

## TAV AIRPORTS HOLDING CO.

Our company's

**-Anti-Bribery Policy** and

**-Fraud Policy**

can be found in the relevant sections of the **"Ethics & Compliance / Groupe ADP Code of Conduct"** provided below.

## DISCLOSURE POLICY

### Objective

TAV AIRPORTS HOLDINGS INC (TAV)'s main disclosure policy is to share information on the performance and expectations of TAV within the scope of generally accepted accounting principles and Capital Market Legislation (CML), in a fair, complete, accurate and comprehensible way with shareholders, investors and analysts (capital market participants) equally and to always keep an active and open dialogue available. Except trade secrets, TAV believes that to share information about activities and related strategies, critical subjects, risks and growth opportunities with public will create a more efficient market for Company's capital markets instruments.

TAV complies with the Turkish Commercial Code, the Capital Markets Legislation and Capital Markets Board (CMB) and Borsa Istanbul (BIST) Regulations with respect to public disclosure and also complies with CMB Corporate Governance Principles.

TAV Disclosure Policy is prepared within the framework of the relevant regulations of the Turkish Commercial Code, Capital Markets Legislation, the regulations of the Capital Markets Board and Borsa Istanbul to comply with the CMB Corporate Governance Principles and has been accepted by the Board of Directors and announced to the all stakeholders via TAV Website (<http://www.tavyatirimciiliskileri.com> and <http://ir.tav.aero>).

### Scope

Disclosure Policy applies to TAV and all of its subsidiaries and related entities, employees and advisers and it regulates the written and oral communication between TAV and the capital market participants.

## **Responsibility**

The Board of Directors is responsible from enforcing, supervising and developing the Disclosure Policy. **Investor Relations Department** is charged with observing and controlling all issues concerning the Public Disclosure Policy.

### **4. Methods and Means of Public Disclosure**

TAV's methods and tools of public disclosure, without prejudice to the CML, Borsa Istanbul Regulations and Turkish Commercial Code (TCC) are as follows;

1. Material Event Disclosures submitted to PDP (Public Disclosure Platform) with English translations made electronically available to local and foreign investors and analysts.
2. Financial statements and footnotes, independent audit reports, declarations, quarterly announcements and annual reports that are sent to BIST and PDP periodically which are also made available in Turkish and English versions on our Website
3. Announcements and disclosures made via the Turkish Trade Registry Newspaper and daily newspapers (prospectus, circulars, announcement for general assembly etc.)
4. Press releases via printed and visual media tools
5. Declarations to data vendors
6. Analyst meetings and interviews made face to face or via tele-conferences with capital market participants
7. Corporate Website (<http://www.tavyatirimciiliskileri.com> and <http://ir.tav.aero>)
8. Communication mediums like phone, cell phone e-mail, fax etc.
9. Promotional presentations including financial and operational data
10. Annual and quarterly annual reports

### **Company Officials Authorized to Make Public Announcements**

In addition to the disclosures outlined above, written or oral requests for information from capital market participants, according to their content, are processed as authorized by the Head of TAV Investor Relations within approval and knowledge of his/her superior officer. Press statements for written and visual media and to data distributors can only be made by the Chief Executive Officer or Chief Financial Officer. Without being expressly authorized, TAV employees cannot answer questions coming from capital market participants. Such requests for information are delegated to the Investor Relations Department.

### **Public Disclosure of Material Events**

Public disclosures of material events comprising continuous and privileged information except trade secrets are made on time upon the advice of the related departments under the coordination of the Investor Relations Department in accordance with the "Material Events Communique". Material event disclosures are prepared with regard to punctuality, accuracy, comprehensibility, comprehensiveness and avoidance of misleading statements so that they will be instrumental to the persons and organizations referring to the disclosure for their decisions.

Public disclosures of material circumstances and Financial Statements are sent by authorized electronic signature to the PDP within the framework of the related regulations of the BIST and CMB and published on the web site on the following day at the latest. The public disclosure of material circumstances can be delayed in the event that the conditions set forth by the relevant legislation are present in the said disclosures.

## **Public Disclosure of Financial Statements**

The Financial Statements and footnotes of TAV are prepared quarterly as per the Capital Market Legislation and comply with the International Financial Reporting Standards (IFRS); audited independently (semi-annually and year-end) and submitted to the approval of the Board of Directors. They are disclosed to public by submission to BIST with a Statement of Responsibility as affirmed by the authorized persons. English versions of the Quarterly Announcements are also published on the TAV web site. Financial statements and footnotes, are submitted to the approval by the Board of Directors by the Audit Committee which provides its opinion on the statements as per the Capital Market Legislations. Upon approval, the statements are signed by the officers responsible from financial reporting and submitted to the BIST on PDP.

Financial Statements and footnotes of previous periods are available on the Internet (<http://www.tavyatirimciiliskileri.com> and <http://ir.tav.aero>).

## **The Annual Report**

The Annual and Interim Reports comprising the required information and declarations as per the Turkish Commercial Code, Capital Market Legislations and CMB Corporate Governance Principals are prepared to international standards. The Annual Report is submitted for the approval of the Board of Directors after it is prepared and upon getting approval it is presented to the scrutiny of shareholders before the Ordinary General Assembly. The Annual Report is published on the company web site in Turkish and in English.

## **5. Determination of the Persons with Administrative Responsibility and Disclosure of the Insiders**

List of insiders comprises; members of the managing and auditing units and others who while not a part of these units still have direct or indirect access to Insider Information regularly and those having the right to take managerial decisions affecting the future development and commercial targets of the Company (the persons with administrative responsibility) and the persons who are closely related with them and who are acting on behalf and account of the Company and who can have access to insider information directly or indirectly, regularly or irregularly. The insiders list is maintained on the Central Record System of Central Registry Board and published on our web site. The general managers of the affiliate companies who have a major role in getting the financial and operational outcomes of the company are also accepted as persons with administrative responsibility.

Transactions surpassing the maximum threshold allocated to a calendar year of Equity shares of the equity share or securities based on these shares and those transactions resulting in the surpassing or falling below of the shareholding and or voting rights above or below disclosure limits, are disclosed by the parties undertaking the transaction to BIST.

## **6. Deferring Public Disclosure of Inside Information**

Inside information is information not yet revealed to the public, which may impact the value of the capital markets instrument and influence investors' investment decisions.

Pursuant to the 6th Clause of the Material Events Communiqué:

1)Our Company, bearing the responsibilities of such action, may defer the disclosure of inside information under the condition that investors are not misled and the said piece of information remains confidential.

2)When the conditions for deferring disclosure of inside information disappear, our Company discloses the said information according to the framework laid out in the Communiqué. The disclosure also includes the decision to defer and its reasons. If the event related to the deferred disclosure does not take place, a disclosure may not be made.

3)Our Company has the responsibility to keep deferred inside information confidential and restrict access to this information.

#### **Our Company in this framework:**

a)Takes necessary measures to make sure inside information is only accessible to persons in the insider list.

b) Takes necessary measures to makes sure all insiders are aware of the legal responsibilities and penalties related to unauthorized dissemination and abuse of inside information.

c)Is obliged to disclose inside information if it's confidentiality is compromised.

4)The effect of deferral to our Company's valid interests, the absence of the risk of misleading investors and measures to ensure confidentiality are resolved by the Board of Directors or written approval is taken from persons delegated by the Board of Directors on this matter.

5)Persons mentioned in the second clause of the fifth article of the Communiqué can also exercise the right to defer. As these persons notify our Company, the fourth clause of this article is executed.

#### **7. Precautions to Protect the Integrity of Inside Information until Public Announcement**

As a general principle, TAV Airports Holding Inc. and the persons working for and on behalf of the Holding cannot share information subject to material event disclosure that has not yet been revealed to public. In case it is found that the insider information is revealed to third persons unintentionally and it is deemed that the information cannot be kept confidential then a material event disclosure is made instantly.

In the event of deferring the disclosure of the information, then the persons who have information regarding the deferral are listed and "TAV Airports Holding Inc.List of Insiders" is updated accordingly. Necessary actions are taken to notify both these persons and other informed parties and reasonable measures to that effect are taken.

The persons on the "insiders list" are notified by the Investor Relations Department that they are included in the list to enable compliance to confidentiality principles on inside information and keep the material event, financial and operational results information confidential until public disclosure. The Company signs confidentiality agreements with service providers that render services like consultancy, translation, etc. that need and utilize inside information while performing their tasks for and on behalf of the Company and thereby enforces them to keep the information confidential.

#### **8. Communication with Capital Markets Participants**

TAV does not comment on expectations about quarterly and annual results. Instead of this, TAV communicates on critical subjects affecting activity results, strategic methods and subjects that make the sector and the activities more understandable and thus informs the capital market participants. Unless explicitly otherwise stated in the disclosure policy, only authorized officers can communicate with capital markets participants about TAV. No material event can be disclosed during non-public

interviews with capital markets participants. TAV Investor Relations Department participates in all meetings with capital markets participants.

### **One on One Interviews or Calls**

Calls and face to face interviews with capital market investors are part of the development of the investor relations program. However TAV will not reveal new information, will not update current information and will not announce important and privileged information which has not been publicly disclosed before.

### **Quiet Period**

TAV Airports' spokespersons observe a "Quiet Period" for two weeks prior to the quarterly announcements of financial results. This "Quiet Period" ends with the disclosure of the quarterly financial results to the Borsa Istanbul Public Disclosure Platform (PDP).

During the "Quiet Period" TAV Airports will not provide any comments on the financial status of the company except for already disclosed information. People within the Company who have access to insider information will abstain from sharing such information with the public. The questions of capital market attendees such as analysts and investors regarding the financial status of the Company are not answered during that period. Observation of a "quiet period" does not preclude TAV Airports' authorized spokespersons from attending conferences, forums, panels and making speeches and announcements provided these actions comply with the relevant capital markets legislation.

### **Presentations and/or Speeches**

Whenever possible, the Company will publicly announce presentations, teleconferences or speeches in advance. TAV makes an effort not to participate in meetings which have not properly been announced to the public. Memos and/or slide presentations are made available on TAV's website upon completion of the speech or teleconference (<http://www.tavyatirimciiliskileri.com> and <http://ir.tav.aero>). TAV makes an effort to guide the relevant parties, if possible, on simultaneous dissemination on the Internet of scheduled presentations,.

