



Ethics Code and Standards of Business Conduct

Avianca Holdings S.A.



PG 046
**Ethics Code and Standards of
Business Conduct**

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Review Register

Review Number	Date	Section	Changes made
02	2013-20-05	CHAPTER I – GENERAL DUTIES	1.6. - Transparency / Zero tolerance for corruption
03	2014-07-07	CHAPTER I - GENERAL DUTIES	2.1.2.1. Appropriate use and care of Assets and Goods
03	2014-07-07	CHAPTER I - GENERAL DUTIES	2.1.2.3. Confidentiality of information
03	2014-07-07	CHAPTER I - GENERAL DUTIES	2.1.2.4. Disclosure of Public Information of the Organization
03	2014-07-07	CHAPTER I - GENERAL DUTIES	2.1.2.5. Improper use of privileged information
03	2014-07-07	CHAPTER I - GENERAL DUTIES	2.2.2. Impartiality and disclosure of conflicts of interest
03	2014-07-07	CHAPTER I - GENERAL DUTIES	2.2.4. Relations with Suppliers, Contractors and Clients
04	2016-08-07	CHAPTER III ETHICS COMMITTEE AND COMPLIANCE OF THE CODE	3.1.5 Complaint Reception and Processing System

1. Objective	4
2. Scope	5
3. Area in charge of Implementation	7
4. Validity	8
5. Content	9
CHAPTER I. GENERAL DUTIES	10
1.1. Protection of the Rights of Minors: Children and Teenagers	10
1.2. No Discrimination	10
1.3. Exclusion of Forced Labor	11
1.4. Compliance with Legal Regulations	11
1.5. Prohibition of use of psychoactive substances, illegal drugs and alcohol abuse	11
1.6. Transparency / Zero Tolerance for Corruption	11
1.7. Protection of Personal Integrity	12
CHAPTER II. DUTIES OF THE ORGANIZATION AND ITS COLLABORATORS IN DEVELOPMENT OF ITS CORPORATE VALUES	12
2.1. SAFETY	12
2.1.1. Industrial Safety	13
2.1.2. Corporate Security	13
2.1.2.1. Appropriate Use and Care of Assets and Goods	13
2.1.2.2. Protection of Intellectual Property	14
2.1.2.3. Confidentiality of the Information	14
2.1.2.4. Public Disclosure of Information of the Organization	15
2.1.2.5. Improper Use of Privileged Information	15
2.1.2.6. Protection and Privacy of Personal Data	17
2.1.2.7. Environment and Social Responsibility	18
2.1.2.8. Airport and Operational Security	18
2.2. HONESTY	19
2.2.1. Integrity, Good Faith and Loyalty	19
2.2.2. Impartiality and Disclosure of Conflicts of Interest	19
2.2.3. Exclusivity and Concurrency of Contracts	21
2.2.4. Relations with Suppliers, Contractors and Customers	22
2.3. EXCELLENCE	23
2.4. PASSION AND WARMTH	23
2.5. ONE TEAM	24
CHAPTER III. ETHICS COMMITTEE AND COMPLIANCE WITH THE CODE	25
3.1. Ethics Committee	25
3.1.1. Objective	25
3.1.2. Meetings	25
3.1.3. Functions	25
3.1.4. Resolution of Conflicts of Interest	27
3.1.5. Complaint reception and processing system	27
3.1.6. Protection of the Information and the Informer	28
3.1.7. Sanctions for breaching the Code	28
3.1.8. Prevalence of this Code over the internal policies of each company	28
3.1.9. Prevalence of the Law over the regulations of this Code	29

	PG 046 Ethics Code and Standards of Business Conduct	Review Date: 2016-08-07
		Rev.04

1. Objective

The Ethics Code and Standards of Business Conduct, hereinafter the Code, has the purpose of setting forth the values, principles and standards that inspire the Organization’s actions and that are expected from its Collaborators.

For the purposes of this Code, any reference to the Organization is understood as Avianca Holdings S.A. and all currently existing or future subsidiaries as a set and individually.

The Code contains values, principles and standards that guide the Organization’s reciprocal behavior and that of its Collaborators among them, and before clients and the community in general, which does not exclude any obligations derived from local and international laws and regulations enforceable for the Organization, as well as for the Collaborators in each of the countries where it is present, and where the Collaborators render their services.

	PG 046 Ethics Code and Standards of Business Conduct	Review Date: 2016-08-07
		Rev.04

2. Scope

This code is addressed to each and every Collaborator of the Organization.

For the purposes of this Code, the term Collaborators shall be understood in a broader sense and will include the following groups of people, in the terms set forth herein:

- I. Executives
- II. Collaborator bound by an employment contract and
- III. Related Third Parties

I. Executives

An Executive (hereinafter, the Executive) is each person with administrative responsibilities of directing and because of those responsibilities he or she currently performs or will perform in the future duties for the Organization, in a position such as:

- Member of the Board of Directors;
- President (CEO);
- Chief Operations Officer (COO);
- Chief Financial Officer (CFO);
- Chief Revenue Officer (CRO)
- Vice President
- Secretary / General Counsel;
- Legal Representative;
- Area Director;
- Area Manager;

Each Executive must adjust his or her behavior to comply with applicable legal regulations in the country in which he or she is, statutory regulations that govern the different companies that make up the Organization, as well as compliance with this Code and other corporate policies; therefore, he or she must monitor that all decisions adopted in compliance with his or her duties comply and respect the values, principles and standards of the Organization, seeking to defend and protect its interests.

His or her conduct must adapt to the representativeness of his or her position and level of responsibility demanded by his or her functions.

II. Collaborator bound by an employment contract

The Collaborator bound by an employment contract, is a person bound by an employment contract with any company that is part of the Organization (hereinafter, the Collaborator bound by an employment contract). In addition to comply with this Code, the Collaborator bound by an employment contract is obligated to comply with the laws, employment contract, Internal Work Regulations of the company to which it renders services, and the policies established by the Organization, which are available on the internal network enabled to disclose them. A same person can be an Executive and a Collaborator bound by an employment contract.

