

## Ethics Policy and Code of Conduct

### Company Policy

#### 1. Policy

1.1 The Auckland Airport Company Vision includes the commitment that we will be:

**Ethical** – engaging in sound practices, respecting others  
and accepting responsibility for our behaviour.

1.2 In support of this Vision, the Board of Directors of Auckland Airport has adopted this ethics policy and code of conduct. This code governs both Auckland Airport's operations and the conduct of Directors, employees, consultants and all other people when they represent Auckland Airport. Auckland Airport expects its Managers to lead by example. In this regard, Auckland Airport Managers must perform their duties in accordance with this code and ensure that the ethical standards and responsibilities set out herein are communicated to all of the people reporting to them.

1.3 Any failure to act in accordance with this code may result in disciplinary action being taken, and could lead to dismissal.

1.4 This code deals with:

- (a) responsibilities to the shareholders of Auckland Airport;
- (b) responsibilities to customers and suppliers of Auckland Airport, and other persons using the Airport;
- (c) responsibilities to the community;
- (d) responsibilities to ourselves and each other;
- (e) reporting concerns; and
- (f) review procedure.

#### 2. Responsibilities to Shareholders

2.1 **Confidential Information:** Auckland Airport employees must not disclose any confidential information about Auckland Airport to any person except on a "need-to-know" basis, and must not disclose any confidential information to any person who is not an Auckland Airport employee unless that person has entered into a confidentiality agreement.

2.2 **Insider Trading:** Auckland Airport employees must comply with Auckland Airport's Insider Trading Policy.

2.3 **Public Statements:** Auckland Airport employees must not, without authority, directly or indirectly state that they are representing Auckland Airport or its position in respect of any

matter. Employees are also referred to Auckland Airport's Disclosure and Communications Policy.

- 2.4 *Accounting Practices:* Auckland Airport employees must ensure that all Auckland Airport accounting records accurately and fairly reflect, in reasonable detail, the relevant underlying transactions, and all assets and liabilities of Auckland Airport. Accounting records must be maintained in accordance with generally accepted accounting practice and any policies set by the Board.
- 2.5 *Co-operation with Auditors:* Auckland Airport employees must fully co-operate with the internal (if any) and external auditors of Auckland Airport, and must not mislead or conceal any relevant information from those auditors.

### 3. Responsibilities to Customers, Suppliers and Other Persons

#### 3.1 *Unacceptable Payments:*

- (a) Bribes, inducements or other illegal payments must not be made to, or for the benefit of any Government official (of any country), customer, supplier or any other party in connection with obtaining orders or favourable treatment or for any other purpose.
- (b) Auckland Airport Directors and employees must not seek or accept any type of compensation, fee, commission, gift, entertainment or other gratuity (each a "Gratuity") from a third party in connection with Auckland Airport's operations which go beyond common courtesies associated with general commercial practice. No Director or employee of Auckland Airport may accept a Gratuity exceeding \$250.00 in value without first obtaining approval in writing so to do as follows:
- i. Any employee other than the Chief Executive and the Chief Executive's direct reports, from the employee's General Manager.
  - ii. Any direct report to the Chief Executive, from the Chief Executive.
  - iii. Any Director other than the Chairman and the Chief Executive, from the Chairman.
  - iv. The Chairman, from any other Director.

Details (including the written approval required above) of any Gratuity exceeding \$250.00 in value received by a Director or employee shall be provided to the Corporate Secretary by the recipient of the Gratuity. The Corporate Secretary shall maintain a register recording the details. The details entered into the register shall be submitted to subsequent Board meetings for the information of Directors.

This is to ensure that the offer or acceptance of a Gratuity cannot create an obligation or be construed or used by others to allege favouritism, discrimination, collusion or similarly unacceptable practices by Auckland Airport. If there is any doubt as to whether a Gratuity may fall within this provision, full details of the background of the Gratuity must be reported to the Corporate Secretary.

