



Criminal Compliance 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 [Criminal Compliance 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](#) sets out 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](#).

2. PURPOSE AND SCOPE

2.1. Purpose

This [Policy](#) aims to lay out the [general principles and commitments of ENAIRe](#) in terms of [Good Governance, Ethics, and Criminal Compliance](#), serving as a guide for all ENAIRe personnel and others subject to this [Policy](#), without prejudice to other specific policies in place.

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 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 activities carried out by ENAIRE that are exposed to criminal risks.

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

- **Zero tolerance for conduct that may lead to the commission of crimes.**
 - **ENAIRE prohibits the commission of criminal acts**, which is why ENAIRE, and especially its Governing Board and CEO, as representatives of Senior Management, will act and demand that actions always be 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.**
- **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 SGEEN to evolve and progress.

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

This [Criminal Compliance Management System](#) includes measures designed to assess **criminal risk**, 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 established in the Spanish Criminal Code.

ENAIRE is a State-Owned Business Entity exempt from criminal liability¹ 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.

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](#)

¹ 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.

System (SGCP) with a commitment to maintain and improve it. Its **Criminal Risk and Control Matrix** identifies the **criminal risks** 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.

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**.

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

6.1. The function of regulatory compliance

The Regulatory Compliance Function, as the guarantor of the Criminal Compliance Management System (SGCP), is responsible for the supervision, monitoring, and control of the System, whose responsibilities include the following:

- continuously promote and monitor the implementation and effectiveness of the System;
- identify and manage criminal risks;
- ensure that continuous training support is provided to ENAIRE staff and that they can access the resources available in the System;
- promote the inclusion of criminal compliance responsibilities in job descriptions and in the performance management processes of ENAIRE personnel;
- establish performance indicators and measure the performance of the Criminal Compliance Management System;
- analyse and evaluate the performance of the SGCP to identify the need for any corrective actions;
- implement a criminal compliance reporting and documentation system;
- ensure that the SGCP is reviewed at planned intervals, including **internal audits** and **management review**;
- ensure that an Internal Reporting System is implemented in the organisation and that communications are addressed;

- inform the Governing Board and the CEO, as representatives of Senior Management, of the results of the implementation of the SGCP.

The Compliance Function consists of the following bodies:

6.1.1. Manager of the Internal Reporting System

The Governing Board appointed the Secretary General and Director of Compliance of ENAIRE as the manager of ENAIRE's Internal Reporting System, effective from 13 June 2023.

The persons included in the scope of this [Policy](#) are required to cooperate with the manager of the system under the terms of this [Policy](#) and any implementing rules.

The appointment and removal of the system's manager will be reported to the Independent Authority for the Protection of Whistleblowers (A.A.I.), or, where applicable, to the competent authorities or bodies of the autonomous communities, within ten working days.

The powers and responsibilities of the manager of the Internal Reporting System are as follows:

- Ensure the confidentiality of the identity of anyone who uses the Ethics Channel and chooses to identify themselves. The identity of the whistleblower who reveals their identity will not be disclosed without their consent.
- Engage in secure communications with the whistleblower, using the Ethics Channel tool or any other means that may be enabled for this purpose, as required by the circumstances.
- Ensure that the processing, oversight and resolution of communications is made in accordance with the principles and guarantees provided for in the laws and in [ENAIRE's Internal Reporting and Whistleblower Protection System Policy](#); and in general, in accordance with the applicable laws, acting with full independence and impartiality.
- Report biannually to the Ethics and Compliance Committee (CECN) and the CEO of ENAIRE, and annually to the Governing Board regarding any information required involving the activities of the System, while preserving the confidentiality and security of the information, as well as the other guarantees and rights of the whistleblowers.
- The manager of the system may immediately and directly inform the Governing Board of any significant issues.
- Update the Log Book with information on any reports received.

6.1.2. Ethics and Regulatory Compliance Committee (CECN)

ENAIRE's Governing Board has appointed the Ethics and Regulatory Compliance Committee (CECN), granting it [independence, authority, and competence](#). This collegiate body thus has the freedom to act without any interference from the chain of command, has a voice to defend and raise any issues related to ethics and compliance, and has adequate resources to fulfil its responsibilities regarding the [Criminal Compliance Management System](#).

The CECN has the full [support of ENAIRE's Governing Body](#), to which it has direct access. It also has access to other high-level decision-makers and the opportunity to contribute to the early stages of decision-making processes at all levels of the organisation, to all personnel, documented information, necessary data, and expert advice on applicable legislation and standards.

The CECN is made up of [a President, a Secretary, and between three to five members](#).

- The president of the CECN has a casting vote in the event of a tie. The presidency of this committee will be held by the person in charge of Regulatory Compliance.
- The secretary of the CECN has a voice but not a vote at the meetings. The secretary is the person responsible for the Governance functions. Ethics and Regulatory Compliance.
- The persons who hold the following positions are members of ENAIRE's CECN:
 - CFO;
 - Personnel Director;
 - Air Navigation Services Director;
 - Air Navigation Services Deputy Director;
 - Head of the Internal Audit Division.

