



Navalai Group

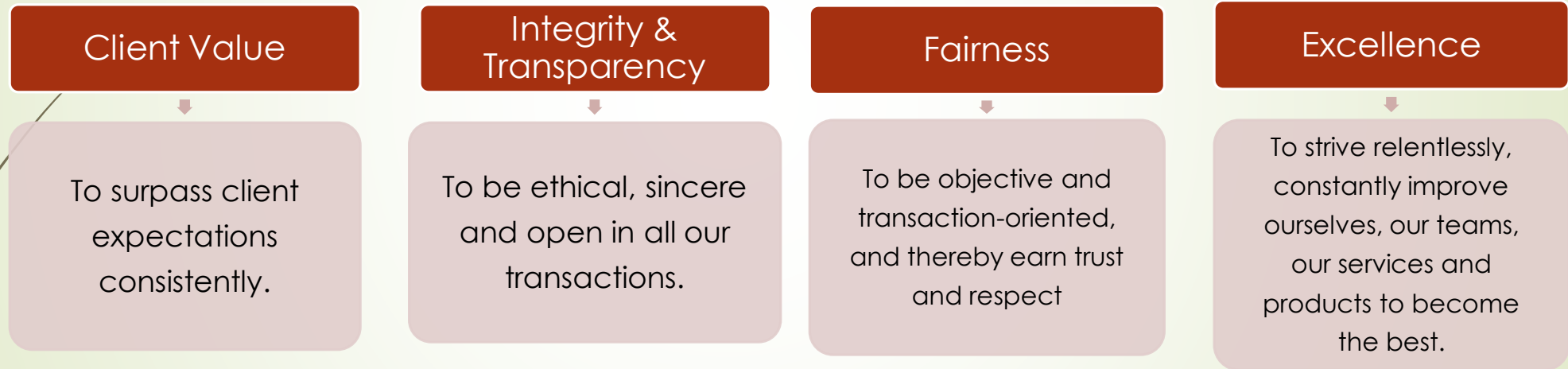
Corporate Compliance

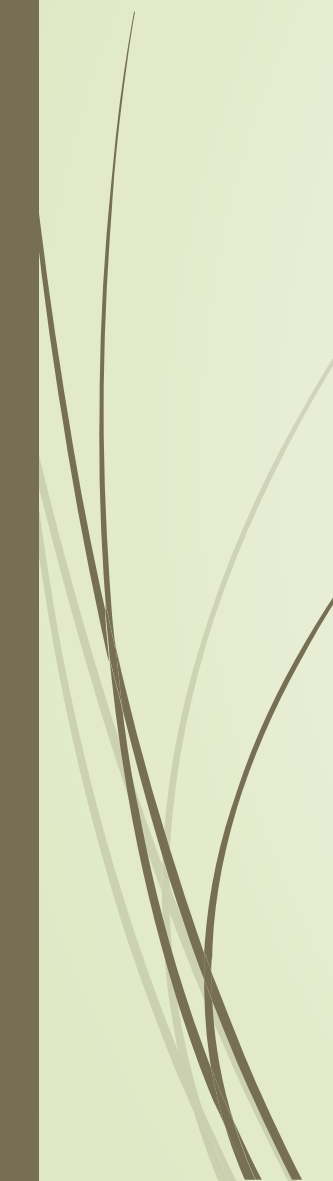
Code of Conduct

Business Ethics

VALUES

Our values are the principles we use to run the Company on a daily basis. They are so important that they are the source of our entire Code — a sort of ethical backbone.



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- The Code of Conduct expresses Navalai commitment to conducting business ethically. It explains what it means to act with integrity and transparency in everything we do and in accordance with our unique culture and values.
 - As members of the Navalai family, let us follow not only the letter of the Code, but its intent and spirit as well. This means we should:
 - Understand the areas covered by the Code, Company policies and procedures, and laws that apply to our job.
 - Follow the legal requirements of all locations where we do business.
 - Conduct ourselves in ways that are consistent with the Code, Company policies and procedures, and laws.
 - Speak up if we have concerns or suspect violations of the Code, Company policies and procedures, or laws.
 - When requested, certify that we have reviewed, understand and agree to follow the Code.
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- Understand that following the Code is a mandatory part of our job. The Code cannot address every situation that may occur. We are expected to exercise good judgment and ask questions when we need guidance or clarification. Many resources are available to assist us. These include our managers, the Office of Integrity and Compliance, Human Resources, Legal Department, the Team, and other resources listed at the end of the Code. In addition to the Code, we should also be aware of all Company policies and procedures applicable to our work.

WHAT ARE OUR RESPONSIBILITIES

WE FOLLOW THE CODE

Our Code applies equally to all Infosys directors, officers and employees globally, across our subsidiaries. The Code also applies to our partners, suppliers, agents or others acting on the Company's behalf. As employees, it is important that we know and follow the Code as a guideline for decision-making that is paired with integrity.

WE LEAD BY EXAMPLE

No matter what our role is, each one of us is expected to lead when it is a question of ethics and be accountable for our actions. We act with responsibility and integrity in tune with our C-LIFE values.

WE ARE THE EXAMPLE FOR OUR TEAM

Most often, a manager is the first person to be contacted about a concern in our work environment. Managers have some specific responsibilities:

- Be a role model of ethical behavior.
- Encourage your team to raise issues and speak up.
- Communicate a positive message about your commitment to ethics and compliance.
- Promote our values, the Code of Conduct and compliance with policies and the law.
- Actively support ethics and compliance awareness and training programs.
- Have open avenues for communication.
- Listen and respond fairly to employee concerns.
- Find satisfactory and complete resolutions to ethical issues.
- Escalate concerns when additional assistance is needed.



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FOREWORD

INTRODUCTION

- What is corporate compliance?
- **OUR BUSINESS PRINCIPLES**
- We are committed to fair competition – no illegal cartel agreements
- We are committed to integrity in our business dealings – no corruption
- We are committed to separating our business and private activities – no conflicts of interest
- We are committed to full cooperation with the authorities – no false or misleading information
- We are committed to respecting human rights and creating proper working – without making any compromises

SUMMARY

- What do these principles mean for employees in their day-to-day work?

MESSAGE FROM MANAGEMENT

- As a services provider with an excellent reputation round the globe, trading partners and customers particularly appreciate the Navalai Group for its flawless business practices. Our activities focus on working with our customers and partners and it is our top priority at all times to complete projects successfully and achieve the highest levels of customer satisfaction. Handling our business in an ethically and legally impeccable manner is a matter of course for us; this has played a major role in contributing to the success of the Navalai Group during more than 21 years of our corporate history.
- To ensure that we continue to be just as successful in future, it is essential that all the employees follow the relevant laws and internal rules, avoid any conflicts of interest and take into consideration the customs, traditions and social values of the particular countries where they are working on our behalf. This is not only an essential matter for us, but business partners, authorities and the general public expect us to act in a law-abiding, competent and responsible manner at all times.
- We want to enable our employees and stakeholders to have access to the compliance principles, which form the basis of our business activities, at any time. We have formulated our corporate compliance principles for this purpose; this comes at a time when it is essential to provide excellent and responsible corporate management and there is a significant increase in legal risks. The principles are based on the tried and tested standards, which have shaped our business activities for decades. Working together, we want to do everything in our power to do justice to these principles and therefore be able to successfully offer competitive services in the market place in future too.

