

**CODE OF ETHICS OF GRUPO  
AEROPORTUARIO DEL SURESTE**

JUNE 2004

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## **I.- INTRODUCTION**

1.- The Code of Ethics is the set of rules and measures intended to strengthen respect for and observance of the law, values and objectives among the board members, executive officers and employees of Grupo ASUR, by defining the behaviour expected from each person in the performance of his or her duties, as well as those acts that are deemed unacceptable.

## **II.- OBJECTIVE**

1.- The purpose of the Code of Ethics is to establish behavioural guidelines that must be adhered to by the board members, executive officers and employees of the Group, and to set forth specific rules and regulations that provide the necessary orientation for these persons to fulfil their duties.

## **III.- SCOPE**

1.- The provisions of the Code of Ethics must be observed by the members of the Board of Directors and auxiliary committees (board members), the directors (executive officers) and the employees of all the companies that form Grupo Aeroportuario del Sureste.

2.- This document recognises that in most cases the correct course of action is obvious, independently of whether it is stated or not in a code of conduct. Consequently, this Code should not be considered to be exhaustive.

3.- All situations that are not envisaged herein should be resolved by the Board of Directors, in accordance with good administrative practice.

## **IV.- GENERAL RULES**

1.- The board members, executive officers and employees of Grupo ASUR are obliged to comply with all laws, regulations and rules governing or limiting their spheres of responsibility, and all internal rules, policies and procedures established by the administration, as well as behaving with loyalty, diligence and honesty.

2.- No board member, executive officer or employee may use the name of ASUR or that of any of its airports, or any of their other assets, in activities intended for personal gain.

3.- All board members and employees must avoid any external activities that demand a degree of time and effort that might affect their capacity or availability to fulfil their obligations to Grupo ASUR.

4.- All board members, executive officers and employees must refrain from commenting outside the Group on activities carried out by the Group and from disclosing confidential information relating to processes, methods, strategies, plans, projects and technical, market or any other kind of data.

5.- Grupo ASUR provides equal professional opportunities to all persons who can provide evidence that they are suitably trained for a given activity. Discrimination on the basis of race, nationality, sex, marital status, physical ability, religion or for any other reason is forbidden.

6.- It is prohibited to dismiss, demote, suspend, threaten, harass, obstruct employment rights or in any other way discriminate against a board member, executive officer or employee for providing information, helping information to be provided or collaborating in any investigation resulting from an alleged violation of any laws, internal ASUR regulations or this Code of Ethics.

7.- It is prohibited to provide loans or financing of any kind to the board members or executive officers of Grupo ASUR.

8.- In the event that bonuses, gratuities or financial acknowledgements are awarded to executive officers on the basis of financial results, revenues or profits that are subsequently determined to be erroneous, the

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executive officer in question shall be obliged to reimburse any such inappropriately awarded sums immediately to Grupo ASUR.

9.- All contact must be avoided with dishonest persons who may or who intend to cause harm to the companies that form Grupo ASUR.

10.- All staff members have the right to work in conditions of respect, civility and fairness. Sexual harassment is prohibited and must be reported.

11.- Any executive officers or employees of Grupo ASUR who participate in political activities shall do so entirely on their own behalf.

## **V.- SPECIFIC RULES**

### **1.- CONFLICTS OF INTERESTS**

1.1.- No board members, executive officers or employees may hold interests in businesses that buy from, sell to or provide services to the companies that form Grupo ASUR. The Audit Committee must be informed, through the Internal Auditing Department, of any transactions with related companies.

1.2.- The board members, executive officers and employees of Grupo ASUR must refrain from carrying out transactions, involving purchases, the contracting of services or the awarding of business, with companies owned by persons related to them by blood or by marriage to the first or second degree.

1.3.- The executive officers and employees of Grupo ASUR must refrain from providing employment to family members or relatives, except in those cases authorised in writing by the Nominations and Compensations Committee.

1.4.- In the event that a board member, executive officer or employee feels incapable of fulfilling his or her duties objectively, due to pressure from third persons who are using their standing, authority or influence within the organisation, he or she must report these circumstances immediately to his or her superior via the reporting system established in the Group.