	PG 046 Ethics Code and Standards of Business Conduct	Review Date: 2016-08-07
		Rev.04

III. Related Third Parties

Related third parties (hereinafter, Related Third Parties) are natural persons, other than Collaborators bound by an employment contract, that render their services to the Organization under any type of contract other than a labor contract, or that are at the service of any contractor or supplier of goods or services, whether they are a natural or legal person, that has entered into a civil or commercial agreement with the Organization, and that as a result of any of those contracts fulfills duties or functions of operational, technical, administrative or commercial support.

Related Third Parties are obligated to comply with the laws and enforceable contractual obligations, according to the contract by which they are related to the Organization, as far as their conduct is related to the functions and duties they perform for the benefit of the Organization. Therefore, in performance of those duties or tasks, Related Third Parties must adjust their behavior to the guidelines set forth in this Code.

Contractors or suppliers of goods or services related to the Organization, and that act as employers or contractors of the Related Third Parties, are contractually obligated to disclose this Code to said Related Third Parties.

	PG 046 Ethics Code and Standards of Business Conduct	Review Date: 2016-08-07
		Rev.04

3. Area in charge of Implementation

The Vice Presidency of Human Talent shall define which area is in charge of the effective disclosure of the Code to all recipients thereof.

	PG 046 Ethics Code and Standards of Business Conduct	Review Date: 2016-08-07
		Rev.04

4. Validity

This document contains and complements the content of the Code of Ethics and Standards of Business Conduct adopted by the Board of Directors of Avianca Holdings S.A. on February 2013 and modified on July 7, 2014.

	PG 046 Ethics Code and Standards of Business Conduct	Review Date: 2016-08-07
		Rev.04

5. Content

GENERAL BUSINESS GUIDELINES

The behavior of the Organization is aimed at the fulfillment of the Mission, Vision and Values adopted by the aviation companies that comprise it, according to their main business activity.

I. Our Mission

We fly and serve with passion to earn your loyalty

Current and potential clients:

We fly to earn our clients’ preference, through services that anticipate their expectations, at competitive prices

Collaborators:

We fly to earn your enthusiastic commitment. Collaborators treat each other with the same attachment to our values as we expect in how we treat our clients

Shareholders:

We fly to maximize the value that third parties are willing to pay for the Organization

Community:

We fly to earn your support and admiration

II. Our 2015 Vision

- To be the leading Latin American airline, preferred around the world
- The best place to work
- The best option for our customers
- Exceptional value for our shareholders

III. Our Corporate Values

- Safety
- Honesty
- Excellence
- Passion and warmth
- One

Team

	PG 046 Ethics Code and Standards of Business Conduct	Review Date: 2016-08-07
		Rev.04

CHAPTER I. GENERAL DUTIES

Executives are responsible for monitoring that the Organization's activities adjust to comply with local laws and international standards enforceable for the Organization in light of the activities it develops, compliance with the Social Pact and the Bylaws, as well as with the policies adopted by the Organization, which must adjust to the values, principles and standards set forth herein.

The Organization shall act in a way that adjusts to the following values, principles and standards and shall establish administrative control and follow-up procedures for its contractors and suppliers so that, notwithstanding their own administrative autonomy, they adopt practices and standards of conduct that follow the same values, principles and standards.

1.1. Protection of the Rights of Minors: Children and Teenagers

The Organization will protect the integrity and the rights of minors, understood as children and teenagers under the legal age parameters defined by the regulations of the countries where the different companies of the Organization operate and will monitor that the services they render are not used for labor or sexual exploitation, or traffic, pornography or sexual tourism and all other forms of sexual abuse of minors, taking into consideration the different legal regulations that apply at each of their territories. It will also monitor that its Collaborators do not incur in practices or conducts that may be qualified as violating the integrity and the rights of minors.

Likewise, the Organization has the obligation to protect the rights of minors against any practice that may be considered as child labor. The minimum age to join the Organization is eighteen (18) years of age (unless a specific country where the Organization operates establishes a different age by Law), including temporary work.

In compliance with the above, the Organization is obligated to:

- a) Promote awareness among its Collaborators of the national and international legal regulations that protect the rights of minors.
- b) Report to the competent authorities any form of abuse against minors of which it becomes aware.
- c) Not allow access to material that contains sexual content involving minors in its facilities, or that its communication channels are used to disclose pornographic material involving minors.
- d) Refrain from providing information or orientation in any way that promotes tourism activities that attempt against the rights of minor and any form of sexual exploitation or abuse against them.

Executives and Collaborators bound by an employment contract have the duty to report before the Ethics Committee of the Organization, and /or the competent authorities, as appropriate, any activity or conduct that may be catalogued as violating the rights of minors that involves the Organization or any of its Collaborators

1.2. No Discrimination

The Organization is committed to guarantee that its hiring, promotion and organizational development processes are guided by principles of equal opportunity and treatment, free from any type of discrimination due to racial, political, religious, disability, nationality, gender, age, sexual orientation, political orientation, union condition or any other cause.

Every Collaborator must respect the individuality of the people with which it interacts, that is, the unique characteristics of each human being: its personality, lifestyle, thinking processes, personal and labor experience, ethnic origin, political orientation, race, color, religion, gender, gender identity, sexual orientation, civil status, physical condition, among other differences.

The selection and hiring policies for Collaborators of the Organization that are bound by an employment contract are aimed at attracting, developing and retaining a diverse labor force and guaranteeing an inclusive work environment, that takes advantage of the strengths of diversity, a condition that is inherent to the geographical and cultural diversity of the countries on which the Organization is present.

Collaborators are not allowed to use the Organization's facilities to access material with discriminatory content, or to disclose material that induces adopting conducts that may be considered discriminatory through its communication channels.

1.3. Exclusion of Forced Labor

The Organization is committed not to promote or tolerate any type of labor that may be considered forced labor, under local laws or international conventions.

1.4. Compliance with Legal Regulations

The Organization shall adjust its business conduct to comply with legal regulations and will reflect the reality of the operations of each of its companies according to applicable accounting principles.

