

## **COPA HOLDINGS, S.A. - CORPORATE DISCLOSURE POLICY**

### **Statement of Commitment to a Consistent Disclosure Policy**

Copa Holdings, S.A. ("the Company") commits to providing timely, transparent and credible information to the investing public consistent with legal and regulatory requirements. It is imperative that disclosure be consistent in good times and bad, that selective disclosure is avoided at all times and that all parties in the investment community have fair access to information.

The goal of this disclosure policy is to develop and maintain- realistic investor expectations by making all required disclosures on a broadly disseminated basis as defined in Regulation Fair Disclosure (Reg. FD), Regulation G and the New York Stock Exchange-listed company requirements. Failure to achieve this purpose could result in significant liability for the company and, in some instances, certain employees.

### **Whom and What This Policy Covers**

This policy covers all employees and board members of the Company and its subsidiaries. It covers disclosures in SEC-filed documents, statements made in the company's annual and quarterly reports, news and earnings releases, communication between the company and analysts, investors and the news media, senior management speeches and presentations and information contained on the company's web site and intranet.

This policy also prohibits all employees from discussing material, nonpublic company matters or developments with anyone outside the company (including family members, relatives or friends), except as permitted by this policy.

Nothing in this policy shall be construed as prohibiting an employee from complying with local, state and federal laws and regulations, including those dealing with reporting emergencies, to appropriate non-company agencies.

### **Material Information**

It is impossible to provide a complete definition of what constitutes "material" company information. Under the federal securities law, information is material if its disclosure is likely to have an impact on the price of a security, or if a reasonable investor would want to know the information before making an investment decision. In other words, the information is material if it would alter significantly the total mix of information regarding the security. Both positive and negative information can be material, as well as information that forecasts whether an event may or may not occur. Any questions concerning the materiality of particular information should be resolved in favor of materiality. Examples of material information about our company include, but are not limited to:

- Announcement of earnings or losses;

- An actual change in earnings or in forecasted earnings that is higher or lower than the forecast;
- The launch of a new product, service or business;
- A pending or prospective merger, acquisition or tender offer;
- The purchase or sale of significant assets, or a significant subsidiary;
- The gain or loss of a substantial customer or supplier; and;
- Major changes in senior management

## **Confidentiality**

The maintenance of confidentiality is essential to the company, both legally and practically. Accordingly, the disclosure committee (as defined below) will take steps to ensure that material and other sensitive information will be carefully handled in order to avoid "selective disclosure." In addition, to avoid selective disclosure, the committee will be responsible for the timing of release of material information.

## **Selective Disclosure**

Selective disclosure is the disclosure of material, nonpublic information to any individual or group prior to the broad public dissemination of that information. It is against the law and company policy to selectively disclose material, nonpublic information to people or groups outside the company at any time, unless those people are covered by confidentiality and nondisclosure agreements.

## **The Roles and Responsibilities of the Disclosure Committee**

The Company has established a disclosure committee as suggested in Section 404 of the Sarbanes-Oxley Act to assist the Chief Executive Officer, Chief Financial Officer and Audit Committee in preparing the disclosures required under the Securities Exchange Act of 1934, as amended (including by helping to ensure that the disclosures are accurate, complete, timely and fair), and to help ensure that the company's disclosure controls and procedures are properly implemented. This committee consists at a minimum of the Legal Director, Chief Accounting Officer, Investor Relations Director and Manager of Corporate Communications, with the committee reporting to the chief financial officer. In addition to assessing the accuracy and completeness of Form 20-F and Earnings Releases filed on Form 6-K and news releases reporting material information, and the process of public dissemination of information, the committee will decide when material developments justify public release, make recommendations to the chief executive officer on disclosure policies and meet as situations dictate.

It is essential that the disclosure committee be fully apprised of all material company developments in order to evaluate and discuss those events to determine the appropriateness and timing for public release of information or whether the information should remain confidential, and if so, how the internal information is controlled.

The role of this committee should not be construed as conducting normal investor relations activities by committee. It will systematically review the company's prior material disclosures in SEC filings and other public statements to determine whether any updating or correcting is appropriate. The committee will periodically review and update this policy, if needed.