1.5.- The executive officers and employees of Grupo ASUR must refrain from rendering services, whether remunerated or not, to the clients, commercial operators, suppliers, service providers, contractors, authorities and/or competitors of Grupo ASUR.

1.6.- Staff members are expected to avoid situations in which their personal interests may interfere with those of the Group. Should any such situation arise, they must report these circumstances and refrain from participating.

## **2.- CONFIDENTIAL INFORMATION**

2.1.- All board members, executive officers and employees have the obligation to safeguard the confidential information of the organisation, and the unauthorised use or discussion of any such information is therefore prohibited. No person who renders services to the Group may, under any circumstances whatsoever, disclose or exchange confidential information.

2.2.- Any board members, executive officers or employees that have access to privileged information, as defined in the Mexican Stock Market Law and related legislation, must refrain from disclosing confidential information.

2.3.- It is forbidden to use privileged information from any of the companies in Grupo ASUR for personal benefit or the benefit of third parties, as long as said information is not in the public domain.

2.4.- Executive officers and employees are strictly forbidden to buy or sell, whether in person or through a third party, any shares or financial securities in Grupo ASUR without the express authorisation of the General Management of the Group granted in the context of a general plan offered to all staff members.

## **3.- RELATIONS WITH CLIENTS AND COMMERCIAL OPERATORS**

3.1.- All relations with clients and commercial operators must be based on practices that are efficient, fair and legal, and which adhere at all times to official regulations the internal rules of Grupo ASUR.

## **4.- RELATIONS WITH SUPPLIERS, SERVICE PROVIDERS AND CONTRACTORS**

4.1.- Grupo ASUR shall only include among its suppliers those service providers and contractors that share its ethical values and possess a solid reputation for integrity and fairness in their business dealings.

4.2.- Suppliers, service providers and contractors must be engaged with all due respect for the applicable policies and the framework of authorities in force, using standardised, transparent processes that ensure fair

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participation and an unbiased selection based on criteria of quality, value and service. The best interests of the Group must always be protected in any such engagements.

## **5.- COMPETITION**

5.1.- Grupo ASUR has the obligation to comply with the applicable antitrust legislation and shall therefore refrain from proposing or entering into any contracts or agreements, whether express or implicit, formal or informal, written or verbal, with any competitor in relation to any aspect of competition.

5.2.- The executive officers and employees of Grupo ASUR must refrain from gaining access to confidential information from any other company, including the other airport groups. It is prohibited to obtain confidential information by any questionable means and shall only be considered appropriate for information on competitors or third parties to be obtained from legitimate, public sources.

## **6.- GOVERNMENT RELATIONS**

6.1.- The board members, executive officers and employees of Grupo ASUR shall take all the necessary steps within their power to comply in every way with each of the conditions required in order for the concessions granted to the Group to remain in force.

6.2.- Grupo ASUR shall strictly observe all applicable provisions set forth in the relevant laws and international agreements. In particular, it hereby expresses its willingness to adhere to and instrument the provisions relating to operational and airport safety. It is expected that none of these provisions will be breached, and in the event of any irregularities the executive officers and employees are expected to take appropriate and relevant action in order to remedy the situation promptly.

6.3.- The relations of the staff of Grupo ASUR with the representatives of the authorities must always be based on the principles of respect, honesty, integrity, fairness and mutual cooperation.

## **7.- FINANCIAL REPORTING**

7.1.- Administrative and accounting control mechanisms must be instrumented in order to provide a reasonable degree of certainty that Grupo ASUR complies with the necessary requirements, that its financial statements and other types of reports are prepared accurately and reliably and that the necessary relevant information is fully and fairly disclosed. ASUR will create and keep books, invoices, records and accounts that are adequately detailed, reliable and accurate in order to correctly reflect its transactions and assets.

7.2.- It is prohibited for any person to alter or to attempt to distort any records with the aim of hiding the true nature of a transaction on the Group's books, whether to simulate achievement of a goal or objective or for personal benefit.

7.3.- All of the information created in the Group's financial records is confidential and may only be provided to authorised users.