The CECN is tasked with [promoting a culture of ethics and regulatory compliance in ENAIRE and with ensuring that the Criminal Compliance Management System of ENAIRE](#) is established, implemented, maintained, and continuously improved, [ensuring its effectiveness and appropriateness](#).

Its functions include:

- promote a culture of ethics and regulatory compliance;
- promote the proper use of ethical channels and guarantee protection against retaliation;
- establish, implement, maintain, and continuously improve the Criminal Compliance Management System, ensuring its effectiveness and appropriateness;
- promote the inclusion of criminal compliance responsibilities in job descriptions and in the corresponding processes for bodies/roles;
- ensure criminal compliance obligations are integrated into policies, processes and procedures;
- keep the ethics and regulatory compliance policies up to date;
- ensure that the criminal risk assessments and their corresponding risk response plans are current and appropriate for the organisation;
- ensure personnel are trained on ethics and criminal compliance;
- ensure the organisation's personnel and stakeholders have access to criminal compliance resources, and that advice is provided to the organisation in this area;
- ensure that performance indicators are established for the Criminal Compliance Management System;
- report on the Criminal Compliance Management System and its effectiveness to General Management and the Governing Board.

6.1.3. Directorate for Regulatory Compliance

This directorate is responsible for proposing the guidelines of the Ethics and Regulatory Compliance Management System, and is specifically tasked with matters of criminal compliance and compliance in the area of free competition.

6.2. Governing Board and CEO

The Governing Body and the CEO, as representatives of ENAIRE's senior management, must demonstrate [leadership and commitment to the Criminal Compliance Management System \(SGCP\)](#) and to the organisation's [culture of ethics and compliance](#) by:

- ensuring that policies and criminal compliance goals are established, and that they are compatible with the organisation's strategic direction;
- ensuring that the requirements of the Criminal Compliance Management System are integrated into business processes;
- ensuring that the Criminal Compliance Management System has the resources it needs;
- communicating the importance of effective ethical and criminal compliance management, in keeping with the requirements of the SGCP;
- ensuring that the Criminal Compliance Management System achieves the expected results;
- complying with and enforcing the [Criminal Compliance Policy](#) both internally and externally;
- directing and supporting people, to contribute to the effectiveness of the Criminal Compliance Management System;
- promoting continuous improvement;
- helping other pertinent roles to demonstrate their leadership in their respective areas of responsibility;
- ensuring that an internal reporting system is established that satisfies the requirements of Law 2/2023 on whistleblower protection, and the requirements of the reference standards;
- ensuring that no member of the organisation is subject to any retaliation for reporting, in good faith, violations or reasonable suspicions of violations of a requirement, or for refusing to participate in actions that constitute a breach of the [Criminal Compliance Policy](#), even if this leads to a loss of business for the organisation.

6.3. Management

Management must be responsible for criminal compliance within its area of responsibility by:

- cooperating with and supporting ENAIRE's Regulatory Compliance Function and encouraging employees to do the same;
- ensuring that all personnel under its control comply with the criminal compliance obligations, policies, processes and procedures of the organisation;
- identifying and reporting the criminal risks in its operations;
- integrating criminal compliance obligations into the business practices and procedures of its areas of responsibility;
- attending and supporting training activities on ethics and criminal compliance;
- raising staff awareness of criminal compliance obligations and directing them to comply with training and competition requirements;

- encouraging staff to raise concerns regarding criminal compliance, and supporting them and preventing any form of retaliation;
- actively participating in managing and resolving incidents and issues involving criminal compliance;
- ensuring that once the need for corrective action is identified, the most appropriate corrective action is recommended and implemented.

6.4. ENAIRE staff

ENAIRe staff are responsible for:

- adhering to the organisation's criminal compliance obligations, policies, processes, and procedures;
- reporting concerns, issues and failures related to criminal compliance;
- collaborating with ENAIRE's Regulatory Compliance Function with regard to the Criminal Compliance Management System;
- participating in training.

7. ELEMENTS OF THE CRIMINAL COMPLIANCE MANAGEMENT SYSTEM

To ensure the effectiveness and achievement of the [criminal compliance goals](#), 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.
- **Criminal Compliance Policy:** a top-level internal rule approved by the Governing Board that, inspired by the purpose, values, and principles of action set out in ENAIRE's Code of Ethics, reinforces the commitment to the company's values and **rejects and prohibits any behaviour that constitutes an unlawful act or violates the applicable laws and ENAIRE's rules, values, and principles.**
- **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** 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 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**. 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 of which they become aware.

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

9. INTERNAL REPORTING SYSTEM OF ENAIRE

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**, 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 of ENAIRe Crime Prevention Model** (G1-17-POL-005-1.0), approved by ENAIRe's Board of Directors (now the Governing Board) on 2 February 2018.