

ETHICS CODE FOR DIRECTORS, OFFICERS AND EMPLOYEES - "CODE"

Developing and Maintaining an Ethical Corporate Culture

No code can replace the thoughtful behaviour of an ethical director, officer or employee. A culture of openness, honesty, trust, integrity and mutual respect will reinforce the vision of ethics within Edmonton Airports.

The purpose of the Code is to foster a culture that promotes integrity and deters wrong-doing. It is the individual responsibility of each director, officer and employee to behave appropriately and comply with the Code. Effective ethics is a team effort involving the participation and support of every Edmonton Airports' director, officer and employee.

Edmonton Airports is committed to protecting directors, officers, employees, customers, tenants, suppliers and Edmonton Airports from inappropriate actions by Edmonton Airports' directors, officers or employees, whether knowingly or unknowingly, in the course of performing their duties and obligations at Edmonton Airports. When Edmonton Airports addresses issues proactively, and uses correct judgement, it will help Edmonton Airports better serve its stakeholders and the community.

Edmonton Airports Commitment to Ethics and Ethical Practices

Edmonton Airports' directors, officers, and employees will treat everyone fairly, have mutual respect, promote a team environment and avoid the intent and appearance of unethical or compromising practices.

Edmonton Airports will promote a trustworthy and honest atmosphere to reinforce the vision of ethics within Edmonton Airports. Edmonton Airports will underscore the importance of integrity and encourage every director, officer and employee to consistently maintain an ethical stance and support ethical behaviour.

Executives within Edmonton Airports must set a prime example. In any corporate activity, honesty and integrity must be top priority for executives. Executives must have an open door policy and welcome suggestions and concerns from employees. This will allow employees to feel comfortable discussing any issues and alert executives to concerns within the work force.

Edmonton Airports encourages open dialogue, honest feedback, fair treatment and objectivity, and will not tolerate harassment or discrimination.

Standards of Business Conduct

In upholding Edmonton Airports' ethical values in all corporate activities, a director, officer or employee of Edmonton Airports will:

- (a) abide by and create a culture throughout the organization of the Board approved core values as articulated in the strategic plan,
- (b) act honestly, in good faith and with a view to the best interests of Edmonton Airports,
- (c) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances,
- (d) comply with the Conflict of Interest Rules which are attached as Appendix A,
- (e) protect and properly use Edmonton Airports' assets and opportunities,
- (f) both during and after appointment, maintain, preserve and protect the confidentiality of all Edmonton Airports' information including marketing plans, agreements, customer lists, databases, trade secrets, intellectual property as well as information about competitive and strategic matters,
- (g) ensure fair dealing with Edmonton Airports' security holders, customers, suppliers, competitors and each other and not take unfair advantage of any such person through manipulation, concealment, abuse or privileged information, misrepresentation of facts or any other unfair or unlawful dealing practice,
- (h) comply with the Respect for Each Other Policy which is attached as Appendix B,
- (i) comply with applicable laws, rules, regulations and all other Edmonton Airports' policies, and
- (j) report any illegal or unethical behaviour related to corporate activities in accordance with the Safe Disclosure Policy attached hereto as Appendix C.

APPENDIX A**Conflict of Interest Rules****1. PURPOSE**

To enhance public confidence in the integrity of the Edmonton Airports by establishing rules designed to prevent the interests of Directors, Officers and Employees, including Related Persons of Directors, Officers or Employees, from materially or detrimentally being in conflict with the interests of Edmonton Airports, including any interests that may reasonably be perceived as giving rise to an appearance of a conflict of interest.

2. DEFINITIONS

In these Rules:

- (a) "Act" means the *Regional Airports Authorities Act* (Alberta) and the Regulations made thereunder,
- (b) "Appointer" means a body from time to time named as an appointer of Edmonton Airports pursuant to the Act;
- (c) "Board" means the board of directors of Edmonton Airports;
- (d) "CEO" means that Officer that is appointed the President and Chief Executive Officer of Edmonton Airports;
- (e) "Code" means the Edmonton Airports' Ethics Code;
- (f) "Compliance Officer" means that Officer who is appointed as the General Counsel and Corporate Secretary of Edmonton Airports;
- (g) "Director" means a member of the Board;
- (h) "Edmonton Airports" means the Edmonton Regional Airports Authority and its subsidiaries, if any;
- (i) "Employee" means any employee of Edmonton Airports who is not defined as an Officer;
- (j) "Governance & Compensation Committee" means that committee of the Board appointed and designated as such by the Board;
- (k) "Officer" means an officer of Edmonton Airports designated and appointed as such by the Board;
- (l) "PIF Form" means the Personal Information Form attached as Schedule "A";

(m) "Related Persons" means close family members, including common law and adult interdependent partners, and close business associates; and

(n) "Rules" means these Conflict of Interest Rules.

