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Code of Conduct - daa plc Board of Directors

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Code of Conduct for daa Board Members

Introduction:

Our Purpose “to enable business and connect lives across the world” defines who we are as a business and why we exist. We have defined our values as respecting each other’s value, brilliant at the essentials; passing the baton, not the buck; and always better. Our values guide us in the delivery of our vision to be airport industry leaders, delivering excellence in a sustainable future.

Intent and Scope

In line with best practice, the Board of daa plc (“daa”) adopts a Code of Conduct applicable to all daa Board members and to daa nominees on boards of subsidiary and associated companies. This Code of Conduct incorporates the requirements of the *Code of Practice for the Governance of State Bodies, the Annex to the Code of Practice on Gender Balance, Diversity and Inclusion and Amendments to the Annex on Remuneration and Superannuation* issued in August 2016, September 2020 and July 2021 respectively, (the “Code of Practice”) and is modelled on the framework (Appendix C) provided in the Code of Practice. The Code of Conduct should be read in conjunction with the *Board Terms of Reference* and daa’s *Anti-Bribery, Corruption & Fraud Policy*.

The objectives of this Code are:

- to establish an agreed set of ethical principles,
- to prevent the development or acceptance of unethical practices,
- to provide a clear outline of expected behaviour for board members,
- to promote and maintain confidence and trust in daa; and
- to help board members identify possible conflicts of interest and provide guidance for managing them appropriately.

A copy of this Code is provided to new directors as part of their induction.

General Principles

Board members are required to observe high ethical personal and professional standards and promote proper ethical values in the Company, consistent with daa’s Values - Brilliant at the Essentials, Respecting Each Other’s Value, Passing the Baton not the Buck and Always Better.

Board members are expected to:

- exercise sound judgement by;
 - challenging and questioning, in a constructive manner, management performance and proposals,
 - acting at all times in good faith and in the best interests of daa, while having regard to the interests of the shareholder(s), employees, and other stakeholders; and
 - participating in learning and development opportunities and keeping up to date on business and industry developments.

- devote to the performance of their duties as much time as may be necessary for the proper and efficient discharge of their duties and use their reasonable endeavours to attend all Board and Board committee meetings;
- comply with their fiduciary and general duties in accordance with the Companies Act;
- comply with the requirements of legislation relevant to daa including, but not limited to the Irish Companies Act, Air Navigation & Transport Acts, State Airports Acts, Safety, Health & Welfare at Work Acts, Employment and Equal Status legislation and Ethics in Public Office Acts, and the laws and regulations of the countries in which daa and its subsidiaries operate. Where a Board member finds evidence that there is non-compliance with statutory obligations, he/she should bring the matter to the attention of fellow Board members with a view to having the matter rectified and reviewing arrangements to ensure compliance with statutory obligations;¹
- comply with requirements of the Code of Practice;
- co-operate with internal and external investigations if required, including internal audit;
- preserve all Board-related communications, documents, and data upon being notified of an investigation, and ensure such materials are not deleted, destructed or altered;
- provide access to personal devices and personal email accounts if those devices or accounts have been used for daa business communications, upon reasonable request in connection with any internal or external investigations;
- value and respect our people and embrace equality, diversity and inclusion.

Integrity

Board members are expected to undertake their duties honestly and responsibly and with a high degree of integrity demonstrated by:

- disclosing interests as required by the Companies Act, the Air Navigation & Transport (Amendment) Act, 1998, the Ethics Acts and the Code of Practice. Procedures for dealing with disclosure of interests are set out below;
- avoiding conflicts of interests and where situations arise that may give rise to a conflict or a potential or a perceived conflict, following the procedures set out below
- being fully tax compliant;
- avoiding using daa's resources for personal gain, for the benefit of persons/organisations unconnected with daa or its activities or for the benefit of competitors, which includes:
 - avoiding giving or receiving corporate gifts, hospitality, preferential treatment or benefits which might affect or appear to affect the ability of the donor or the recipient to make independent judgement on business transactions.

¹ The Code of Practice also requires that such matters be brought to the attention of the relevant Minister by the Chairperson indicating (i) the consequences of such non-compliance and (ii) the steps that have been or will be taken to rectify the position.

- ensuring a culture of claiming expenses only appropriate to business needs;
- competing vigorously but acting honestly and fairly in business dealings;
- valuing customers and treating customers fairly.

Loyalty

Board Members are required to be loyal to daa and fully committed to the success of its business activities, taking due account of the interests of the shareholder as owner.

Fairness

Board Members are required to:

- comply with employment equality and equal status legislation.
- commit to honesty and fairness in all business dealings.
- respect the human rights of other individuals and treat everyone with courtesy and respect.

Information & Confidentiality

Board members are expected to ensure that:

- they do not acquire information or business secrets by improper means;
- they respect the confidentiality of sensitive information held by daa. This includes:
 - commercially sensitive information (including, but not limited to, future plans or details of major organisational or other changes such as restructuring);
 - information received in confidence;
 - price sensitive information.
- they use only daa-approved corporate communication channels (including daa corporate email addresses) for all Board-related communications. Board members shall not use personal email accounts (such as Gmail), personal messaging applications (including WhatsApp and similar platforms), and personal cloud storage services for any Board-related confidential communications or document sharing.
- there is no printing, downloading, or copying of Board materials without a legitimate business need and that such materials are securely destroyed when no longer required.
- personal Board Portal login credentials (i.e., file sharing sites hosted by legal advisers, One Advanced, or any successor platform) are not shared with any other person, including executive assistants, personal assistants, or other support staff.
- they comply with the requirements of data protection legislation and ensuring frameworks are in place to ensure personal data is handled with care.