## **9. Procedures Regarding the News in Media**

### **Tracking Mechanism**

TAV Airports Holding Inc. monitors the news regarding the Holding in national media with a contracted media agency. Accordingly each morning the related news published in media are submitted to TAV Airports Holding Executives, Investor Relations Department and Corporate Communications Department. Besides, relevant news on data vendors is also monitored.

### **Market Rumors**

- 1) In the event of the existence of news and rumors that could have an effect on investor decisions regarding our company different than previously made disclosure, our company makes a public disclosure regarding the validity and sufficiency of these rumors. This disclosure is mandatory as per the relevant communique.
- 2) If such news and rumors are regarding information subject to deferred disclosure, then the reasons for deferral are invalidated and our Company makes a public disclosure.

- 3) Analysis, comments, projections, evaluations and the like based on already disclosed information are outside the scope of this framework.
- 4) Including forward guidance, if material events are to be disclosed through the media or other outlets, simultaneously or before this disclosure, a public disclosure through the PDP is made. This also includes disclosures made unwittingly in public platforms.

## **10. Public disclosure of forward guidance**

TAV Airports Holding may, from time to time, make forward-looking statements in compliance with the Material Events Communique. A forward-looking statement made in the Company's written documents will be identified and accompanied with disclaimers that risks, uncertainties and other factors could cause actual results to differ materially from the expectations expressed in the forward-looking statement. The statements will only be made by authorized representatives by clearly expressing the disclaimers referred to above and by referring to a ready and written document as (press releases, information memorandum, disclosure within the CML). Forward looking statements are based on reasonable assumptions and estimates and can be revised upon deviation due to unforeseeable risks and developments.

### **Forward guidance is made according to the following principles:**

- a) Forward guidance requires the approval of the Board of Directors, or written approval of a company official designated with this authority by the Board of Directors.
- b) Forward guidance is made a maximum of four times during the year. This disclosure may be made through the PDP or through Annual or Interim Reports prepared according to the relevant regulation. In case of new developments changing the guidance, there is no limit to the number of disclosures that can be made regarding the change.
- c) If there are material differences between forward guidance and its disclosure, the differences are disclosed through the PDP.

## **11. Analyst Reports**

TAV regards analyst reports as proprietary information belonging to the analyst's firm and will not provide such reports on the Company's website. The Company will not confirm, endorse, adopt or disseminate analysts' reports. However, in certain limited circumstances, upon request, the Company may review specific factual assertions that an analyst intends to include in a report for the factual accuracy of historical information that is publicly available. The Company discloses the names and firms of analysts who cover the Company, on its website.

## **12. TAV Web Site**

(<http://www.tavyatirimciiliskileri.com> and <http://ir.tav.aero>) web page is actively used for disclosure, as per CMB's Corporate Governance Principals. All disclosures of TAV (past and current) can be accessed through the webpage easily and in a cost effective manner. The webpage prepared and designed in Turkish and English is accessible to all.

The information available on company's webpage does not replace the required regular and material event disclosures as per Capital Market Legislations. All disclosure of TAV can be accessed through the webpage. The web site is structured and segmented accordingly. All precautions are taken for the

security of the webpage. The webpage is prepared and designed in Turkish and in English in compliance with CMB Corporate Governance Principles. The announcements for general assemblies, the agenda and information memorandums pertaining to the general assembly, instructions on participation and other documents and reports on general assembly agenda are also made available on the webpage in a clear manner.

## **Dividend Policy**

In accordance with the Communiqué numbered II-19.1 of the Capital Markets Board, our Company's "Dividend Policy" to be determined as follows; Our Company determines the resolutions for distribution of profit by considering the Turkish Commercial Code, Capital Market Legislation, Capital Markets Board Regulations and Decisions, Tax Laws, the provisions of the other relevant legislations and articles of incorporation of our Company. Accordingly, 50% of the "consolidated net profit for the relevant period" calculated by considering the period financial statements that have been prepared under the Capital Market legislation and in conformity with the International Financial Reporting Standards (IFRS), will be distributed in cash or as gratis shares which will be issued by means of adding such amount to the share capital subject to the resolution to be rendered by the general assembly of shareholders of our company.

Sustainability of this dividend policy is one of the basic purposes of our Company, except for such special cases necessitated by investments and any other fund requirements that may be required for the long term development of the Company, its subsidiaries and affiliates and any extraordinary developments in economic conditions.

## **Policy for Female Participation in Board of Directors**

Policy for Female Participation in Board of Directors while selecting a board member from a pool of nominees who are equal in terms of know-how, experience and competency, female nominees shall be given priority. Our company achieved the goal of increasing the participation of women to at least 25 percent on the board raising to three much prior to the next five years target (by end of 2022) by the election of new Independent Board Members in Ordinary General Assembly Meeting which was held in March 2018.

On annual basis, the Board shall monitor and evaluate the performance of fulfilling the aforementioned target.

## **REMUNERATION POLICY**

The purpose of this Remuneration Policy is to outline the principles of a fair and consistent program of financial compensation to be implemented at TAV Havalimanları Holding A.S. and its Affiliated Companies which is well-balanced according to the responsibilities undertaken and giving competitive advantage in the marketplace.

### **SCOPE**

Remuneration Management applies to all personnel employed by TAV Havalimanları Holding A.Ş. ("TAV Holding") and its affiliated companies located in Turkey which are being consolidated in its financial statements ("Affiliated Companies").

### **REMUNERATION PRINCIPLES FOR EXECUTIVE BOARD MEMBERS AND SENIOR MANAGERS AT TAV HOLDING**

The Corporate Governance Committee shall perform the duties of the Remuneration Committee in accordance with Corporate Governance Communique of the Capital Market Board. In this regard, it is appointed to follow up on, audit and assess the remuneration practices in the name of the Board of Directors and to submit recommendations.

- a) Determines the recommendations regarding remuneration principles for Board members and senior managers with regard to the long term objectives of the company,
- b) Determines the criteria to be used in Remuneration in connection with the company's and member's performances,
- c) Submits its suggestions on the wages to be paid to board members and senior managers with regard to the degree to which the criteria have been achieved.

In accordance with the remuneration principle for TAV Holding board members; (i) Independent Board members (ii) Board members who are not been paid by TAV Holding or the shareholders of TAV Holding or any of the parent company of the shareholders or subsidiaries of the shareholders are remunerated. The payment of the wages to be made to board members shall be in Turkish Liras in accordance with the Decree No. 32 on Protection of the Value of Turkish Currency ("Decree") and other relevant decrees on the amendments to this Decree ("Amending Decrees") (hereinafter collectively referred as "Legislation"), the payment can be only made in foreign currency in limited cases which shall be considered as exceptions pursuant to Legislation. For the remuneration of Board Members, payment plans based on stock options or the company's performance may not be used. The wages for Independent Board Members shall be at a level reasonable for them to sustain their independence.

### **REMUNERATION MANAGEMENT STRATEGY**

The general strategy related to the remuneration management is to make remuneration levels competitive with the market by taking into account the level according to which the company wishes to be recognized in the market as well as its solvency.

In order to maintain a fair remuneration package throughout the corporation and a balance between responsibilities and pay, the aim is to provide consistent remuneration management by setting the

remuneration for positions with similar responsibilities (same job evaluations) at standard ranges within the grading structure determined for the level of those jobs.

Remuneration packages are managed on the basis of evaluations of the contributions of jobs to the Corporation, independently of their titles.

In order to provide balanced remuneration for each position in line with the value they add to the organization, evaluations are carried out comparing the positions within the corporation and those similar in the market. As a result of evaluations, positions are set within the grading structure of the company. Remuneration packages for employees also take into account criteria such as experience, seniority, performance and productivity.

The company participates in various remuneration studies every year in order to maintain a competitive financial position and monitor developments in the markets. The market data obtained is analyzed and remuneration scales are set within the grading structure of the company in line with job evaluations by taking into account the balance in-house. In this context, the consultancy firm, which is based on remuneration data and researches, operates as the largest remuneration research company in the sector.

Remuneration and salary increases are private and confidential. Accordingly sharing information regarding remuneration package within and/or outside the company strictly prohibited. Employees who are in breach of this rule shall be subject to disciplinary action in accordance with the Discipline Regulation of the company.

## **ANNUAL SALARY INCREASES**

Unless otherwise decided, salary increase is applicable from January on an annual basis unless a contrary resolution is not taken by CEO. Determination of annual salary increase is comprised of two stages: the average corporate salary increase rate is determined first, followed by individual salary increase rates.

### **Determination of Average Corporate Increase Rate**

The average increase rate, applicable throughout the Corporation for the concerned year, is determined by the Chief Executive Officer and approved by the Board in consideration with the information submitted by the TAV Holding HR in relation to the following criteria:

- Annual inflation rate

The inflation rate followed by TAV Holding Budget Department starting from January up to the time of salary increase estimations considering the projected inflation rate for the months due until the end of the year and submitted to TAV Holding HR.

- Position of remuneration packages of the Company in the market

Market position obtained as a result of a comparison between market remuneration research results, present salaries and applicable remuneration scale values within TAV Holding and Affiliated Companies (remuneration policy). The Remuneration Policy is evaluated according to the requirements of the position and competitiveness in the market and is managed by a median and above policy.

- Market remuneration increase forecast (staff costs actualized in the budget)

Results of market remuneration increase research and average salary increase rate for the forthcoming year planned by the companies which participated in the research.

- Solvency of the company (profitability)

Estimation of the total staff costs of the previous year.