3. DISCLOSURE STATEMENTS

Upon appointment of office or commencement of employment with Edmonton Airports, all Directors, Officers and members of Executive Management shall complete and provide a PIF Form to the Compliance Officer, and thereafter, shall update the PIF Form, as soon as is reasonably possible, to reflect any changes to the information provided therein, and return the updated PIF Form to the Compliance Officer. Directors, Officers and members of Executive Management shall annually, on or before December 31 of each year, affirm in writing that they have reviewed and have complied with these Rules.

4. DISCLOSURE OBLIGATIONS AND DECISION MAKING

(a) It is the individual responsibility of every Director, Officer and Employee to report to the Compliance Officer, in writing and without delay, all interests, activities, investments, memberships, appointments, relationships, engagements, gifts (including, without limitation, gifts of goods, services, hospitality and entertainment) or benefits (herein collectively referred to "interests" or an "interest") which they have, or a Related Person has, become involved with or received which may materially or detrimentally conflict with the interests of Edmonton Airports or any interests that may reasonably be perceived as giving rise to an appearance of a conflict of interest. Where possible, a Director, Officer or Employee who is considering becoming involved with or accepting an interest should report such interest to the Compliance Officer before becoming involved with or accepting the interest.

(b) Upon receiving a written disclosure from, regarding or in relation to a Director, Officer or Employee pursuant to Paragraph (a), the Compliance Officer shall either:

(i) make a determination that the disclosed interest would not materially or detrimentally conflict with the interests of Edmonton Airports and would not reasonably be perceived as giving rise to an appearance of a conflict of interest or disclosure of the interest is not required pursuant to Section 5;

(ii) make a recommendation respecting actions or processes to manage the disclosed interest, which if followed, would cause the disclosed interest to not be materially or detrimentally in conflict with the interests of Edmonton Airports and to not be reasonably perceived as giving rise to an appearance of a conflict of interest; or

(iii) refer the matter to the CEO in the case of disclosed interests from, regarding or in relation to Employees or refer the matter to the Governance &

Compensation Committee in the case of disclosed interests from, regarding or in relation to Directors and Officers.

The Compliance Officer in making any determination, recommendation or taking any action hereunder may consult with the CEO (in the case of Employees' disclosed interests), any member of the Governance & Compensation Committee (in the case of Directors' or Officers' disclosed interests) or retain the services of professional advisors.

- (c) Any disclosed interest which is from, regarding or in relation to the Compliance Officer shall be provided in the same manner as set out in Paragraph (a) above but shall be reported to the CEO. The CEO shall either make a determination, recommendation or referral in accordance with Subparagraphs (b)(i) to (iii) above for any disclosed interest which is from, regarding or in relation to the Compliance Officer or any disclosed interests which are from, regarding or in relation to Employees and are referred to the CEO by the Compliance Officer pursuant to Subparagraph (b)(iii). The CEO in making any determination, recommendation or taking any action hereunder may consult with management or any member of the Governance & Compensation Committee or retain the services of professional advisors.
- (d) Upon receiving a referral from the Compliance Officer respecting a disclosed interest from, regarding or in relation to a Director or Officer pursuant to Subparagraph (b)(iii), the Governance & Compensation Committee shall either:
 - (i) make a determination that the disclosed interest would not materially or detrimentally conflict with the interests of Edmonton Airports and would not reasonably be perceived as giving rise to an appearance of a conflict of interest or disclosure of the interest is not required pursuant to Section 5;
 - (ii) make a recommendation respecting actions or processes to manage the disclosed interest, which if followed, would cause the disclosed interest to not be materially or detrimentally in conflict with the interests of Edmonton Airports and to not be reasonably perceived as giving rise to an appearance of a conflict of interest; or
 - (iii) refer the matter to the Board.