MESSAGE FROM COMPLIANCE OFFICER

- As the Group Compliance Officer for the Navalai Group, I act as the contact person for any issues, which ensure impeccable procedures for our business activities. The standards formulated in this brochure are unshakeable guiding principles for us so that we can guarantee flawless activities in our business operations with regard to the law. Their consistent implementation not only forms the basis for the high quality of our services and the huge level of commitment on the part of our employees in meeting the needs of our customers, but also the excellent reputation that Navalai enjoys in the market place.
- I am available to provide advice and active support to employees within the Navalai Group and other persons, who are closely linked to the company in business terms if any problems occur, so that we ensure that this reputation continues in future too. Whether people use the specially established hotline anonymously or make contact with me directly, any irregularities or potential infringements of the Navalai Group's corporate compliance principles can and should be reported immediately. Handling the information that comes to light confidentially, we thoroughly investigate the circumstances involved in order to avert any damage or loss to the company and its employees.
- The motto "prevention is better than cure" applies when it comes to handling our business in a legitimate manner, as in many other areas in life. We have drawn up our Compliance Guidelines to outline what honest, straight dealings look like and warn people about obstacles in their daily work. If we are able to implement all of the principles outlined here into our conduct, the Navalai Group will be able to maintain its fixed position in the logistics industry as an internationally recognised service provider, as well as expand on this position

WHAT IS CORPORATE COMPLIANCE

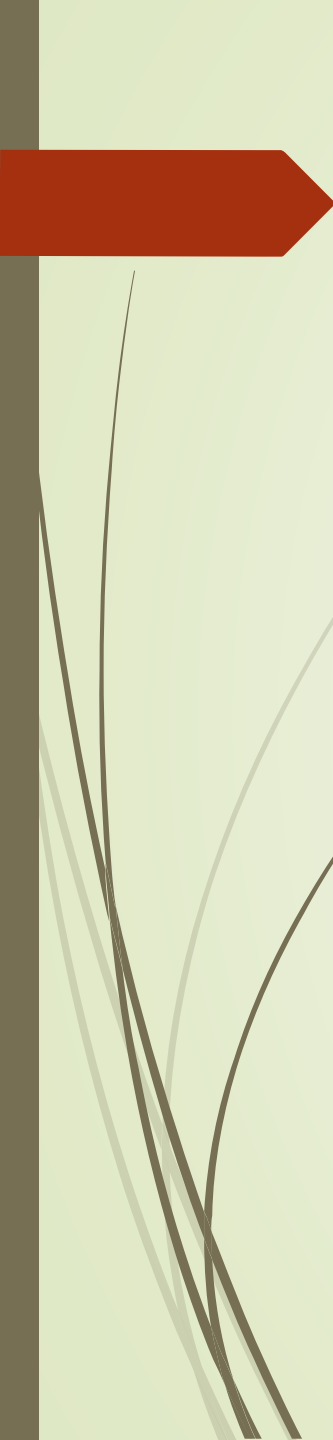
Corporate compliance means acting in conformance with laws and rules. Every employee is required to comply with the company-specific and legal rules applicable to their work activity.

- The Navalai Group has built a solid reputation around its core strengths. It took many years to acquire this reputation, but the thoughtless, illegal action of a single individual could damage it in an instant, which is why prevention is so crucial. Adherence to these Corporate Compliance Principles by every employee will
- help to reduce the risk – because the conduct of every employee has an impact on the Company's image.
- These Corporate Compliance Principles provide a framework for proper conduct but do not cover every conceivable situation or describe every relevant rule or regulation. National law often applies stricter standards, which must of course be observed. The aim of these Corporate Compliance Principles is to highlight and explain key aspects of corporate compliance, rather than providing an exhaustive list. Lawful conduct is required at all times and with reference to all applicable legislation. Please contact the Legal Department if you are ever unclear about anything

Breaches of legal and ethical standards can have far-reaching consequences for the Company

The possible impact includes:

- **Compensation and punitive damages**
- **Exclusion from contracts**
- **Severance of business Relationships**
- **Adverse capital market ratings**
- **Fines**
- **Exposure to blackmail**
- **Reputational damage**



Employees who breach these Corporate Compliance Principles also face serious consequences, such as imprisonment, fines, claims for damages and employment law sanctions, including dismissal.

It is no defence for employees to claim in such cases that they were acting in Navalai's interests, because all such breaches harm the Company in the long run.

Any supposed benefit is negated by the possible consequences for the Company as a whole, whether viewed from a reputational or strictly commercial view-point.

If a business transaction is impossible without engaging in some form of unlawful or unethical conduct, we will not enter into it. An employee who refrains from such a transaction will not be penalised in any way.

Our Company is exposed to public scrutiny. Rigorous implementation of these Corporate Compliance Principles demonstrates to business partners, the authorities, our competitors and the media that corporate compliance is embedded in the Navalai Group's corporate culture.

Navalai Group companies operate in a Mumbai, which means that employees are subject to many different standards and ethical principles – some of which will be new and unfamiliar. Activities that appear to be local may also be subject to foreign jurisdiction.

These Corporate Compliance Principles are intended to provide employees with guidance in their daily work and help to prevent inappropriate behaviour. Accordingly, they aim to highlight the issues most likely to be encountered in practice. Over and above that, they should encourage employees to familiarise themselves with the relevant rules and seek advice if in doubt. Ignorance is no protection against the potential consequences of improper conduct.

Such advice can be obtained from your supervisor/manager, the Legal Department, compliance officer, or other specialist staff. This applies in particular where other companies could be put at a disadvantage, there is a threat to the Company, a serious risk is involved, or the legal position is unclear.

WE ARE COMMITTED TO FAIR COMPETITION – NO ILLEGAL CARTEL AGREEMENTS

- Breaches of competition law, especially in the USA and Europe, could have severe consequences for Navalai, as outlined in the introduction. These include heavy fines, actions for damages, exclusion from public contracts and reputational damage.
- The employees involved also face tough penalties, including prison sentences. In addition, Navalai will take its own action against staff who violate competition law. Even when a business gets into serious difficulties through no fault of its own, there is no justification for anti-competitive behaviour as a way out of the
- crisis. No matter how difficult the circumstances, the law must be obeyed at all times.
- The “effects doctrine” aspect of competition law is particularly important: in certain cases, the determining factor is not the territory where the breach took place, but the negative effect of the breach on competition in another territory.

The Navalai Group is fully committed to free markets. Competition law plays an important part in protecting fair competition and preventing distortion

Competition law protects competition in three ways:

- By banning cartel agreements between competitors and cartel-like mechanisms in contracts between suppliers and customers – see section 1.1*
- . By banning abuse of a dominant market position – see section 1.2*
- . By regulating company acquisitions, sales and mergers (merger control) – see section 1.3*

1.1 ILLEGAL CARTEL AGREEMENTS

The main activities prohibited by competition law are

Price fixing

. Market share agreements

Capacity agreements

. Allocation of regional markets

Allocation of customers

. Price maintenance agreements

Concerted action, informal discussions and “gentlemen’s agreements” designed to restrict competition or which could have such an effect are all prohibited. Any behaviour that even remotely suggests conspiring to act in such a manner must be avoided. Concerted action with other bidders is strictly prohibited under competition law and also constitutes a criminal offence. This applies in particular to private tendering processes and award procedures in the public sector. The Legal Department must be consulted regarding all potential or actual agreements with competitors, even if they concern areas where competition is not a factor.

Caution is necessary with regard to market information. Although market research is essential and obviously permissible, not all means of acquiring information are appropriate, such as certain organisational market information processes. The often bilateral exchange of forward-looking information with competitors regarding prices, customer relationships, terms, imminent price changes etc. is particularly problematic and must be avoided. Our own calculations, capacities and plans must not be disclosed to competitors.

Sensitive competition-related information must be anonymised so that its origin cannot be identified, thereby preventing it from affecting market activity.

Awareness of competition law is also required when drawing up contracts covering the supplier-customer relationship. Clauses that affect resale prices, impose usage or resale restrictions or establish exclusivity agreements must always be subjected to careful legal scrutiny

1.2 ABUSE OF MARKET POSITION

A dominant market position is not in itself illegal if it is based on a company's own success, for example. Patents also create temporary monopolies that are permitted in law. Market domination refers to a situation where a company faces no significant competition. The way such companies behave is strictly controlled by competition law to compensate for the lack of competitive pressures. A dominant market position must not be abused, i.e. it must not be exploited in a way that would be impossible or unrealistic under normal market conditions.

In particular, dominant companies are not permitted to undercut competitors with the aim of squeezing them out of the market. Similarly, customer contracts that make it impossible for other companies to compete for the same business on account of contract duration, exclusivity, discounts or bundling of products/services are banned.

Market domination may also not be abused in other ways, such as charging customers a price that cannot be economically justified. Prior legal advice must always be sought if there are grounds for believing that specific measures or terms are only possible because of a dominant market position.