Determination of the Individual Increase Rate:

In addition to the average increase rate targeted for the Corporation overall, individual increase rates may be adjusted in line with the following criteria:

- Position of the salary of an employee within the remuneration scale of his/her grade (PIR),
- Performance of the employee during the previous year,

### **ANNUAL SALARY INCREASE PROCESS**

- The annual salary increase process starts in parallel with budgeting works.
- The process continues with the submission of the performance forms after completing performance evaluations to TAV Holding HR by the department heads.
- The Chief Executive Officer determines the general increase rate to be applicable throughout the Corporation; taking into consideration the data presented by TAV Holding HR and upon getting the approval of the Board.
  - Topex (n-1 positions) salary increase and bonus rates are determined by the CEO with TAV Holding HR proposal considering the salary increase matrix.
  - TAV Holding HR creates the remuneration table by specifying the individual increase rates in accordance with performance scores and the positions within the salary grade in cooperation with the other related HR departments. The suggested increases are forwarded to the relevant Vice President/General Manager/Director upon the approval of Holding HR.
  - TAV Holding HR, relevant Company HR and Vice President/General Manager/Director review the remuneration lists for each management area in line with the tables received from TAV Holding HR and, in addition to the general increase rate, specifies the final individual increase rates by taking into account the individual performances and submit the final version of the lists to TAV Holding HR.
  - TAV Holding HR consolidates the works submitted by the relevant company HR and Vice President/General Manager/Director after agreeing upon them, reviews the information received in order to maintain a balance among the submitted evaluations, and works with the relevant Vice President/General Manager/Director to reproduce the work if necessary. Once the works are finalized, TAV Holding HR presents the consolidated reports displaying the total cost for the approval of the Chief Executive Officer.
  - The Chief Executive Officer may ask the work to be reproduced if he considers it necessary. Following the approval of the final work, the TAV Holding HR forwards the approved tables in writing to the Personnel Department or the related HR unit in order to transfer it to the payroll.
  - TAV Holding HR submits the approved company tables to the relevant Vice President/General Manager/Director.
  - Remuneration management in recruitment, reassignment, horizontal transfers and job grade changes are detailed in the "Remuneration Management Regulation", temporary and expat assignment remuneration management are detailed in "Remuneration Management Regulation" and "Overseas Assignments Regulation".

## **BONUS MANAGEMENT**

In principle, incentive (bonus) procedures are carried out annually in line with the general salary increases. Bonus payments are generally made in the month of January of the subsequent year. However, they may also be made at a date considered suitable by the Chief Executive Officer.

A bonus budget is set by CEO for each Company based on their annual performances. Individual incentives (salary multiples) are determined according to grade and performance, taking into account the set budget.

Relevant Vice President/General Manager/Director may make revisions to bonuses favoring individual performances, provided that it is kept within the companies' total bonus budget.

A consolidated bonus list is then submitted for the approval of the Chief Executive Officer following the necessary checks carried out by TAV Holding HR on the individual lists.

The Chief Executive Officer may make changes in the bonuses if he deems necessary, or ask for additional information from the relevant General Manager/Director.

Following the approval of the Chief Executive Officer, bonus lists are forwarded to the Personnel Department or relevant HR unit as signed and in writing.

The Affiliated Companies may set monthly and annual goals to the staff in charge of product and service sales or make contributions in addition to the year-end incentives, give monthly, periodical or annual sales bonus by following the achievement of the targets. The processes related to sales incentives are managed by the procedures of the concerned companies. The companies shall notify TAV Holding HR the lists of all sales Premium payments. The premium lists are submitted to the approval of CEO by TAV Holding HR.

## **FRINGE BENEFITS MANAGEMENT**

The purpose of the Fringe Benefits Management is to specify the entitlement of employees to additional benefits due to their positions and determines conditions and principles of fringe benefits. Fringe benefits groups are categorized in 5 groups with consideration of the types/limits and job categories/evaluations of the positions and the details of the fringe benefits are detailed in the "Fringe Benefits Regulation".

## **RESPONSIBILITIES**

TAV Holding HR Vice President is responsible for managing and reviewing the remuneration structure of TAV Holding and Affiliated Companies each year by participating remuneration researches and submitting all changes to CEO in accordance with the remuneration management policy.

## **DONATION AND AID POLICY**

TAV Airports Holding A.Ş. can give donations and aids with a sense of corporate social responsibility and within the frame of respect to human beings, environment, laws and ethics, in line with its corporate values and on the condition of complying with the regulations of the Capital Markets Board.

TAV Airports Holding A.Ş. prepares its "Donation and Aid Policy" and submits it to the information of the General Assembly. The shareholders are informed about the amounts and beneficiaries of all the donations and aids made throughout the year, which are in line with the policy approved by the General Assembly, and about the changes in the policy as a separate item on the agenda in the General Shareholders' Meeting.

The company can give donations and provide aid for the foundations and associations which execute social responsibility projects, non-governmental organizations, social solidarity institutions and organizations, sports clubs and educational institutions. Any donation or aid above 15.000 (fifteen thousand) TL can only be made or provided with signature of the Chief Executive Officer.

## COMPENSATION POLICY

### Termination of Employment Contracts with Indefinite Periods

#### Termination on Valid Ground

The company may terminate the employment contracts provided that the termination notices are issued in writing, and that the reason for termination is specified clearly and definitely due to a valid reason stemming from the qualification or attitudes of the Employee or the requirements of the company, workplace or work and as per the dismissal notices set forth in Article 17. The employee may terminate the employment contract of indefinite duration in written within the notice periods set forth in Article 17.

Notice periods are as follows:

- **2 weeks** for those whose employment contracts are continuing for less than six months;
- **4 weeks** for those whose employment contracts are continuing for a period between six months and one and a half years;
- **6 weeks** for those whose employment contracts are continuing for a period between one and a half years and three years;
- **8 weeks** for those whose employment contracts are continuing for a period of more than three years.

The Company or the employee may terminate the employment contracts of indefinite periods by paying the salaries up front for the notice period. The dismissal notice period cannot be combined with the yearly paid leave periods or with the periods that the employee has not worked due to a medical report, and may not be included in the notice period.

The contracts of employees whose Airport Apron – Terminal Entrance cards which are issued by DHMI, and which must be worn by employees at the airports are confiscated, shall be terminated on valid grounds as per Article 18 of the Labor Law No. 4857, as the airports are special areas from a security perspective, and as no work is possible at the airport without such cards.

#### Termination for Justified Reasons

The Company or the employee may terminate employment contracts for justified reasons stipulated in Articles 24 and 25 of the Labor Law No. 4857. Severance and notice pay could not be paid for the Employee whose employment contract is terminated for the reasons stated in the article no 25/II of the Labor Law.

## **Procedures Related with Leaving Work**

Procedures related with the employee who is no longer with the Company are carried out in full as per the Labor Law and the concerned legislation. The amounts owed to the personnel by law are paid and the procedures related to the notice of acquittance and the dismissal/resignation are completed.

In any and all cases of dismissal/resignation, the employee who is no longer with the Company shall sign the relevant acquittal form depending on how s/he has left the Company. The relevant "Discharge Certificate and Custody Delivery Form" is filled out for the employee who is no longer with the Company, and the relevant departments shall complete the procedures as required by this form.

## **Severance Pay**

In case the Employment Contract is terminated due to the following reasons, severance pay is given pursuant to Article 14 of the Labor Law No. 1475:

- By the Employer, for reasons other than the "behaviors of the worker which are not compliant with the rules of morals and good faith" as set forth in paragraph II of Article 25 of the Law 4857,
- By the Employee, pursuant to Article 24 of the Law, in case the employment contract is terminated by the worker without a notice period, and by demanding the right of senior pay,
- By the Employee, due to the employee's military service as a commissioned officer,
- In case the employee resigns of his/her own will because of old age, retirement, or for the purpose of receiving disability payment,
- Fulfilling the conditions stipulated in subparagraphs (a) and (b) of paragraph (A) of the first CHAPTER of Article 60 of the Social Security and General Health Insurance Law No. 5510, with the exception of the age requirement, or by completing the insurance period and the number of premium days required for the payment of old age salary as per the Provisional Article 81 of the same law, by the employee of his/her own will,
- In case female employees resign of their own will within one year as of the date they have married,
- Due to the death of the employee.

Provided that the legal ceiling contemplated for the seniority pay is not exceeded, severance pay of 30 days is paid to the employee for each complete seniority year. As for the periods that are the remainders of the full year, a pro-rata payment is made.

## **Our policy on encouragement of stakeholders for participation In the management of Our Company**

### **1. Objective**

The objective of the procedure is to define the rules, which form a basis to the efforts exerted by the company to support the implementations that encourage entrepreneurship, creativity and participation of the stakeholders in the management of the company in line with the goals and strategies of the company, at TAV Airports Holding and its affiliated companies.

### **2. Scope**

The Procedure applies to all stakeholders of and personnel employed by TAV Airports Holding and its affiliated companies. These companies shall be hereinafter referred to as "Affiliated Companies".

This Procedure serves as a guideline for companies affiliated to TAV Airports Holding, which are not included as part of the scope.

### **3. Reference and Relevant Documents**

TAVHOL-IK-YN-010 – Reward Management Regulation

TAVHOL-IK-YG-003 – Directive on Suggestion System

TAVHOL-IK-YN-012 – Personnel Regulation

TAVIST-MBY-PR-001 – Customer Notifications Management Procedure

### **4. Definitions**

The following definitions shall apply under this Procedure;

**Stakeholders:** Persons, organizations or interest groups such as employees, creditors, customers, suppliers, unions, various nongovernmental organizations, etc. which have a particular interest in the achievement of the goals related to or activities of the company.

**Employee:** Employee of the company who is subject to the provisions of this Procedure.

**Customer:** Organizations, institutions, real or legal persons which/who are directly or indirectly procuring products through the services provided at the terminals operated by TAV Airports Holding and its affiliated companies.

**Reward:** Moral or material gifts and presents given to the Employee defined in this regulation herein as a result of their services to the Company through the suggestions provided and successes achieved.

**Suggestion Management Platform:** A system and information sharing platform where all users can submit their suggestions, make evaluations, get reports on the evaluation results online.

**Suggestion:** An idea that may create an added value to the company and submitted as part of certain rules.

**Suggestion Evaluation Members:** Members who are selected by a manager's suggestion or voluntarily to evaluate the suggestions of the Employees.

**Suggestion Function:** Units defined or grouped pursuant to their subjects related to the suggestion, which will be submitted to the in-house evaluation commissions.

**Complaint:** A statement of dissatisfaction regarding the products or the processes carried out to handle complaints.

Company Management: TAV Airports Holding CEO and deputies

#### **4. General Principles**

Models to encourage the participation of stakeholders, particularly employees, in the management of the company, are developed without obstructing the operations of the company. The aforementioned models adopted by the company are referred in the company's regulations, although not included in the articles of association. These models are designed to support the main objective, vision and strategic goals of the company, as well as corporate value and competences.

