

## Code of Business Conduct and Ethics

The GTAA's Code of Business Conduct and Ethics (the "Code") is intended to act as an ethical guide as we create an airport that is a global leader in performance, customer care and sustainability.

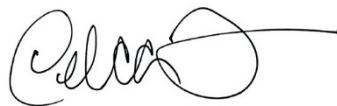
While it would be impossible to cover every potential situation an employee may face while working at the GTAA, this Code provides a guideline to help each of us exhibit the highest standards of integrity and ethics in our behaviour. I expect all employees to comply with both the letter and spirit of the Code, using good judgment to help assess the right path forward in everything we do. to ensure an airport experience that is uplifting, safe and efficient.

The Code unites our team around a common understanding of who we are and what we believe. Please take the time to read it and refer to it often for guidance.

Achieving our vision — *Putting the joy back into travel by making Pearson the chosen place to fly and work* — starts and ends with each of us working together every day to serve our passengers. Let's continue to strive for excellence in everything we do, and together we'll deliver on making Toronto Pearson the airport of the future.



**Deborah Flint**



President and Chief Executive Officer,  
Greater Toronto Airports Authority

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## 1. A Culture of Respect and Integrity

The Code applies to all employees, independent contractors, consultants, officers, and members of the Board of Directors (“Directors” or “Board”) of the GTAA (“you”, “we”, “us”).

We are all expected to act with respect, integrity and exhibit ethical business conduct in our relationships with one another, our stakeholders and anyone with whom we do business in the operation of Toronto – Lester B. Pearson International Airport (“Toronto Pearson” or “Airport”).

The Code is not intended to and cannot describe every possible situation but provides a framework to help us make the right day-to-day decisions. Examples provided in the Code are for guidance only and should not be interpreted to be all-inclusive.

You can find additional information in the GTAA’s [policies](#) and procedures or through your manager, the Human Resources Department, or the Legal Department.

## 2. Our Shared Responsibilities

### 2.1 Following the Code

We are all expected to:

- comply with the Code and the documents referred to in it and act with respect and integrity at all times;
- complete, each year, the annual certification through the Learning Management System;
- in the event that you have any perceived or actual conflict(s) of interest, complete the Conflict(s) of Interest Form that can be accessed through the [Conflicts of Interest Portal Page](#) or, in the event that you do not have access to the portal page, by contacting the Human Resources Department;
- be aware of, understand and comply with all laws, regulations, policies and procedures applicable to our roles;
- seek help or guidance from our manager, the Human Resources Department or the Legal Department, if in doubt;
- report breaches of the Code; and
- fully cooperate with internal or external investigations of possible breaches.

### 2.2 Reporting Breaches and Misconduct

You are required to immediately report any illegal, unethical behaviour or breach of the Code. You should report violations of the Code to your manager. If you are uncomfortable doing so or believe that it is inappropriate to do so under the circumstances, you may make such report to:

- the Chief Legal Officer and General Counsel;
- the Chief Human Resources Officer;
- any member of the Executive Team;
- a member of the Whistleblower Committee;
- the Director, Internal Audit;
- the anonymous C.A.R.E. Hotline at 1-855-484-CARE (2273); or
- through a secure web transaction at [www.grantthorntoncare.ca](http://www.grantthorntoncare.ca)

For more information on reporting violations of the Code, see the [Whistleblower Policy](#).



### 2.3 The GTAA's Commitment to Non-Retaliation

As provided by the GTAA's [Reporting Policy](#), the GTAA will not tolerate retaliation against anyone who makes a good faith report of misconduct, or who participates in an investigation. If you encounter, witness, or become aware of any form of retaliation, it must be immediately reported as set out in 2.2.

### 2.4 Conduct During and Outside of Work Hours

As an ambassador of the GTAA, you must act in a manner, both during and outside of work hours, which does not negatively impact or compromise the reputation of the GTAA or otherwise impair your co-workers' ability to effectively work with you.

## 3. A Respectful Workplace

### 3.1 Our Commitment to Each Other

We are all entitled to work in a respectful and professional environment. At the GTAA, we treat each other fairly and provide equal opportunities to all. The GTAA is committed to maintaining and continuing to develop its diverse and inclusive workplace.

