

Approved by the Board of Directors on 27 February 2025

**REGULATIONS OF THE ENVIRONMENT AND CORPORATE
RESPONSIBILITY COMMITTEE OF INTERNATIONAL CONSOLIDATED
AIRLINES GROUP, S.A.**

**TITLE I
GENERAL PROVISIONS**

Article 1.- Nature and purpose

1. In accordance with the Bylaws and the Board Regulations, the Board of Directors of INTERNATIONAL CONSOLIDATED AIRLINES GROUP, S.A. (the “**Company**”) has created an environment and corporate responsibility committee (the “**Environment and Corporate Responsibility Committee**” or the “**Committee**”) in order to better perform its functions, taking into consideration the nature of the Company as the controlling entity of those included within its group (the “**Group**”).
2. The purpose of these regulations (the “**Regulations**”) is to lay down the principles governing all actions taken by the Environment and Corporate Responsibility Committee and establish the basic rules for its organization and operation and the standards of conduct for its members, all with a view to ensuring the independence of the Committee.
3. The Environment and Corporate Responsibility Committee is a permanent internal body, of a consultative nature and without executive functions, with responsibilities to report, monitor, advise and make proposals within its remit, and is governed by the provisions of the law, the Bylaws, the Board Regulations and these Regulations.

Article 2.- Prevalence and interpretation

1. These Regulations implement and complement the provisions of the Bylaws and of the Board Regulations that are applicable to the Environment and Corporate Responsibility Committee. The Bylaws and the Board Regulations shall prevail in the event of any contradiction with these Regulations.
2. These Regulations shall be interpreted in accordance with the law, the Bylaws and the Board Regulations. Any questions arising in relation to the interpretation of these Regulations shall be resolved by the Board of Directors.
3. Capitalized terms used but not defined in these Regulations shall have the meaning ascribed to them in the Bylaws and in the Board Regulations.

Article 3.- Approval and amendments

1. These Regulations shall enter into force on the date of their approval by the Board of Directors.
2. The Board of Directors shall be responsible for approving any amendments to these Regulations.

**TITLE II
COMPOSITION OF THE ENVIRONMENT AND CORPORATE
RESPONSIBILITY COMMITTEE**

Article 4.- Composition

1. The Environment and Corporate Responsibility Committee shall be made up of no less than three directors appointed by the Board of Directors, with the dedication, capacity and experience necessary to carry out its function.
2. All the members of the Committee shall be non-executive directors and a majority of them shall be independent directors.
3. To the extent possible and in light of the limitations deriving from its smaller size when compared to the Board of Directors, efforts shall be made to promote diversity in the composition of the Committee, in particular with respect to gender, professional experience, skills, industry knowledge and international experience and skills, favouring scepticism and a critical mindset.

Article 5.- Appointment and offices

1. The members of the Environment and Corporate Responsibility Committee shall be appointed by the Board of Directors.
2. Committee members re-elected as Company directors pursuant to a resolution of the Shareholders' Meeting shall continue to hold office on the Committee, without having to be re-elected, unless the Board resolves otherwise.
3. The Board of Directors shall appoint the Chair of the Environment and Corporate Responsibility Committee, from among the independent directors on the Committee, taking care to ensure he or she have sufficient capacity and availability to adequately perform his or her functions.
4. The Secretary of the Board of Directors or his or her nominee shall act as Secretary to the Environment and Corporate Responsibility Committee.

Article 6.- Withdrawal

Committee members shall cease to hold office:

1. When they cease to be directors of the Company.
2. When they cease to be non-executive directors, even if they continue as directors of the Company.
3. Upon expiration of the maximum term for which they were appointed without being re-elected.
4. By resolution of the Board of Directors.