Any discrimination based on race, gender, religion, language, marital status, sexual orientation, gender identity, political view, health status, responsibilities related to the family, union activities or memberships, physical disabilities or age cannot be accepted throughout the process in which these models are developed. All employees and stakeholders are treated based on basic principle of equality and are offered equal opportunities.

#### **5. Models Encouraging the Participation of Stakeholders**

##### **5.1 Suggestion and Reward System**

At TAV Airports Holding and its affiliated companies, employees are encouraged to participate in the decision making mechanisms as part of their authorities and responsibilities. Accordingly, the Suggestion and Reward System is one of the models designed by the company.

The purpose of the Reward System is to increase the motivation and awareness of the Employees; appreciate the trust, loyalty and sense of belonging of the Employees towards the Company; encourage the desires of the Employees regarding being useful, making themselves heard and exhibit their skills.

The Platform was also designed to encourage the innovative ideas of the Employees to enable any development and improvement related to the Company and create added value to the Company, to facilitate them to contribute to the development of the Company performance by submitting these ideas as an suggestion and to organize the rewarding process for appropriate suggestions.

The suggestion shall define an existing problem or an area, in where productivity and efficiency shall be improved and developed, and suggest an appropriate solution or be an idea/project that may create added value to the Company.

The suggestions to be submitted shall bear the following criteria;

- Based on improvement in employee satisfaction,
- Rehabilitate and improve the satisfaction of the customers,
- Increase or enable saving or protect the Company from any possible financial damage,
- Facilitate saving time during the processes,
- Positively contribute to the prestige, recognition and image,
- Improve service quality,
- Enable workforce efficiency.

The suggestions in compliance with the aforementioned criteria shall be evaluated as a whole by taking into account creativity, the added value, impact area and applicability during the evaluation phase.

It is essential that the suggestion is valid at the date it is submitted during the suggestion process. Suggestions can be submitted individually as well as in groups consisting of more than one employee. Employees shall submit their suggestions via the suggestion Management Platform. Employees, who are not computer users, can apply by placing the printed forms to the suggestion boxes. Printed version of the Suggestion Form shall be filled out completely and in whole; signed and then put into the suggestion boxes in an envelope. The applications made by printed forms shall be entered to the system by the administrators of the Suggestion Management Platform of the Company and evaluations and the resulting possible rewarding expenses are carried out through the electronic platform.

All Suggestions submitted via the Suggestion Management Platform are e-mailed to the administrators of the related Company. The administrators logging in to the Suggestion Management Platform check the compliance of the suggestion, and if considered appropriate, the suggestions are published on the Main Page of the Management Platform.

Three Evaluation Members who may vary according to the functions of the suggestions submitted are assessed. For an objective evaluation, Suggestion Evaluation Members cannot see the applicant's details.

All Suggestions are evaluated in terms of cost, time, brand value, service quality, workforce efficiency, impact area, applicability, creativity, contributions to the employee and customer satisfaction in the Suggestion Evaluation Form. Arithmetic mean of the points received from Suggestion Evaluation members are considered for the average point of the Suggestion and these points are converted into rewards at the electronic shopping site designed for the system.

One of the main goals of the system is to conceptualize and put into practice all suggestions evaluated as applicable. The suggestions evaluated as applicable and favorable are sent to the attention of the

related Department and their feedbacks are requested and if the related Department also finds the suggestion applicable, then it is submitted to the attention of the Company Management. Further details related to the process to be followed regarding the Reward and Suggestion System can be found Holding's Reward Management Regulation and Directive on Reward Management.

## **5.2. Employee Satisfaction Survey Implementation**

The comments and suggestions of the employees working at TAV Airports Holding and its affiliated companies are evaluated through Employee Satisfaction Survey.

The management believes it is of great importance and valuable to sustain the loyalty and increase the motivation of the employees to reach the goals of the company. Therefore, the survey is conducted at TAV Airports Holding and its affiliated companies to measure the satisfaction levels of the employees regarding their professional lives and prepare action plans for improvement.

Questions regarding the company management included in the Employee Satisfaction Surveys facilitate the employees to directly contact with the senior management. Furthermore, the surveys enable the employees to submit their comments and suggestions on the social, environmental and economic issues.

All researches and implementation process is carried out by an independent research company. At the end of the implementation, the independent company submits an evaluation report to the senior management. As a result, professional life is evaluated from the perspectives of the employees, areas to be improved are defined and issues to be prioritized can be clearly highlighted by the employees.

At TAV Airports Holding, Employee Satisfaction Surveys are conducted once in every two years and the results are compared with the previous implementation. On the other hand, the Affiliated Companies can also conduct interim evaluations if deemed required without waiting the evaluation of the Holding.

## **5.3. Customer Notifications Management**

TAV Airports Holding and its affiliated companies review, evaluate all customer notifications received and specify the non-conformances in order to facilitate thorough implementation of the Customer Satisfaction policy and increase service quality. The purpose is to resolve the expectations of the customers as soon as possible and define a standard.

Customer Notifications are managed by the units established under Customer relations. The customers can submit their comments, suggestions and complaints through the following channels:

- Directly from the Customer (info@tav.aero / cr.tav.aero / [ir@tav.aero](mailto:ir@tav.aero) - Satisfaction/Complaint Registry Forms/surveys)
- Official institutions (Security / Governorate / State Airports Authority / Airlines and companies / organizations)
- Press Releases (newspapers / Internet / Social network sites)

The Customer Notifications received are evaluated by the Customer Relations Department and the customer is informed following the investigations carried out on the related issues. Each customer notification is registered to the system.

TAV Airports Holding adopts a customer-oriented approach, in which continuous audits are carried out regarding customer dissatisfactions or conditions that may result in possible dissatisfactions, continuous improvements and controls required to avoid any repeating dissatisfactions are conducted regarding any demands and dissatisfactions of the customers, customer dissatisfactions are resolved and customers are informed as soon as possible.

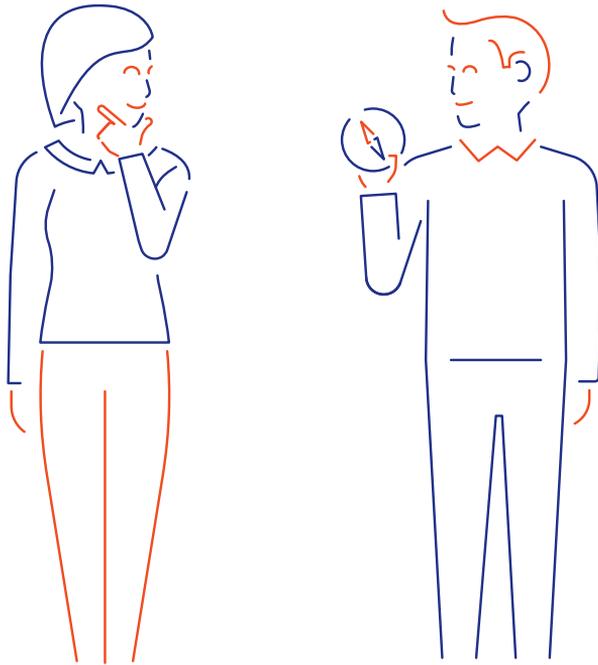
Corporate and Individual Customer Satisfaction Surveys are conducted at least twice a year as part of measurement of Customer Notifications. Issues that result in dissatisfaction are evaluated according to the survey results; necessary actions are taken and customers are informed accordingly. Survey results are reported to the attention of the TAV Department Managers and senior management.

#### **5.4. Contacting the Board of Directors**

Another model which encourages the participation of the stakeholders of TAV Airports Holding to the company's management is a communication channel where comments and suggestions can be submitted online to the Board of Directors.

Individual or corporate investors can state any details regarding the issues to be considered by the senior management through the website [<http://www.tavyatirimciiliskileri.com>].

The notifications submitted through the website are sent to the Investor Relations Department, the extent and significance of the issues submitted are evaluated and classified and then submitted to the attention of the senior management.



# ETHICS & COMPLIANCE

GROUPE ADP  
CODE OF CONDUCT



**GROUPE ADP**  
DES HORIZONS À PARTAGER



**Airports**  
A member of Groupe ADP

# EDITORIAL

## ETHICS IMPULSE KEEP US ON TRACK!

For Groupe ADP, ethics and compliance include the adherence to the laws and regulations of the countries where the group is present, and to values.

Furthermore, Groupe ADP, Aéroports de Paris SA and TAV Airports became a signatory of the 10 Principles of the Global Compact in 2003 (see page 6).

In order to effect changes in procedures, ethics and compliance must first be firmly anchored in cultural change. Each employee commits to this cultural change by applying Groupe ADP's values in their daily working life.

**Having good ethics impulse keeps on track!**



### LOYALTY: A TWO-WAY COMMITMENT

Signing an employment contract (open-ended, fixed-term, an apprenticeship, etc.) binds both the employee and the employer to a duty of loyalty which requires that both parties behave with integrity in the execution of their work.

#### THE DUTY OF LOYALTY APPLIES:

- Throughout the term of the work contract, during stoppages or leave, and during holidays,
- To all employees in all positions,
- With the exception of any work contract clauses to the contrary.

This duty covers a wide range of actions which might cause unlawful harm to one of the parties, carried out by either the employee (do not harm or disparage your employer, customers, suppliers, partners etc., do not disclose confidential information, do not take up a competing job without prior authorisation, and so on) or the employer (pay wages owed and stick to deadlines, provide employees with the agreed-upon job, provide employees with sufficient resources to carry out the work expected of them, and so on).



**E**thics and compliance are a driver of trust and therefore performance for our Group and its stakeholders!

They account for 12 - 18% of our extra-financial rating, which has a direct impact on our capacity for growth.

Each employee must be an active participant in this process and act as an ambassador for our culture of ethics when dealing with our stakeholders.

This is why Groupe ADP is deploying a global programme in which information, awareness and training will act as key tools to help you to implement an approach in your daily working life.

**Ethics and compliance are an imponderable for Groupe ADP and must be our trademark in our business.**

Our rules on ethics and compliance are an integral part of our internal rules. They rest on three fundamental principles that must guide our work: responsibility, integrity, and respect.

They must be embraced and applied by all employees, regardless of position or level, and by anyone acting on behalf or in the name of our company. Employees must also ensure that the people under their responsibility comply with the principles.