1.3 COMPLIANCE WITH MERGER CONTROL LEGISLATION

Company disposals, acquisitions and joint ventures above a certain size are normally subject to merger control by the antitrust authorities in Germany and beyond. Failure to notify such transactions can result in hefty fines and render the deal null and void. It is therefore essential that the Legal Department is informed at an early stage so that the notification requirements can be met.

WE ARE COMMITTED TO INTEGRITY IN OUR BUSINESS DEALINGS – NO CORRUPTION

The Navalai Group has a zero-tolerance policy on corruption.

Corruption undermines fair competition and damages both the Company's business and its reputation. In many countries, corruption is also a criminal offence, regardless of whether it takes place there or abroad. Employees must therefore never attempt to influence business partners unlawfully, whether through preferential treatment, gifts or other advantages. This is particularly important when working with representatives of government bodies or public institutions.

Our Group will not engage in business transactions that violate legal provisions or company rules relating to giving or receiving advantages. We accept that this policy may result in us losing business, but increased sales and profits can never be a justification for illegal business activity. This applies across the entire Group, without any exceptions. Every employee is bound by this policy, regardless of the country in which they are located.

The term "advantage" refers to any form of inducement, including inducements made to friends, relatives or organisations. Any giving or receiving of advantages must be in accordance with the law and our own internal rules. Where stricter provisions exist, they always take precedence.

Employees are strictly forbidden from soliciting personal inducements or offering or giving cash (or similar) inducements. This does not apply to payments made in the form of donations (see section 2.1).

Where business partners are concerned, advantages must not be given or accepted in connection with the acquisition, awarding or performance of contracts. Any advantage must also be judged permissible under the laws to which the parties concerned are subject. If in doubt, you should contact the relevant Legal Department.



2.1 RULES ON DONATIONS AND SPONSORSHIP BY THE NAVALAI GROUP

Our public standing and the trust of those around us are important factors for our commercial success. We therefore regard corporate citizenship as part of our commitment to responsible business management.

This applies in particular at local and regional level, where our focus is on children and young people in education.

Although payments that clearly and expressly take the form of donations represent an advantage for the recipient, they are not a compliance issue provided they conform to the law and our internal rules.

Company regulations on signatory powers must be observed when making or approving donations

3. WE ARE COMMITTED TO SEPARATING OUR BUSINESS AND PRIVATE ACTIVITIES – NO CONFLICTS OF INTEREST

All employees must always keep their private interests separate from those of the Company.

Any actual or perceived conflict between corporate and private interests must be strictly avoided. Potential conflicts of interest should be resolved by submitting the matter to your supervisor/manager

EXAMPLES OF CONFLICTS OF INTEREST INCLUDE

PERSONNEL DECISIONS:

These must not be influenced by private interests or relationships.

BUSINESS RELATIONSHIPS WITH THIRD PARTIES:

These must be based purely on objective criteria, such as price, quality, reliability, technological merit, product suitability or the existence of a harmonious long-term business relationship. The signing of a contract or the continuation or termination of a business relationship must not be influenced by personal relationships, interests or tangible or intangible advantages. The relevant supervisor/manager must also be informed if Group employees or their close relatives establish a supplier or service relationship between a company of their own and our Group.

➤ **OBTAINING GOODS OR SERVICES FROM SUPPLIERS OR OTHER BUSINESS PARTNERS AS A PRIVATE INDIVIDUAL:**

- If an employee is able to exert direct or indirect influence on the business relationship between a Group company and a supplier or other business partner, the employee must notify and obtain approval from their supervisor/manager
- before placing an order with the supplier or other business partner as a private individual.

➤ **DEPLOYMENT OF Navalai EMPLOYEES FOR PRIVATE PURPOSES:**

- Supervisors and managers are not permitted to abuse their authority by deploying Group employees for private purposes

USE OF COMPANY PROPERTY (E.G. EQUIPMENT, STOCK, VEHICLES, OFFICE SUPPLIES, DOCUMENTS, FILES, DATA MEDIA):

- Employees are not permitted to use Group property for private purposes or to remove it from the Company's site without the express approval of their supervisor/manager. Similarly, data resources, software and business documents may not be copied or removed from the Company's premises without permission.
- **TAKING ADDITIONAL EMPLOYMENT:**
- Any intended additional employment (including freelance work) or entrepreneurial activity must be approved by the employee's supervisor/manager. This applies in particular to employment in companies with which our Group has or could have a business relationship or with which it is or could be in competition.
- **PRIVATE ACTIVITY ON BEHALF OF PARTIES OR OTHER POLITICAL OR SOCIAL INSTITUTIONS:**
- The Navalai Group welcomes the civic and charitable commitment of its employees, but this activity must be compatible with the obligations arising from their contract of employment.
- **PERSONAL OPINIONS EXPRESSED BY EMPLOYEES IN PUBLIC:**
- The employee must not give the impression that the opinion expressed is that of the Company.

4. WE ARE COMMITTED TO FULL COOPERATION WITH THE AUTHORITIES – NO FALSE OR MISLEADING INFORMATION

The Company seeks to maintain a constructive relationship with all the relevant authorities while safeguarding its own interests and rights.

- *All employees responsible for compiling and forwarding Company information to the authorities should ensure that the information is complete, correct and comprehensible and make it available openly and punctually.*
- *In the event of contact with authorities such as the police and the state prosecutor, whose tasks include investigating and punishing breaches of the law, the Legal Department must be involved immediately.*
- *In particular, information and access to files may only be provided after consulting the Legal Department*

5. WE ARE COMMITTED TO RESPECTING HUMAN RIGHTS AND CREATING PROPER WORKING CONDITIONS – WITHOUT MAKING ANY COMPROMISES

The company respects human rights and the labour law that applies in each country without exception

- The Navalai Group strictly pays attention to complying with human rights according to the National Human Rights Commission of India (NHRC). We reject any kind of forced labour. We also explicitly distance ourselves from any child labour. The minimum age for those in employment is governed by the appropriate statutory laws or binding rules governing collective wage agreements, provided that they do not fall below the minimum working age laid down in the Indian Labour Organisation (ILO).
- The company encourages equality of opportunities and equal treatment for employees and it refrains from any discrimination based on race or ethnic origin, sex, religion or ideology, disability, age or sexual identity. The company recruits and promotes its employees solely on the basis of their qualifications and professional achievements.
- Our company operates in many regions and in many markets around the world and therefore has to comply with different legal systems. We ensure that the appropriate labour laws that apply in any country – e.g. with reference to working hours, wages and salaries and employer benefits – are followed as the minimum standards at our employees' places of work around the globe.

WHAT DO THESE PRINCIPLES MEAN FOR EMPLOYEES IN THEIR DAY-TO-DAY WORK?

The Corporate Compliance Principles both bind and protect every employee. They create a secure framework for Navalai Group employees that benefits the individual employee and helps ensure the success of the Company as a whole

All employees must ensure that their own conduct conforms to the criteria set out in the Corporate Compliance

Principles. Compliance forms part of every employee's performance assessment without any special agreement to this effect being required.

All issues addressed in these Principles are covered in more detail in the corresponding legislation and internal regulations. Employees must familiarise themselves properly with the legal provisions and internal regulations relevant to their duties and take them into account during their daily work. In the event of any doubt, clarification must be sought. The Company will provide advice and make all the necessary information resources available to prevent laws being violated or rules broken. If an employee's supervisor/manager gives instructions that conflict with these Corporate Compliance Principles, the latter take precedence. In addition to support from their supervisor/manager, employees have access to the Internet for information purposes and can obtain advice from specialist departments within the Company (e.g. the Legal Department).

All supervisors and managers must take steps within their area of responsibility to ensure adherence to the Corporate Compliance Principles and legal provisions. This includes communicating, monitoring and implementing the rules applicable to their area. Any non-compliance must be actively addressed and resolved



Every supervisor/manager must set an example within their area by demonstrating personal integrity, thereby ensuring that corporate compliance is embedded in the corporate culture.

All employees must immediately report any breaches of the Corporate Compliance Principles to their supervisor/manager, the appropriate compliance officer or the Legal Department. Improper conduct can also be reported anonymously if desired. Suspected property offences or corruption relating to the Company's business activities, such as embezzlement, fraud, breach of trust or bribery, must be immediately reported directly to the relevant compliance officer.