7.4.- All transactions carried out by Grupo ASUR must be included in the financial information, according to the accounting principles applicable in each case. Transactions that are not recorded on the books are prohibited.

7.5.- It is expected that all employees of Grupo ASUR will refrain from misappropriating or concealing financial information.

7.6.- It is prohibited to attempt to influence external auditors with the aim of manipulating or recording transactions in the accounts that distort financial information or are contrary to generally accepted accounting principles or to alter their opinions on transactions or values.

## **8.- HEALTH AND SAFETY IN THE WORKPLACE**

8.1.- Grupo ASUR considers health and safety to be as important as any other activity or objective of the Group.

The persons in charge of the different companies that make up Grupo ASUR must take the necessary steps to ensure that the following objectives are met:

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Provide and maintain safe, healthy workplaces  
Create and maintain an appropriate working environment  
Develop safety consciousness among staff members

## **9.- ENVIRONMENT**

9.1.- It is a policy of Grupo ASUR to behave in a way that is compatible with the balance of the environment and to make continuous efforts to improve integration in all operations. Consequently, Grupo ASUR has made a commitment to:

- Comply with all applicable environmental laws and regulations and maintain clean industry certification in all airport facilities.
- Administer operations in order to prevent incidents and to keep emissions and waste below the required levels.
- Respond rapidly and effectively to any incidents resulting from its operations.
- Promote respect for the environment.
- Perform the necessary inspections and assessments of the activities that have an environmental impact, to measure and control their development.

## **10.- AIRPORT OPERATIONS**

10.1.- The executive officers and employees of Grupo ASUR may not under any circumstances permit the use of airport facilities by any party that does not comply with the requirements set forth in the Civil Aviation Law, that is not authorised by the Department of Civil Aviation or that is involved in committing a crime.

10.2.- The airport administrators shall take all the necessary measures to maintain safe, efficient and uninterrupted operations within the airport facilities.

10.3.- Schedules, slots, common-use counters, offices, storage facilities and in general all facilities required for airport operations shall be assigned to airlines and other users with complete impartiality and in strict compliance with the applicable regulations, in accordance with the criteria set forth in said regulations. Such services shall be rendered with all due courtesy and with a positive, enterprising attitude.

10.4.- The relations of the staff of Grupo ASUR with the representatives of the airport community must always be based on the principles of respect, honesty, integrity, fairness and mutual cooperation.

## **11.- GIFTS**

11.1.- Under no circumstances may staff members accept money, service discounts, gifts or objects of value from companies or individuals that do business with Grupo ASUR, nor may they request or receive from any company or third party any kind of fee, donation or personal favour. In general, staff members may receive low-cost promotional gifts, as well as business meals and normal leisure activities, provided that there is no conflict of interests with Grupo ASUR.

11.2.- Any invitation to entertainment events, including transportation or trips, offered by clients, commercial operators, suppliers, service providers, contractors, competitors or in general any entity or individual with whom there is a business relationship may be accepted, provided that such invitations are infrequent, are consistent with commonly accepted practice in the business world and have the express aim of furthering ASUR's business relations.

## **VI.- RESPONSIBILITIES**

### **1.- Board of Directors**

- 1.1.- Approve the content of the Code of Ethics and its subsequent amendments.
- 1.2.- Issue the Code of Ethics.
- 1.3.- Ensure publication in print or on the webpage of the Group, as well as publication of any amendments to the Code or waivers granted to any board member or executive officer.

### **2.- Board Members**

- 2.1.- Study the Code of Ethics and enforce it strictly.
- 2.2.- Present the Chairman of the Board of Directors with recommendations on the aspects of this Code that are not clearly worded.
- 2.3.- Sign a statement of compliance with the Code of Ethics on a yearly basis.

### **3.- Audit Committee**

- 3.1.- Supervise compliance with the Code of Ethics and present the Board of Directors with any amendments proposals for approval.