**Failure to comply with these rules may lead to disciplinary action.**

It is therefore very important to discuss any sensitive situations with your managers or with the Ethics & Compliance officer (see page 26). Reflecting on and discussing these issues are crucial steps in developing the right reflexes, finding appropriate solutions, detecting potentially risky situations, and escalating them properly. Together, we can help the company to grow and to evolve.

Our involvement keeps on track!



[codeofconduct.groupeadp.fr](https://codeofconduct.groupeadp.fr)

# WHY GROUPE ADP NEEDS AN ETHICS & COMPLIANCE PROGRAMME

## ETHICS & COMPLIANCE: OUR DEFINITION

For Groupe ADP, ethics and compliance involve both **compliance with laws and regulations** and **compliance with values**.

## ETHICS & COMPLIANCE: THE STAKES

Ethics and compliance have become a universal requirement in business dealings.

Our stakeholders pay very close attention to our behaviour in these two key areas. In turn, our behaviour proves to them that our Group is worthy of their trust.

Similarly, ethics and compliance violations can lead to being excluded from certain markets (the World Bank, etc.) or to prohibitions against borrowing from certain banks in order to fuel our growth.

Therefore, ethics and compliance have a **direct impact on the trust our stakeholders have in us, and on our performance**.

Some ethics violations can even lead to heavy fines and penalties for the company and its employees.

The aim of our ethics and compliance mechanism is to **protect not only the company, but also all of Groupe ADP's employees**.



**US AUTHORITIES APPLIED STRONG SANCTIONS FOR CORRUPTION, FOR EXAMPLE:**

- **Petróleo Brasileiro S.A. – Petrobras (Brasil): 1,78 billion \$ (2018).**
- **Siemens (Germany): 800 million \$ (2008)**
- **Alstom (France): 772 million \$ (2014).**
- **Société Générale S.A. (France): 585 million \$ (2018).**
- **KBR / Halliburton (USA) : 579 million \$ (2009)**

**CODE OF CONDUCT: REASONING AND APPLICATION**

Groupe ADP operates in a highly demanding world in which apparently minor misbehaviours could have extremely costly consequences (examples include fines, prison sentences, business sanctions, damage to our reputation, etc.). Groupe ADP has therefore decided to clearly set out its rules of conduct which, while they cannot cover every eventuality, nonetheless serve to protect both the company and its employees.

This code of conduct applies to all Groupe ADP employees.

The purpose of the code is to spotlight the major Ethics issues providing concrete examples to help our employees take ownership of the principles and apply them in all aspects of their work life.

**ETHICS & COMPLIANCE PROGRAMME: DEVELOPMENT AND STEERING**

The Ethics Division and the Legal Affairs & Insurance Division are working together at the Group level to develop the programme. They will also work together to implement the programme, with support from the Ethics & Compliance officer persons within our subsidiaries and in collaboration with relay-persons in our cross-cutting divisions.

**REACHING OUT WITH QUESTIONS OR IN SENSITIVE SITUATIONS**

It is vital that you share your concerns if you have questions or encounter a sensitive situation! Reaching out and discussing these issues sheds light on them, allows us to detect any risks and helps us to find appropriate solutions with your manager (see pages 26 - 29).

We have also set up a whistleblowing system\*\*. You can find the whistleblowing charter on the whistleblowing platform.

\* <http://codeofconduct.groupeadp.fr>

\*\* <https://alert.groupeadp.fr>

**THE 10 PRINCIPLES  
OF THE GLOBAL COMPACT**



**Human Rights**

- /1/ Support and respect the protection of internationally proclaimed human rights.
- /2/ Make sure that there is no complicity in human rights abuses.

**Labour**

- /3/ Uphold the freedom of association and the effective recognition of the right to collective bargaining.
- /4/ The elimination of discrimination in respect of employment and occupation.
- /5/ Ensure the effective abolition of child labour.

- /6/ The elimination of all forms of forced and compulsory labour.

**Environment**

- /7/ Support a precautionary approach to environmental challenges.
- /8/ Undertake initiatives to promote greater environmental responsibility.
- /9/ Encourage the development and dissemination of environmentally-friendly technology.

**Anti-Corruption**

- /10/ Work against corruption in all its forms, including extortion and bribery.



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## COMPLIANCE WITH LAWS AND REGULATIONS

Ethics exist in a close relationship with compliance with laws and regulations.

At all times, every employee must ensure their strict adherence to laws and regulations, as well as to any contractual obligations arising during the course of their work.



**For example:**

I have just been promoted to a new position. My new job involves the management of the wildlife hazard on the airport, and my team just let me know that we must comply with a specific regulation that I am not familiar with.

What should I do?

You should discuss the situation with your manager, and ask your legal division to provide the relevant information.

**For example:**

I am a Terminal Security Manager. A public official has informed me that my procedures must allow State agents to proceed through the security checkpoint area on the basis of their uniform alone and without having to show a badge. Although I cannot find anything relating to this in the applicable regulation, I comply with the request as it comes from one of a government department.

Is my decision correct?

If this type of exemption is not provided for by law, a State official is not empowered to ask for it. Complying with the official's request would break the law and endanger the company. You should reach out to the Legal Affairs Division, who can tell you whether such a law exists and assist you in framing a response for the official making the request.



**BEST PRACTICES**

- With your manager, discuss the Legal knowledge required by your position.
- If your position requires it, learn at least the basics of the relevant laws and regulations.
- Make use of the legal monitoring tool of your company if available, and/or ask your Legal Division
- Comply with applicable delegations\*\*.



**BE AWARE**

If the legality of a document is in question, follow the procedures:

- Discuss the issue with your manager and colleagues in your Division.
- Depending on the issue, reach out to the Legal Affairs & Insurance Division, the Group Ethics & Compliance officer, and/or your HR manager.



**STRICTLY FORBIDDEN**

- Making any decision that carries legal risks without prior consultation with your manager or the Legal Affairs Division.
- Making a commitment, or committing the company, if there is any doubt regarding compliance with laws and regulations by the company or its partners.

\* for more information about the legal monitoring tool, please contact your legal division

\*\* for more information about applicable delegations, please ask your manager or contact your legal division

## COMBATING FRAUDULENT BEHAVIOUR

Fraudulent behaviour is any act of deception designed to gain an improper or illegal advantage.

Fraudulent behaviour may be subject to prosecution. Examples include theft, extortion, embezzlement, abuse of trust, fencing, concealment, money laundering, corruption (see page 12), offence of favouritism, unlawful taking of interest, misappropriation of public funds, insider dealing or the misuse of company assets, and usurpation of identity / of office.



**For example:**

I am an accountant. One Friday at 4 PM, I get a phone call from someone claiming to be the Chief Executive Officer, instructing me to make an immediate funds transfer to an account, and giving me the details of the account.

Should I comply?

This could be an attempted fraud, commonly known as “CEO fraud”. I must make sure I follow the correct procedure, including letting my manager know and starting all required validation processes.

**For example:**

I am away on mission and would like to bring a present back for my kids. I use my Groupe ADP bank card to pay for it.

Is this acceptable behaviour?

This is an abuse of trust. A business bank card may only be used for work-related purposes.



**BEST PRACTICES**

Every employee should be proactive in preventing fraudulent behaviour.

- Enforce all applicable instructions and procedures.
- Protect the company’s assets and inventory (facilities, equipment, etc.).
- Track all actions and retain all supporting documents.



**BE AWARE**

- In cases of suspected fraud, be sure to inform your manager, the Legal Affairs Division, or the Group’s Ethics & Compliance officer.



**STRICTLY FORBIDDEN**

- Agreeing to ignore the company’s procedures.

# PREVENTING CORRUPTION

Corruption consists of procuring an advantage (gifts, hospitality, money, information, services, and so on) for any public or private person in order to induce them to act or refrain from acting. Corruption can be active (on the corrupter's part) or passive (on the part of the person being corrupted).

**Intent alone can be enough to qualify as an offence!**

Those involved (those corrupting and those corrupted) are not the only ones liable: the company and its representatives are also liable in such cases. Furthermore corruption damages their reputation. In order to effectively prevent corruption, the following principles must be learned and applied by all employees:

**No compromise with compliance.**

**Groupe ADP will always be on the side of ethical employees who refuse to take part in any form of corruption or bribery.**



**BEST PRACTICES**

- Carry out daily operations with openness, equity and honesty, and in compliance with Groupe ADP's standard operating procedures.
- Let our partners know about our commitment to fight corruption.
- In cases of suspected or attempted corruption, inform your manager or the Group's Ethics & Compliance officer (see page 28).
- Refer to the Responsible Lobbying charter which provides guidance on the representation of interests.



**BE AWARE**

- Feeling indebted after having received some advantage or benefit from a partner.
- Dealing with intermediaries (or business 'introducers') without communicating our commitments against corruption or enshrining them contractually.
- Accepting or offering a gift or hospitality without analysing the context (see page 14).



**STRICTLY FORBIDDEN**

- Offering or accepting bribes, gifts, hospitalities, services etc. in order to obtain a call for tenders or in exchange for confidential company information.
- Agreeing to use an intermediary specified by a client or prospect in order to secure a contract.
- Approving receipt of a service or order greater than what was actually provided/ delivered in order to obtain a benefit from the provider, either for oneself or for others.
- Considering a business relationship (see procedure on third party assessment) without first checking up on the third party in question (suppliers, customers, etc.).
- Making facilitation payments in order to ease or speed up obtaining authorisations.

**THE SINGLE EXCEPTION TO THESE PRINCIPLES:** a margin of tolerance applies when a person's physical safety - or his or her relatives - is threatened. If this should happen, you should immediately inform your manager, HR manager, the Legal Affairs Division or the Ethics & Compliance Officer.

**For example:**

I am a baggage process expert. An equipment supplier for baggage handling systems offers me VIP seats for a major sports event if I provide them with technical data regarding our handling systems.

Is this acceptable?

This is bribery attempt that is punishable by law and by Groupe ADP. I refuse the offer. I also inform my manager or the Ethics & Compliance officer.

**For example:**

I work at an airport. A local airline manager offers me a free plane ticket or upgrade if I agree to hire his son.

Is this acceptable?

This is bribery attempt that is punishable by law and by Groupe ADP. I refuse the offer. I also inform my manager or the Ethics & Compliance officer.