Internal investigation and disclosure can often prevent more serious damage or sanctions, but it is vital that such disclosure is made to the entities named above. Only they can take the appropriate legal action.

The Company will ensure that no employee

is penalised as a result of reporting a suspected violation of these Principles in good faith. If the reporting employee was involved in breaches of the Corporate Compliance Principles, any action taken by the Company against the employee will take into account whether they averted damage either by making the report or by assisting with investigations when required.



Commitment to the Environment, Safety, and Health

Navalai conducts all business with the greatest care for the environment and for the health and safety of its employees, partners, contractors, and customers, as well as the people in the communities where we work.

We are committed to achieving and sustaining “Zero Incidents” performance, and to working with all appropriate stakeholders to improve ES&H effectiveness in our industry. Maintaining that commitment demands that the company and its employees understand and comply with all applicable environmental, safety, and health laws and regulations



What Behavior is Expected?

Perform all work with a commitment to eliminating and/or mitigating environmental, safety, and health hazards and impacts
Conduct all activities in a manner that protects Navalai employees, customers, subcontractors, and local communities while respecting our neighbors' right to safety and security

Make sure that you and others in your area of responsibility understand and comply with Navalai standards and applicable regulations on environmental, safety, and health laws and community health, safety, and security

Understand the environmental, safety, and health conditions and associated hazards of your work area and take appropriate action to eliminate or control hazards

Notify your manager and ES&H of any safety and health incidents

Ensure that lessons learned related to environmental, safety, or health incidents; new technologies; and changes in laws and regulations are communicated to others in your work area

Common Questions

➤ *How do I find out about the safety and health conditions in my work area?*

All Navalai are required to develop and keep current an ES&H Plan containing a list of all safety and health requirements and hazards. The plan is also a source for identifying how the requirements apply at the site and how the hazards are mitigated. In addition, the plan contains a list of the safety and health responsibilities of site personnel.

➤ *How can I learn about the environmental requirements for my project work site?*

All Navalai are required to develop and keep current a Construction Environmental Control Plan (CECP) containing a list of all environmental requirements and how they apply at the site. The CECP also provides a list of environmental responsibilities of site personnel.

➤ *What ES&H policies and procedures do I need to know?*

You should be familiar with Navalai ES&H Core Processes, Life Critical Requirements, ES&H Management System, project-specific ES&H plans (including the CECP), ES&H training requirements for your job, and the locations of additional ES&H resources.

➤ *How do we try to avoid adverse impact to community health, safety, and security?*

We seek to engage in our EPC activities in a way that does not negatively impact the physical or mental safety of our neighbour's, infringe upon their security of property or economic activities, or disrupt their community.



Sustainability

- **What Behavior is Expected?**
- **Conservation:** -Implement activities that are economically and operationally practicable to protect the environment, including reducing energy use and air emissions, water and resource consumption, and waste generation
- **Stakeholders:** -Engage with key stakeholders to build understanding and maintain trust; implement programs that improve the quality of life where we work or help address broader societal issues
- **Workplace:** -Create and maintain workplaces that promote Navalai ethics, quality, environmental, safety, and health standards
- **Employees:** -Treat all employees with respect and dignity and promote diversity in the workplace consistent with Navalai Vision, Values, and Covenants
- **Suppliers:** -Prohibit and prevent human trafficking and slavery in any part of our global operations or supply chain

PROPER USE OF CONFIDENTIAL AND PROPRIETARY INFORMATION

Employees must use confidential information only for its intended purposes and as part of their duties at Navalai. Such information may be shared with employees or other persons only on a need-to-know basis, as authorized by the Navalai person responsible for such information

➤ What Behavior is Expected?

- Never use company, customer, supplier, or employee confidential information other than for its intended business purpose
- Comply with nondisclosure agreements to which Navalai is a party
- Do not accept confidential information unrelated to your job
- If you receive information that is not marked confidential, but you believe it is confidential, bring it to the attention of the person who gave it to you and follow up if necessary to make sure the information is properly classified and protected
- If your duties require you to perform research to gain an understanding of competitors' business and strategies, use only legitimate resources and avoid actions that are illegal or unethical or that could cause embarrassment for Navalai
- If someone tries to give you confidential information you are not authorized to receive, refuse it and notify your supervisor or manager
- Remember that your obligation to protect confidential information learned at Navalai continues even after you leave the company



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➤ Common Questions

➤ *I prepared documents and would like to keep them in my portfolio as “go-bys.” Can I do that?*

Generally, intellectual property produced while you are a Navalai employee belongs to Navalai. While you take your knowledge and skills when you leave the company, those materials will remain property of Navalai and cannot be taken with you.

Additionally, some of our contracts transfer ownership of documents intellectual property to our clients. Even taking documents from one exporter/importer to another could violate our contractual agreements.

➤ *I used to work for a Navalai competitor, and I have unique insight on their business that could be very useful to Navalai. Can I share this information with my manager?*

No. You can use the general knowledge and skills learned in previous employment, but you must never use or share proprietary or confidential information that you received while working for your former employer.

➤ *I received a copy of a competitor’s proposal in the mail from an unknown source. What should I do?*

Stop reading the document immediately. Do not make any copies or show it to anyone else. Consult with your manager or the Legal Department immediately to determine the next steps.

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- *I possess customer information that is marked confidential. I think it would be very helpful to my project and the customer if I were to share this information with one of our suppliers. How do I find out whether I may do so?*

There should be a Navalai person on your project who is responsible for administering Navalai confidentiality obligations to your customer. It may be your project manager or your project administrator, but if not, one of them should be able to tell you who the responsible person is.

- *I am about to transfer to another Navalai project. May I take with me information from my current project that would be useful on the next project?*

Generally, no. However, consult with the Legal Department to determine what use, if any, you may make of that information

ACCURATE RECORDING AND REPORTING OF INFORMATION

Navalai employees are expected to use utmost care to fully and accurately record and report information in business records and reports. In some cases, the omission of necessary information can render a report or record inaccurate. The accuracy of Navali business records is essential to the operation of the business.

What Behaviours is Expected?

- Accurately and honestly provide information in business reports and records
- ..Pay attention to detail to ensure that records are accurate
- ..Do not mislead or misinform others by supplying inaccurate information in business records



Common Questions

What are some examples of inaccurate or dishonest reporting on a business record?

Some examples of dishonest reporting are:

- Approving time charged on a time record when you know the person did not work that day
- Submitting an expense report for meals not eaten, miles not driven, or airline tickets not used
- Signing off on documents.

What should I do if I become aware that a fellow employee has put inaccurate information on his or her expense report?

Talk to your manager about the situation. If you are not comfortable talking to your manager, contact Human Resources or the Ethics & Compliance officer for your organization.

What consequences can flow from dishonest reporting on company records?

Providing false information on a company report can lead to discipline up to and including termination. It can also lead to civil or criminal liability for you and Navalai.



Examples of information that must be reported accurately in business records and reports:

- Revenue and cost information in financial reports
- Invoices
- Safety incidents, near misses, and lost work days
- Loss or theft of sensitive information or equipment
- Test results
- New work booked
- Expenses
- Work hours and the correct charge code on a time record
- Educational qualifications or work history on an employment application



OFFERING BUSINESS COURTESIES

Navalai business should always be won or lost on the basis of merit. Navalai employees may only offer or approve business courtesies that are legal, proper, and in full compliance with Navalai policies and instructions and do not give rise to the reasonable perception that they are being offered for the purpose of gaining an unfair business advantage. An employee may never use personal funds or resources to avoid reporting or seeking approval for a business courtesy that could not be provided by Navalai

Gifts and business courtesies to some individuals such as government employees, officials, and representatives, as well as employees of government-owned entities, are subject to complex laws and regulations. Anti-corruption laws may also extend to employees of public international organizations and private individuals. Navalai business partners may also have internal policies limiting or prohibiting business courtesies. Employees who are in the position of offering or approving such business courtesies must familiarize themselves with company policies, instructions, and the applicable laws. (See Offering Business Courtesies to Government Employees on page and Anti-Corruption on page .)



