



# Anti-Corruption and Fraud Policy

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## 1. INTRODUCTION

ENAIRe, a state-owned company of the [Ministry of Transport and Sustainable Mobility \(MITMS\)](#), is responsible for the planning, management, coordination, operation, maintenance and administration of air traffic, telecommunications and aeronautical information services, as well as of the communications infrastructure, facilities and networks of the air navigation system, with the aim of ensuring that the service is provided safely, efficiently, continuously and sustainably.

As a demonstration of its commitment to a [culture of ethics and regulatory compliance](#), ENAIRe approves this [Anti-Corruption and Fraud Policy](#), framed within [ENAIRe's Governance and Management Model](#), as part of [ENAIRe's Ethics and Compliance Management System](#), and specifically within [ENAIRe's Criminal Compliance Management System](#), which is in accordance with the [UNE 19601 Standard](#).

This [Criminal Compliance Management System](#) reinforces the [culture of ethics and regulatory compliance](#), as well as [ENAIRe's Ethics and Regulatory Compliance Management System](#), and underscores the [commitment of the Governing Board and the CEO](#), as representatives of Senior Management, to the organisation's purpose, values, and ethical principles. It also includes the express prohibition of any behaviour that constitutes an illegal act or contravenes the applicable laws or ENAIRe's regulations, values, and principles.

This [Policy](#) is governed by the general principles on [Good Governance, Ethics and Criminal Compliance](#), which must guide the development of ENAIRe's strategy and activities and provide the reference framework for establishing the objectives of [ENAIRe's Criminal Compliance goals involving Anti-Corruption and Fraud](#).

## 2. PURPOSE AND SCOPE

### 2.1. Purpose

This [Policy](#) aims to outline the [general principles and commitments of ENAIRe](#) regarding [Good Governance, Ethics, and specific Criminal Compliance against Corruption and Fraud](#), serving as a guide for all ENAIRe personnel and others subject to this [Policy](#), without prejudice to other established specific Policies.

This [Policy](#) promotes and consolidates [ENAIRe's ethical and criminal compliance culture](#), reinforcing and spreading the [organisation's commitment to the express prohibition of any behaviour that constitutes an illegal act or contravenes the applicable laws or ENAIRe's regulations, values, and principles](#).

This [Policy](#) fosters a [culture](#) that encourages the development of [professional conduct marked by integrity and diligence](#), and firmly [rejects the commission of any criminal, corrupt or fraudulent act, which may in no case be justified based on potential benefits to the Entity](#).

### 2.2. Subjective scope of application

This [Policy](#) applies to ENAIRe and is mandatory for members of the Governing Board and Management Committee, as well as for the rest of the company's governing and management bodies and for each and every one of the people working at ENAIRe, both in the performance of their duties and in their interactions with third parties, regardless of their association or position within the company (all of them, hereinafter, the "[Personnel](#)").

Similarly, persons acting on behalf of and representing ENAIRe without being part of its organisation will undertake to act in accordance with this [Policy](#) when representing the Company or acting on its behalf in the performance of their duties.


**2.3. Objective scope of application**

This [Policy](#) affects all the activities carried out by ENAIRe that are exposed to criminal risks involving corruption and fraud.

**3. OPERATING PRINCIPLES AND COMMITMENTS**

The basic operating principles and commitments on which this [Policy](#) is based are detailed in the [Code of Ethics](#) and below.

The [Code of Ethics](#) is based on ENAIRe's [ethical purpose, values and principles](#):

<p><b>Purpose</b></p>  <p><i>“We take care of your flight to make sure it is safe, fast, efficient and sustainable”.</i></p>	<p><b>Values</b></p> <ul style="list-style-type: none"> <li>• Safety first</li> <li>• Committed to customers and society</li> <li>• We are a single, great team</li> <li>• “Hunger” to improve our organisation</li> </ul>	<p><b>Ethical principles</b></p> <ul style="list-style-type: none"> <li>• Respect for human rights</li> <li>• Commitment to sustainable development and corporate ethics.</li> <li>• Excellence, quality and innovation.</li> </ul>
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These [principles](#) are associated with [ENAIRe's commitments in terms of Good Governance, Ethics and Criminal Compliance involving corruption and fraud](#), which are detailed below:

<p><b>Good governance and regulatory compliance</b></p> <ul style="list-style-type: none"> <li>• We comply with and enforce the obligations assumed in the Entity's contractual relations.</li> <li>• Under no circumstances do we take advantage of our position in the Administration to obtain personal or material advantages.</li> <li>• We are accountable for our actions, behaviours and results, and accept any responsibility that could arise from our decisions and actions.</li> </ul>
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### Professional and ethical conduct

- We behave professionally and ethically, taking responsibility for our actions and decisions at all times.
- We apply transparency across all our activities and in every area of the organisation.
- The decisions we take will abide by the applicable laws and will further the public interest and the purposes of the Company.
- We will not offer or accept gifts or hospitality that can influence business relationships by creating any advantage, preferential treatment, business expectations, a capacity to influence or an obligation (direct or indirect) to hire.