### **4.- Executive Officers**

- 4.1.- Study the Code of Ethics and adhere to its provisions.
  - 4.2.- Ensure that they and their co-workers are aware of and annually renew their commitment to complying with the Code.
  - 4.3.- Take the necessary steps to ensure that the staff members reporting to them give due importance to the content of this Code in the performance of their activities.
  - 4.4.- Provide support to immediate co-workers to clarify doubts or discuss and resolve any difficulties in the interpretation and application of this Code.
  - 4.5.- Comply with the laws applicable to the activities under their authority, and with internal policies, rules and provisions governing the activities and services of their respective areas.
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4.6.- On a yearly basis, sign a statement of compliance with the Code of Ethics of Grupo ASUR, in which they confirm that in their management activities they have complied with the provisions of the Code and disclose whether they are aware of any instances of violations by any party or any person at any level in the organisation.

### **5.- Human Resources Manager at Central Offices**

5.1.- Distribute the Code to staff members, especially those newly employed by the Group, by handing out a copy of the Code to each employee with a signed confirmation of receipt.

5.2.- Include the content of the Code of Ethics in induction programmes.

5.3.- Draw the attention of executive officers and employees to amendments to the Code, in order to keep them updated on the content thereof.

5.4.- Inform the relevant parties of the mechanism of the reporting system.

### **6.- Secretary of the Board of Directors**

6.1.- Ensure that all board members and executive officers sign the statement of compliance with the Code of Ethics of Grupo ASUR once a year.

6.2.- Inform the Audit Committee of any violations of the Code of Ethics of Grupo ASUR reported in the statements of compliance received annually.

### **7.- Internal Auditing Department**

7.1.- Report any violation of the Code of Ethics to the Chief Executive Officer.

7.2.- Report any relevant violation observed to the Audit Committee and the measures taken by the management.

7.3.- Obtain the annual statement of compliance with the Code of Ethics of Grupo ASUR from the employees of the Group, in which they confirm that in their professional activities they have complied with the provisions of the Code and disclose whether they are aware of any instances of violations by any party or any person at any level in the organisation.

## **VII.- REPORTING SYSTEM**

1.- Any employees that have any concerns relating to the Code of Ethics should communicate them to their immediate superior in the first instance. Rule IV.6 gives employees the freedom to discuss ethical matters with management, without having to worry about being penalised.

2.- Grupo ASUR has also established an Emergency Line that can be accessed via the email address [cod\\_conducta@asur.com.mx](mailto:cod_conducta@asur.com.mx) or by leaving a voicemail message on 01800-280-2787. All employees that use this Emergency Line are guaranteed confidentiality. All correspondence sent in good faith will be handled quickly and professionally, with no risk of reprisals.

3.- Only persons who are independent of the officials of Grupo Aeroportuario del Sureste have access to these reporting channels; they are obliged to investigate all cases reported and may not reveal where the information came from.

## **VIII.- SANCTIONS**

1.- Deviation from the required conduct, as well as any transgressive, immoral, disloyal or illegal behaviour, will be punished in strict compliance with the corresponding laws and legal provisions.

2.- Any improper conduct within Grupo ASUR, once corroborated, shall be submitted for the consideration of either the collegiate body that is in a position of authority over the perpetrator or the Chief Executive Officer.

3.- Within the relevant scope of authority, the collegiate body in question or the Chief Executive Officer shall determine the type of administrative, labour, civil or criminal penalty that is applicable in each case.

**ANNUAL CERTIFICATION STATEMENT**

Cancún, Quintana Roo,      of January 200  

LIC. CLAUDIO GÓNGORA MORALES  
CHIEF LEGAL COUNSEL  
Grupo Aeroportuario del Sureste  
P R E S E N T E:

I hereby state that I am aware of the Code of Ethics Programme of Grupo Aeroportuario del Sureste and understand the scope and content of the provisions therein.

I certify that during the period from the 1<sup>st</sup> of January to the 31<sup>st</sup> of December 2003, I have complied with the Code of Ethics.

I also certify that during this period I have not been aware of any violations of any of the provisions of the Code of Ethics of Grupo Aeroportuario del Sureste by any of my co-workers, superiors or subordinates.

NAME:  
POSITION:  
AIRPORT:

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