**RISKS FOR A  
WORLDWIDE BREACH**

**FOR THE COMPANY**

- From € 5 million to 30% of the company's turnover (french Sapin 2 law)
- Being excluded from certain market awards (e.g. by the World Bank)
- Prohibitions against borrowing
- Damage to the company's reputation

**FOR EMPLOYEES**

- Up to 10 years in prison
- A fine of € 1 million (french Sapin 2 law)
- Forfeiture of civil rights
- Being prohibited from working in the relevant domain for more than 5 years



## GUARDING AGAINST GIFTS, HOSPITALITIES AND BENEFITS

Gifts and hospitalities can easily be seen as attempts to bribe or corrupt. They must therefore remain a rare occurrence. Situations like these can expose employees and the company to the same risks.

While maintaining good relationships can occasionally lead Group employees to offer or accept gifts or hospitalities, it is essential that the context of such situations be carefully examined.



### BEST PRACTICES

- Analyse the context in which gifts or hospitalities are offered or accepted, using the 4 criteria presented below.
- Give preference to advertising gifts or to those whose value is purely symbolic.
- During professional gatherings, Groupe ADP may fund transport and lodgings if it is useful and beneficial for business.
- Always ask your manager for approval for all gifts/hospitalities whose value is > € 200\*.



### BE AWARE

- Avoid all gifts or hospitalities that might lead an outside observer to question the integrity of the giver or the recipient.
- Avoid all gifts or hospitalities that might affect the impartiality of any decisions an employee must make in the interests of Groupe ADP.



### STRICTLY FORBIDDEN

- Accepting: any amount of money, even as a loan or a guarantee, or the free provision of moveable assets or property, equipment, trips or other service provided by a third party, either for oneself or for one's family, friends, or colleagues.
- Accepting any kind of gift or hospitality that places you in the giver's debt in any way.
- Accepting any gift or hospitality during a strategically-important time (e.g. a call for tenders).

\* Total value of all gifts or hospitalities (see Gifts & hospitalities procedure)  
 - Ask Ethics & Compliance Department through the platform (<https://alert.groupeadp.fr>).



## INDICATORS

### 4 criteria for context analysis:

- 1 Reach out to the Legal Affairs Division to find out whether local laws have a specific framework.
- 2 Note the strategic context, if present: neither accept nor offer gifts/hospitalities during calls for tenders, voting periods, negotiations, and so on.
- 3 Keep things on a professional level and do not cross over into private life. The following are examples of non-professional situations:
  - Any hospitality which includes friends or family who are not directly involved in the project.
  - When time at seminars and professional events includes more free time than job-related time.
- 4 Establish whether the value of the gifts/hospitalities is reasonable.
  - Reciprocity test: am I authorised to provide the same value of gifts/hospitalities within the parameters of my job?
  - Whether a gift/hospitality is reasonable may also be *evaluated based on local laws and income levels*, a criterion that is particularly important when one is abroad. As an example, it might be *5 - 10% of an average wage in the other country*.
  - When evaluating value, take into account all other gifts/hospitalities in the past (total them by year or by quarter - see graphic below).

## SUMMARY

### Gifts / hospitalities

**> € 200 cumulative total for France or 5-10% of an average wage in other country**

Needs prior approval from your manager

### Gifts / hospitalities

**> € 60 cumulative total**

Inform your manager



### Gifts / hospitalities

**< € 60 cumulative total**

No approval required

## DETECTING AND DEALING WITH CONFLICTS OF INTERESTS

Conflicts of interests arise when the personal interests of an employee or person close to them compete with an employee's job description or mission as set out by the company. The employee can no longer be relied on to make impartial professional decisions. While a conflict of interests is not an offence, it often arises from a sensitive situation that may lead to actual offences.

**A conflict of interests can arise at any time and in any situation: in dealings with an external partner, within a team, when recruiting someone you know, etc.**



### BEST PRACTICES

- Carry out your duties at work in the sole and strict interests of the company, and never based on personal interest.
- Know how to spot a potential or emerging conflict of interests.
- Report any actual or suspected conflict of interests to your manager or Ethics & Compliance officer, and decide together on the best way to deal with the situation in order to minimise the risk to the employee and the company.



### BE AWARE

- Be aware of your friends, family, or employees who might have business or personal relations or even financial interests with a Groupe ADP supplier, competitor, or customer.
- In some public situations (e.g. elected mandate), be sure to avoid taking part in decisions relating to Groupe ADP, its subsidiaries or its joint ventures.



### STRICTLY FORBIDDEN

- Concealing a conflict of interests that could be damaging to the Group or an employee.

**For example:**

I am involved in selecting a supplier. My brother works for a company that is applying.

What should I do?

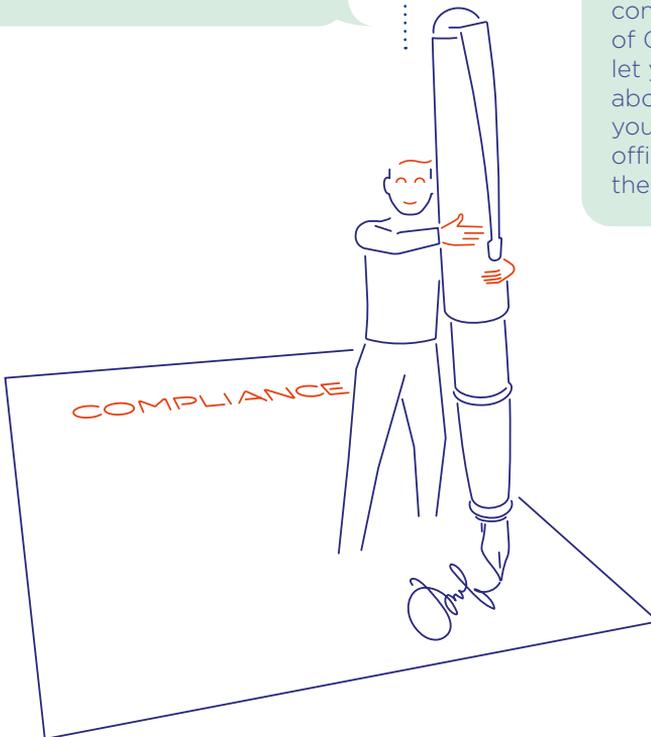
Depending on the job my brother has with that company and the financial stakes involved, there may be a conflict of interests. The only way to decide whether the situation is acceptable or not is to discuss the situation honestly and openly with your manager, to find a solution that will protect you and Groupe ADP.

**For example:**

In my spare time, I am the vice-chairman of an airport neighbours' association. In my work at Groupe ADP, I am responsible for working on a new runway project.

What should I do?

Groupe ADP respects the private lives of its employees and indeed encourages them to take part in community life and associations. However, if you think your involvement with the airport neighbours' association is leading or might lead to a conflict with the interests of Groupe ADP, you must let your manager know about it. Your manager or your Ethics & Compliance officer will advise you on the best way to proceed.



## SAFEGUARDING PERSONAL DATA AND INFORMATION

Daily operations within Groupe ADP require the sharing and processing of a wide range of company-specific data, activities, statistics and studies. This body of information is a valuable asset. The company is at risk when data is leaked, incorrectly processed or poorly managed.

Our data assets must be protected to ensure the company's future growth and competitiveness. It is vital that we protect and manage the Group's sensitive and confidential data, whatever its type, form, or location.

To this end, Groupe ADP has developed a Group Data Protection Policy\*. All employees are responsible for implementing it on a daily and systematic basis. All employees must be actively involved in complying with the policy.



\* for more information, please contact the Division in charge of Safety and risk management.

## SPECIAL CASE: PERSONAL DATA

Any information which may be used to identify a specific individual (e.g. first & last name), or which allows a person to be identified by cross-referencing several data points (phone number, registration number, badge number, etc.) is considered personal data. A subset of this is considered sensitive or confidential data (biometric data, health information, etc.).

The use of such personal data must comply with all applicable regulations, especially with the requirements of the European General Data Protection Regulation (GDPR).



### PENALTIES FOR FAILING TO PROTECT PERSONAL DATA UNDER EUROPEAN REGULATION

#### **Common offences:**

2% of the Group's consolidated turnover.  
Applies to: breach of duty by the processing manager and sub-contractor, failure to comply with obligations by the company responsible for monitoring adherence to the code of conduct.

**Failure to comply with basic principles,** personal rights, or obligations during data-transfers to other countries or to international organisations: 4% of the Group's consolidated turnover for the previous year.

# SAFEGUARDING PERSONAL DATA AND INFORMATION (CONTINUED)



## BEST PRACTICES

- Maintain the highest levels of discretion and confidentiality when dealing with company-related data, whether inside or outside the company.
- Assess the confidentiality of the information contained in a given document and record its level on that document, using the Group's 4-tier confidentiality scale (public, restricted, confidential, highly confidential). See also the Group's data protection policy\*.
- Make sure your surroundings are secure when working on confidential information, using only company equipment and never doing such work in public places.
- When communicating CONFIDENTIAL or HIGHLY CONFIDENTIAL information (whether verbally, in writing, or digitally), make sure you are communicating only with known and identified persons; if such persons are not part of Groupe ADP or if the data is HIGHLY CONFIDENTIAL, make sure you obtain a confidentiality agreement.
- Store and destroy the documents you deal with based on their confidentiality level (reinforced cupboard, shredder, etc.).

### Protecting personal data:

- As soon as you begin a project, identify the personal data you will be dealing with as part of your work.
- Follow the local regulation and internal rules about data protection (record, collect...).
- Your data protection actions should be proportional to the level of confidentiality of the data, including in cases of transmission.
- Purge data from your personal storage media as soon as the data is no longer in use.



## BE AWARE

- Follow Group guidelines and rules when you work at home.
- Follow Group regulations when away on mission.

### Protecting personal data:

- Immediately inform your legal division, or data protection officer, or your IT if you suspect or know of data theft or loss (e.g. on a USB stick), or if data have been altered (e.g. hacking).



## STRICTLY FORBIDDEN

- Disclosing information, documents or files of any kind, including current or planned projects or studies, in particular industrial, commercial, financial, technical or other operations, or any secrets and processes relating to the business of any Groupe ADP company, in any form, without legitimate reason and without applying appropriate protective measures.
- Disclosing specific information on social media about projects you are working on or have worked on.

### Protecting personal data:

- Not respecting the terms of local regulation or internal rules about personal data protection.

\* for more information, please contact the Division in charge of data protection.