### Fight against corruption and fraud

- We reject corruption and fraud in all its forms and we declare our firm commitment to avoiding and prosecuting practices or behaviours that may be considered irregular or contrary to the law, both within the Entity and in its dealings with third parties (customers, suppliers, competitors, authorities, and others).

### Relationships with third parties

- Relationships with third parties must be based on legality, equality and non-discrimination, acting with impartiality, objectivity, transparency and respect for the Code of Ethics.
- We do not accept preferential treatment or privileged conditions, including courtesies or gifts, resulting from our professional position or role, offered by individuals or legal entities, nor do we grant preferential treatment to individuals or entities within the framework of our relationships with third parties or in any other type of relationship in which we participate as employees of the Company.
- We respect the principles of impartiality and objectivity in our dealings with third parties, avoiding conflicts of interest.
- We promote the dissemination and knowledge of the Code of Ethics in our dealings with third parties.

These [principles](#) are associated with [ENAIRe's commitments in terms of Good Governance, Ethics and Criminal Compliance](#), which are detailed below:

The [principles](#) governing this [Policy](#) are those already outlined in the [Criminal Compliance Policy](#). These notwithstanding, the following [principles are noted regarding the fight against corruption and fraud](#):

- [Zero tolerance for conduct that may lead to the commission of crimes involving corruption and fraud.](#)
  - **ENAIRe prohibits the commission of crimes involving corruption and fraud**, which is why ENAIRe, and especially its Governing Board and CEO, as representatives of Senior Management, will act and demand that actions always be in line with the applicable laws, the Code of Ethics, internal policies, and ENAIRe's Ethics and Regulatory Compliance Management System. **No ENAIRe employee is authorised to ask another employee to commit an act that is illegal or that violates the provisions of the Ethics and Regulatory Compliance Management System. Similarly, acting on the instructions of a superior or in the potential benefit of ENAIRe will never justify non-compliance.**
    - **ENAIRe does not tolerate, permit, or engage** in any type of [corruption, extortion, bribery, or kickbacks](#) in the course of its business activities, whether in the public or private sector.
    - ENAIRe promotes and supports a [preventive culture](#) based on the principle of **"zero tolerance"** towards [corruption in business](#), in all its forms and manifestations, as well as towards the commission of other illegal acts and fraudulent [situations](#).
  - [The relationships between ENAIRe professionals and any public administration, authorities, public officials, and others involved in public service, as well as political parties, labour unions, and similar entities, will always be governed by the principles of legality, loyalty, trust, professionalism, collaboration, cooperation, reciprocity, honesty, and good faith, and are guided by institutional respect and transparency.](#)
  - [ENAIRe's relationship with its suppliers](#) is based on the [principles of legality, business ethics, efficiency, transparency and honesty](#). Ethical and responsible behaviour is one of the pillars of ENAIRe's actions, and its suppliers must comply with the principles set out in this [Policy](#).
  - [No ENAIRe supplier shall offer or grant to public officials, third parties, or any ENAIRe employee, within the context of business activities](#) carried out for or on behalf of ENAIRe, directly or indirectly, [any gifts, presents, or other unauthorised advantages](#) in accordance with the provisions of the [Code of Ethics and the Gifts and Hospitality Policy of ENAIRe](#), with the intent of securing favourable treatment in the awarding or retention of contracts, or personal or supplier company benefits. [ENAIRe professionals](#):
    - **Undertake not to request, accept or offer any kind of benefit or advantage** of any unjustified nature that favours the Company, the professional or a third party over others.
    - **Must not accept, directly or indirectly, any type of payment, gift, compensation or external benefit** that, due to its value, could be interpreted as more than a simple gesture.
  - [Compliance with the Code of Ethics and ENAIRe's criminal compliance obligations](#), both with legal and regulatory requirements, as well as with internal regulations and voluntarily accepted obligations.