➤ WHAT BEHAVIOR IS EXPECTED?

- Ensure that all gifts or entertainment are appropriate, properly approved and accounted for, and in full compliance with Navalai policy, management instructions, and all applicable laws
- Obtain approval from your supervisor before offering any business courtesy with a market value greater than Rs.10.00
- In geographic areas where exchanges of business gifts are customary, ensure that gifts are limited in value (at the level of common courtesies), are not in excess of generally accepted local business practices, are free of any implication of obligation, are approved by the appropriate level of management, and are recorded, as required by Ethics & Compliance Management Instruction 102
- Offer only those business courtesies that the recipient is permitted to accept under the gift acceptance rules of his or her organization
- When unsure of the rules, seek guidance from your manager, your local Ethics & Compliance officer, or the Legal Department



COMMON QUESTIONS

- *Are there any categories of gifts or business courtesies that can never be offered?*
- You must never offer any gift or entertainment that would be illegal, including anything offered to a government official in breach of local or international bribery laws. Other gifts that are always unacceptable include:
 - Any gift of cash or cash equivalent (such as gift certificates, discounts, loans, stock, stock options)
 - Any gift or entertainment that may imply an obligation to the donor or that may be considered excessive or in poor taste
 - Any gift or entertainment that is a quid pro quo (offered for something in return)
 - Any entertainment that is indecent, sexually oriented, does not comply with Navalai value of mutual respect, or that might otherwise adversely affect Navalai reputation

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- Before offering a business courtesy, ask yourself the following:
 - Is the gift intended to build a business relationship or offer a common business courtesy, or are you hoping to influence the recipient's objectivity in making a business decision?
 - Is the timing such that it could cause others to doubt the recipient's objectivity or your intentions?
 - Are you sure that the gift or entertainment is legal both in your country and in the country of the intended recipient?
 - Is the receipt of gift or entertainment allowed by the recipient's organization?
 - Are you offering a gift that you would not be allowed to accept? See Accepting Business Courtesies on page

Further Guidance

If you're facing an issue about offering business courtesies, consult your manager, your Ethics & Compliance officer, or the Legal Department. For related guidance, see Accepting Business Courtesies .

ANTI-CORRUPTION

Corruption, in all forms, is contrary to everything Navalai stands for.

Navalai is committed to full compliance with the U.S. Foreign Corrupt Practices Act (“FCPA”), the U.K. Bribery Act, and all local anti-bribery laws and regulations that prohibit corrupt actions in obtaining or retaining business or obtaining any other improper advantage.

- Navalai policy prohibits making facilitating payments (i.e., payments to secure performance of routine government actions). Engaging in or not reporting behaviour that violates, or has the potential to violate, the standards set forth in the FCPA or the other anti-bribery laws and regulations will not be tolerated by Navalai. All employees and anyone working on behalf of Navalai must ensure that all interactions and transactions with government officials, their representatives or members of their families, employees of companies that are wholly or partially owned by a government entity, and any other persons are consistent with relevant anti-bribery laws.



➤ What Behavior is Expected?

- Comply with all applicable laws and regulations prohibiting payment or giving, or offering to pay or give, anything of value, either directly or indirectly, to a government official, his or her representatives, a family member of a government official, a private individual, or employees of companies wholly or partially owned or controlled by a government entity or any other person
 - Be aware that Navalai policy prohibits making facilitating payments; make no payments to ensure or expedite the performance of ministerial or clerical duties by government functionaries
 - Never allow joint venture or consortium partners, subcontractors, suppliers, agents, consultants, intermediaries, or others to make prohibited payments on Navalai's behalf; ensure that all Navalai business associates agree contractually that they will not engage in any behavior that would constitute a violation of the standards of the FCPA, the UK Bribery Act, or any other applicable anti-bribery law
 - Seek advice in advance from the Legal Department, your organization's Ethics & Compliance officer, or the Ethics Helpline before offering any gifts, entertainment or other hospitality, meals, travel expenses, or charitable donations to a government official
 - Report any observed conduct that potentially violates any anti-corruption law to the Legal Department, your Ethics & Compliance officer, or the Ethics team
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Common Questions

What is the Foreign Corrupt Practices Act?

The FCPA is the U.S. anti-bribery law that prohibits obtaining or retaining business or securing an improper advantage by offering improper benefits such as gifts, money, or other things of value to foreign government officials or their representatives or family members. In addition to applying to U.S. persons and companies, the FCPA can also reach third parties under certain circumstances.

What is the UK Bribery Act?

The UK Bribery Act is the UK's anti-bribery law. It contains prohibitions against offering, promising, or giving a benefit (financial or otherwise) to any person (not just government officials) with the intention of influencing that individual in the performance of his or her official functions, in order to obtain or retain a business advantage. It is among the strictest international laws on bribery and applies to both giving and receiving bribes. Additionally, a company can be liable for the conduct of third parties acting on its behalf. Importantly, and unlike the FCPA, the UK Bribery Act specifically prohibits facilitation payments. Do other countries have similar laws? Virtually all countries have or are in the process of enacting and implementing anticorruption legislation that is similar to the FCPA or even more restrictive, such as the UK Bribery Act.

➤ *Why is compliance with anti-corruption laws important?*

Compliance is a key underpinning to maintaining confidence in our company and our reputation as the premier engineering, procurement, and construction company in the world. Corrupt actions do not help Navalai, our customers, or the people who will benefit from our work. A violation may subject Navalai and Navalai employees to criminal or civil liability or both, including imprisonment and substantial penalties and fines.

➤ *What should I do if I have a question related to the FCPA, UK Bribery Act, or other anti-bribery laws?*

If you suspect or think you have observed conduct that is in breach of these laws, or if have a question about them (e.g., you are approached to make a payment, provide a gift, reimburse hospitality expenses, etc., or become aware that others have done so), do not try to resolve the issue yourself. Rather, you should seek guidance from the Legal Department or your organization's Ethics & Compliance Officer to ensure that appropriate actions are taken and documented.

➤ *What are some examples of facilitating payments and who is likely to request them?*

Facilitating payments are small payments to secure routine actions to which Navalai or its employees, customers, subcontractors, or suppliers are otherwise entitled such as processing government paperwork, providing police services, issuing licenses or visas, and processing goods through customs. These requests are likely to come from government employees such as customs agents, tax collectors, harbor masters, permitting authorities, mail carriers, and police officers, all with regard to providing personal benefit to the individual for the performance of services that they are in any event required to perform as a consequence of their position.

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- *I understand that facilitating payments are legal under the FCPA. Why are they prohibited by Navalai?*
 - Although the FCPA does include an exception for facilitating payments, there is no similar exception in the UK Bribery Act. These payments are prohibited because they are a form of corruption and are illegal under the local laws of almost every country. Such payments often open the door for additional requests that may be more serious. Once a payment is made, it is virtually impossible to avoid making follow-on payments for the same service.

Further Guidance

If you're facing an issue about anti-corruption compliance, consult the Legal Department, the Navalai Chief Ethics & Compliance Officer, or the Foreign Corrupt Practices Act compliance representative identified under Key Contacts on the Ethics & Compliance site on my Navalai.



➤ What is a kickback?

A kickback is a form of corruption that involves two parties agreeing that a portion of their sales or profits will be kicked back (given back) to the purchasing party in exchange for making the deal.

➤ What is a facilitation payment?

Certain countries may have a practice of 'facilitation payments', which are payments to government officials to expedite or ensure routine actions, such as issuing visas, work permits, licenses etc. Navalai don't do any of these, nor do we allow third parties acting on our behalf, such as vendors, agents, customers, consultants, alliance partners, suppliers and contractors to make any such payments. Also remember that while managing these relationships, we must be on the watch for any actions relating to bribery, kickbacks, improper payments or other corrupting influences. We can and will be held responsible for the conduct of our third parties if they violate the law while working on our behalf

➤ GIFTS AND ENTERTAINMENT

In connection with certain holidays and other occasions, it is customary in many parts of the world to give gifts of nominal value to customers, government officials and other parties who have a business relationship with the Company. However, we should be careful that while doing so, we do not violate any regulations or do anything that is contrary to our C-LIFE values.