1.5. Prohibition of use of psychoactive substances, illegal drugs and alcohol abuse

The Organization is committed to providing a safe and healthy workplace for all its Collaborators. The use of illegal drugs or alcohol abuse can have serious risks for safety.

Possession, distribution or consumption of psychoactive substances, alcohol or illegal drugs, or being under the influence of any of these substances or drugs or alcohol during the workday is forbidden. The Organization shall ensure compliance of the policies adopted by each company and will work in the process of unifying them.

Exceptionally and for special events (authorized specifically and not generally), the Vice Presidency of Human Talent may authorize moderate consumption of alcohol in administrative areas.

The Organization will comply with all local regulations that apply to the countries where it operates.

1.6. Transparency / Zero Tolerance for Corruption

The Organization will develop its business with transparency and integrity, avoiding all deceitful, dishonest or fraudulent activities and any practice that is deemed to be, or induces, corruption and/ or bribery in relations with public or private entities and officials. In this sense, the Organization shall ensure compliance with anti-corruption legal provisions that apply in the countries where it operates, among others, Law 1474 of July 12, 2011 Anti-Corruption Statute: “By which regulations to strengthen the mechanisms to prevent, investigate and sanction acts of corruption and the effective control of public management are set forth” issued by the Congress of Colombia, the United States Foreign Corrupt Practices Act 1977 issued by the Congress of the United States and complementary regulations that develop said laws.

1.7. Protection of Personal Integrity

The Organization shall promote compliance with the legal dispositions that govern the protection of the integrity of the individual in their work relationships, in each of the countries where it operates. In this respect, it will promote actions to prevent its Collaborators performing behaviors that represent or could potentially represent any kind of discrimination, disrespect, threat, defamation, or instill fear, anxiety, intimidation, or otherwise may threaten the individual freedoms of their peers and subordinates, or any person they interact with because of their functions. It will also promote actions to avoid any conduct that constitutes or may constitute harassment or sexual harassment, according to the rules of the countries in which the Organization develops its activity.

CHAPTER II. DUTIES OF THE ORGANIZATION AND ITS COLLABORATORS IN DEVELOPMENT OF ITS CORPORATE VALUES

2.1. SAFETY

We protect the trust that our clients deposit in us, committing ourselves completely to their wellbeing. We earn their preference by ensuring that each trip is safe from beginning to end. We work rigorously, safeguarding their integrity.

For the Organization, Safety is the supreme value that leads to its success and permanence.

The Organization has established an “Comprehensive Safety Policy”, hereinafter “The Policy”, which covers all the fronts of its activity and must be applied to all administrative and operational processes and involves the commitment of the Organization to the allocation of the necessary human, technical and financial resources for the safe development of the operation and priority of safety over commercial interests.

By virtue of said Comprehensive Safety Policy, the Organization and all Collaborators shall comply with the required laws and regulations enforceable due to the nature of the activity that the Organization develops in the territories where it has presence and where it renders its services, as well as the preventive policies adopted by the Organization, seeking to ensure the non-occurrence of situations of risk such as the future repetition of identified events and incidents that endanger safety.

	PG 046 Ethics Code and Standards of Business Conduct	Review Date: 2016-08-07
		Rev.04

The Comprehensive Safety Policy covers the implementation, promotion and administration of a non-punitive and confidential report system that encourages the free and honest reporting of errors (hereinafter the “Reporting System”), incidents or occurrences that jeopardize Safety, with the objective that every Collaborator is responsible for communicating any information that could affect the integrity of operations and/or the Collaborators. This communication is exempt from any punitive action unless it relates to any criminal acts, regulatory infractions of enforceable national or international standards, violations of organizational standards, non-reporting of mandatory reports, negligent acts or recurrent acts which demonstrate a lack of care or professionalism.

The Reporting System also includes the confidentiality of the identity of the Collaborator who reports the error under the parameters of said Policy, unless otherwise agreed with the Collaborator or as required by applicable laws.

Likewise, the Organization and its Collaborators shall adjust their conduct to comply with the following duties:

2.1.1. Industrial Safety

The Organization is responsible for disseminating and establishing the means for Executives and Collaborators bound by employment contracts to know, understand and adjust their behavior to comply with the policies established in the Comprehensive Industrial Safety and Risk Management System, and so that Related Third Parties adopt practices that comply with the parameters of said system. Both parties are required to meet the plans and occupational health programs established to promote the protection and wellbeing of the Collaborators, Non-Related Third Parties, customers and visitors.

Collaborators must adopt a lifestyle that allows minimizing the risks of work accidents, occupational hazards, injuries, illnesses that can affect both their productive capacity and health, situations that can endanger both their integrity and that of other people because of the activities they perform for the Organization, and aim to act the same way in their personal life.

2.1.2. Corporate Security

2.1.2.1. Appropriate Use and Care of Assets and Goods

Collaborators must protect the assets and property of the Organization and ensure their efficient use. Said assets and goods include not only those assigned for the development of individual and group duties, but also those that the Organization makes available to all Collaborators in general, such as furniture and fixtures, and must be protected against the risks or loss, damage or misappropriation. All assets must be used for legitimate business purposes.

Collaborators must also make proper use, in accordance with applicable policies and regulations, of the benefits provided by the Organization, such as award tickets which are delivered to them and their family group, hotel discounts, miles, etc.

The Organization will administratively sanction the behaviors of Collaborators who by action or omission, propitiate the loss or unauthorized disposition, or misappropriation by third parties, of assets

	PG 046 Ethics Code and Standards of Business Conduct	Review Date: 2016-08-07
		Rev.04

and goods that are the property of the Organization, including among others, money, securities, accounts receivable, etc. and will report to the competent authorities any willful or fraudulent conduct of which it is aware and which may be considered a crime.

2.1.2.2. Protection of Intellectual Property

Collaborators must also protect the Organization’s intangible assets, which generally include intellectual property, patents, trademarks and trade names of goods or services, domain names, copyrights or including reproduction rights for software, design rights, database rights, rights regarding specialized technical expertise, trade secrets and proprietary or third party information held by the Organization, whether or not they are considered confidential information.

