

Greater Toronto Airports Authority

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 the airport of the future by building our business in a smart, healthy and profitable way. While it would be impossible to cover every potential situation that an employee faces 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. The Code will continue to unite our team around a common understanding of who we are and what we believe. Please take the time to read and understand it and refer to it often for guidance. The success of our business starts and ends with the individuals who work tirelessly every day to serve our passengers. If we continue to strive for excellence in everything we do, I know that, together, we will deliver on making Toronto Pearson the the airport of the future.

A handwritten signature in black ink, appearing to read 'Deborah Flint', with a long horizontal flourish extending to the right.

Deborah Flint
President and Chief Executive Officer
Greater Toronto Airports Authority

PEARSON STRONG

Creating the airport of the future by building our business in a **smart, healthy** and **profitable** way.



How we work together everyday to win:

Be Inclusive • Be Nimble • Be Innovative • Be Collaborative • Be Results Driven

What we value: Safety | Passengers | Respect | Belonging | Wellness

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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 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 and, in the event that you have any perceived or actual conflict(s) of interest, complete the [Conflict\(s\) of Interest Form](#);
- be aware of, understand and comply with all laws, regulations, policies and procedures applicable to our roles;
- seek help or guidance from your 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

This Policy requires you to immediately report any illegal, unethical behaviour or breach of the Code. Employees should report violations of the Code to their Supervisor. 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 Vice President, General Counsel Corporate Safety and Security;
- the Vice President, Human Resources and Corporate Services;
- 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.grantthorntontcare.ca

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

2.3 The GTAA’s Commitment to Non-Retaliation

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 ambassadors of the GTAA, we 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 discrimination¹, harassment², including sexual harassment,³ 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](#), the [Anti-Discrimination and Harassment Policy](#), and the [Accessibility and Accommodation Policy](#).

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 requirements, policies and procedures, including job-specific safety procedures.



4.2 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.

- Report emergencies immediately to: 416-776-3033;
- Non-emergencies can be reported to: 416-776-3055;

1 "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.

2 "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.

3 "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.

- Proactive concerns can be reported to: report_it@gtaa.com; and
- All concerns can be reported through the [Toronto Pearson Safety Program portal](#).

4.3 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.

4.4 Personal Protective Equipment

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

4.5 Equipment

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

For more information, see the [Toronto Pearson Safety Policy](#) and [TPSP portal](#), the [Occupational Health and Safety Management System Program Manual](#) and the [Alcohol and Drug Policy](#).

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 private 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 relative⁴ also works at the GTAA and is reporting to you;
- a potential conflict of interest arises if a friend or relative is employed by Air Canada and you are in a position to influence a decision which would benefit the close friend or relative; and/or
- a perceived conflict of interest may arise if you are involved in selecting contractors and you are a friend or relative of an employee of the prospective contractor.

The GTAA expects us to manage our personal affairs and investments to ensure that there are no conflicts between our personal interests and the interests of the GTAA.

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.

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

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

5.5 Gifts and Entertainment

You should not accept gifts 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 the [Guidelines for Gifts and Entertainment](#) in connection with both giving and receiving gifts.

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.

The custom of giving and receiving gifts, meals 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.

During or in connection with contract negotiations, giving and/or receiving gifts, meals and/or entertainment to/from any party involved in the negotiations is strictly prohibited.

Solicitation of gifts and/or entertainment for personal benefit or third party

Soliciting gifts and/or entertainment, including services or benefits for yourself or for a third party (including for example, a community or charitable cause), from any person or entity including from investors, customers, vendors, suppliers, tenants, airlines, contractors or government officials in excess of \$250 must be reported to and be pre-approved by your Director or Vice President; for Vice Presidents, by the CEO; and for the CEO and members of the Board, by the Board Chair.

You must also make sure that the solicitation, giving and/or receiving gifts, meals and/or entertainment does not amount to or cannot be interpreted as a conflict of interest or corruption or bribery as set out in 5.6.

Any questions or concerns should be brought to your 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 kickback⁵ 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 employee of national,

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

municipal or local governments.

5.7 Political and Charitable Contributions

You may make personal political, charitable or community donations but no contribution may be made on behalf of the GTAA, unless specifically approved by the President and Chief Executive Officer or the Vice President, Stakeholder Relations and Communications.

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 any personal information about any individual. Any personal information disclosed to or collected by the GTAA is only used for the business purposes for which the personal information was obtained.

You should report any possible privacy breaches to the Legal Department.

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 all physical and intellectual property belonging to the GTAA and must not use GTAA assets for unlawful or improper purposes or for personal and/or third party benefit or gain.

You are prohibited from pursuing or taking commercial, operational, or other opportunities of which you may become aware 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 come into contact with information that is confidential and not known to the general public, whether such information is about the GTAA or its tenants, contractors and others including airlines. You must prevent inappropriate or unauthorized access to, and use of, confidential information.

Only specifically-approved employees, authorized spokespersons or authorized designates may communicate with members of the public on behalf of Toronto Pearson and/or the GTAA. If you are contacted from an outside source, please refer all questions to authorized spokespersons as set out in the [Disclosure Controls and Corporate Communications Policy](#).

6.4 Compliance with Securities Laws

The GTAA is a reporting issuer under Canadian securities laws and trading the Company's securities is restricted under those laws. Employees must comply with all applicable securities laws and related corporate policies if trading in the Company's securities or aware of undisclosed material information regarding the Company. For more information see the Insider Trading Policy and the [Disclosure Controls and Corporate Communications Policy](#) or, contact the Legal Department.

Only authorized spokespersons may communicate with the financial community, investors, analysts, regulators, the media and the public at large. Authorized spokespersons are set out in the [Disclosure Controls and Corporate Communications Policy](#).

6.5 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. External Communications

7.1 External Communications and Use of the Internet and Social Media

It is important for us to remember that only specifically- approved employees, authorized spokespersons or authorized designates may communicate with members of the public on behalf of Toronto Pearson and/or the GTAA.

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 and/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, the GTAA, its employees, contractors and/or Directors.

Unless you are a specifically-approved employee, an authorized spokesperson or authorized designate, when posting or communicating on the internet or social media, you should not represent or present your comments and/or opinions as those of Toronto Pearson and/or the GTAA.

For more information, see the [Acceptable Use Policy](#), [Information Security Policy](#), [Privacy 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 applicable law, 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.