- **Promotion of a culture of ethics and criminal compliance:** behavioural ethics and professional integrity are essential pillars of ENAIRE's management of its business activity. In this regard, integrity, ethics, honesty, trust and transparency must guide decision-making and other actions at ENAIRE. The promotion of this culture relies on ENAIRE's communication, outreach and training plans in these areas.
- **Professional and ethical conduct:** all actions taken by ENAIRE personnel must be based on integrity, professionalism, and good faith, assuming responsibility at all times for their actions and decision-making.
- **Institutional respect and reporting transparency:** ENAIRE commits to respecting public institutions and bodies, as well as to the transparency and veracity of the information published, which must be adequate, useful and reliable regarding its performance and actions.
- **Impartiality and absence of conflict of interest:** the principles of impartiality and objectivity must be present in ENAIRE's internal relationships and with third parties; therefore, its personnel will always act in accordance with these principles, refraining from participating and taking decisions in matters where they face a conflict of interest, maintaining an independent criterion free from any external pressure or personal interest.
- **Respect for ENAIRE's image and reputation:** ENAIRE's image and reputation are one of its most valuable assets, one that helps to create a sense of a company that is both ethical and respectful of the market and its stakeholders. That is why personnel must pay maximum attention and exercise due diligence to preserve ENAIRE's image and reputation in all their professional activities and relationships with third parties.
- **Excellence and continuous improvement:** ENAIRE will ensure the proper implementation and improvement of this Policy and **Criminal Compliance Management System (SGCP)**, adapting to the organisational context and the needs of ENAIRE and its stakeholders, subject to standards of excellence and continuous improvement where objective and rigorous performance evaluations and an efficient, independent system for reporting directly to the CEO and the Governing Board enable the adoption of corresponding improvement actions that allow the SGECN to evolve and progress.

#### 4. ACTIVITIES IN WHICH CRIMES THAT MUST BE PREVENTED MAY BE COMMITTED

ENAIRe is a State-Owned Business Entity exempt from criminal liability<sup>1</sup> for legal entities, pursuant to the provisions of Article 31.d of the Criminal Code, without prejudice to the personal criminal liability to which the members of the Governing Board, General Management, Directors and other members of the organisation who have committed crimes, or who have cooperated or participated therein, may be subject.

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<sup>1</sup> Article 31.a of the Spanish Criminal Code states that legal entities can be held criminally liable for offences committed on their behalf or for their benefit, either directly or indirectly, (i) by their legal representatives and de facto or de jure administrators, or (ii) by individuals under their authority, when the commission of the offence, in the latter case, results from a lack of due oversight, considering the specific circumstances of the case.

However, despite this exemption, **ENAIRe goes beyond the legal provisions regarding the criminal liability of legal entities** and has established and implemented a **Criminal Compliance Management System** (SGCP) with a commitment to maintain and improve it. Its **Criminal Risk and Control Matrix** identifies the **criminal risks involving corruption and fraud** associated with the activities carried out by ENAIRe, based on which controls are established to minimise these risks, as well as to identify behaviours that could lead to the commission of crimes. The criminal risk and controls matrix must be kept updated at all times.

These crimes are particularly relevant for ENAIRe, since they are related to the actions of public officials and employees, understood to mean those workers at the service of Public Administrations.

ENAIRe's **Criminal Compliance Management System** includes measures designed to **assess criminal risk involving corruption and fraud, prevent it, detect it, and manage it early**. **Criminal risk** refers to the risk associated with behaviours that could constitute a crime under the criminal liability regime for legal entities<sup>2</sup> established in the Spanish Criminal Code.

Given ENAIRe's activities, the organisation is exposed to **criminal risks of corruption and fraud**. The Penal Code does not contain a definition of these concepts, so ENAIRe adopts the definition provided by the United Nations<sup>3</sup>, Transparency International<sup>4</sup> and other reference bodies:

- **Corruption:** any abuse of entrusted power for private gain or for the benefit of a third party. This definition includes actions to take both in the public and private sectors, and applies to financial and non-financial gains.
- **Fraud<sup>5</sup>:** any intentional act or omission that results in an economic and/or reputational loss for the Entity and creates a benefit for the person who carries it out or for any other person, whether they belong to the entity or are external to it.