Intellectual property is an intangible asset of maximum value for the Organization. Therefore, the Organization has standards and procedures for its protection, use, reproduction and disclosure, which must be complied with by the Collaborators. In case of doubt about their interpretation, Collaborators must ask for instructions on how they should act to protect this asset.

Collaborators are required to make proper use of third-party intellectual property rights, previously verifying the existence of due authorization to do so.

Developments (such as inventions, patents, trademarks, drawings and industrial models, software, literary and artistic works, architectural designs, etc.) that by reason of their functions or by the use of Collaborators bound by an employment contract with any companies of the Organization, are considered a work for hire made on behalf of the relevant employing company, and therefore, the Organization has the right to request their transfer without prejudice of recognizing the moral rights of the author of the respective development. Similarly, if any Collaborator bound by another type of contract other than an employment contract, during development of activities for the organization makes any kind of development, the Organization has the right to request its transfer without any compensation, unless it has been otherwise agreed in advance and without prejudice of recognizing the moral rights of the author of the respective development.

2.1.2.3. Confidentiality of the Information

Any information generated by the Organization, such as that received from tis customers and known by each of the Collaborators in the exercise of their functions is in principle confidential, unless it is clear that is public information in accordance to applicable law, the information security and confidentiality policies adopted by the Organization.

The dissemination, disclosure, reproduction, removal or delivery of information, by any means and to any person, including other Collaborators who are not recipients of the information authorized to know it due to their functions, is not allowed. The latter notwithstanding compliance with applicable regulations related to delivery of information to competent authorities and disclosure of relevant information to the market as required under the public stock exchange regulations, in which case the procedures adopted by the Organization must be complied with. Disclosure of the Organization’s information may only be done through official channels of communication.

	PG 046 Ethics Code and Standards of Business Conduct	Review Date: 2016-08-07
		Rev.04

Upon their withdrawal from the company, the Collaborator should return all the information in their possession to the Organization, whether in physical or electronic form, without keeping a copy of it, and will continue to be indefinitely bound by the terms of confidentiality.

The information on processes, procedures, policies, programs, or plans or activities of the Organization in general, and from different area specifically, even if published for internal knowledge through institutional channels of the Organization, is for the exclusive use of the Collaborator by reason of the functions they perform. If a person other than the recipient of the information requests access to it, without exception, the Collaborator who receives the request should forward it to the Secretary General/General Counsel who, in coordination with the Department of Communications and Corporate Affairs as appropriate, will be responsible for evaluating the merits of the request and defining the way to proceed. In the case it is decided to deliver it, it may be subject to the execution of confidentiality and non-disclosure agreements, at the discretion of the Secretary /General Counsel.

Each Collaborator shall be required to maintain the confidentiality of the information they possess. In the case of any breach of this duty, the Organization will adopt the pertinent administrative measures, as provided in the respective work or the services contracts or applicable local legal regulations depending on the country where the Collaborator provides their services.

2.1.2.4. Public Disclosure of Information of the Organization

The Organization needs appropriate, timely, complete and precise records and reports of financial information in order to make responsible business decisions, as well as for disclosures it must perform according to the applicable law. Within the respective areas of responsibility, each of the Collaborators has the responsibility of ensuring that the financial statements, records, accounts and support documents of the Organization are kept and preserved with a reasonable level of detail, so that the adequately reflect the transactions and financial situation of the Organization and comply with the applicable law, accounting requirements and reporting procedures. In order to achieve this, each Collaborator must be familiarized with his or her responsibilities regarding the disclosure duties that apply to the Organization.

Each Collaborator must refrain from making erroneous statements, or causing others to make them, about facts of the Organization, whether inside or outside the Organization, including, without limitations, to governmental regulators. Each Collaborator must act diligently to avoid serious mistakes in documents or communications it produces, and refrain from creating, falsifying or omitting important facts with the intention of inducing other to commit mistakes. All accounting records, financial reports and support information of the Organization must be preserved and presented according to the applicable law in each jurisdiction and according to generally accepted accounting principles, and must adequately reflect the assets, liabilities, income and expenses of the Organization.

2.1.2.5. Improper Use of Privileged Information

In performance of their duties or because of them, Collaborators may gain access to privileged information, the improper use of which can be sanctioned under applicable regulations.

Privileged information is information is “relevant” information that is “not public”, that is, that is has not been previously disclosed in the market. Information is considered “relevant” if there is a high probability that a reasonable investor may consider it important when making a decision to sell, purchase or keep a determined security, or when it is possible that it may have a significant effect in its market price.

“Relevant” information may be negative or positive.

“Relevant” information is not necessarily related to the business of the Organization; it may be, for example, third-party information published on the financial press that could affect the market price of a certain security.

In the case of uncertainty regarding the “relevancy” of any information, said information must be presumed “relevant” and not public. Below is a list of information catalogued as “relevant” as reference:

- Quarterly or annual results;
- Estimates of profits or subsequent confirmation thereof;
- Mergers, acquisitions, public tender offers (PTO), partnerships or asset changes;
- New products or discoveries;
- Developments regarding customers or suppliers, including entering into or terminating important contracts;
- Changes in control or management team;
- Changes to the compensation policy;
- Changes of external auditor, or notification that the Organization can no longer depend on its report;
- Financing or other events regarding securities of the Organization (for example, defaults, redemptions, repurchases, divisions, public or private sales, dividend changes or changes to the rights of security holders);
- Relevant losses;
- Important litigations; and
- Insolvency or liquidation

The term “securities” must be interpreted broadly and must be understood to include, without limitation, American Depositary Shares (ADSs), shares, preferential shares, debt instruments such as bonds, promissory notes and the like, as well as options, puts and calls and other derivative instruments.