When we offer a gift to a customer, a government official or any third party, we should keep the following in mind:

- • It is not done to obtain or retain business or gain an improper advantage in business;
- • It is lawful under the laws of the country where the gift is being given and permitted under the policies of the client;
- • It constitutes a bona fide promotion or goodwill expenditure;
- • It is not in the form of cash;
- • The gift is of nominal value (on an individual and aggregate basis
- • The gift is accurately recorded in the Company's books and records;
- • In any event, you must comply with our Anti-Bribery and Anti-Corruption Policy.
- Accepting Gifts: Acceptance of gifts is not encouraged

➤ CHARITABLE CONTRIBUTIONS

Navalai believes that charitable contributions and donations are an integral part of its corporate social responsibility. Typical areas for granting support are education and research, social welfare, disaster relief and other similar social causes.

Before making a charitable contribution on behalf of Navalai, we should keep in mind the following:

- • The recipient is a registered, tax-paying, recognized organization.
- • The contributions are permissible under applicable local laws.
- • Contributions are made without demand or expectation of business return.
- • Beneficiaries of such contributions should not be related to the directors or executive officers of Navalai.
- • Contributions shall not be made in cash or to the private account of an individual.
- • Any amounts contributed or donations made towards charitable causes shall be fairly and accurately reflected in Infosys' books of accounts.
- We have a strict diligence process for charitable contributions.

RECORDS AND INFORMATION MANAGEMENT

Company records must be managed in a manner that supports the conduct of Navalai's business efficiently, economically, securely, and in compliance with applicable laws.

- ▶ *Navalai business records must be separated from other information and retained in an appropriate repository for at least the period of time stipulated in the Corporate Records Retention Schedule, and it may need to be kept for longer periods outside of the United States to comply with local country law. Information that is no longer of value should be deleted or discarded, as long as the information is not subject to a preservation hold from Navalai Legal or Risk Management and there are no other circumstances (such as pending, threatened, or anticipated litigation or government audit or investigation) that would warrant retention*



➤ What Behavior is Expected?

- Identify, classify, protect, and control Navalai information
- Use appropriate technologies for records management
- Upon becoming aware of possible litigation or a government investigation or audit, ensure the preservation of all information (both record and non-record) that may potentially relate to the matter and promptly inform the Legal Department
- As part of our normal course of business according to the Records Retention Schedule, or applicable law, avoid the unnecessary retention of information that is no longer of value unless it is under a preservation hold
- If you are outside the United States, check the Records Retention Schedule (paying particular attention to jurisdiction-specific requirements) or consult with the Legal Department to determine what legal requirements apply to a specific record
- Do not release any Navalai information or work product except to recipients authorized by Navalai for business-related purposes

➤ Common Questions

➤ *Who is responsible for determining if a document or data qualifies as a Navalai business record?*

The Navalai person who is the “owner” of a document or other Navalai information (usually the originator) is responsible for determining if it should be classified as a business record. If information comes from external sources, the person within Navalai who receives it should determine whether it constitutes a Navalai business record. In such cases, care must be taken to ensure compliance with any applicable agreements between Navalai and its customers, suppliers, or other entities governing the protection and handling of their information.

➤ *How can I tell the difference between a business record and a non-record?*

In general, a business record is information with legal or compliance significance; or that is required to be retained by law or regulation; or that reflects a decision or commitment by Navalai or others regarding deliverables, schedule, cost, design, construction, procurement, payment of funds, or other business transactions. If you are uncertain about whether information is a business record, consult your manager, or the Legal Department .

➤ *Where can I find information about proper handling of the different categories of Navalai information?*

The three categories of Navalai information (Business Record, Work in Progress/ Reference, and Information No Longer of Value) and their proper handling are explained in Corporate Policy 116, Records and Information Management, and Records and Information Management (RIM) Instruction RMS, Records and Information Management Program.

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- All Navalai information, whether in hard copy or electronic form, falls into three categories:
 - *Business Record*—A document or other record of information that evidences significant project or other Navalai business activity or otherwise has long-term value to Navalai
 - *Work in Progress/Reference*—A document or other record that is not in final form, constitutes reference material available in the public domain, or has only temporary value to Navalai
 - *Information No Longer of Value*— To be deleted if not subject to a preservation hold

CONFIDENTIAL INFORMATION AND EMPLOYEE INVENTIONS

Navalai's continued success depends on the protection of confidential information and other intellectual property belonging to the company. The ideas, inventions, and work products developed by employees within the scope of their employment or through the use of Navalai resources or facilities are company property, including plans, drawings, reports, process improvements, and computer software.

- ▶ Navalai confidential information and trade secrets may not be disclosed to third parties without proper authorization. Even after an employee leaves the company, Navalai owns the proprietary information created or learned during employment.



➤ What Behavior is Expected?

- Protect Navalai confidential information from unauthorized disclosure to third parties
- Properly designate Navalai confidential information as either Strictly Confidential or Confidential, according to the level of security required to protect the information
- Comply with company guidance on confidentiality protection and with any applicable contractual requirements
- Never use Navalai ideas and information for your own personal gain or personal use

Common Questions

I have come up with a new idea that would improve a technical process. My supervisor does not seem interested in pursuing it. May I do so on my own?

In most cases, Navalai is the owner of your idea, although Navalai's rights may have been assigned to the customer if the idea was developed on project. In either case, you should describe your idea in a "disclosure statement" as presented in Legal Instruction 107, Inventions and Patents. If Navalai (or the customer, if applicable) does not want to pursue the idea, you may request that the rights be formally relinquished to you. Under Corporate Policy 110, Development, Protection, and Use of Navalai Intellectual Property, (or manager of your functional or service organization) may agree to such a relinquishment.

I developed an invention entirely at home and on my own time. Does Navalai have any rights to it?

It depends on the facts such as how close the invention is to your job duties at Navalai. The safest course would be to request a written confirmation from Navalai that Navalai will not assert ownership rights.

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- *A former co-worker recently contacted me to request that I send him copies of some materials he developed when we worked together at Navalai. In the course of this conversation, I learned that this former employee has copies of many of the Navalai work procedures we developed on a project. I told him that I would get back to him. What should I do now?*

You should not under any circumstances provide him with the requested documents because they are most likely Navalai confidential information. Your former colleague may have breached the confidentiality agreement all new employees sign when they join Navalai. The obligation to maintain the security of Navalai confidential information continues when an employee leaves the company. Tell your manager immediately so that he or she can contact the Legal Department to determine what action should be taken to protect Navalai's proprietary confidential information.

- *What are some examples of "Level 1: Navalai Strictly Confidential" and "Level 2: Navalai Confidential" information?*

Examples of Level 1 information include Navalai entity financial statements, Business Development strategic plans, prospect "win plans," and project financial status reports (PFSRs). Examples of Level 2 information include materials marked "Confidential" by a client or supplier, general Business Development correspondence, most personal employee information, and most internal procedures. RIM Instruction MI-120, Designation of Information Security Classification Responsibility, includes additional examples of the types of documents that may be classified as Level 1 or Level 2.

PROPER USE OF Navalai'S TIME AND ASSETS

In today's world, as the demands of business have steadily increased, the boundary between work life and private life has become increasingly blurred. Navalai understands that employees are often on travel or working at home during time that was traditionally considered "free time" and that they may need to handle personal matters during traditional "work hours"

- Employees must keep in mind that all Navalai company resources, including time, personnel, material, equipment, and information, are provided for business use. However, the company recognizes that occasional, reasonable personal use of company resources by employees can occur without adversely affecting Navalai. Navalai employees are trusted to use good judgment to conserve company resources and make sure that any personal use of company resources does not result in increased costs to Navalai or interfere with company business processes. Employees charging their time to U.S. government customers may be prohibited from even occasional, incidental use while charging to U.S. government projects, in which case project guidelines should be followed.
- Navalai managers are responsible for the resources assigned to their organizations and are empowered to resolve issues concerning their personal use.



➤ What Behavior is Expected?