### **Designated Spokespersons and Their Responsibilities**

Those designated in Reg FD as "covered persons" by the rule are senior management, members of the board of directors, investor relations professionals and others who regularly interact with securities market professionals, securities holders and the news media. Those authorized by this policy to speak on behalf of the company are the chairman, chief executive officer, the chief financial officer, the investor relations director and the corporate communications manager. Other employees of the company may be designated from time to time to speak on behalf of the company or to respond to specific inquiries from the investment community or the media. A spokesperson in each of the company's subsidiary operations will be designated to respond to local media queries with approval of the corporate communications officer.

### **Instruction to Employees Who Are Not Authorized Spokespersons**

Employees, other than those authorized to speak on behalf of the, company, are instructed that they are not to respond, under any circumstances, to inquiries from the investment community or the media unless specifically authorized to do so by an authorized spokesperson to ensure consistent disclosure and avoidance of selective disclosure.

Employees who are not authorized spokespersons who receive either direct or indirect inquiries from investors or the news media must refer all such inquiries to the appropriate, designated corporate investor relations or communications officer.

### **Policy on News Releases**

A news release will be issued on new material developments, unless the disclosure committee determines that such developments should remain confidential for the time being and appropriate control of that insider information is instituted along with insuring that insider trading on such information is prohibited.

Any new material information that is to be intentionally discussed or presented in any meeting or conversation with analysts or investors will be preceded by the issuance of a broadly disseminated news release. If new material information is unintentionally disclosed in such a meeting or discussion with a member or members of the investment community, the company will promptly (within 24 hours) issue a news release containing that information and will post that information on its website. To the extent practicable, the investment relations officer or someone intimately familiar with the

Company's disclosure record will accompany senior management officers in any meetings or discussions with analysts or investors in order to, at a minimum, monitor the conversation for any unintentional disclosure of new material information and to facilitate getting that information released promptly.

In compliance with Reg G, an earnings release will be furnished on a Form 6-K within five business days from its release. However, under normal circumstances the company will attempt to furnish its earnings release under on Form 6-K prior to its earnings conference call to avoid, under the 48-hour exemption rule, having to furnish a transcript of the conference call on Form 6-K should new material information be discussed during the call. The company, however, will post that information promptly on its Web site.

The company will reconcile non-IFRS information to IFRS equivalent information in the earnings release and will promptly post that information on its website, in accordance with Reg G requirements. If non-IFRS information is discussed in the earnings conference call, the company will maintain the conference call on its Web site for one year. In the case of the Company, IFRS refers to the International Financial Reporting Standards, as issued by the International Accounting Standards Board in accordance with Regulation G.

### **Conduct of Conference Calls**

The company makes a practice of holding open, publicly accessible conference calls to discuss quarterly financial results and other significant events that arise during the course of its business. Normally, with regularly scheduled conference calls, the company will issue a news release at least one week in advance announcing the date time of the call and how to access the call. Since the company normally discusses non-IFRS information in the call, the release will provide the location on the company's website where the required reconciled information will be available. The Company will use its "push technology" to notify investors who have requested to be informed of upcoming conference calls.

Analysts will have teleconference access to the call so they may participate in the question-and-answer part of the call. All others may listen to the call via the Internet on the company's website. The company will attempt to respond to as many questions as possible as time may allow.

### **Investor Meetings**

The company makes a practice of responding to analysts and investor inquiries in the form of phone conversations, one-on-one meetings with the investor relations officer and other members of the senior management team, and meetings with groups of analysts and investors. The purpose of these meetings is for investors to gain a better understanding of the strategies and fundamentals of the Company, as well as to give analysts and investors the opportunity to personally meet and assess management. The Company will not disclose material, nonpublic information selectively in these meetings. The Company also participates in a number of both

Company-hosted and analyst-hosted conferences and other meetings, as schedules permit. A designated member of the investor relations staff will be present at all meetings held with analysts and investors. In the case of conferences or company-hosted presentations, every effort will be made to announce publicly that the presentation will be held and to webcast the presentation.