Securities Laws that apply to the Organization establish that any person that has “relevant” information that is not public must refrain from purchasing or selling securities based on said information (a conduct known as “improper use of privileged information), and from communicating said information to any person that may use it for that purpose (a conduct known as “tipping”). According to the above, all Collaborators must refrain from:

- Buying or purchasing securities of the Organization at any time, as long as they have “relevant” information that is not public;

- Buying or purchasing securities from any other company when they have “relevant” information that is not public that has been obtained as a result of being a Collaborator of the Organization;
- Disclosing important information that is not public to any other person, including partners, relatives, friends, roommates or business partners, who may later trade securities or circulate rumors regarding said information;
- Performing short term transactions “day trading” with securities of the Organizations;
- “Short-selling” in relation to securities of the Organization (that is, selling securities of the Organization that are not theirs, and later asking them as a loan in order to fulfill the transaction);
- Buying or purchasing puts, calls, options or any other type of operation with corporate dividends, including hedge operations.

Even though it is admissible to use stock options and maintain the underlying securities, “brokers cashless exchanges” operations subject to the above are forbidden (those in which exercising the stock option is done using the funds of a broker that are immediately repaid with the product of the sale thereof) and those options operations in which transactions are made over securities so that they may pay the selling price or the associated withholding.

Violating these regulations may expose the Organization and the Collaborators to civil and criminal sanctions. Additionally, Collaborators who act as otherwise provided in this section may be terminated as per the procedures set forth by the Organization and the applicable Law.

The above rules apply to all Collaborators, as well as to members of their immediate family, regardless of their location. For the purposes of this article, immediate family shall include partners, parents, children, siblings, in-laws, step-children and any other who shares the home with the person, excluding employees and lessors.

Collaborators that are considered “Executives” for the purposes of the Policies and Procedures for Executives Negotiating Securities with Avianca Holdings S.A., its subsidiaries and companies in which it has direct or indirect investment that are a part of the consolidated financial statements, must equally comply with it.

Should there be any doubts as to whether a specific transaction is appropriate or not, the Collaborator must seek guidance from the Secretary / General Counsel before purchasing or selling any security.

2.1.2.6. Protection and Privacy of Personal Data

The Organization shall ensure the protection of the privacy of personal data of all the various stakeholders that interact with it. In the exercise of their duties Collaborators have access to personal data of other Collaborators, contractors, suppliers or customers, be they individuals or corporate clients, and whether that data is scattered or consolidated in any database it must be used exclusively for purposes authorized by the owners of the data according to the internal policies and relevant legal regulations, and protected against risks such as unauthorized access, modification, unauthorized disclosure, loss, destruction or misuse.

The Organization undertakes to obtain, treat, protect and preserve the privacy of the personal data of its Collaborators, shareholders, contractors, suppliers and customers responsibly, in accordance with the applicable privacy and protection laws in each country where it operates, applying the necessary security systems, under the industry standards and state of the art equipment, or that being recommended are reasonably within their reach.

In case of having knowledge about any disclosure, use or improper treatment of personal data, the Collaborator shall immediately notify the relevant people in the Organization and must cooperate with the adoption of security and control measures to prevent the risk from extending or causing prejudice to the owners of the information and the Organization.

2.1.2.7. Environment and Social Responsibility

The Organization shall ensure compliance with legal regulations, and the adoption of existing or recommended international practices that are applicable to the activities it develops in the countries where it operates. In this respect, it will promote environmental protection and the proper use of natural resources under those same parameters. Similarly, Collaborators must adapt their behavior to the policies defined by the Organization for this purpose and the following statements:

As a person I contribute to the care and protection of the Environment when:

- I follow the laws, regulations and environmental commitments applicable to the tasks I perform and make efficient use of the resources I need.
- I promote the implementation and enforcement of national and international standards of environmental protection using the tools within my reach.
- I promote awareness of respect for the environment, education and environment within the personal, family, social and work nucleus in which I interact.

2.1.2.8. Airport and Operational Security

All Collaborators must comply with airport and operational security policies adopted by the Organization, available in the intranet portals enabled by the Organization.

Collaborators who perform their duties in the operational area, should pay special attention to complying with policies, standards and best practices of airport and operational safety (security and safety) contained in the manuals, newsletters and internal instructions regarding this subject matter and issued by the Organization, as well as in international treaties, regulations issued by the aeronautical authorities and applicable regulations in each country where the Organization operates.

This last point takes into account the fact that all behavior which compromises safety not only creates risks for people but also for the aircraft and facilities.

Therefore, Collaborators must responsibly report any event, incident or error of which they have knowledge without fear of being penalized using the reporting mechanisms established by the Organization.

	PG 046 Ethics Code and Standards of Business Conduct	Review Date: 2016-08-07
		Rev.04

As a Collaborator I contribute to Safety when:

- I respect the set guidelines and regulations for my work and maintain high situational awareness.
- I adopt habits designed to take care of my physical integrity and to keep my balance.
- I use Company resources properly.
- I report risk conditions and prepare for eventualities.

2.2. HONESTY

We act with transparency, righteousness and respect towards others, both internally as well as externally.

In developing the value of Honesty, Collaborators will subject their actions to the following principles:

2.2.1. Integrity, Good Faith and Loyalty

In the exercise of their functions, Collaborators must act with respect, integrity and impartiality and should promote teamwork, give true, complete and sufficient information about the activities underway in their area of expertise, seeking to properly performing the functions and achieving the goals of the Organization.

Collaborators must refrain from behaviors that are or may potentially represent discrimination, disrespect, threats, defamation, instill fear, anxiety, intimidation, or otherwise may threaten individual freedom of peers and subordinates, or any person with which they interact by virtue of their functions, as well as refrain from any other conduct that constitutes or may constitute harassment or sexual harassment under the rules of the country in which they provide their services.

In fulfilling their duty of loyalty, each Collaborator is obliged to protect the good name of the Organization and to inform the Ethics Committee of the existence of any conduct which is prejudicial to its good name.

2.2.2. Impartiality and Disclosure of Conflicts of Interest

Collaborators will act in the compliance of the duties assigned to them in an impartial manner. They must refrain from any behavior involving privileged or discriminatory treatment, or are opposed to the truthfulness of facts, or that represent direct or indirect personal benefits. Collaborators are forbidden from a) taken personal advantage of opportunities they discover by using corporate property, information or positions; b) use corporate property, information or positions for personal gain; and c) compete with the Organization.

Notwithstanding the above, Collaborators have the duty to help the Organization fulfill its legitimate objectives when the opportunities arise.