## 5. GOVERNANCE OF CRIMINAL COMPLIANCE

The Governing Board of ENAIRe is the highest body responsible for the implementation and improvement of the **Criminal Compliance Management System** (SGCP) and for promoting and fostering ENAIRe's **ethical and criminal compliance culture**.

The Governing Board of ENAIRe designates **the Compliance Function of ENAIRe**, which includes the **Regulatory Compliance Office**, members of the **Ethics and Compliance Committee**, and the **Manager of the Internal Reporting System**.

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<sup>2</sup> Article 31.a of the Spanish Criminal Code states that legal entities can be held criminally liable for offences committed on their behalf or for their benefit, either directly or indirectly, (i) by their legal representatives and de facto or de jure administrators, or (ii) by individuals under their authority, when the commission of the offence, in the latter case, results from a lack of due oversight, considering the specific circumstances of the case.

<sup>3</sup> United Nations Handbook. On practical anti-corruption measures for prosecutors and investigators. September 2004.

<sup>4</sup> Transparency International. The Anti-Corruption Plain Language Guide. July 2009.

<sup>5</sup> This definition is consistent with that provided in the documents "Fraud Risk Management Guide" (issued by COSO, Committee of Sponsoring Organizations of the Treadway Commission) and "Managing the Business Risk of Fraud: A Practical Guide", issued by ACFE (Association of Certified Fraud Examiners), IAI (The Institute of Internal Auditors), AICPA (The American Institute of Certified Public Accountants).



The Governing Board and the CEO, as representatives of Senior Management, must ensure that the following principles **regarding the Compliance Function** are implemented as evidence of their leadership and commitment to the **ethical and compliance culture**:

- **direct access** to the Governing Board,
- **independence**,
- **the appropriate authority and competence**.

### 6. ROLES AND RESPONSIBILITIES

The **roles and responsibilities involving criminal compliance** of the **Regulatory Compliance Function**, the **Governing Board and CEO**, the **Directorate** and **ENAIRe staff** are those described in **ENAIRe's Criminal Compliance Policy**.

### 7. ELEMENTS OF THE CRIMINAL COMPLIANCE MANAGEMENT SYSTEM

To ensure the effectiveness and achievement of the **criminal compliance goals involving corruption and fraud**, **ENAIRe's Criminal Compliance Management System**, which is part of **ENAIRe's Ethics and Regulatory Compliance Management System**, includes the following elements:

- **Governance and commitment of the Governing Board, and General Management as Senior Management:** to provide high-level leadership regarding the ethical and compliance culture. It is a fundamental pillar for the operation of ENAIRe's Criminal Compliance Management System.
- **Code of Ethics:** approved by the Governing Board, it is ENAIRe's highest level internal standard. It expresses a firm commitment to the Purpose, Values, and Ethical Principles that define ENAIRe's ethical and compliance culture, consolidating the commitments to conduct that promote and encourage ethical and responsible behaviour by all affected individuals.
- **Anti-Corruption and Fraud Policy and Gifts and Hospitality Policy:** top-level internal rules approved by the Governing Board that, inspired by the purpose, values, and principles of action set out in ENAIRe's Code of Ethics, reinforce the commitment to the company's values **and reject and prohibit any behaviour that constitutes an unlawful act or violates the applicable laws and ENAIRe's rules, values, and principles. They include the basic principles of action in the fight against corruption and fraud, reflecting ENAIRe's opposition and refusal to the commission of illegal acts.**
- **The Regulatory Compliance Function:** is the set of bodies **responsible for the operation** of the **Criminal Compliance Management System and for ensuring that it is effective and appropriate**, as well as for **promoting a culture of ethics and regulatory compliance** at ENAIRe.
- **Methodology for evaluating criminal risks:** procedure based on a set of parameters, criteria, and formulas through which the **criminal risks involving corruption and fraud** associated with the activities carried out by ENAIRe are assessed, and **controls** to minimise them are established. The **criminal risk and controls matrix** must be kept updated at all times.
- **Policies, processes, procedures, and other internal regulations regarding criminal compliance:** that make up the Criminal Compliance Management System of ENAIRe.
- **Training in ethics and criminal compliance:** ENAIRe includes specific training on criminal compliance involving corruption and fraud within its ethics and compliance training plan, intended

for individuals within the organisation who are particularly exposed, including the Governing Board and the CEO, as representatives of senior management.