- Ensure that any personal use of company resources does not adversely affect Navalai's job performance or cause disruption in the workplace
- Never use Navalai assets, such as equipment, cell phones, laptops, or printers, in order to reduce your personal expenses
- Be familiar with company policies and management instructions related to company resources, and ask your manager for guidance before making any other personal use of company assets
- Make sure that your use of company equipment will not compromise the integrity of Navalai information, equipment, or systems or violate company software licenses
- Never use company time or resources to work on an outside business interest without management approval
- Make sure that any use of Navalai resources to support outside organizations is authorized by your manager or the Management.
- Make sure that your manager is aware of your personal use of assets and avoid any use that you would be reluctant to discuss openly at a staff meeting

► Common Questions

- *I work on a project that has several vehicles available for business use during the day. My brother-in-law is moving to a new apartment, and my truck is in the shop. May I borrow a project truck overnight to transport his furniture?*

No. Project vehicles are provided solely for use on company business and may not be used for personal activities. There are many reasons for this policy, including the fact that the vehicle insurance policy may be limited to business use.

- *May I identify myself as a Navalai employee on Facebook, Twitter, LinkedIn, or other social and career networking websites and blogs?*

Navalai recognizes that you may choose to participate in social and other networking websites on your own time and that you may discuss your personal life, including the fact that you work at Navalai. However, if you decide to identify yourself as a Navalai employee or discuss your work at Navalai, you should make sure your Web activities are consistent with the behavior expected of Navalai employees as expressed in this Code of Conduct. If you write about current political or social issues, or provide a personal reference for a LinkedIn colleague, make it clear that you are expressing your personal views and are not speaking for Navalai. Whenever you use the Navalai name in any media, you should follow Navalai policies and avoid any conduct that could cause embarrassment to the company.

- *I own several vacation condos that I rent out as a side business. May I use my Navalai voice mail number to receive reservations?*

No. Even where your outside business activity presents no conflict of interest, you may not use company resources—including communications equipment—to support the business. On the other hand, it would be acceptable for you to use voice mail to receive messages from friends about planned personal activities, such as an upcoming camping trip.

USE OF E-MAIL AND INTERNET

Navalai information systems, communications facilities and systems (such as e-mail, interoffice mail, and voice mail), networks, and databases are provided for conducting Navalai's business.

- The use of these systems is subject to all Navalai policies, including those covering intellectual property, misuse of company resources, harassment, information and data security, and confidentiality. Use of Navalai systems to access, send, receive, or store fraudulent, illegal, harassing, offensive, or obscene photographs, messages, or files—including racial or sexual slurs—is strictly prohibited.
- Occasional personal use of Navalai's e-mail, network, and Internet systems is acceptable, provided that such use is limited and does not interfere with Navalai's business operations or with an employee's work obligations. Personal use of systems, networks, and Internet connections supplied by government or other customers may be restricted, in which case project guidelines should be followed.



➤ **What Behavior is Expected?**

- Keep personal use of company-provided e-mail, networks, and Internet access to a minimum and routinely separate personal e-mail from work-related e-mail
 - Delete personal e-mails that you do not wish to retain and forward what you wish to keep to your home or other personal e-mail account
 - Use professional, business like terms in all written communication, no matter how familiar or controversial the topic
 - Avoid putting anything in writing that you would not want disclosed—or that would cause embarrassment if disclosed—to a customer or business partner, opponents in court, a judge or jury, or the media
 - Be sure you have the proper authority before sending Navalai confidential (Security Level 2) or strictly confidential (Security Level 1) material outside of Navalai, and be sure the information is protected using the appropriate technology
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➤ Common Questions

- *I have a good friend who often sends me jokes and amusing photographs. May I use my Navalai e-mail to share these with my friends at work?*

This is a matter of common sense and good judgment. It would be OK to forward an occasional message, but frequent personal use ties up the company's computing resources and could also result in a waste of company time. Remember that not everyone shares your sense of humor, and you must be careful not to send anything that could be considered offensive. And, of course, you must never use company computers to access, store, or send pornographic or sexually explicit images or anything that promotes violence, hatred, or intolerance.

- *How do I tell the difference between occasional personal use that is OK and excessive personal use that is not permitted?*

Use your good business judgment to make this call and make sure that any personal use of company resources does not interfere with company business processes. Ask your manager if you are unsure whether your level of personal use is acceptable

■ *Is the volume of personal data on Navalai's system an issue?*

Yes it is. The Navalai system should not be used to store large personal files such as those containing photos, videos, and music. Also, if Navalai is required to collect information for a legal matter, your personal information will be commingled with the Navalai-specific information, and it is very possible that it would be turned over to an outside party.

■ *Can I expect the personal information I do have on the system to remain private?*

No. E-mail, network, and Internet communications are not private, and confidentiality cannot be ensured. Navalai reserves the right to monitor all e-mail messages as well as network and Internet connections. Navalai also may disclose specific use of these systems to others.

OTHER ISSUES AT WORK

Safe and Supportive Environment

Navalai strives to provide all employees with a healthy, safe, and supportive work environment—one that is free from intimidation, unlawful discrimination, and harassment of any kind, including sexual harassment. Any behavior that is not conducive to a professional work environment, such as harassment, violent acts, threats of violence, possession of weapons, or violations of the company's drug and alcohol policy, is strictly forbidden.

Workplace Security

All employees are responsible for adhering to Navalai's security procedures and for protecting company and customer property. Paying attention to security and to situations that could lead to the loss, misuse, or theft of company or customer property is the best way to help ensure a secure workplace and protection of the company's assets. Employees must be sure to promptly report any unusual or suspicious situation to their supervisor, manager, or security personnel.



Searches at Work

Navalai strives to maintain a balance between business needs and personal rights, including safety and employee privacy. Expectations of privacy at the workplace are different from those at home or elsewhere. Navalai therefore reserves the right, for security or other business reasons, to conduct searches of any company premises or any property on Navalai premises, including personal effects, vehicles, e-mail, computer hard drives and networks, and any electronically stored information, subject to applicable law. This includes personal devices where Navalai information has been stored. You should not keep personal property or information that you wish to remain private on company premises, on your Navalai-issued computer, or on the company's network. Navalai may also be required to report its findings to the national, state or province, or local government

Taxation

As part of our commitment to the places where we do business, Navalai pays taxes in accordance with applicable laws. Navalai employees, suppliers, agents, and other third parties acting with or on behalf of Navalai are prohibited from evading or encouraging, facilitating, or assisting others to evade payment of taxes. While there may be disputes regarding taxation, those matters are to be resolved through legal methods

Requests for Information

It is Navalai's practice to respond truthfully as well as to be consistent with the company's business objectives when third parties request information. To that end, designated departments and individuals are authorized to provide information in response to such requests.

Employees who are asked to provide information to someone outside the company should refer the question to those within Navalai who are responsible for providing such information.

For example:

If a bank calls requesting employment verification about one of your co-workers, refer the caller to Human Resources.

If a hiring manager from another company asks about the job performance of a former employee, refer the caller to Human Resources.

If a reporter or member of the news media contacts you, refer that person to Corporate Communications.

Any question from a lawyer should be referred to the Legal Department.

Similarly, if you become aware of a government agency investigation in connection with your work, immediately notify the Legal Department.

All requests for financial information regarding Navalai entities should be referred to Finance.

CONFLICTS OF INTEREST

Navalai employees must avoid any interest, relationship, or outside activity that could affect the employee's objectivity in making decisions concerning his or her Navalai duties and responsibilities. A conflict of interest may exist when an employee or a member of his or her family is involved in an activity or has a personal interest that could impair, or even appear to impair, the ability to make objective and fair decisions, or could create an incentive to act in a manner that would advance personal interests at the expense of Navalai.

- Full disclosure and approval is required for any activity, transaction, or relationship that could create the appearance of conflict of interest by employees before they or their family members undertake the activity. If the activity is already taking place, disclosure is still required. Unless formally approved in writing, such activities are prohibited.



