

Ethics and Code of Conduct Company Policy

Purpose

The standards maintained by Auckland International Airport Limited ("**Auckland Airport**") are critical to delivering our vision of being a great New Zealand business recognised as a world leader in creating value from modern airports. These standards include the commitment that we will act ethically by engaging in sound practices, respecting others and accepting responsibility for our behaviour. As such, all employees need to be aware of these standards and the conduct required of them.

Auckland Airport is also committed to building and fostering an inclusive culture in which diversity is valued and providing a workplace that is free from harassment and discrimination, as evidenced in our separate Diversity and Inclusiveness Policy.

Employees are expected to be aware of and comply with this ethics and code of conduct policy ("**Policy**"), as well as all other policies of Auckland Airport and relevant obligations set out in legislation. This Policy constitutes Auckland Airport's formal Code of Conduct/Code of Ethical Behaviour as required pursuant to the ASX Corporate Governance Council's "Corporate Governance Principles and Recommendations" and the NZX Corporate Governance Code 2019. Where breaches of this Policy occur, disciplinary action may be taken in accordance with the Disciplinary and Performance Coaching Policy. In serious cases this may include termination of employment.

Policy

This Policy 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's managers must perform their duties in accordance with this Policy and ensure that the ethical standards and responsibilities set out herein are communicated to all of the people reporting to them.

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

This Policy deals with:

- (a) responsibilities of Directors, managers and employees;

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- (b) standards of personal behaviour;
- (c) unacceptable behaviours;
- (d) equal employment opportunities;
- (e) discrimination, harassment and bullying;
- (f) unauthorised removal of property; and
- (g) responsibilities to shareholders and the financial community.

Responsibilities of Directors, managers and employees

Directors are responsible for:

- (a) leading by example to uphold the Policy; and
- (b) effectively and confidentially managing complaints regarding unacceptable behaviour and misconduct which are escalated to the Board.

Managers are responsible for:

- (a) ensuring employees complete regular training on this Policy in order to educate and ensure that their employees are aware of and adhere to Auckland Airport's policies and procedures;
- (b) leading by example to uphold the Policy;
- (c) effectively and confidentially managing complaints regarding unacceptable behaviour and misconduct;
- (d) ensuring that all work and employment practices comply with relevant legislation and policies; and
- (e) taking all reasonable and practicable steps to ensure the protection, safety and security of Auckland Airport's employees, premises, property and resources and to ensure that Auckland Airport's assets and resources are used only for the purposes of Auckland Airport and in accordance with appropriate authorisations.

Employees are responsible for:

- (a) their own behaviour and actions;
- (b) being aware of and adhering to Auckland Airport's policies, procedures and relevant legislation;
- (c) upholding the Policy; and
- (d) taking all reasonable and practicable steps to ensure the protection, safety and security of Auckland Airport's employees, premises, property and resources and to ensure that Auckland Airport's assets and resources are used only for the purposes of Auckland Airport and in accordance with appropriate authorisations.

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Standards of personal behaviour

All Directors, managers and employees are expected to do the following:

- (a) Maintain the highest levels of professionalism, honesty and personal integrity in all actions.
- (b) Comply with relevant laws and regulations: The operations of Auckland Airport must be conducted in compliance with all applicable laws and regulations (including, without limitation, any applicable economic sanction, protection of human rights, anti-money laundering and anti-corruption laws and regulations). 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.
- (c) Comply with Auckland Airport's policies: Auckland Airport's 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.
- (d) Perform their duties ethically, honestly, responsibly and diligently, and in the best interests of Auckland Airport and its shareholders and stakeholders.
- (e) Ensure that confidential information relating to Auckland Airport or its operations remains confidential at all times. This includes complying with the Disclosure and Communications Policy.
- (f) Treat customers, suppliers, other employees and all other persons using or associated with Auckland Airport with respect, courtesy and dignity.
- (g) Comply with division and department specific service standards.
- (h) Ensure that their behaviour or actions (directly or indirectly) do not cause public embarrassment or bring the image of Auckland Airport into disrepute.
- (i) At all times use appropriate behaviour (including language) and present a positive and professional image of themselves and Auckland Airport.
- (j) Maintain a standard of dress and appearance at work that is appropriate to the work environment including ensuring compliance with relevant uniform standards, guidelines and policies.
- (k) Take all prudent steps to ensure the protection of Auckland Airport's assets and resources, and to minimise the possibility of theft by any person. Auckland Airport's employees must ensure that Auckland Airport's assets and resources are used only for the purposes of Auckland Airport and in accordance with appropriate authorisations.
- (l) Proactively advise of any potential conflicts. Any conflict of interest should be disclosed to the General Counsel.

