## CONFLICT OF INTEREST POLICY

### 1.- INTRODUCTION

The Board of Directors of Aernnova Aerospace Corporation, SA, approves this conflict of interest policy (hereinafter, the "Policy"), which is included in the Corporate Social Responsibility Policies and shall be applicable to all subsidiaries of the Group of which it is the parent company (hereinafter all of them shall be referred to as "Aernnova", the "Company" or "the Group").

Aernnova specialises in the design, manufacture, and maintenance of advanced technology aerostructures, as well as related components, systems, and equipment, contributing with its mission to connect people and to economic and social development.

### .2- SUBJECT

The purpose of this Policy is to detect and permanently update situations of actual or potential conflicts of interest and to prevent such situations from arising or, if this is not possible, to ensure that the conflicts of interest that arise are properly managed.

This Policy therefore sets out the general principles of action to be followed at Aernnova in relation to conflicts of interest that may arise in any of its activities.

### 3- DEFINITION OF CONFLICT OF INTEREST

For the purposes of this policy, a conflict of interest exists when a situation arises in which, directly or indirectly, personal interests of an individual, whether an employee, manager or director, conflict with the interests of the Company. Such conflicts may arise when an individual intervenes in procedures or makes decisions within the scope of his or her professional capacity that may be influenced by, directly or indirectly, personal, financial or other interests and may compromise his or her impartiality and adversely affect the Company. Likewise, any other situation so defined by the legislation applicable to each case shall be understood to fall within the concept of conflict of interest.

A conflict of interest may be direct when it is the employee, manager, or director himself/herself who presents the conflict, or indirect, when it comes from a person related to any of them. For this purpose, related parties are namely understood to be:

- (i) The spouse or persons with a relationship of affectivity.
- (ii) Ascendants, descendants and siblings of the employee, manager, or director or of the spouse of the latter.

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- (iii) The spouses of the ascendants, descendants and siblings of the employee, manager, or director.
- (iv) Companies or entities in which the employee, the manager or director holds directly or indirectly, including through an intermediary, a shareholding that gives him/her influence or holds a position in the governing body or in senior management in them or in their parent company. A shareholding of 10 % or more of the share capital or of the voting rights or a shareholding by virtue of which it has been possible to obtain, de jure or de facto, representation on the company's management body shall always be presumed to confer significant influence.
- (v) The shareholders represented by the director in the governing body.
- (vi) Persons recognized as closely associated, such as corporate, business or professional partners of the employee, manager, or director.
- (vii) In the case of a director who is a legal entity, the following shall namely be deemed to be related persons:
  - a. Shareholders who are in a situation of control with respect to the director who is a legal person. For these purposes, control shall be deemed to exist when:
    - Holds the majority of the voting rights.
    - Has the power to appoint or remove the majority of the members of the governing body.
    - It may dispose, by virtue of agreements entered into with third parties of the majority of the voting rights.
    - Has appointed with its votes the majority of the members of the governing body whose position are in force at the time when the consolidated accounts are to be drawn up and during the two immediately preceding financial years.
  - b. The de jure or de facto directors, liquidators and proxies with general powers of attorney of the legal person director.
  - c. Companies forming part of the same group and their shareholders.
  - d. Persons who, with respect to the representative of the legal person director, are considered to be related persons to the directors in accordance with the provisions of the preceding sections.

#### 4- FUNDAMENTALS

1- Persons subject to this Policy shall act at all times with professionalism and independence, rejecting any action to benefit their own interests or those of third parties. Therefore, when they are affected by a real, potential or apparent conflict between their own interests or those of third parties and those of Aernnova, they shall refrain from intervening in or influencing decision-making, from participating in

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meetings where such decisions are raised and from accessing confidential information that affects such conflict.

**2.-** The persons subject to this policy shall report any conflicts of interest in which they are involved directly or indirectly prior to the exercise of their judgement, assessment, professional discernment or decision making for which they have been appointed.

**3.-** Aernnova shall ensure at all times that all information relating to conflicts of interest is governed by the principles of transparency, clarity and truthfulness.

**4.-** Aernnova and its employees, managers and directors shall ensure that their professional conduct is at all times impartial and objective, especially in the context of those operations that may involve a potential conflict of interest.

**5.-** Under no circumstances should a client and/or supplier be encouraged to carry out a transaction in order to benefit another, unless both are aware of their different positions and expressly accept this.

**6.-** No special treatment or conditions should be given to clients/suppliers or influence others to do so based on personal, family, corporate, business, professional or other relationships.

**7.-** Aernnova may not approve, intervene or otherwise influence transactions of any kind in which employees, managers and directors or their related persons figure as beneficiaries or guarantors.

**8.-** Aernnova's employees, managers and directors may not provide professional services to other entities or competing companies, whether paid or unpaid, except with the express authorisation of human resources department and the Management corresponding to the employee/manager or, in the case of directors, except in compliance with the provisions of the legislation applicable to the company in question.

**9.-** Aernnova shall promote the use of the channels provided for in the Internal Reporting System set out in the Policy of general principles regarding the Aernnova Group's Internal Reporting System and Whistleblower Protection to report or denounce possible irregular conduct or potential illicit acts or acts contrary to the law, the Code of Ethics and/or this Policy regarding conflicts of interest.

## **5- CONFLICT OF INTEREST'S MANAGEMENT**

If any Aernnova employee or manager is effectively involved in an action, of any kind, in which he/she must exercise his/her judgement, assessment, professional discernment or decision in which he/she or any of his/her related persons may have a conflict of interest, he/she shall inform his/her immediate superior. The hierarchical superior shall decide whether this person should abstain or participate in the decision, stating the reasons on which the decision is based.

Aernnova's compliance officer will be available to clarify any questions that may arise in this regard and/or to assist in the search for a decision.

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In the event of conflicts of interest of the Company's directors, the applicable legal provisions on conflicts of interest shall apply.

## **6- COMMUNICATION AND INVOLVEMENT OF INTERESTED PARTIES**

This Policy is targeted to all Stakeholders: Customers, Authorities, Shareholders, Employees, Suppliers, and Consumers and Society as a whole. It has been communicated and is understood within the scope of the organization and is available through the communication and information channels that the company makes available to all its stakeholders. It is publicly available on the Aernnova website.

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