

People Policies and Procedures

CODE OF CONDUCT

Our goal is to have engaged and helpful colleagues who will deliver ever improving customer service.



Manchester Airports Group

Introduction

This Code of Conduct (“the Code”) sets out the conduct expected of the directors and employees (“colleagues”) of the Manchester Airports Group of companies (“the Group”) who are required at all times when representing the Group to act with honesty and integrity, in a professional manner reflecting the values and ethical standards of the Group.

Additionally the principles of the Code apply to contractors, agency staff and third parties who have a business relationship or business dealings with the Group.

General Principles

Diversity

The Group is committed to promoting diversity through making the most of what’s unique about each of us and through drawing on our different perspectives and experiences to add value to the way we do business. We will not unfairly discriminate against any person and will ensure that all colleagues are treated fairly and with respect and dignity regardless of their race, age, religion, gender, sexual orientation or disability. All colleagues are entitled to work in an environment free from harassment, victimisation and bullying.

Behaviour

Colleagues will not conduct themselves in a manner that might bring the Group into disrepute.

Colleagues should treat other people whether they are employees, service partners or members of the public fairly, with respect, and without prejudice.

Conflicts of Interest

Colleagues must not use their position in the Group improperly either to secure for themselves or any relative or friend an unfair advantage or to seek a financial gain from transactions. Where possible, colleagues must avoid conflicts of interest; if a conflict cannot be avoided or arises during the course of business dealings the colleague must suspend any further dealings on the matter (until resolved) and disclose it immediately to his/her line manager.

Examples where conflicts of interest are likely to occur include but are not limited to the following:

- the employment of either a friend or relative or partner;
- the appointment of either a friend or relative or partner as a supplier of goods, works or services to the Group;
- the process of procuring goods, works or services from either a friend or relative or partner or a company in which either the colleague or a friend, relative or partner of a colleague is a director or has a financial or beneficial interest;

Manchester Airports Group

- a transaction involving land or property in which either a colleague or a friend, relative or partner of the colleague has a financial or beneficial interest.

Taxation

The Group is committed to complying with all taxation laws and statutory obligations to which it is subject. Colleagues should not engage in any conduct or practices that are either designed to evade or have the effect of evading taxation liabilities or misrepresent facts and circumstances such that taxation advantages are obtained. Colleagues are required to co-operate fully with any enquiry in relation to the taxation affairs of any company and must disclose all relevant information when requested by the appropriate authority/agency.

Financial Irregularities

Any colleague suspected of fraud, financial irregularity or corruption will be subject to investigation which may lead to dismissal and prosecution. This does not prohibit bona fide commissions or fees payable under contractual agreements with advisers, consultants, agents or partners.

Legal Irregularities

Colleagues should not knowingly permit any breach of or deliberate or wilful or non-compliance with any legislation including (but not limited to) the Health and Safety at Work Acts or any health and safety policy in force from time to time.

Disclosure of Information and Confidentiality

Colleagues must not disclose to any other person or company any confidential or commercially sensitive information relating to the Group's business unless specifically authorised to do so or required by law.

Colleagues should take appropriate care when transmitting commercially sensitive information to ensure it reaches only the intended person. If, despite taking all reasonable steps, it becomes apparent that there has been an unauthorised disclosure of confidential or commercially sensitive information, the matter should be automatically drawn to the attention of the line manager as appropriate.

Acceptance and Giving of Hospitality and Gifts

The Group recognises that contact with suppliers, customers or advisers to the Group can help to improve business relationships. However, it is important that the acceptance of corporate hospitality and gifts can neither be seen nor act as an inducement to the placing of work or the continuation of a contractual relationship with a particular supplier, customer or adviser. Corporate hospitality includes an invitation to a function, dinner, tickets to a sporting event, theatre etc. Gifts would include free or reduced price air travel or accommodation.

Colleagues should disclose (by memo or e-mail) to their line manager, immediately or as soon as reasonably practical, any invitation, corporate hospitality or gift, offered or received. If the gift is purely token, e.g. of monetary value less than £50, or promotional advertising, pens, key rings etc. given to a wide range of people there is no need to disclose. Cash or monetary gifts should always be refused. In addition to the disclosure required above, all colleagues should maintain their own written or electronic record of invitations, corporate

Manchester Airports Group

hospitality and gifts accepted, together with the appropriate approvals from the line manager, which should be available for inspection if required.