- 3.2 *Treatment of Other Persons:* Auckland Airport employees must treat customers, suppliers, other employees and all other persons using or associated with the Airport or Auckland Airport with courtesy and dignity. This includes:

- (a) not discriminating against any person on the grounds of gender, marital status, religion, race, colour, ethnic or national origins, disability, age, political opinion, employment status, family status or sexual orientation;
  - (b) not sexually harassing any person (Auckland Airport employees are referred to Auckland Airport's harassment procedure if they feel they are being sexually harassed); and
  - (c) at all times using appropriate behaviour (including language) for the circumstances.
- 3.3 *Procurement:* Auckland Airport employees must ensure fair dealing between persons involved with Auckland Airport. In particular, Auckland Airport employees are referred to Auckland Airport's Procurement Policy.
- 4. Responsibilities to the Community**
- 4.1 Auckland Airport employees must comply with Auckland Airport's Environmental Policy, Sponsorship Policy and Donations Policy.
- 5. Responsibilities to Ourselves and Each Other**
- 5.1 *Performance of Duties:* Auckland Airport employees must perform their duties ethically, honestly, responsibly and diligently, and in the best interests of Auckland Airport.
- 5.2 *Compliance with Laws:* The operations of Auckland Airport must be conducted in compliance with all laws and regulations applicable in New Zealand and in each other jurisdiction in which operations are being undertaken. Compliance with the law means observing the letter and spirit of the law as well as managing the business of Auckland Airport so that Auckland Airport is recognised as a "good corporate citizen" at all times. In some cases, there may be uncertainty about which laws and regulations are applicable and there may be difficulties in interpreting laws. In such circumstances, employees should seek advice from Auckland Airport's Legal Counsel.
- 5.3 *Compliance with Auckland Airport's Policies:* Auckland Airport employees must familiarise themselves with and comply with Auckland Airport's Policies in carrying out their duties. Auckland Airport's Policies are available on Auckland Airport's intranet.
- 5.4 *Compliance with Delegated Authorities:* Auckland Airport's Board of Directors has delegated the responsibility for the management of the day-to-day operations and business of Auckland Airport to the Chief Executive. The Chief Executive has delegated the right to make financial and operational decisions, within certain defined limits, to other members of the Auckland Airport Management Executive. Auckland Airport employees may only act within the powers delegated to them by the Chief Executive. If you are unsure as to what your delegated authority is, you should ask your Manager. A full set of the delegated authorities is available on Auckland Airport's intranet.
- 5.5 *Political Contributions:* Political contributions (to any Government official, political party, political party official, election committee or political candidate) must not be made, whether directly or indirectly, on behalf of Auckland Airport without the prior approval of the Board.
- 5.6 *Use of Auckland Airport Assets:* Auckland Airport employees are responsible for taking all prudent steps to ensure the protection of Auckland Airport assets and resources, and to minimise the possibility of theft by any person. Auckland Airport employees must ensure

that Auckland Airport assets and resources are used only for the purposes of Auckland Airport and in accordance with appropriate authorisations.

5.7 *Outside Activities:*

- (a) Auckland Airport employees must not directly or indirectly engage in any activity which could by association cause Auckland Airport public embarrassment.
- (b) Auckland Airport employees must not engage directly or indirectly in any outside business activity involving commercial contact with, or work for the benefit of, Auckland Airport's commercial customers, suppliers or competitors without the prior written consent of the Corporate Secretary.

5.8 *Conflicts of Interest:*

- (a) Auckland Airport employees must not use their position, or any Auckland Airport information, for personal benefit independent from Auckland Airport's business, or to benefit any other business or person.
- (b) No Auckland Airport employee, or any related person of an Auckland Airport employee, may directly or indirectly have an equity interest in, or a significant beneficial connection with, any business or individual that competes with, or is a customer of or supplier to, Auckland Airport without the prior written consent of the Corporate Secretary. (Ownership of shares in a listed company that deals with or competes with Auckland Airport does not breach this provision, provided that no more than 1% of the shares in that company are involved.)

**6. Reporting Concerns**

- 6.1 *Protected Disclosures:* Auckland Airport is committed to the principles and practices set out in the Protected Disclosures Act 2001. If you learn of a breach of this code or any other of Auckland Airport's Policies, you should report that to Auckland Airport the Corporate Secretary. Auckland Airport will support any employee who makes any such disclosure in good faith, reasonably believing the subject matter to be true. Auckland Airport employees are referred to Auckland Airport's Protected Disclosures Policy.

**7. Review Procedures**

- 7.1 *Review:* This code will be reviewed by the Board of Directors annually. If you wish to make any comments, with a view to improving this code, please contact Auckland Airport's Corporate Secretary.