Auckland Airport understands that its employees may have business interests outside of their work. However, employees must manage those interests and potential conflicts as follows:

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- (a) 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 General Counsel.
- (b) Ensure fair dealing between persons involved with Auckland Airport. In particular, employees are referred to the Procurement Policy.
- (c) 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 and must ensure that they comply at all times with the Insider Trading Policy.
- (d) No employee, or any related person of an 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 General Manager – Corporate Affairs. 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.

Auckland Airport's employees may not accept or make unacceptable payments, and must comply with the following:

- (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's 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 to do so 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; and.
 - (iv) the Chairman, from any other Director.
- (c) 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 General Manager – Corporate Affairs by the recipient of the Gratuity. The General Manager – Corporate Affairs 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.

- (d) The restrictions in respect of Gratuities are to ensure that the offer or acceptance of a Gratuity cannot and does not 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 General Manager – Corporate Affairs.
- (e) 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.

Auckland Airport's employees may not deal with any person, entity, organisation, country or regime that would cause Auckland Airport to be in breach of any applicable economic sanction laws or regulations (including U.S. economic sanction laws).

Unacceptable behaviours

Unacceptable behaviour includes but is not limited to:

- (a) breach of relevant laws, regulations or Auckland Airport policies;
- (b) abuse (verbal, written or physical) or assault;
- (c) failure to adhere to safety and/or security procedures and standards;
- (d) discrimination including harassment, bullying or victimisation 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;
- (e) directly or indirectly stating or implying, without authority, that they are representing Auckland Airport or its position in respect of any matter; and
- (f) using recording devices, such as cameras, mobile telephones with cameras or voice recorders, without written permission from the relevant General Manager to capture and/or distribute images or voice recordings of:
 - (i) confidential, copyright protected or private documents or other material;
 - (ii) Auckland Airport facilities that are not accessible to the general public; and
 - (iii) any person, object, act or incident.

Equal employment opportunities

Auckland Airport is committed to ensuring equality of opportunity in all forms of employment and therefore reject discrimination on any grounds, including sex, marital status, religious belief, ethical belief, colour, race, ethnic or national origins, disability, age, political opinion, employment status, family status and sexual orientation.

Employment related decisions will be based on merit and the requirement of the position will be the primary focus.

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Judgement about people in the workplace will be based on the ability to perform the inherent requirements of the position.

Discrimination, harassment and bullying

Auckland Airport promotes a safe working environment and is committed to providing an environment for all staff where they are treated with respect and dignity, free from workplace bullying or violence. As part of our commitment to minimising the likelihood of harassment occurring, no written, electronic or pictorial material of a discriminatory nature is to be used or displayed in the workplace.

For the purposes of this policy, "discrimination" occurs when one person or group is treated less favourably than another.

The Employment Relations Act 2000 and the Human Rights Act 1993 make discrimination on the grounds of sex, marital status, religious belief, ethical belief, colour, race, ethnic or national origins, disability, age, political opinion, employment status, family status and sexual orientation unlawful.

The governing legislation and this Policy also extends to the provision of goods and services to customers.

"Harassment" is a form of discrimination and can take many forms. Broadly, harassment occurs when behaviour of or by another person or group:

- (a) is unwelcome or unwanted;
- (b) causes offense, intimidation or humiliation to the person experiencing it;
- (c) could be reasonably anticipated to cause offense, intimidation or humiliation; and
- (d) is a persistent pattern of behaviour or single event so serious as to have a detrimental effect on the conditions of that person's employment, job performance or opportunities.