### 3.2 Anti-Discrimination, Harassment and Violence

The GTAA is committed to providing a work environment in which all employees, contractors, and staff are treated with dignity and respect. Any form of discrimination<sup>1</sup>, harassment<sup>2</sup>, including sexual harassment<sup>3</sup>, violence or any other disrespectful or inappropriate behaviour is not tolerated at the GTAA and you are encouraged to immediately report such incidents, as set out in 2.2.

For more information, see the [Employment Equity Policy](#), and the [Workplace Harassment, Violence and Discrimination Prevention Policy](#).

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<sup>1</sup> "Discrimination" means an action or decision that results in the unfair or negative treatment of a person or group because of their race, national or ethnic origin, colour, religion, age, sex (including pregnancy and childbirth), sexual orientation, gender identity and expression, marital status, family status, genetic characteristics, disability or a conviction for which you have been granted a pardon.

<sup>2</sup> "Harassment" means engaging in a course of vexatious comments or conduct that is known or ought to be known to be unwelcome against another person on one or more grounds set out in the Canadian Human Rights Act.

<sup>3</sup> "Sexual harassment" means any conduct, comment, gesture, or contact of a sexual nature that is likely to cause offence or humiliation to any employee; or that might, on reasonable grounds, be perceived by that employee as placing a condition of a sexual nature on employment or on any opportunity for training or promotion.

## 4. Toronto Pearson Safety and Security

### 4.1 Safety and Security: Top Priorities

Safety and security are top priorities at the Airport. Supported by the vision of zero injuries, we are all responsible for the safety of each person who works at, uses, or visits the Airport and have a duty to ensure that the Airport is free of hazards and is operated in a safe manner. In addition, we are all responsible for being familiar with and following all safety and security requirements, policies and procedures, including job-specific safety and security procedures. See it, report it, prevent it.

We are all responsible for reporting safety and security issues, concerns and incidents and taking immediate steps to stop an unsafe act and/or make an area safe.

- Emergencies should be reported immediately to: 416-776-3033;
- Non-emergencies can be reported to: 416-776-3055;
- The Aviation Safety Management System team can be reached at [report\\_it@gtaa.com](mailto:report_it@gtaa.com); and
- All concerns can be reported through the [Toronto Pearson Safety Program - Report a Concern](#).

For more information about your obligations under Section 4, see [Toronto Pearson Safety Policy](#), [Toronto Pearson Security Policy](#) and [Toronto Pearson Safety Program](#). For more information, see the [Toronto Pearson Safety Policy](#) and [Toronto Pearson Safety Program](#) the [Occupational Health & Safety Management System Program Manual](#) and the [Alcohol and Drug Policy](#).

### 4.2 Substance Abuse

We are all expected to report to work and to perform our duties without being under the influence of cannabis, illicit drugs and/or alcohol. Anyone who is impaired by cannabis, illicit drugs and/or alcohol negatively affects the safety and security at the Airport and will be subject to disciplinary action. Individuals with substance abuse issues are encouraged to seek assistance through the GTAA's Employee and Family Assistance Program.

### 4.3 Personal Protective Equipment

You are responsible for and must use the appropriate personal protective equipment required for your role.

### 4.4 Equipment

You are responsible for using all equipment, machinery and tools required for your role in accordance with applicable operating instructions or manuals.

## 5. Fair Business Dealing and Conflicts of Interest

### 5.1 Fair Business Dealing

We are all expected to act in a fair, ethical, respectful and reputable manner with each other and in any business dealing we have.

### 5.2 Conflicts of Interest

A conflict of interest occurs when a person's personal interests or obligations influence or interfere with the interests of the GTAA. You are required to place the GTAA's interest in any business matter ahead of any private interest. A conflict of interest may be an actual conflict, a potential conflict, or a perceived conflict. Conflicts of interest can arise in various situations, and the following are merely examples of when a conflict of interest could arise:

- an actual conflict of interest arises if a friend or relative<sup>4</sup> also works at the GTAA and is reporting to you;
- a potential conflict of interest arises if a friend or relative is employed by an airline and you are in a position to influence a decision which would benefit that airline; or
- a perceived conflict of interest may arise if you are involved in selecting contractors and you are a relative of an employee or officer of the prospective contractor, or you own securities (equity, debt, stock options or other) in the prospective contractor.