The Governance & Compensation Committee in making any determination, recommendation or taking any action hereunder may consult with management or any member of the Board or retain the services of professional advisors. The Governance & Compensation Committee may make a determination, recommendation or take action in relation to a member of the Governance & Compensation Committee for a disclosed interest from, regarding or in relation to that member provided that the member is excluded from participating in any discussions or meetings and making any determinations or recommendations respecting the member's disclosed interest.

- (e) Upon receiving a referral from the Governance & Compensation Committee respecting a disclosed interest from, regarding or in relation to a Director, Officer or Employee pursuant to Subparagraph (d)(iii), the Board shall either:
- (i) make a determination that the disclosed interest would not materially or detrimentally conflict with the interests of Edmonton Airports and would not reasonably be perceived as giving rise to an appearance of a conflict of interest or disclosure of the interest is not required pursuant to Section 5;
 - (ii) make a recommendation respecting actions or processes to manage the disclosed interest, which if followed, would cause the disclosed interest to not be materially or detrimentally in conflict with the interests of Edmonton Airports and to not be reasonably perceived as giving rise to an appearance of a conflict of interest; or
 - (iii) make a decision, which shall be final and binding, as to what, if any, action is required in the circumstances, including the suspension or termination of the interest, activity, investment, relationship, membership, appointment or engagement or the repayment or return of any gift or benefit received in relation to the interest at issue. If a decision of Board requires the involvement of an Appointer to implement the decision or action to be taken then the Board shall request whatever action is required on behalf of the Appointer to effect the Board's decision.

The Board in making any determination, recommendation or taking any action hereunder may consult with management or retain the services of professional advisors.

- (f) The actions or processes to manage disclosed interests under Paragraphs (b), (c), (d) and (e) above may include, without limitation, excluding the Director, Officer or Employee from discussions or meetings, or portions thereof, pertaining to the subject matter of the disclosed interest or, in the case of a Director, not voting on any resolution pertaining to the subject matter of the disclosed interest.

5. DISCLOSURE NOT REQUIRED

It is the individual responsibility of every Director, Officer and Employee to behave appropriately and have regard to the Code and the purpose of these Rules set out herein. Disclosure is not normally required for:

- (a) Modest gifts (including, without limitation, gifts of goods, services, hospitality and entertainment) or benefits received by a Director, Officer or Employee in carrying out his or her office or employment with Edmonton Airports, including, without limitation, political and charitable fundraising events;

- (b) Customer or supplier relationships resulting from the fulfillment of the Directors, Officers or Employees duties and responsibilities to Edmonton Airports and conducted in the ordinary course of business;
- (c) Common board or club memberships with any of Edmonton Airports' customers or suppliers, or their directors, officers or employees;
- (d) Upgrades and other benefits received under any airline frequent flyer program which are not received as a result of the Director, Officer or Employee holding an office with or being employed by Edmonton Airports; and
- (e) Any interests in relation to any contract or proposed transaction, which shall be dealt with in accordance with the Act.

6. RECORDING AND REPORTING CONFLICTS

- (a) Edmonton Airports shall maintain a confidential record or register of all disclosures, recommendations, determinations and other actions taken pursuant to these Rules whether by the Compliance Officer, the CEO, the Governance & Compensation Committee, the Board or an Appointer.
- (b) All disclosures, recommendations, determinations and other actions taken by the Compliance Officer or the CEO shall be reported by the Compliance Officer periodically to the Governance & Compensation Committee.
- (c) All disclosures, recommendations, determinations and other actions taken by the Governance & Compensation Committee or the Board shall be entered into the meeting minutes of the Governance & Compensation Committee or the Board, as applicable.
- (d) All determinations, recommendations or other actions taken by the Compliance Officer, the CEO, the Governance & Compensation Committee, the Board or an Appointer shall be communicated in writing to person or persons from which the disclosure was received or relates to on a confidential basis.
- (e) Edmonton Airports may through the Board Chair provide a report to any person or media outlet in relation to the subject matter of any disclosed interest and any determinations, recommendations or other actions taken by Edmonton Airports with respect to such disclosed interest (whether by the Compliance Officer, the CEO, the Governance & Compensation Committee, the Board or an Appointer) if determined to be in the best interests of Edmonton Airports, including, without limitation, in order to provide public assurance that such interest was not material or detrimental to the interests of Edmonton Airports, would not reasonably be perceived as giving rise to an appearance of a conflict of interest or in order to dispel perceptions, misperceptions or inaccuracies in relation to such interest.