	PG 046 Ethics Code and Standards of Business Conduct	Review Date: 2016-08-07
		Rev.04

In furtherance of the duty of transparency, Collaborators will disclose to the Ethics Committee, through the web portal <http://aviancaholdings.ethispoint.com>, of the existence of any actual or potential conflicts of interest.

For the purposes of this Code, a conflict of interest is understood as any situation or event that the Collaborator, whatever their level, or anyone in their family group, spouse or permanent partners or relatives of either, within the fourth degree of consanguinity, second degree of affinity or first civil degree, any partner or partnership (in any form of association), in which any of them have either direct or indirect interest, are or may find have the appearance of having a personal interest, direct or indirect, or find themselves in competition or against the interests of the Organization and that interfere or may attempt to interfere with the duties incumbent to Collaborators, or that lead or may lead them to take action for motivations other than the righteous, loyal and effective compliance of their duties and/or responsibilities before the Organization. A conflict of interest shall also occur when any Collaborator receives undue personal benefits as a result of their position in the Organization. For additional details regarding these types of conflicts of interest please see Section 2.2.4 of this Code.

If any of these events, Collaborators shall immediately and fully disclose to the Organization, through the Ethics Committee, the matter giving rise to the current or potential conflict, avoiding favoring any personal or third-party interest, regardless of whether they are or not relatives, irrespective of the Organization obtaining a benefit or not.

The Ethics Committee will assess the situation and recommend depending on the case, the adoption of corrective measures it deems appropriate and/or issue the authorizations that it requires.

It should be noted that the use of air transport services provided by the Organization, contracted through distribution channels that the Organization manages, in the same conditions under which they are offered and provide to the general public does not generate situations of conflict of interest. The Organization allows the hiring of family members in different areas provided there is no conflict of interest or subordination. In control areas such as Treasury, Auditing, Accounting and Revenue Control family members are not allowed to work in the same department.

If a Collaborator has questions regarding a personal situation that could create a potential conflict of interest, or has reason to believe they are immersed in a situation of conflict of interest, they must report the facts in their entirety to their immediate supervisor and the Ethics Committee through the web portal <http://aviancaholdings.ethispoint.com>.

In all cases, in the presence of a real or potential conflict of interest, the Collaborator shall refrain from participating in making a decision, or the corresponding management or control, while not expressly authorized.

Any Collaborator who knows or receives from any source information on the existence of a real or potential conflict of interest must inform the Ethics Committee immediately.

If a conflict of interest continues after the decision has been taken or the management, handling, or corresponding control, they must also be reported through the above channels.

	PG 046 Ethics Code and Standards of Business Conduct	Review Date: 2016-08-07
		Rev.04

Decisions concerning the existence of conflicts of interests with Executives will be evaluated by the Auditing Committee and subject to a final decision from the Board of Directors of Avianca Holdings S.A. The existence of conflicts of interests of Collaborators bound by an employment contract shall be resolved by the Ethics Committee of the Organization.

If the person involved in the decision is a member of the body that will make the decision they must be excluded from the vote. In any case, the act or operation that creates a conflict of interest may only be authorized when it does not harm the interests of the Organization, provided that market conditions that would apply if the act or operation had been performed with a third party are respected.

The authorization shall be in writing and must directly notify the involved parties. While the authorization has not been properly notified, those involved shall refrain from performing the act and/or the corresponding operation.

Notwithstanding the obligation to disclose the existence of a conflict of interest when it is present, the Organization shall have the powers to request annual statements from its Collaborators regarding the existence of conflicts of interest.

2.2.3. Exclusivity and Concurrency of Contracts

In fulfilment of the duty of good faith, the Executives and Collaborators bound by an employment contract are required to act diligently and with knowledge of the functions and duties assigned to them. The Executives (other than Board Members who are not bound by employment contracts) and Collaborators bound by an employment contract are bound to exclusivity whereby their attention and work capacity must be dedicated exclusively to the benefit of the Organization.

The Ethics Committee must authorize the participation of the executives (other than Members of the Board who are not bound by employment contracts) and the Collaborators bound by an employment contract, in other activities, such as providing consultancy services, acting as members of a board of directors of private companies or non-governmental non-profit or charitable organizations, volunteer services, educational activities whether they are legal representatives or alternates of a partnership or corporation, etc. The Committee will evaluate whether these activities represent a real or potential conflict of interest, or affect the work schedules assigned by the Organization as well as the performance in their activities. The Committee will assess the situation and issue a written authorization that will be added to their file or resume.

In any case, the external jobs, affiliations and activities which are authorized, may not be carried out in companies that are competitors of any of the companies of the Organization and would generate or may generate conflicts of interest with the Organization, or that the external employment, affiliation or activity has purposes that are not lawful under the law of the country concerned or are deemed morally punishable under the standard of conduct of the society in which these activities are performed.

Members of the Board of Directors of Avianca Holdings S.A. or any subsidiary company, unless they are bound as Employees, must submit the conflict of interest to the Auditing Committee for their information, deliberation and decision

	PG 046 Ethics Code and Standards of Business Conduct	Review Date: 2016-08-07
		Rev.04

2.2.4. Relations with Suppliers, Contractors and Customers

The Organization will in specifically monitor that its contractors, suppliers and customers are respectful of applicable laws on labor, the environment, occupational health and safety in the country where they work, and encourage them to adopt codes of ethics.

The Organization in its business practice will not contract services or supplies on behalf of the Organization with contractors and suppliers that have been linked to an investigation into money laundering, drug trafficking or corruption practices that are in progress, or have been convicted of being engaged in illegal activities or violation of the laws that apply to them.

In furtherance of their functions, Collaborators must assess and distinguish the courtesies they receive from contractors, suppliers and customers which help them build business relationships, from other efforts aimed at obtaining preferences and advantages in favor of the contractor, supplier or partner or that may compromise the impartiality of the Collaborator in the performance of their duties and responsibilities. When in doubt about whether receiving and/ or giving courtesies, the Collaborator must not receive or give anything and the final decision should be consulted with the Director of the area and/or the Ethics Committee or the Auditing Committee.