**TITLE III
RESPONSIBILITIES OF THE ENVIRONMENT AND CORPORATE
RESPONSIBILITY COMMITTEE**

Article 7.- Guiding principles

1. Without prejudice to the other tasks assigned to it by the law, the Bylaws or the Board of Directors, the Committee shall have the responsibilities set forth in Article 8 below.
2. The Committee, in the discharge of its duties, shall take into account the following basic principles of action:
 - a) Independence, preserving at all times the Committee's independence to act with respect to instructions and relationships with third parties that could compromise it, as well as the freedom of opinion and judgment of its members.
 - b) Critical mindset, performing its function with scepticism, without routinely approving proposals and reports from persons outside the Committee, particularly those from executive directors and other members of the Management Team.
 - c) Constructive dialogue, that provides the opportunity for all members and attendees to speak freely during meetings. This dialogue includes both that between members, as well as with the Chair of the Board of Directors, the Chief Executive, and other members of the Company's management.
 - d) Sufficient analytical capability, seeking, where necessary or advisable, the expert advice of a third party who may assist the Committee with aspects that are technical or particularly relevant. In doing so, and where relevant, the

Committee will have to take into account any potential conflicts of interest that may exist when engaging the services of such third party.

Article 8.- Responsibilities of the Committee

The Environment and Corporate Responsibility Committee shall have the following responsibilities:

1. Review the Group's social and environmental sustainability (including climate risk mitigation) strategy to ensure that it is effective and in line with prevailing regulations and good practices.
2. Review the Group's social and environmental sustainability policies and propose to the Board, their approval or amendment.
3. Periodically evaluate the Company's environment and social policies (such as those related to suppliers, human rights and modern slavery), effectiveness, to confirm that they are aligned with the established strategy and that they are fulfilling their mission to promote the corporate interest and, where appropriate, the legitimate interests of its stakeholders.
4. Review the content, integrity and completeness of the sustainability information (including any climate related disclosures) externally reported by the Company, including the annual Modern Slavery statement.
5. Review the Company's sustainability performance, as well as its position in recognised international indices and metrics
6. Monitor and evaluate the Company's interaction with its stakeholder groups.
7. Advise the Audit and Compliance Committee on the appointment, re-election and replacement of the sustainability assurance provider prior to submission to the Board of Directors.
8. Advise the Remuneration Committee regarding appropriate sustainability performance measures and targets to ensure that sustainability issues are appropriately considered when setting overall remuneration policy, and advise the Remuneration Committee on the assessment of performance against the agreed sustainability performance measures.

**TITLE IV
OPERATION OF THE COMMITTEE**

Article 9.- Meetings

1. The Environment and Corporate Responsibility Committee shall meet whenever called by its Chair, at his or her own initiative or at the request of at least two Committee members, and, in all cases, where the Board of Directors requests the issue of reports, the presentation of proposals or the adoption of resolutions falling within the scope of its functions.
2. The Environment and Corporate Responsibility Committee shall establish a schedule of ordinary meetings, including its annual work plan, taking into consideration the time to be dedicated to the different functions, the need for preparatory meetings on specific topics, the potential need to rely on external advisors, and the planning for any training considered appropriate.
3. The Chair of the Environment and Corporate Responsibility Committee shall have the power to call Committee meetings and to establish the agenda.
4. The call notice shall include the agenda, shall be served in writing sufficiently in advance to ensure that members receive it no later than three days before the date of the meeting, except in the case of meetings deemed urgent by the Chair, and shall be authorized by the signature of the Chair of the Environment and Corporate Responsibility Committee or the Secretary or the acting Chair or Secretary. Efforts shall be made in all cases to ensure that Committee members receive the pertinent documentation and information sufficiently in advance to enable them to adequately perform their functions.
5. The Environment and Corporate Responsibility Committee may summon any Company employee or officer and may even order them to appear without the presence of any other officer.
6. Efforts shall be made to ensure that the presence of persons unrelated to the Committee (in particular, Company executives and employees) at Committee meetings is limited to cases in which it is necessary and subject at all times to an invitation from the Committee Chair for the items on the agenda for which they are called to attend.
7. In order to foster a diversity of opinion that enriches the Committee's analyses and proposals, the Chair shall ensure that all members freely participate in deliberations, without being affected by internal or third-party pressure, and shall encourage constructive dialog among the Committee members, promoting free speech and a critical mindset.
8. For the adequate performance of his or her functions, the Committee Chair shall

promote the establishment of a channel for effective and periodic communication with the management team, which shall also involve the other Committee members, to the extent he or she sees fit.