The GTAA expects you to manage your personal interests and obligations to ensure that there are no conflicts with the interests of the GTAA and, in the event that a conflict may exist, immediately disclose as provided below.

### 5.3 Disclosure and Management of Conflicts of Interest

While all conflicts must be avoided, some conflicts may be managed through full disclosure and separation of duties.

You are required to immediately disclose in the Annual Certification and Conflicts of Interest Form all business, commercial or other activities that could potentially create a conflict of interest.

In the event that you have any perceived or actual conflict(s) of interest, complete the [Conflict\(s\) of Interest Form](#), or submit a form to the COI Committee through the [Conflicts of Interest Portal Page](#) or, in the event that you do not have access, contact the Human Resources Department.

The obligation to immediately disclose any potential conflicts of interest is a continuing obligation.

### 5.4 Outside Employment, Business, Directorship and Other Activities

Any actual or contemplated outside business, directorship or other activity must be disclosed by employees. Before committing to such activities, employees must disclose the nature of such activities to their manager and the Human Resources Department and obtain their approval.

Any actual or contemplated outside employment must be disclosed by

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<sup>4</sup> "Relative" includes spouse or common-law spouse, parent, child, brother, sister or variation of such relationships as determined by the GTAA.

employees. You cannot work for another business during the hours you are expected to be working at the GTAA.

## 5.5 Gifts, Meals and/or Entertainment

You should not accept gifts, meals and/or entertainment that compromise or appear to compromise your ability to make business decisions that are in the best interest of the GTAA.

You must consult and follow the [Guidelines for Gifts, Meals and Entertainment](#) in connection with both the giving and/or receiving of gifts, meals and/or entertainment. The custom of giving and/or receiving gifts, meals and/or entertainment is common in building business relationships. You must exercise good judgment in deciding whether giving and/or receiving gifts, meals and/or entertainment may compromise, or appear to compromise the ability to make objective, unbiased and fair business decisions. However, in accordance with the Guidelines, giving or receiving gifts, meals, and/or entertainment during an active procurement or contract negotiation is strictly prohibited for anyone involved.

- **Giving and/or Receiving Gifts, Meals, and/or Entertainment**

Giving and/or receiving gifts, meals and/or entertainment in connection with your role at the GTAA in excess of \$250 must be reported to and be pre-approved by your manager. Once approved, such gifts, meals and/or entertainment must be reported to [giftreporting@gtaa.com](mailto:giftreporting@gtaa.com) pursuant to the [Guidelines for Gifts, Meals and Entertainment](#).

Any questions or concerns should be brought to your manager, Director, Vice President, the Human Resources Department or the Legal Department.

## 5.6 Anti-Corruption and Anti-Bribery

The GTAA complies with all applicable anti-bribery and anti-corruption laws. Bribery and corruption may involve obtaining or attempting to obtain a personal or business benefit through bribes, or anything which can be construed to be a bribe, extortion or kickback<sup>5</sup> with the goal to:

- influence action or inaction in business decisions; and/or
- to retain customers; and/or
- to gain any improper advantage in business dealing.

Corrupt arrangements or bribes to or from potential employees, investors, customers, vendors, suppliers, tenants, airlines, contractors, others and government officials, including foreign government officials, is strictly prohibited. Examples of government officials may include individuals who work for the government or a government-controlled entity and/or employees of national, provincial, municipal or local governments.

## 5.7 Political and Charitable Contributions

No political, charitable, or community donations or contributions may be made on behalf of the GTAA unless approved by the President and Chief Executive Officer or the Vice President, Stakeholder Relations and Communications.

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<sup>5</sup> Kickback is a form of negotiated bribery in which money, goods or services are given to the bribe-taker for services rendered.

Any questions or concerns relating to political and charitable contributions should be brought to the Vice President, Stakeholder Relations and Communications.

## 6. Managing and Protecting GTAA Assets

### 6.1 Privacy Principles

We must all exercise care and discretion when in possession of or accessing information about an identifiable individual. Such personal information may only be used if we have consent to have the personal information, and for the purpose for which we received such consent. Consent and the purposes for which personal information is collected, used, or disclosed should be documented, especially where the information is sensitive. Access to personal information must be restricted to GTAA officials fulfilling those purposes. Personal information must be retained only as long as necessary for the fulfillment of the identified purposes and in accordance with the GTAA's record retention policies and applicable law. Once no longer required, it should be securely deleted or destroyed. Individuals may withdraw consent, and GTAA must maintain records of consent withdrawals and actions taken in response, in accordance with applicable policies.