➤ **What Behavior is Expected?**

- Avoid situations where personal, social, financial, or political activities interfere with or have the potential to interfere with your duty to and objectivity concerning Navalai
- Never work for, or provide services or advice to, current or potential customers, competitors, or suppliers that you must deal with as part of your job at Navalai
- Never invest in a supplier, competitor, or customer if you (or those you supervise) have direct dealings with; involvement in the selection or assessment of; or negotiations with the supplier, competitor, or customer
- Obtain a conflict of interest determination from your Ethics & Compliance officer before you or a family member undertakes any outside activity that could create the appearance of divided loyalty or conflict of interest
- Disclose and resolve any existing situations that potentially create a conflict of interest or the appearance of a conflict



➤ Common Questions

➤ *What kinds of situations are most likely to create potential conflicts of interest?*

Each situation is different and requires individual consideration. A conflict of interest may occur without any deliberate action on the part of the employee. At times employees may be faced with situations where the business actions they take on behalf of Navalai may conflict with their own personal or family interests because the course of action that is best for them personally may not also be the course of action best for Navalai. Some of the most common conflict of interest situations involve:

➤ **Taking on an outside job (by either you or a family member) for a Navalai customer, competitor, supplier, or contractor while you are employed by Navalai**

Hiring or supervising an individual with whom you have a significant personal or family relationship (see the Navalai Workplace Relationships policy)

- Serving as a board member or consultant for an outside commercial company or not-for-profit organization
- Owning or having a substantial financial interest in a competitor, supplier, or contractor
- Having a personal interest or potential financial gain from any Navalai business transaction
- Accepting gifts, discounts, favors, or services from a current or potential customer, competitor, or supplier when that benefit is not equally available to all Navalai employees

► *What size investment is considered a “substantial financial interest”?*

A substantial financial interest is an investment of an amount that is more than 1% of the total outstanding class of securities/ capital value of an entity or represents more than 5% of the personal net worth of the Navalai employee, the employee’s family members, or others with whom the employee has a close personal relationship.

► *My son works for a Navalai supplier, and my sister works for a competitor. Is this a problem for me in my job? I can’t control where they decide to work.*

Probably not. Many conflicts of interest can be resolved in a mutually acceptable way, but they must be disclosed so that steps can be taken to provide assurance that potential conflicts do not affect or appear to affect company decisions. Failure to disclose potential conflicts of interest may lead to disciplinary action.

► *Is it OK to buy stock in a corporation that is one of the owners of the project I work on? I’ve been very impressed with its employees and think this would be a good investment.*

It may be OK. The answer depends upon your job, the size of the investment, and its relationship to your net worth. Ask your Ethics & Compliance officer if you need to obtain a conflict of interest determination. Also, you must not invest if you are in possession of material inside information. See the section on Insider Information on page 67.

HOW TO RAISE A CONCERN

Navalai depends on its employees to report violations or potential violations of the Navalai Code of Conduct so that the company can take appropriate action and remedy the situation.

- Several channels of reporting are available, depending on the issue, including:
- Your supervisor
- A higher level of management
- Your Ethics & Compliance officer
- The Environmental, Safety & Health Department
- The Human Resources Department
- The Legal Department
- The Internal Audit Department
- The Navalai Ethics Team



➤ The Navalai Ethics Team

- The Ethics Team is a confidential resource available to employees to discuss any ethics or compliance question or concern, to seek clarification or guidance about the Navalai standards of conduct, or to report potential wrongdoing or inappropriate conduct in the company.
- If you believe you have been subjected to retaliation, you should immediately contact the Ethics Team or Human Resources

➤ What to Expect When You Contact the Ethics Team

- You will be treated with respect.
- Your concern will be treated seriously.
- You will not be required to identify yourself.
- Your report will be kept confidential to the extent permitted by law and Navalai's need to fully investigate the matter. (If Navalai discovers criminal or otherwise improper activity, the company may be required to report such activity to appropriate government enforcement authorities.)
- Only those with a need to know will be involved in or know of the investigation.
- Threats or acts of retaliation against you for reporting your concern will not be tolerated. Employees who believe that they have witnessed retaliation or been personally retaliated against, or that any other violation of this policy has occurred, must immediately notify the organization's Ethics & Compliance Officer, Human Resources, the Ethics Team, or the Legal Department.

ANTI-RETALIATION

All Navalai employees are protected from retaliation for raising a question or concern or participating in an investigation pertaining to alleged violations of laws, the Code, policies, or procedures.

- *Navalai is committed to maintaining a work environment that is free of harassment, intimidation, retaliation, and discrimination. Crucial to these objectives is promoting an atmosphere where employees feel safe to engage in frank, honest communication— raising questions or concerns at any time without fear of retaliation. Navalai strictly prohibits any form of retaliation against employees who raise issues or ask questions, make reports, participate in an investigation, refuse to participate in suspected improper or wrongful activity, or exercise workplace rights protected by law, including disclosure to identified public entities and disclosure of company confidential or proprietary information to the extent such disclosure is required or permitted by law.*

Common Questions

- *I believe that a friend is being retaliated against for asking if a planned activity was ethical. What should I do?*

Normally, you should report any suspected violations through your immediate management chain because management personnel are often the best equipped to know how to effectively address a situation. If you are uncomfortable with raising an issue with local management, or you believe previous concerns have not been adequately addressed, you should contact Human Resources, your organization's Ethics & Compliance Officer, or the Navalai Ethics Team.

- *I was interviewed by Ethics & Compliance about a concern that came up on our project. My manager saw me leaving the interview; now, she is asking me questions about what was discussed. What can I tell her?*

You should tell your manager that you are not permitted to share details of the discussion and if she has any questions, to contact either the investigator who conducted the interview or Ethics & Compliance Officer. Participating in an investigation, such as an interview, is a confidential process and the details of what was discussed should not be shared with others unless you are authorized to do so.

- *I raised a safety concern at my project and now it looks like my team's deliverable will be delayed to rectify the issue. Some of my teammates are blaming me for the delay. I didn't think much about it at first, but now I have been frozen out of some meetings and called a troublemaker. Is this retaliation?*

It could be. If you are faced with a situation like this, you should voice your concerns to your manager, Human Resources, your organization's Ethics & Compliance Officer, or the Navalai Ethics Team.

CONSEQUENCES FOR VIOLATIONS

A violation of the rules and standards set forth in Our Code of Conduct and Navalai policies and instructions may be grounds for termination or other disciplinary action. Disciplinary action may be taken against any individual who:

- *Authorizes or participates in a violation of the Code of Conduct rules and standards or Navalai policies or instructions*
- *Improperly or negligently supervises a person who commits a violation*
- *Fails to report a violation or withholds relevant information about a violation*
- *Attempts to retaliate against an employee who reports a suspected violation*

Common Questions

- *I understand I have an obligation to report violations, but what if I'm not sure about the facts or don't have enough information to conclude that a violation has occurred?*

We are all responsible for raising questions if we are concerned that the Navalai standards of conduct are not being met. Talk to your manager or your organization's Ethics & Compliance officer or call the Ethics Team. They can help you determine whether there is an ethics or compliance issue that should be reported.

- *Why do you investigate anonymous allegations? If people are unwilling to give their name, aren't they just trying to get someone else in trouble?*

Some employees with genuine concerns are not comfortable identifying themselves. All reports of violations must be taken seriously. If it is determined that an employee has attempted to use the Team to harm or slander another employee or Navalai through false accusations, the employee may be subject to disciplinary action.

- *Will I find out what happened when the company investigated my report?*

You will be informed of the outcome when the investigation is completed if you identify yourself. If you have reported anonymously, you can call the Ethics Team later to learn the outcome of the investigation. However, due to privacy considerations, you will not be told the details of any discipline that results from the investigation.

➤ *Reported an ethics violation, but the person is still working here. Why wasn't he fired?*

Due to privacy considerations, we cannot always share the outcome of investigations. However, not every substantiated allegation results in termination. Other forms of discipline, including training and verbal or written warnings, are used to correct violations of the Navalai Code of Conduct.

➤ *Can I get in trouble for reporting a suspected violation to the Ethics Team if it turns out I was mistaken or my allegation is not substantiated by the investigation?*

No. There is never a penalty for contacting the Ethics Team in good faith. Navalai investigates all allegations of retaliation and takes appropriate corrective action if retaliation is found to have occurred. However, an employee may be subject to disciplinary action if he or she knowingly makes a false allegation, knowingly provides false or misleading information in the course of an investigation, or otherwise acts in bad faith.