## Computers and data protection

### 1 **PASSWORDS**

Use complex passwords, avoid using the same password in several places, never reveal a password

### 2 **SAVING AND BACKUPS**

Only save your work data on the company's storage media

### 3 **UPDATES**

Apply any updates required by the Information Systems Division to your devices as soon as possible

### 4 **FLASH DRIVES**

Try to avoid the use of flash drives / USB sticks and never use them to store confidential data (high risk of loss or malware propagation); use the sharing platform by existing company tool for file transfers

### 5 **EMAIL**

Report all suspect messages to your division in charge of data protection\*, and examine all links and attachments before clicking on them

### 6 **DOWNLOADING**

If in doubt, ask your division in charge of data protection\*, to check download links for safety

### 7 **ROAMING**

Never store work data on your PC; always use the storage options provided by the company; use privacy filters

### 8 **SEPARATING WORK/ PERSONAL USES**

Keep your work and personal uses separate, including email, devices, storage, etc.

### 9 **MALWARE**

Immediately turn off your workstation if it behaves oddly and contact IT support

\* For France : [flashvir@adp.fr](mailto:flashvir@adp.fr).

# UPHOLDING THE PRINCIPLES OF FREE COMPETITION

Open, unhindered competition is a basic requirement for healthy and loyal business relations.

Competition law forbids price-fixing, contract-sharing, and strategic information sharing between competitors, as well as the abuse of a dominant position.

It requires that economic actors competing for the same contract be treated equally.

In its relations with its business partners, Groupe ADP bases its behaviour on the principles of loyalty, transparency and non-discrimination.

In purchasing, Groupe ADP applies very specific rules that regulate public contracts.

Ignorance or lack of understanding of these rules exposes employees and the company to heavy administrative, civil or even criminal penalties.



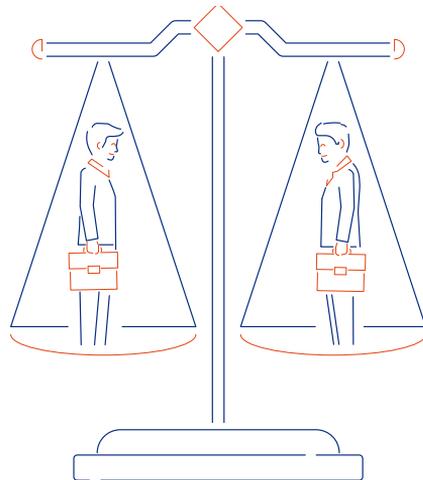
## BEST PRACTICES

- Always treat our partners fairly (suppliers, customers, businesses, etc.) by providing every stakeholder with the same information.



## BE AWARE

- Report to your manager if you suspect prohibited collusion between competitors (e.g. bidders in a call for tenders who decide to engage in price fixing).
- Never offer rebates, discounts or financial benefits of any kind without following the proper procedure.
- When in doubt, consult with your manager, the Legal Affairs Division, or your Ethics & Compliance officer in order to assess any potential risk and decide how to move forward.



## STRICTLY FORBIDDEN

- Directly or indirectly disclosing strategic information to competing airports.
- Directly or indirectly facilitating the disclosure of confidential business information between competing customers, trade operators or suppliers.

**For example:**

At a conference, a colleague from another airport let me know that he would like discuss airport best practices with me. As this seems like a useful idea, we decided to send each other information emails every month.

Is this acceptable?

**For example:**

A new airline area is being built. In order to make the best possible use of resources, the feasibility studies are being conducted with airline Y who will set up in this new area.

Should Groupe ADP inform other airlines of this project?

Disclosing current or future, specific and non-aggregated, confidential and non-public business information relating to commercial secrecy is strictly forbidden and may lead to disciplinary action. Such data includes strategies on pricing, costs, and business policies with respect to other airlines.

Groupe ADP is free to make airport sites and facilities available at its discretion. However, this allocation must be made under conditions of fair competition between the various airlines. It is therefore important to consult with all airlines in order to avoid accusations of favouritism or discrimination.

Discuss the matter with the Legal Affairs Division and get their advice.



**PENALTIES**

**For the company**

- Up to 10% of global consolidated turnover
- Annulment of the contract or of the disputed clauses
- Damages and interest claims
- Exclusion from calls for tenders
- Damage to reputation

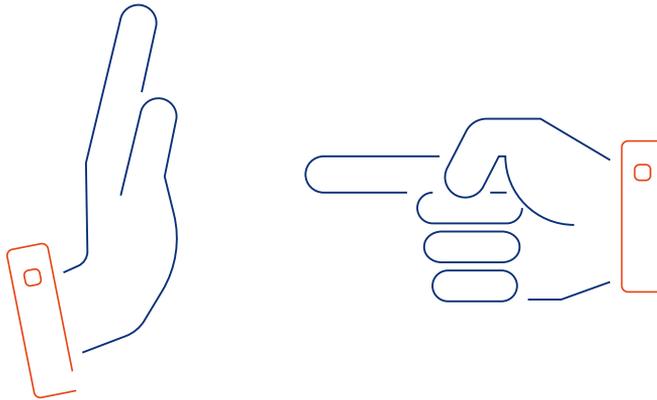
**For employees who are directly responsible**

- For severe cases, up to 4 years in prison
- 75,000 euros in fines

## RESPECTING OUR EMPLOYEES, COLLEAGUES AND PARTNERS

Respecting our employees improves their well-being and contributes to our success. With this in mind, it is particularly important to fight against discrimination and harassment.

Treating our partners with the same respect enhances collaboration and trust.



### BEST PRACTICES

- Being attentive to our employees and colleagues and treating them fairly.
- Creating an environment that fosters trust and dialogue in order to better manage sensitive issues within our teams. For example: encourage direct discussion rather than emails as soon as possible, write clear and courteous emails, limit the amount of email sent outside work hours except in emergencies.
- Be respectful: treat work colleagues, partners and customers in a way that is consistent with the Group's major commitments.
- Inform your manager or Ethics & Compliance officer in cases of harassment or discrimination.
- Inform our partners of the broad lines of our ethical commitments and be ready to discuss these issues with them.



### BE AWARE

- Keep an eye out for hints and indications that colleagues may be in an uncomfortable situation.
- Detect and escalate any instances when our partners deviate from our ethical principles.



### STRICTLY FORBIDDEN

- Direct or indirect discrimination, particularly during the hiring or promotion process.
- Acting in ways which might be experienced as harassment or sexist behaviour.

**For example:**

A colleague decided not to select a particular supplier, although that supplier seems to meet all of our requirements. Given the frequent comments I have heard him make, I suspect his decision has something to do with the company manager's nationality.

What should I do?

Discrimination based on skin colour, nationality or ethnicity is unacceptable and prohibited. You should report the issue to your manager, to the relevant HR contact, or to your Ethics & Compliance officer.

**For example:**

My line manager, constantly criticises and belittles the work of a colleague, who have completely lost their self-confidence despite having been recognised for their competence in the past.

What can I do?

An important part of a manager's role is to encourage and motivate his or her team, which also requires them to treat each colleague with objectivity and fairness. A manager sets the example and is expected to treat members of their team -- individually and as a group -- with respect and equity.

If you witness or are the victim of mental and/or sexual harassment, do not keep it a secret. Please discuss the issue with your HR representative or Ethics & Compliance officer.