Collaborators must refrain from receiving or giving gifts, or accepting money, loans, services, gratuities, free entertainment, goods, hospitality or favors that constitute some form of reward for the function performed, or which may interfere with the impartiality and handling of the matters under their charge using strictly professional criteria. Collaborators must make purchasing decisions based on the best value in terms of total cost, quality and service. Similarly, the Organization rejects any practice consisting in the offering of commissions, bonuses or other remuneration to the Executives and Collaborators bound by an employment contract by any other company or agency, in order to procure business for the Organization in compliance with the regulations applicable to them.

The aforementioned information will be incorporated into contracts with contractors, consultants and suppliers.

Collaborators will adjust their conduct to the following statements:

As a Collaborator y act with Honesty when I refrain from:

- Offering, promising, paying and/or accepting bribes in any form including favors or gratuities from any natural or legal person (including authorities, business partners or suppliers) in order to expedite procedures, benefits, or retain business, for my own benefit or that of the organization.
- Receiving gifts or accepting money, loans, services, goods, hospitality or favors that constitute some form of reward for the function I perform, or that could interfere with my professional judgment.
- Favoring contracting with natural or legal persons, public or private, in which I directly or through another person, or relatives or close friends, have an interest, notwithstanding compliance with the obligations of disclosure of conflicts of interest.

- Influencing for a family member to be employed, without taking into account the profiles and employment policies established by the organization and/or outside the established hiring procedures.
- Unduly using information of the Organization to which I gave access, whether or not it is privileged or confidential, to obtain an advantage or favor the interests of individuals or third parties.
- Carry out political proselytism within the Organization.

2.3. EXCELLENCE

With discipline, intelligence and proactivity we seek perfection in the smallest details and the biggest challenges. We are committed to agility, innovation and quality.

To ensure the implementation of value of Excellence and to earn the loyalty of our existing and potential travelers, as Collaborators we work hard, so that the service we deliver is perceived by those we serve as safe, friendly, timely and agile.

During our trips, we must comply with Company policies aimed at providing special services and superior care to customers with disabilities.

With discipline and pro-active intelligence, we seek perfection in the smallest details and the biggest challenges. We are committed to agility, innovation and quality.

Collaborators will conduct themselves according to the following statements:

As a Collaborator I act with Excellence when:

- I have clarity about my goals, functions and the processes and policies of the Organization, applying them consistently.
- I anticipate the needs of my clients with innovative and creative ideas that exceed their expectations.
- I do my job right the first time.
- I vouch for my human and professional development, for my personal image and appearance as well as the order and cleanliness of my work station.
- I make responsible use of the resources and tools that I am assigned by the Organization to carry out my work.

2.4. PASSION AND WARMTH

We win over hearts and affection, by incorporating a warm enthusiasm to our work. What we do reflects our deepest beliefs. We ensure that our service makes people happy and that brings us great satisfaction.

The Organization and its Collaborators develop the values of Passion and Warmth with the commitment to provide our customers a cordial service of the highest quality. As a Collaborator I will be attentive, kind, trustworthy and warm, both internally and externally.

Collaborators shall adjust their conduct according to the following statements:

As a Collaborator I act with Passion and Warmth when:

- I always welcome people with my best smile, look them in the eye and listen to their needs.
- I present alternative solutions with a positive attitude and personalized treatment.
- I enjoy my work and share this feeling with others.
- I take advantage of improvement opportunities shared by other and value their congratulations.

2.5. ONE TEAM

We are one team. We care for and support each other. We create close links with those around us. We honor our teammates and those we serve. Combining our talents, we deliver inspiring experiences on every journey, every day.

The Organization and its Collaborators are one team. We care for and support each other. We create close links with those around us. We honor our teammates and those we serve. We combine our talent to deliver inspiring experiences on every trip and every day.

Collaborators will adjust their conduct according to the following statements:

As a Collaborator I work as a Team when:

- I communicate openly and permanently with empathy.
- I fulfill my duties, welcoming contributions from my colleagues and the decisions adopted as a group.
- I share my experiences, knowledge and points of view.
- I acknowledge the achievements of my colleagues and the team.
- I attend and participate in Company activities.

	PG 046 Ethics Code and Standards of Business Conduct	Review Date: 2016-08-07
		Rev.04

CHAPTER III. ETHICS COMMITTEE AND COMPLIANCE WITH THE CODE

3.1. Ethics Committee

3.1.1. Objective

In order to ensure compliance with the provisions of the Code of Ethics, its correct interpretation, and to resolve any conflict of interest, the Organization will form an Ethics Committee composed of:

- Vice President Human Talent
- Director of Human Talent Colombia and Europe and/or Director of Human Talent CAM, Director of Human Talent SAM
- Secretary / General Counsel
- Ethics Line Office

Each member of the Committee will designate an alternate who will replace them during temporary absences.

3.1.2. Meetings

The Committee will meet quarterly, according to the annual schedule defined at the first meeting of each year.

Notwithstanding the foregoing, extraordinary meetings may be held when situations that require consideration by this Committee are detected. In this case, the meeting may be summoned by any of the members.

Meetings may be held in person or distance meetings.

The Committee may take decisions with the presence of a majority of its members.

The Committee shall appoint a Secretary from among its members, who will draw up the minutes of the meetings and control the appropriate documentation. The minutes of the Committee must be signed by the Committee members present at the meeting.

3.1.3. Functions

The Ethics Committee shall have the following functions:

- a) To answer the questions and concerns that Collaborators have about the interpretation of the Code, responding in writing.
- b) To know and analyze infringements, complaints and allegations, reported through the channels defined by the Organization for this purpose and maintain confidentiality, ensuring speed and fairness in development of the investigation.

