

**CHARTER FOR THE  
SAFETY AND SECURITY  
COMMITTEE OF THE BOARD OF  
DIRECTORS  
OF GRUPO AEROMEXICO, S.A.B. DE  
C.V.<sup>1</sup>**

**I. Purposes of the Committee**

Management has primary responsibility for Grupo Aeromexico, S.A.B. de C.V. (the “Company” or “Aeromexico”) obligation to operate with the highest degree of safety, security and care for the health of the Company’s employees and customers, subject to oversight by the Board of Directors. The Safety and Security Committee (“Committee”) is an auxiliary entity of the Board of Directors of the Company, which shall, on behalf of the Board of Directors, oversee the Company’s policies and practices and performance related to safety, security and public health.

**II. Structure and Operations**

The Committee shall be comprised by the directors appointed by a General Shareholders Meeting.

Members shall serve at the discretion of the Board and for such term or terms as the Board and Shareholders may determine. The Chairperson of the Committee shall be as determined by a General Shareholders Meeting from time to time. The Secretary of the Company or another person designated by the Committee shall serve as the Secretary of the Committee and shall maintain appropriate records of the proceedings of the Committee.

The Committee shall meet in person or telephonically or electronically as often as it determines to be necessary or appropriate; for the Committee meetings to be valid, at least the majority of its members must attend, and decisions will be made by majority vote of the members present. In the event of a tie, the Chairperson of the Committee will have the casting vote. The Committee may invite members of the Board, the management, and other persons to the meetings, as it deems necessary or appropriate. For each meeting that the Committee holds, a minute will be drafted in which the name of the attendees, the corresponding deliberations, the manner in which the vote was exercised, and the resolutions adopted will be recorded. The minutes will be drafted and signed by the Chairperson.

The Committee, without the need to meet in session, may adopt resolutions by unanimous vote, as long as said resolutions are confirmed in writing and the minutes are signed by all its members.

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<sup>1</sup> The Board of Directors adopted this Charter on July 19, 2022 to be effective July 19, 2022.

### **III. Committee Duties and Responsibilities**

The Committee shall, on behalf of the Board of Directors, oversee and consult with management regarding overall customer, employee and aircraft operating safety, security and public health goals, performance and initiatives. In carrying out these responsibilities, the Committee will:

- A. Meet with, and review reports regarding the performance of the Company, by the Company's chief operating officer and other technical or operations management or maintenance personnel with respect to safety, security and public health matters.
- B. Review the safety and security programs and performance of the Aeromexico connection carriers.
- C. Establish and approve annual safety and security goals.
- D. Review with management reports received from regulators and other legal and regulatory matters that may have a material effect on the Company's flight safety operations, security and public health matters.
- E. Review periodically current and proposed safety, security and health-related programs, policies and compliance issues covering Aeromexico's worldwide operations.

In carrying out its responsibilities, the Committee's policies and procedures shall remain flexible so that the Company's safety, security and public health practices are in accordance with all applicable requirements and are of the highest quality.

### **IV. Committee Evaluation and Reports**

The Committee shall:

- A. Conduct an annual performance evaluation of the Committee, which evaluates the performance of the Committee in relation to the requirements of this charter and such other matters as the Committee may deem appropriate. The performance evaluation should also recommend to the Board any changes to this charter deemed necessary or advisable by the Committee. The performance evaluation by the Committee shall be conducted in such a manner as the Committee deems appropriate.
- B. Report its activities to the Board on a regular basis and make such recommendations with respect to the matters within its responsibility as the Committee may deem necessary or appropriate.

**V. Resources and Authority of the Committee**

The Committee shall have the resources and authority it deems appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate and approve the fees and other retention terms of special or independent counsel or other experts or consultants, without seeking approval of the Board or management.