**PENALTIES UNDER  
FRENCH LAW**

**DISCRIMINATION:**

- Up to 3 years' imprisonment and a fine of € 45,000

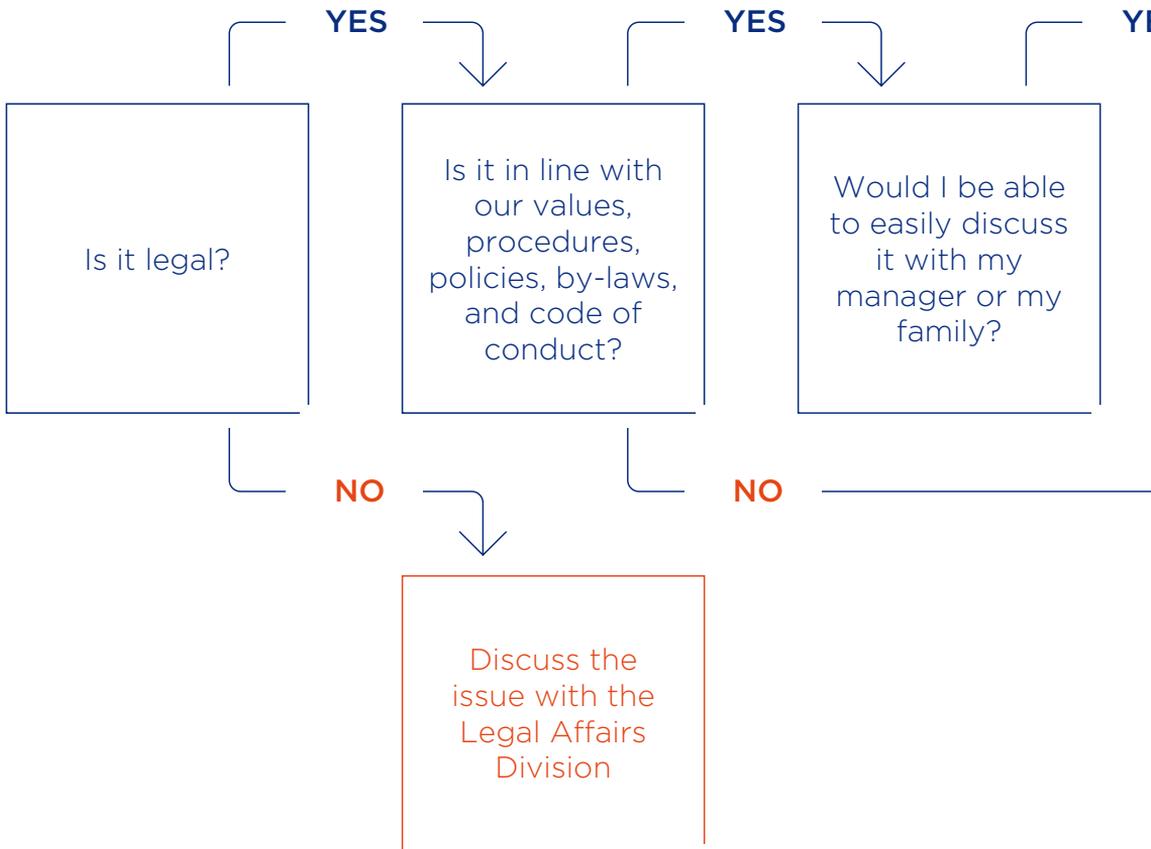
**HARASSMENT:**

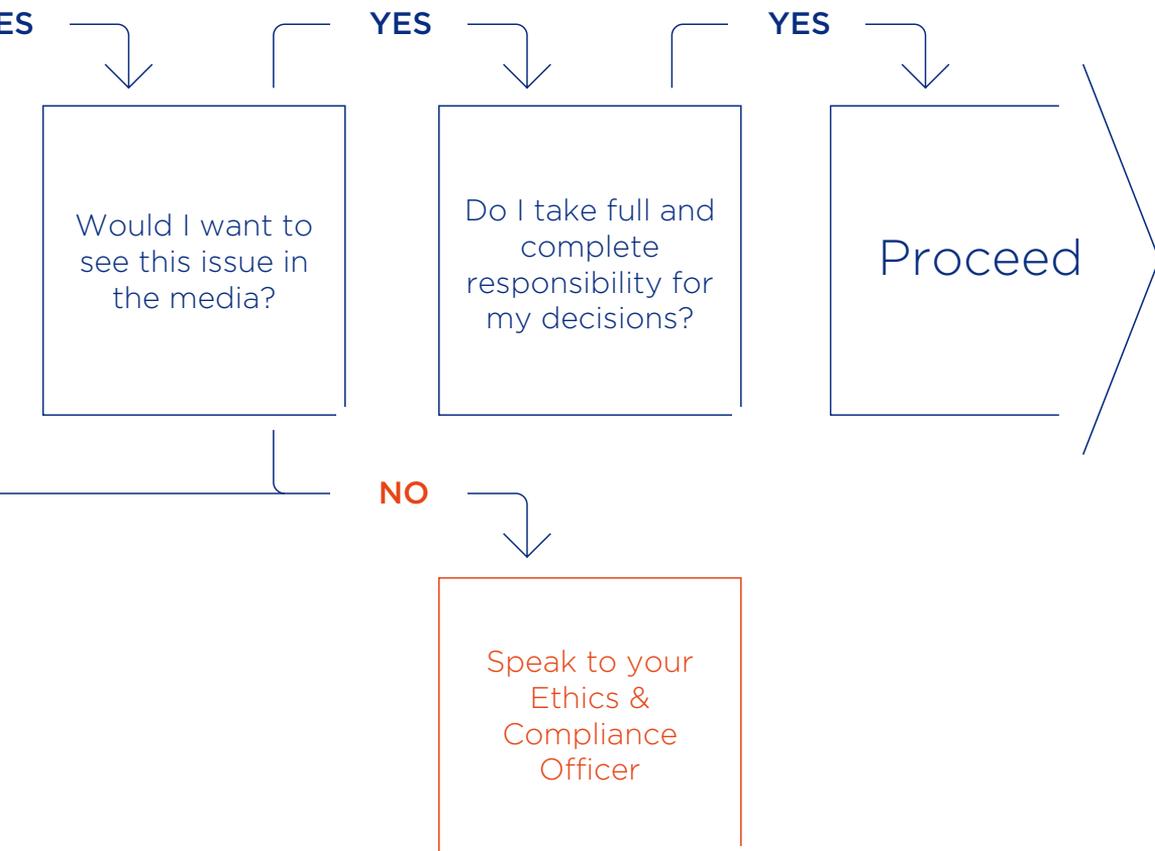
- Up to 3 years' imprisonment and a fine of € 45,000

## DEALING WITH SENSITIVE SITUATIONS

Never remain alone in sensitive situations

**Ask yourself the following questions:**





## DEALING WITH SENSITIVE SITUATIONS (CONTINUED)

### To whom should you talk? And how do you reach them?

If you have questions or would like to report a breach of the Code of Conduct, please contact:

- 1/ Your managers
- 2/ The relevant department for the issue in question: Human Resources Division, Legal Affairs Division, etc.
- 3/ The Ethics & Compliance officer, using the whistleblowing platform at <https://alert.groupeadp.fr>



(See also the Whistleblowing Charter)

### Reasons to use the alert system

The good image of the Group is vital to its growth and performance. Through what they say and how they behave, every employee contributes in some way to the Group's reputation.

Reporting issues allows the Group to employ a progress-making approach while protecting its own and its employees' interests.

### Am I protected if I use the whistleblowing system?

The system is designed to protect whistleblower **acting selflessly, in good faith and who have had personal knowledge of the facts**, by guaranteeing that their identity and information will be kept confidential. The whistleblower is protected both during and after the investigation of their report. Any breach of this confidentiality by those responsible for dealing with alerts may lead to sanction.

Everyone has a right to use the whistleblowing system without needing a manager's prior approval or knowledge. Any attempt to interfere with or prevent a whistleblowing report may lead to sanction.

However, the frivolous (bad-faith) use of the whistleblowing system may be subject to disciplinary action.



## USEFUL LINKS



**Ethics & Compliance Group ADP  
Code of Conduct website**



<http://codeofconduct.groupeadp.fr>



**Groupe ADP Ethics  
& Compliance Website**

[https://www.parisaeroport.fr/en/  
group/group-strategy/ethics-and-  
compliance](https://www.parisaeroport.fr/en/group/group-strategy/ethics-and-compliance)

**Don't hesitate to refer partners and stakeholders  
to this site so that they can learn  
about our Code of Conduct**

# GLOSSARY

## ABUSE OF TRUST

An abuse of trust consists of using someone else's assets in a way not previously agreed with the owner of said assets. For example, using company-provided assets (credit cards, cars, etc.) for personal purposes with no express prior agreement. In France this offence is punishable by 3 years' imprisonment and a fine of € 375,000.

## CONCEALMENT

Concealment is the act of concealing, holding or refraining from disclosing something, while fencing is acting as an intermediary in order to sell or pass something on, knowing that it is the product of a crime or infraction. In France this offence is punishable by 5 years' imprisonment and a fine of € 375,000.

## CORRUPTION

Corruption consists of procuring an advantage (gifts, hospitality, money, information, etc.) for any public or private person in order to induce them to act or refrain from acting. Corruption can be active (on the corrupter's part) or passive (on the part of the person being corrupted). In France this offence is punishable by 10 years' imprisonment and a fine of 1 million euros.

## DUTY OF LOYALTY

Signing an employment contract (be it open-ended, fixed-term, an apprenticeship, etc.) binds both the employee and the employer to a duty of loyalty which requires that both parties behave with integrity in the execution of the work.

The duty of loyalty requires the employee to avoid acting in a way that may be damaging to the company. The duty of loyalty is generally linked to a duty of fidelity or confidentiality.

## FACILITATION PAYMENTS

This involves paying money in order to facilitate or expedite an administrative process (e.g. permits), usually to a government official or employee, when such an action is not authorised under normal processes and rules. In many countries, this kind of activity falls under the domain of corruption.

## OFFENCE OF FAVOURITISM

Offence of favouritism exists when someone provides or attempts to provide an unfair advantage to someone else by breaking the rules governing the free and equal access to public contracts and public service delegation contracts. In France this offence is punishable by 2 years' imprisonment and a fine of € 30,000.

## EMBEZZLEMENT

Embezzlement occurs when a physical or moral person is tricked into handing over funds, shares or other assets, providing services, or agreeing to certain actions, by the fraudulent use of a false name or identity, by the abuse of an actual identity, or by using methods intended to deceive. In France this offence is punishable by 5 years' imprisonment and a fine of € 375,000.

## UNLAWFUL TAKING OF INTEREST

An unlawful taking of interest occurs when a person with public authority, responsible for a public service mission, or vested with publicly elected powers directly or indirectly takes, receives, or keeps an interest of any kind in a company or concern, while being at the time partly or wholly responsible for the monitoring, running, liquidation or payment of said company or concern. In France this offence is punishable by 5 years' imprisonment and a fine of € 500,000, or in some cases double the profit made from the crime.





### **INSIDER DEALING**

Insider dealing is an offence relating to financial markets. It occurs when a person carries out a stock market operation (purchase or sale) based on information that has not been made public. In France this offence is punishable by 5 years' imprisonment and a fine of up to 100 million euros.

### **IMPROPER OR UNFAIR ADVANTAGE**

This refers to any kind of advantage or benefit (money, services, gifts, hospitality, etc.) which has no matching equivalent in a legitimate relationship. For example, making payments that do not match the payment required for goods or services.

### **LOBBYING**

According to Transparency International (a coalition of which Groupe ADP has been a member since 2008), lobbying is "any written or oral communication between the representative of an interest-group and a public decider intended to influence decision-making".

### **MISUSE OF COMPANY ASSETS**

The misuse of company assets is an offence that may be committed by company managers who use company goods or credit in bad faith and in the knowledge that their use is contrary to the company's interests, either for personal gain or to benefit another company or entity in which they have a direct or indirect interest. In France this offence is punishable by up to 5 years' imprisonment and a fine of € 375,000.

### **MONEY LAUNDERING**

Money laundering is the act of 'cleaning' illicit gains (from drug trafficking, theft, fraud or tax fraud, etc.) by funnelling them into legal activities (property, restaurants, etc.). In France this offence is punishable by 5 years' imprisonment and a fine of € 375,000, and in more serious cases by 10 years' imprisonment and a fine of € 750,000.

### **STAKEHOLDERS**

A stakeholder is a person or group of people who can influence or be influenced by the company's achievement of its objectives. Stakeholders can have a direct or indirect relationship with the company. Stakeholders can be internal (managers, employees, directors, etc.) or external (shareholders, partners, customers, suppliers, competitors, and so on).

### **WHISTLEBLOWER**

A whistleblower is a physical person who objectively and in good faith reports or reveals their first-hand knowledge of a crime or offence, of a clear and severe breach of the law or regulations, or of a threat or severe danger to the general community. The whistleblower is legally protected against all reprisals (e.g. from his or her employer) and all criminal prosecution.



[codeofconduct.groupeadp.fr](https://codeofconduct.groupeadp.fr)



**GROUPE ADP**  
DES HORIZONS À PARTAGER



**Airports**  
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