

Ethics and Code of Conduct Company Policy

1. 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.

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 (see our Diversity, Equity and Inclusion Policy).

All employees are required to be aware of and comply with this ethics and code of conduct policy (the "**Policy**"). This Policy constitutes Auckland Airport's formal Code of Conduct/Code of Ethical Behaviour as required by the ASX Corporate Governance Council's "Corporate Governance Principles and Recommendations" and the NZX Corporate Governance Code 2025. This Policy is not intended to prescribe an exhaustive list of acceptable and unacceptable behaviour. Rather, it is intended to facilitate decision making which is consistent with Auckland Airport's values, commercial goals and legal obligations.

2. Scope and Application

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 in this Policy are communicated to all the people reporting to them.

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

Responsibilities of Directors, managers and employees

Directors are responsible for:

- (a) leading by example to uphold the Policy; and

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- (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 (at least once every three years, or any time the Policy is materially amended) 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) complete training on this Policy (at least once every three years, or any time the Policy is materially amended) 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.

3. Standards of Behaviour

Standards of Personal Behaviour

All Directors, managers and employees are expected to:

- (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. 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;

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- (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. Any questions to ensure understanding should be raised with their manager;
- (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; and
- (l) proactively advise of any potential conflicts. Any conflict of interest should be disclosed to the Head of Legal.

Unacceptable behaviours

Unacceptable behaviour includes but is not limited to:

- (a) breach of relevant laws, regulations or Auckland Airport policies;
- (b) a finding of 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, to represent Auckland Airport or its position in respect of any matter;

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- (f) using recording devices, such as cameras, mobile telephones with cameras or voice recorders, without written permission from the relevant Chief Officer 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 object, act or incident; and
- (g) 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. Theft and fraud will be treated as serious misconduct and will be managed in accordance with our Disciplinary and Performance Coaching Policy.

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. Auckland Airport has zero tolerance for Bullying, Discrimination or Harassment. Victimisation of anyone who has raised a complaint is unacceptable and will be subject to disciplinary action. The governing legislation and this Policy also extend to the provision of goods and services to customers.

- **"Bullying"** is:
 - (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.
- **"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. No written, electronic or pictorial material of a Discriminatory nature is to be used or displayed in the workplace.
- **"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.

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- **"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.

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

If an employee has a harassment concern or complaint they should contact their manager or People Experience 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.

4. Conflicts of Interest and Gifts

Managing Conflicts of Interest

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:

- (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 Head of Legal;
- (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. Employees must ensure that they comply at all times with the Insider Trading Policy; and
- (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 Chief Risk & Corporate Services Officer. 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.

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Receiving Gifts and Other Advantages

Bribery and corruption are never acceptable. Auckland Airport's employees may not accept or make unacceptable payments (or be perceived to make or accept 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 \$500.00 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 Chief Officer;
 - (ii) any direct report to the Chief Executive, from the Chief Executive;
 - (iii) any Director other than the Chair and the Chief Executive, from the Chair; and
 - (iv) the Chair, from any other Director;
- (c) details (including the written approval required above) of any Gratuity exceeding \$500.00 in value received by a Director or employee shall promptly be provided to the Chief Risk & Corporate Services Officer by the recipient of the Gratuity. The Chief Risk & Corporate Services Officer 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 Chief Risk & Corporate Services Officer;
- (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; and
- (f) 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).

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5. Our Responsibilities

Our 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.

Our Responsibilities to the Community

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

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 Global Compact, the United Nations Universal Declaration of Human Rights, the United Nations Convention of the Rights of the Child and the International Labour Organisations (ILO) Core Conventions.

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 basis for employment decisions.

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6. Administering this Policy

Breach of this Policy

Employees are encouraged to report any breaches of this Policy to their manager immediately or to the People Experience team or the Head of Legal 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.

Protected Disclosures

Auckland Airport is committed to the principles and practices set out in the Protected Disclosures (Protection of Whistleblowers) Act 2022. If an employee learns of a breach of this Policy or any other of Auckland Airport's policies, they should report that to the Chief Risk & Corporate Services Officer. 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, Equity and Inclusion Policy
Insider Trading Policy
NZX Corporate Governance Code 2025 (Principle 1)
Modern Slavery Policy
Modern Slavery Act 2018 (Cth)
Protected Disclosures (Protection of Whistleblowers) Act 2022
Procurement Policy
Supplier Code of Conduct
Whistleblower Policy

Next Review

April 2028 (every two years as required by the NZX Corporate Governance Code 2025)

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