### **Responding to Market Rumors**

So long as it is clear that the company is not the source of a market rumor, the company's spokesperson will respond consistently to rumors saying, "It is our policy not to comment on market rumors or speculation." Should the New York Stock Exchange require the Company to make a definitive public statement in response to a market rumor that is causing significant volatility in the stock, the disclosure committee will consider the matter and make a recommendation to the Chief Executive Officer on whether to make an exception to this policy.

Rumors about the Company that are posted in Internet chat rooms are covered by this policy. Employees should not respond to rumors about the Company found in Internet chat rooms, and all rumors should be referred to designated Company spokespeople for appropriate action.

### **Handling Projections That Are Identified as Forward-Looking**

The company will, from time to time, provide forward-looking information to enable the investment community to better evaluate the company and its prospects for performance. The company will provide analysts and investors with certain forecast information with respect to revenue projections, pricing and profit margin information, and projected demand market potential for its services on a quarterly or annual basis. When making such forward-looking statements, the company will use the safe harbor as prescribed in the 1995 Private Securities Litigation Reform Act.

A forward-looking statement made in the company's written disclosures will be accompanied with meaningful cautionary language that warns investors that there is a risk the statement could change materially. In the case of oral statements, the company will refer to the risk factors enumerated in the other readily available written documents.

### **Providing Earnings Guidance to Analysts and Investors**

The company will attempt to provide in its earnings release a reasonable range of earnings estimates and underlying assumptions for the forthcoming year and may provide such guidance for the forthcoming quarter. It is the company's policy to update the range of estimates should it become likely that the range will change materially. That update will be done in a widely disseminated news release. The company may confirm its earlier guidance during the quarter so long as it has not changed materially. However, as the quarter progresses, once the company has a clearer fix on the financial or business related results for the quarter, it will no longer comment on its previous earnings guidance without first issuing a news release providing an update for the quarter.

The company will not comment on an analysts estimate(s) in relation to the company's range of estimates except to refer the analyst to what the company has stated publicly. In the case of an analyst whose estimate is well above or below the range of current analysts' estimates, the company may call the analyst and simply suggest that he or she look at what the company has publicly released but not go beyond that in terms of questioning the analyst's assumptions, etc.

The company will also provide other forms of guidance that may aid analysts and investors in making their own estimates or in making an investment decision. Such guidance may include:

- Qualitative statements about market conditions;
- Trend information that may affect the business of the company;
- Industry-specific information;
- Qualitative statements about high level measures such as revenues, customers, etc.;
- Estimates or forecasts of factors that may drive earnings but not all factors that may be in the company's internal financial forecast.

### **Quiet Period**

The company will begin a quiet period commencing as soon as quarterly or year-end earnings are known and continuing until earnings are publicly released. During the quiet period, though it is preferable to avoid investor meetings, the company may choose to participate in investor phone calls, meetings or conferences, but it will not discuss current operations or results of the business.

### **Reviewing Analysts' Draft Models or Reports**

The company will review, upon the analyst's request, his or her earnings model or report only for factual accuracy of information that is in the public domain. The analyst, under the analyst conflict-of-interest rules in Sarbanes-Oxley, cannot provide the company his or her recommendation or price target for the company's stock.

### **Analysts and Investors Access to Information and Company Officials**

The company will provide fair access to company information and officials within the limits of its time and resources. All analysts and investors will at least have access to the company's investment relations officer and department. Requests for meetings with senior management will be met as schedules permit and may be determined by such criteria as the number of shares an investor holds in the company's securities, an analyst's or investor's knowledge of the company and the industry or industries in which the company operates, and how often the analyst or investor has met with top Officials in the company.

Under no circumstances will the company deny an analyst or investor access to company information or officials on the basis of a negative recommendation on the Company's stock or a decision to sell the Company's stock.

## **Distributing Analysts' Reports**

Under no circumstances will the company distribute analysts' reports to the investing public. Instead, the company will post on the investor relations section of its website the names and firms of analysts who are currently covering the company.

## **Providing Material Information to the Media**

While the media are not covered under Reg. FD, the company's policy is that the media will receive new material information at the same time the investment community and the public receive it. Therefore, the company will not engage in providing any exclusive stories to the media of upcoming material events that have not been publicly announced.