Some forms of harassment may also constitute criminal behaviour, for example, sexual or physical assault. The employee's manager, the Human Resources team and SkyGate Security (where applicable) need to be promptly informed if you become aware that such behaviour has occurred.

"Bullying" is defined as:

- (a) repeated, unreasonable behaviour directed towards an employee or group of employees that creates or may create a risk to health and safety; or
- (b) a pattern of behaviour which has or may have the effect of injuring (either physically or psychologically) an employee or group of employees.

"Victimisation" occurs when someone is subjected to disadvantage as a result of making a complaint or allegation or being asked to assist in investigating a complaint of discrimination, harassment or bullying. Victimisation of anyone who has raised a complaint is unacceptable and will be subject to disciplinary action.

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If an employee has a harassment concern or complaint they should contact their manager or Human Resources immediately. Any complaint of harassment will be taken seriously and investigated. If the investigation finds that harassment has occurred, the disciplinary process will be initiated.

A complaint of discrimination, harassment or bullying is a serious matter. Frivolous or vexatious complaints will be managed in accordance with our Disciplinary and Performance Coaching Policy.

Managers are responsible for implementing this Policy and for modelling appropriate workplace behaviour, monitoring the workplace and intervening in any potential harassment situation of which they become aware.

Theft, fraud and removal of property

Theft, fraud (or the attempted theft or fraud) or unauthorised removal of Auckland Airport's property or the property entrusted to the care of Auckland Airport, or the use of Auckland Airport's technology or other equipment for unauthorised purposes will be treated as serious misconduct and will be managed in accordance with our Disciplinary and Performance Coaching Policy.

There may be occasions when Auckland Airport authorises the removal of items (eg, scrap materials). Such authorisation needs to be provided in writing by the appropriate department manager.

Other responsibilities to shareholders and the financial community

Auckland Airport is committed to adding long-term value to Auckland Airport's shares, having appropriate regard to the interests of all material stakeholders. Having regard to this purpose, the Board directs and monitors the management of Auckland Airport in accordance with the Board Charter.

Auckland Airport is committed to promoting investor confidence by providing forthright, timely, accurate, complete and equal access to information. Information will be disclosed to the markets in a timely manner and in accordance with the listing rules of the ASX and NZX and Auckland Airport's Disclosure and Communications policy.

Auckland Airport's employees must ensure that all of Auckland Airport's 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.

Auckland Airport's 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.

Responsibilities to the Community

Auckland Airport's employees will work constructively with members and representatives of the community in which Auckland Airport operates.

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Breach of this Policy

Employees are encouraged to report any breaches of this Policy to their manager immediately or to the Human Resources team or the General Counsel if more appropriate.

Where an employee breaches this Policy, action will be taken in accordance with the Disciplinary and Performance Coaching Policy. In serious cases, such action may include termination of employment.

Modern Slavery

Auckland Airport is committed to the principles and practices set out in the Modern Slavery Act 2018 (Cth). Auckland Airport will not tolerate human rights violations in our business or supply chain. Our approach is also guided by the United Nations (UN) Global Compact, the United Nations Universal Declaration of Human Rights, the UN Convention of the Rights of the Child and the International Labour Organisations (ILO) Core Conventions.

Protected Disclosures

Auckland Airport is committed to the principles and practices set out in the Protected Disclosures Act 2000. If an employee learns of a breach of this Policy or any other of Auckland Airport's policies, they should report that to the General Manager – Corporate Affairs. Auckland Airport will support any employee who makes any such disclosure in good faith, reasonably believing the subject matter to be true. Auckland Airport's employees are referred to Auckland Airport's Whistleblower Policy.

References

Disclosure and Communications Policy
Disciplinary and Performance Coaching Policy
Diversity and Inclusiveness Policy
Insider Trading Policy
NZX Corporate Governance Code 2019 (Recommendation 1.1).
Modern Slavery Policy
Modern Slavery Act 2018 (Cth)
Protected Disclosures Act 2001
Procurement Policy
Supplier Code of Conduct
Whistleblower Policy

Next Review

May 2023 (biennially as required by the NZX Corporate Governance Code 2019)

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