Section 36 of the Air Navigation & Transport (Amendment) Act imposes a duty on Board members to preserve confidential information received. A breach of this section is an offence. Board members should take care to safeguard adequately all company documents. Board members should not retain documentation obtained

during their terms as Board members and should return such documentation to the Secretary of the Board or other nominated person or confirm to the Secretary or other nominated person that all documentation has been disposed of in an appropriate manner. In the event that former Board members require access to Board papers from their time on the Board, this can be facilitated by the Company Secretary.

Board members are subject to the provisions of the *Irish Market Abuse Regulations* (MAR) and are on the Company's Permanent Insider List for the purpose of the Regulations.

Confidentiality obligations regarding the non-disclosure of privileged or confidential information do not cease when Board membership in daa has ended.

Disclosure of interests

Board members are required, to abide by a high standard with regards to disclosure of interests. On appointment, and annually thereafter Board members are required to furnish to the Secretary of the Board or other nominated person details relating to their employment and all other business interests including shareholdings, directorships, professional relationships etc. Any interests of a Board member's family, of which he/she could be expected to be reasonably aware of, or a person or body connected with a Board member which could involve a continuing conflict of interest should also be disclosed. Connected persons and bodies include: -

- (a) his/her spouse, civil partner, parent, brother, sister, child, or child of spouse or civil partner.
- (b) a body corporate with which he/she is associated
- (c) a person acting as the trustee of any trust, the beneficiaries of which include the member or the persons at (a) above or the body corporate at (b) above.
- (d) a person acting as a partner of any person who, by virtue of (a) - (c) above, is connected with the Board member.

Where it is relevant in any situation, a Board member should be required to indicate the employment and any business interests of all persons connected with him/her, as defined above.

In line with the Ethics in Public Office Acts, daa has exercised discretion regarding the disclosure of minor shareholdings. In this context, a holding valued at more than €13,000 in the shares of a company or of more the 5% of the issued capital of a company should be disclosed.

If a Board member is in doubt as to whether this Code requires the disclosure of an interest of his/her own or of a connected person, he/she should consult the Chair and/or the nominated person for dealing with such queries.

Details of the Board members' interests will be kept by the Secretary of the Board or other nominated person in a confidential register which will be updated on an annual basis. Changes in the interim should be notified to the Secretary or other nominated person as soon as possible. Access to the register will be restricted to the Chair, Secretary of the Board or nominated person, or other Board members on a strictly need to know basis.

As it is recognised that the interests of a Board member and persons connected with him/her can change at short notice, a Board member should, in cases where he/she gains access and/or receives documents relating to his/her interests or of those connected with him/her, notify the Secretary of the Board or other nominated person and return the documents where appropriate .

Conflicts of Interest

- Section 228(1)(f) of the Companies Act 2014 obliges Board members to avoid any conflict between Board member's duty to the company and his/her other (personal) interests, unless such Board member is released from his/her duty by the company.
- Section 34 of the 1998 Act sets out circumstances in which Board members are obliged to disclose certain interests in the affairs of daa and/or any of its subsidiaries and imposes obligations on Board members where certain matters in which they may have a disclosable interest arise at Board meetings. These matters include (a) arrangements to which the Company is a party, (b) contracts/agreements, (c) granting/withdrawing licences/renewals. The general principle is that Board members are obliged to:
 - i. disclose any interest they may have in such matters (other than as Board members of the Company),
 - ii. not influence any decision,
 - iii. absent themselves from that part of the meeting where the matter is discussed,
 - iv. take no part in the deliberations on the matter,
 - v. not vote on any such matter.
- Section 34 (3) of the Act gives authority to the Chair of the meeting to determine if any Board member present is complying with the requirements of the Act and furthermore makes it clear that where a member sits on the Board of the Company and the Board of a subsidiary, such interest is not to be considered disclosable under section 34.
- Where a matter relating to the interests of the Chair arises, the other members attending the meeting shall choose one of the members present at the meeting to chair the meeting. The Chair should absent himself/herself when the Board is deliberating or deciding on a matter in which the Chair or his/her connected person has an interest.
- A separate record of proceedings (to which the Board member will not have access) will, where appropriate, be maintained.
- Acceptance of further employment where the potential for conflict of interest arises or compromises members' continuing obligations in respect

of confidential information should be avoided during a reasonable period of time after the Board membership of daa ceases.

Corporate Social Responsibility and Employees

Board members should take all reasonable steps to ensure that in taking decisions

- community concerns are considered;
- detrimental impacts on the environment are mitigated against;
- the health and safety of employees is promoted and preserved.

Board members should also promote a culture of ‘speaking up’ whereby workers can raise concerns regarding instances of wrongdoing in the workplace without fear of reprisal. The Protected Disclosure Policy outlines how workers can safely report concerns about a wrongdoing, such as bribery, corruption, fraud, or breaches of legal obligations.

Non-Compliance with this Code of Conduct

Any non-compliance by a Board Member with this Code of Conduct should be referred to the Chair or Senior Independent Director, who will bring the matter before the Board at the earliest opportunity. The Board will decide what action, if any, should be taken and will consider whether the matter and any recommendations it may wish to make, should be referred to the Minister for Transport.

Contact

Any questions or queries in relation to this Code should be directed to daa’s Company Secretary.

Review

This Code of Conduct was approved by the Board on 19 June 2026 and will be reviewed at least every two years and as required.