- c) Evaluate, process, decide and report situations that could constitute a conflict of interest for Collaborators bound by employment contracts, except those involving people who due to their administrative level should be dealt with by the Auditing Committee, in accordance with the provisions of paragraph d) of this section and make decisions in relation thereto and inform the person involved.
- d) Inform the Auditing Committee of Avianca Holdings S.A. and the Auditing Committee of Aerovías del Continente Americano S.A. Avianca, when an Executive bound through that company, is involved in situations of which he or she becomes aware that could cause a conflict of interest of the Executives.
- e) Inform the Auditing Committee of Avianca Holdings S.A. and the Auditing Committee of Aerovías del Continente Americano S.A. Avianca, situations that are known to the Committee, regarding possible illegal acts or fraud and which the Committee considers materially significant, and in which any Collaborator is involved.
- f) Inform the Auditing Committee of Avianca Holdings S.A. and the Auditing Committee of Aerovías del Continente Americano S.A. Avianca if necessary, of any reports received through the various channels, about the possible breaches of the duty of transparency in the financial disclosure involving any company of the Organization.
- g) Authorize the participation of Collaborators bound by employment contracts in teaching activities.
- h) Establish communication with the contracting Companies of related third parties to ensure compliance with the Code of Ethics, when applicable, and jointly seek the solution to any conflicts of interest that arise.
- i) Submit the recommendations it adopts in relation to administrative investigations and/or sanctions to be imposed by hiring companies to the Vice Presidency of Human Talent, so it coordinates with the relevant administrative bodies, to the Collaborators bound by employment contracts that may be involved or are involved in conduct contrary to this Code.
- j) Transfer to the Secretary General/General Counsel, the coordination of administrative actions it deems necessary in order to implement the recommendations of the Committee in relation to conducts known to it that involve suppliers of the Organization and, if applicable, apply penalties for the breach of subscribed contracts.
- k) Further confirmation by the Collaborators on the declaration of the existence conflicts of interest.
- l) Define the dissemination plan of the Code of Ethics and monitor its compliance.
- m) Review the text of the Code on a yearly basis and submit the changes it deems appropriate to the Board of Directors for their adoption.
- n) Any other activities defined by the Auditing Committee

- o) Ensure compliance with the principles and commitments contained in the Code.
- p) Submit a quarterly report to the Auditing Committee containing, among other information, the details about the number of complaints received through the report line, classification or type, ongoing investigations, number of cases opened, and identification of needs of adjustment for the internal control processes.
- q) Ensure the control and resolution of claims received during the year.
- r) Ensure the implementation of corrective actions according to the claims received.

3.1.4. Resolution of Conflicts of Interest

In the case of a conflict of interest involving the President or a member of the Board of Directors, the Auditing Committee will preliminarily assess the situation and report to the Board of Directors, who shall adopt any corrective measures required and will decide on the conflict, issuing written authorizations.

3.1.5. Complaint reception and processing system

The organization will have an Ethical Line so that the Collaborators can openly, confidentially or anonymously send, reports or concerns about violations to the Code of Ethics, behaviors and situations they consider to be unethical, and that go against the established rules or matters arising in the Organization related to the breach of rules, procedures, regulations, policies, and standards of conduct including anti-corruption standards.

The following mechanisms are available for reporting violations of the Code:

Mechanisms: Collaborators, Customers and Suppliers:

Via our web portal: <http://aviancaholdings.ethicspoint.com>

By written communication sent to Avenida Calle 26 No. 59-15, 6th Floor, Ethics Line Office in Bogota, Colombia.

We invite our Collaborators to talk to their bosses or supervisors in case of any doubt regarding the best course of action in the event of a specific situation.

In addition to the aforementioned channels, complaints and reports can be submitted directly to the Head or Manager of the Area, Area Director, Area Vice President, or directly to the President of the Organization and/or other members of the Administration. Whoever receives information in this regard should pursue the matter immediately with the Ethics Committee and if deemed necessary with the Auditing Committee.

People who use the Ethics Line must ensure the validity of the information they provide, and provide sufficient detail to allow an investigation to be instigated.

	PG 046 Ethics Code and Standards of Business Conduct	Review Date: 2016-08-07
		Rev.04

The Ethics Committee will receive reports of claims received through the Ethics Line and other complaint mechanisms designed by The Organization, assess each case and take the necessary corrective measures to support the areas of Human Resources, General Secretariat and Internal Affairs.

3.1.6. Protection of the Information and the Informer

No Executive or Collaborator bound by an employment contract may display hostile acts and behaviors against, or harass any external person, customer, supplier, contractor, or Collaborator that makes use of the Ethics Line, that submits a claim or reports, or that submits statements that affect a Collaborator or any other person.

Any act of retaliation, harassment or discrimination will be considered a serious violation to the Code of Ethics and constitute just cause for termination of the employment contract or relation of the Collaborator bound by an employment contract and the Executives.

No action will be taken against those who in good faith have reported facts or irregularities that are later refuted by subsequent research and verification.

Subject to legal exceptions, no member of the Auditing Committee, Ethics Committee, Executive or Collaborator bound by an employment contract, who in the exercise of their function is aware of complaints or claims, can disseminate them either partially or totally.

3.1.7. Sanctions for breaching the Code

Noncompliance of the Code by the members of the Board of Directors of Avianca Holdings S.A., or any of its subsidiaries, will be evaluated in first instance by the Auditing Committee and once the facts have been verified, will be made known to the other members of the Board of Directors so that they may adopt any appropriate decisions.

Noncompliance of the Code by the Executives (excluding members of the Board of Directors), and by the Collaborators who are bound by an employment contract will be considered a breach of their contractual obligations. As a penalty, the procedure provided in the Internal Work Regulations, the Collective Labor Convention or the Voluntary Benefits Plan, if applicable, and /or the document that replaces it in the company which is part of the Collaborator will apply.

Noncompliance of the Code by the suppliers and contractors will be evaluated and if appropriate sanctioned according to the terms of the subscribed contracts.

3.1.8. Prevalence of this Code over the internal policies of each company

In the event of conflict between the provisions of this Code and internal policies of each company in the Organization, the provisions of this Code shall prevail.

Executives will be responsible for harmonizing the policies of the Organization with the contents of this Code.

	PG 046 Ethics Code and Standards of Business Conduct	Review Date: 2016-08-07
		Rev.04

3.1.9. Prevalence of the Law over the regulations of this Code

In case of conflict between the regulations of this Code and applicable law, the law shall prevail.