- Internal Reporting and Whistleblower Protection System:** the Governing Body of ENAIRE is responsible for implementing the internal reporting system, ensuring whistleblower protection and prohibiting retaliation. The Governing Board designates the **Manager of the Internal Reporting System**, who will **diligently** manage communications received through the various channels that comprise the Internal Reporting System. The Manager has direct and independent access to the Governing Board, and has the appropriate authority and competence. These reporting channels comply with the provisions of **Law 2/2023**, allowing **the whistleblower to anonymously, confidentially, and safely report any suspicious occurrence or behaviour involving criminal risks of corruption and fraud**. Once the information is received, the corresponding proceedings will be initiated, **guaranteeing confidentiality, protection of personal data and the absence of conflict of interest** at all times. If any non-compliance occurred that could constitute a criminal offence, ENAIRE will inform the competent authorities. ENAIRE will also promote collaboration with judicial and administrative bodies, and with national and international institutions and organisations in relation to the investigation of alleged criminal acts or other aspects that may be required of it.
- Disciplinary regime:** Personnel are required to comply with external regulations, the Code of Ethics, and the organisation's policies and procedures. Corresponding disciplinary measures may be taken as needed. If individuals who violate this **Policy** are natural or legal persons who have a professional, administrative, commercial, or other type of relationship with ENAIRE (hereinafter referred to as "Third Parties"), the sanctions regime specified in commercial, civil, or other applicable regulations will apply.
- Performance assessment and continuous improvement:** the Regulatory Compliance Function will ensure that all the monitoring, measurement, analysis, and evaluation elements are implemented to ensure that criminal compliance goals are met. It will rely on indicators, reports, internal audits, and management reviews, with a firm commitment to excellence and the continuous improvement of the suitability, adequacy, and effectiveness of the Criminal Compliance Management System to guarantee effectiveness and suitability.

## 8. OBLIGATION TO REPORT SUSPICIOUS ACTS OR CONDUCT RELATED TO CRIMINAL RISKS

ENAIRE personnel are required to report, through ENAIRE's Internal Reporting System, any suspicious occurrence or behaviour involving criminal risks involving corruption and fraud of which they become aware.

To the extent possible, this obligation must be imposed on Third Parties.

## 9. INTERNAL REPORTING AND WHISTLEBLOWER PROTECTION SYSTEM

In compliance with the provisions of this **Policy**, ENAIRE makes available to whistleblowers, whether they are employees or third parties, **its Internal Reporting System**, through which they can report **suspicious acts or behaviours related to criminal risks involving corruption and fraud**, as outlined in the **scope of ENAIRE's Internal Reporting and Whistleblower Protection System Policy**.

ENAIRe's [Internal Reporting System](#) can also be used to submit relevant questions or queries.

ENAIRe [guarantees the absence of retaliation](#) provided that the report was made in **good faith**, is within the **objective scope of application** and complies with the **protection conditions laid out in Law 2/2023 on the protection of whistleblowers**.

## 10. CONSEQUENCES IN THE EVENT OF NON-COMPLIANCE

Personnel who violate this [Policy](#) may be subject to disciplinary measures proportional to the degree of non-compliance, in accordance with the provisions of collective agreements and other applicable regulations.

In the case of third parties, the sanctions regime specified in the relevant commercial, civil or other regulations shall apply.

If applicable, the competent authority will be promptly notified.

## 11. MONITORING MECHANISMS

The body responsible for monitoring and overseeing the principles and guidelines outlined in this [Policy](#) is ENAIRe's Ethics and Regulatory Compliance Committee.

## 12. DISCLOSURE AND DISSEMINATION

In compliance with the requirements of international transparency standards and practices, this [Policy](#) will be made available to all stakeholders on ENAIRe's website for their information and consultation.

Similarly, the [Policy](#) will be appropriately communicated and disseminated internally using existing tools, to help everyone acting on behalf of ENAIRe to understand and apply it.

## 13. APPROVAL AND VALIDITY

Having been reviewed by the Ethics and Regulatory Compliance Committee on 10 September 2024, and following its presentation to the Management Committee on 13 September 2024, this [Policy](#) was approved by ENAIRe's Governing Board at its meeting of 25 September 2024, going into effect 10 calendar days after its approval. It will remain in effect until any modifications are made.

This [Policy](#) is subject to review and updating as needed to adapt it to any regulatory, social, economic or organisational changes.

This [Policy](#) repeals and replaces the **Policy against Corruption and Fraud** (DGL-22-POL-001-1.0), approved by ENAIRe's Board of Directors (now the Governing Board) on 23 February 2022.