Colleagues are advised to err on the side of caution and if they are in any doubt as to the integrity of the offer or invitation should consult their line manager or refuse the corporate hospitality or gift.

The prior approval of the line manager should be obtained to corporate hospitality and entertainment provided by Group colleagues. Corporate hospitality should not be of an excessive value and should be appropriate to the occasion and the recipient.

Gifts, other than promotional gifts, may not be made to contractors, consultants, advisers or suppliers without the prior approval of the line manager.

If a colleague attends a function as a representative of the Group or at the invitation of the Group it is expected that if s/he chooses to drink alcohol it will be in moderation; any behaviour likely to bring the Group into disrepute could constitute gross misconduct.

Attendance at Conferences in the UK and Overseas

Colleagues' attendance at conferences in the UK and Overseas requires the prior approval of the line manager as appropriate. Attendance at conferences either in the UK or overseas should be limited to the number of representatives that is appropriate to the pursuit or achievement of the Group's objectives. As a general rule partners are not permitted to accompany a colleague to conferences although where it is normal practice for partners to accompany the colleague, permission can be granted at the discretion of the line manager. The additional incremental travel cost of the partner shall be borne by the colleague who shall also be responsible for ensuring that they have adequate travel insurance if not covered by the Group/Company policy.

The Group's Travel and Subsistence Policy is based on the principle that colleagues should recover reasonable expenses from carrying out business on behalf of the Group. Expenses claims need to be approved by the immediate line manager.

Uniform and Dress

If colleagues are required to wear a uniform in the exercise of their duties they shall comply with the appropriate guidelines in force from time to time, including any health and safety requirements.

The Group has the general expectation that colleagues' dress will be appropriate to the nature of the duties and responsibilities undertaken. Departments within the Group should adopt appropriate dress codes to suit the services and function they provide and to meet the expectations of the public. Where such dress codes are established colleagues will be expected to meet the standards set. The Group values and welcomes the ethnic diversity of its colleagues and therefore dress codes should take account of ethnic and religious dress requirements with sensitivity to ensuring that colleagues are free to observe them.

Public Interest Disclosure

In the event that a colleague becomes aware of any conduct which s/he reasonably believes constitutes a criminal offence, a failure to comply with legal obligations, a miscarriage of justice, a health and safety risk, an environmental risk or a deliberate concealment of any of

Manchester Airports Group

these then s/he should follow the process as laid down in the Whistleblowing Policy in force from time to time.

In addition, if a colleague becomes aware of any conduct that s/he reasonably believes involves a breach of the Code s/he should inform his/her line manager in the first instance.

Community Initiatives, Charitable Giving and Sponsorship

The Group is committed to the principle of sustainable growth. Sustainability means minimising the impacts and maximising the benefits of the airports' development in the surrounding communities they serve and beyond. The sustainability policy comprises a number of environmental, social and economic policies that are supported by community initiatives. These include: the Community Trust Fund, sound insulation grant scheme and arts sponsorship. In addition there are training, education and diversity initiatives.

Donations on behalf of the Company shall not be made to any charities or institutions that are political, quasi-political or have religious connections.

Acceptable Use of E-mail, Intranet and Internet

Colleagues must ensure that they follow any published acceptable use policy and / or procedure in respect of the use of e-mail, intranet and the internet. In addition, colleagues are reminded that photocopying facilities and stationery (including postage) are provided for business purposes only and that the use of telephones (including mobile phones provided by the Group) to make personal calls should be limited to a reasonable usage as agreed with the line manager.

Notes

In the interests of demonstrating business integrity, in all cases where line management authorisation is required, and the Chairman needs such authorisation, this will be requested of the Chief Executive.

Definitions

In this Code:-

“Relative” means a spouse, partner, parent, parent-in-law, son, daughter, stepson, stepdaughter, child of a spouse or partner, brother, sister, grandparent, grandchild, uncle, aunt, nephew, niece or the spouse or partner of any of the preceding persons;

“Partner” means a member of a couple who live together.

This Code of Conduct is approved by:
John Hampton, Director of Group Reward & Employment Policy