Personal information, especially personal health information, is regulated, subject to several GTAA policies, and may also be subject to contractual obligations.

If you suspect unauthorized use or disclosure of personal information, you must immediately contact your manager, the IT Department or the Chief Privacy Officer at [privacy@gtaa.com](mailto:privacy@gtaa.com).

For more information, see the GTAA's [Privacy Policy](#) and the [Privacy Statement](#).

### 6.2 Protection and Proper Use of GTAA Assets

Depending on our roles, we are provided with equipment and communication tools, e-mail system access, wireless devices and internet and social-media access for work-related purposes. We must protect the GTAA's physical and intellectual property and must not use GTAA assets for unlawful or improper purposes or for personal or third party benefit or gain. For more information, see the [Acceptable Use Policy](#).

You are prohibited from pursuing or taking commercial, operational, or other opportunities that you may become aware of through your role, for personal benefit, or for the benefit of family, friends or others, unless the GTAA has provided prior written consent.

### 6.3 Confidentiality of Corporate Information

In our roles, we may learn about information that is confidential, whether such information is about the GTAA or has been shared with the GTAA in confidence by others, including its tenants, contractors, governments or airlines. You are only permitted to use such information for its intended business purpose and not for any other purpose, including your own self-benefit, both during the course of your employment and after you leave the GTAA. You must prevent inappropriate or unauthorized access, disclosure, or use of such confidential information.



#### 6.4 Public Communications

Only authorized spokespersons or their designates may communicate publicly on behalf of the GTAA. If you are contacted by anyone seeking the GTAA's comment on any matter, including by journalists, government officials or lawyers, refer them to the authorized spokespersons identified in the [Disclosure Controls and Corporate Communications Policy](#).

#### 6.5 Compliance with Securities Laws

The GTAA is a reporting issuer under Canadian securities laws and trading the GTAA's securities (e.g. bonds) is restricted under those laws. You must comply with all applicable securities laws and related corporate policies set out below when trading such securities or become aware of undisclosed material information regarding the GTAA. Only authorized spokespersons may communicate about the GTAA's securities, including with investors, bankers, credit rating agencies, lawyers, securities analysts, regulators, or journalists. For more information see the [Insider Trading Policy](#) and the [Disclosure Controls and Corporate Communications Policy](#) or, contact the Legal Department.

#### 6.6 Integrity of Records

We must all ensure that records and documents we create relating to the GTAA's business are accurate, complete and objective. We must not fraudulently influence, force, manipulate or mislead any independent, public or certified auditors in the performance of an audit.

### 7. Internet and Social Media

It is important to be aware that a social media account which may not specifically identify you as an employee, contractor or Director of Toronto Pearson or the GTAA, may do so indirectly.

If you are using the internet or social media, whether during or outside of work hours, you are expected to be vigilant and are not permitted to take action which could negatively impact the reputation of Toronto Pearson or the GTAA, its employees, contractors or Directors.

Unless you are an authorized spokesperson or their designate, when posting or communicating on the internet or social media, you should not represent or present your comments or opinions as those of Toronto Pearson or the GTAA.

For more information, see the [Acceptable Use Policy](#), [Information Security Policy](#), [Airport Workers Photography & Media Use Policy](#) and the [Disclosure Controls and Corporate Communications Policy](#).

### 8. Environmental Responsibility

The GTAA is committed to ensuring that activities undertaken at the Airport are carried out in an environmentally responsible and sustainable manner to minimize impact on the environment and our surrounding communities.

The GTAA complies with applicable environmental laws and regulations with sensitivity to community and public concerns. Where possible, we are all encouraged to provide leadership and bring awareness in support of minimizing Toronto Pearson's impact on the environment.

## 9. Consequences of Breach of the Code

Any breach of the Code, its related policies and procedures, or any applicable laws, may result in legal and/or disciplinary action, up to and including suspension pending investigation, termination of employment, and civil and/or criminal action, as applicable.