7. COMPLIANCE

- (a) In the event that an Employee does not comply with these Rules, including any direction or determination provided hereunder, the Compliance Officer shall report such event of non-compliance to the CEO who shall make a decision as to what, if any, further action is required, including disciplinary action, suspension or termination of employment.
- (b) In the event that a Director or Officer does not comply with these Rules, including any direction or determination provided hereunder, the Compliance Officer shall report such event of non-compliance to the Governance & Compensation Committee, who shall make a recommendation to the Board as to what, if any, further action is required, which could include disciplinary action, suspension or termination of office or employment.

8. INFORMATION CONFIDENTIAL

Except as otherwise provided herein or in the Act, all persons receiving information disclosed or reported pursuant to these Rules shall hold that information in strict confidence subject to the rights of further disclosure to the CEO, the Governance & Compensation Committee, the Board or an Appointer pursuant to these Rules.

9. PUBLIC INFORMATION NOT CONFIDENTIAL

Notwithstanding the generality of Section 8, information need no longer be held in strict confidence when that information is in the public domain.

10. REPEAL OF PREVIOUS POLICY

Edmonton Airports' Conflict of Interest Policy No. 3 shall be repealed and replaced by these Rules effective immediately upon these Rules being approved by the Board and the City Manager for the City of Edmonton. These Rules shall constitute the conflict of interest policies required under the Act.

SCHEDULE "A"**PERSONAL INFORMATION FORM**

PERSONAL INFORMATION FORM (PIF)

TO: The Directors, Officers and Executive Management of Edmonton Regional Airports Authority

This Personal Information Form discloses information as of December 31, 20____.

Name (full legal name and, if applicable, all previous names; surnames first):	
Residence (address and telephone number):	
Res: () _____ Cell: () _____	
Date of Birth: _____	Driver's License No: _____
Place of Birth: _____	Jurisdiction: _____
Citizenship: _____	
Education (provide dates, school and degree, if obtained):	
Memberships/Professional Associations (provide designation, if applicable):	
Directorships or Offices held in corporations or other organizations:	

Companies in which you own or control 10% or more of the voting shares:
Employment History for the past 5 years, (provide name of employer, address, kind of business, title, responsibilities, employment dates, and if applicable, reasons for leaving):
Names of members of immediate family:
Have you, or to your knowledge, has any firm in which you were a member, or any corporation in which you are or were an officer, director or major shareholder (10% or more) during the past 10 years, been convicted of a criminal offence, or made an assignment for the benefit of creditors, or become legally insolvent, or been adjudged a bankrupt or had a petition in bankruptcy filed, or are you, or to your knowledge, is any firm in which you are a member, or any corporation in which you are an officer, director or major shareholder (10% or more) subject of any current charge, indictment or proceeding for a criminal offence or any current proceedings by a securities regulatory authority or a current claim that is based in whole or in part on actual or alleged fraud? If yes, provide specific details:
I, the undersigned, hereby certify that the foregoing constitutes a complete and accurate disclosure by me of the matters of the information required by this Personal Information Form.
Dated and signed this _____ day of _____ 20 ____.

(signature)

APPENDIX B

Respect for Each Other Policy

Policy

Edmonton Airports is committed to providing a work environment that is free from harassment, and where all persons are treated with respect and dignity.

Purpose

The purpose of this policy is to foster a respectful work environment through the prevention of harassment and the prompt resolution of complaints.

Scope

This policy applies to all directors, officers and employees of Edmonton Airports. The obligation to extend a work environment free from harassment is not limited to fellow directors, officers and employees of Edmonton Airports, but also to all persons whom Edmonton Airports' directors, officers and employees may contact in the course of their obligations and responsibilities at work.

Employees' Rights and Responsibilities

All employees have the right to a workplace that is free from harassment, and to be treated fairly and respectfully in the workplace. All employees have the responsibility:

- (a) to treat co-workers, customers and others with whom they may have contact in the workplace with respect;
- (b) to speak up if they or someone else is being harassed;
- (c) to report harassment in the workplace in accordance with the Safe Disclosure Policy; and
- (d) for respecting the confidentiality of anyone involved in a harassment complaint.