9. When a member of the Environment and Corporate Responsibility Committee, is subject to a conflict of interest situation (upon the terms established in the Board of Directors Regulations) during the celebration of a meeting, such conflict of interest must be governed by the rules established in the Board of Directors Regulations.

Article 10.- Constitution and adoption of resolutions

1. The Environment and Corporate Responsibility Committee shall be validly constituted where more than half of its members are present, in person or by proxy, at the meeting.
2. Directors shall make every effort to attend Committee meetings and, where they are unable to do so in person, they must endeavour to grant a proxy to another Committee member, including the pertinent instructions and notifying the Committee Chair.
3. The Environment and Corporate Responsibility Committee shall be validly constituted without prior call when all of its members are present and unanimously agree to hold a meeting.
4. Resolutions shall be adopted by an absolute majority of the members present, in person or by proxy.

Article 11.- Place of the meeting

1. Meetings of the Committee shall be held at the registered office or at the venue, in Spain or abroad, specified in the call notice.
2. Members may attend Committee meetings via telephone multi-conference, videoconference or any other analogous system provided that such systems permit the recognition and identification of the attendees, permanent communication between the attendees regardless of their location, and real-time participation and voting.

Article 12.- Reporting to the Board of Directors

1. The Chair of the Environment and Corporate Responsibility Committee shall report to the Board of Directors on the activities carried out and the resolutions adopted by the Committee, and the Board of Directors may make any suggestions or recommendations that it deems appropriate.
2. The minutes recording the resolutions adopted by the Committee shall be made available to all of the directors.

Article 13.- Information provided to shareholders and other stakeholders

1. The Committee shall prepare an activity report each year to give shareholders and other stakeholders a better understanding of the activities carried out by the Committee during the year.
2. The annual report by the Environment and Corporate Responsibility Committee shall be published as part of the Company's annual report and shall be made available to the public on the Company's website.
3. The Chair of the Committee must attend the Annual Shareholders' Meeting to answer questions on the Committees' activities, where appropriate.

Article 14.- Performance evaluation

1. The Environment and Corporate Responsibility Committee shall organize annual evaluations of its performance, to be conducted externally at least once every three years.
2. At least once a year, the Committee shall review its composition and operating rules to ensure it is operating as effectively as possible and recommend any changes they consider necessary or appropriate to the Board of Directors for approval.

Article 15.- Training and induction

The Environment and Corporate Responsibility Committee shall be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members..

**TITLE V
DUTIES OF COMMITTEE MEMBERS**

Article 16.- Advisory powers

1. The Environment and Corporate Responsibility Committee may seek independent external advice where it deems it appropriate for the performance of its functions, at the expense of the Company.
2. When the performance of their functions so requires, members of the Environment and Corporate Responsibility Committee shall have access to all of the Company's services and shall have the duty to demand and the right to obtain from the Company the adequate and necessary information to enable them to comply with their obligations.

Article 17.- Duties of Committee members

1. Committee members must act with independence of mind and perform their work with the utmost diligence and professional competence. In particular, attendance at Committee meetings shall be preceded by sufficient dedication of Committee members in analysing and evaluating the information received.
2. In exercising their responsibilities, Committee members must maintain a sceptical attitude, duly questioning the data, the evaluation processes and the preliminary conclusions reached by the executives and officers of the Company. Further, they must freely participate in the deliberations, without being affected by internal or third-party pressures, and shall encourage constructive dialogue among them, promoting free expression.
3. Committee members shall be subject, in such capacity, to all duties of directors provided for in the Board Regulations, insofar as they apply to the functions performed by the Committee.

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