Directors', Officers' and Management's Responsibilities

Each director, officer, executive, manager and supervisor is responsible for fostering a safe working environment, free of harassment. Management must set an example for appropriate workplace behavior, and must deal with situations of harassment immediately upon becoming aware of them whether or not there has been a complaint.

Edmonton Airports' Responsibilities

As an employer, Edmonton Airports has a responsibility to be aware of what is happening in the workplace. All incidents of harassment will be treated seriously and all complaints will be acted upon to ensure that they are resolved quickly, confidentially and fairly. Anyone who has been found to be harassing a person or group of people, or who retaliates in any way against anyone who has complained of harassment or given evidence in a harassment investigation will be subject to discipline up to and may

include suspension and/or termination of employment. Disciplinary or corrective measures may also be taken against any member of management who is aware of a harassment situation and fails to take corrective action.

Other Recourse

If harassment is based on one of the grounds of discrimination prohibited under the *Canadian Human Rights Act*, employees have the right to file a complaint with the Canadian Human Rights Commission. Assaults, including sexual assault are covered by the *Criminal Code*, and in such cases the police should be contacted.

Definitions

<p>harassment</p>	<p>Harassment is any behavior, including sexual harassment, that demeans, humiliates or embarrasses a person, and that a reasonable person should have known would be unwelcome. It includes actions (e.g. touching, pushing), comments (e.g. jokes, name-calling), or displays (e.g. posters, cartoons). It may be a single incident or continue over time. The <i>Canadian Human Rights Act</i> protects employees and people receiving goods and services, from harassment that is related to their race, national or ethnic origin, colour, religion, age, sex, marital status, family status, disability, pardoned conviction or sexual orientation.</p>
<p>sexual harassment</p>	<p>Sexual harassment includes offensive or humiliating behavior that is related to a person’s sex, as well as behavior of a sexual nature that creates an intimidating, hostile or “poisoned” work environment, or that could reasonably be thought to put sexual conditions on a person’s job or employment opportunities. A few examples are: questions and discussions about a person’s sexual life; touching a person in a sexual way; commenting on someone’s sexual attractiveness or sexual unattractiveness; persisting in asking for a date after having been refused; telling a woman she belongs at home or is not suited for a particular job; eyeing someone in a suggestive way; displaying cartoons or posters of a sexual nature; or writing sexually suggestive letters or notes.</p>

APPENDIX C

Safe Disclosure Policy

Reporting

It is the responsibility of all directors, officers and employees to report Code violations in accordance with this Safe Disclosure Policy.

No Retaliation

No director, officer or employee who in good faith reports a violation or suspected violation shall suffer harassment, retaliation or adverse employment consequence. An employee who retaliates against someone who has reported a violation in good faith is subject to discipline up to and may include suspension and/or termination of employment. This Safe Disclosure Policy is intended to encourage and enable employees and others to raise serious concerns within the organization rather than seeking resolution outside the organization.

Reporting Violations

Edmonton Airport's suggests that employees share their questions, concerns, suggestions or complaints with someone who can address them properly. In most cases, an employee's supervisor is in the best position to address an area of concern. However, if you are not comfortable speaking with your supervisor or you are not satisfied with your supervisor's response, you are encouraged to speak with someone responsible for Human Resources or anyone in management whom you are comfortable in approaching. Supervisors and managers are required to report suspected violations to the Compliance Officer who is the General Counsel and Corporate Secretary, who has authority and responsibility to investigate all reported violations.

Compliance Officer

The Compliance Officer or the Compliance Officer's delegate is responsible for investigating and resolving all reported complaints and allegations concerning violations and shall advise the Chief Executive Officer and/or the Board through the Board Chair or a Board Committee Chair. If you are not comfortable speaking with the Compliance Officer or they are unavailable and the matter is urgent, you may contact the Chief Executive Officer, the Board Chair or a Board Committee Chair.

Accounting and Auditing Matters

The Audit Committee of the Board shall address all reported concerns or complaints regarding corporate accounting practices, internal controls or auditing. The Compliance Officer shall immediately notify the Audit Committee Chair of any such complaint and work with the Audit Committee until the matter is resolved.

Acting in Good Faith

Anyone filing a complaint concerning a violation or suspected violation must be acting in good faith. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false could be viewed as a serious disciplinary offense.

Confidentiality

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations will be confidential to the extent possible, consistent with the need to conduct an adequate and satisfactory investigation.

Handling of Reported Violations

The Compliance Officer will notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation.