For a company entrusted with public safety, our reputation and success depend upon the personal commitment that each of us makes to uphold our core values and practice ethical workplace behaviour.

— NEIL WILSON, PRESIDENT AND CEO
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**NAV CANADA Values**
- Respect
- Excellence
- Customer Service
- Diversity and Inclusion

**What is the Purpose of this Code?**

**Our Ethical Principles**
- We have integrity.
- We treat each other with respect.
- We are responsible.
- We are committed to excellence.
- We use good judgment.

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Our vision at NAV CANADA is to be the world’s most respected air navigation service, in the eyes of the flying public, our customers, and our employees. It’s a vision that sets the bar high.

So too, does our Code of Business Conduct. It sets out the behavioural standards that we are expected to understand and live up to – both in our day-to-day business activities and in our workplace relationships.

It also means taking accountability for our actions, and acting with integrity, honesty and respect – at all times.

For a company entrusted with public safety, our reputation and success depends upon the personal commitment that each of us makes to uphold our core values and practice ethical workplace behaviour.

How you conduct yourself also contributes a great deal to maintaining a safe, respectful and professional work environment.

And that is why, each year, we must renew our commitment to reading and understanding our Code of Business Conduct. It is one of our most important business documents, and it is required reading for every one of us, no matter what our role in the air navigation system.

The Code covers key aspects of our work environment, including our commitment to safety, diversity and inclusion, respect in the workplace, official languages, labour relations, occupational health and safety, violence prevention, substance abuse, the environment, and privacy.

It also provides guidance on conflicts of interest, the protection of corporate information, fiscal integrity and responsibility, occupational fraud, cyber security and intellectual property, and other important topics.

NAV CANADA expects you to understand the Values and Ethical Principles laid out in the Code of Business Conduct, and to apply them when making decisions. When all is said and done, the decisions we make, and the actions we take, have an impact on the Company and our work culture.

While the Code serves as a guide, it cannot anticipate every ethical dilemma you may face. When in doubt, remember that you are always safe to solicit advice or report suspected violations of the Code.

Alongside sections of the Code, we reference corresponding “Internal Review and Redress Mechanisms,” as well as policies, procedures and resources. Copies of all relevant documents can be found on Central. Company Policies can be found on the Central home page, from the drop-down, mega-menu.

Please take the time to review the Code of Business Conduct. Read it carefully and in its entirety, complete and submit acknowledgement that you have done so and use this opportunity to raise any questions you might have with your manager.

Thank you for your support.

Neil Wilson
President and CEO
NAV CANADA VALUES

COMMITMENT TO SAFETY

Our commitment to safety is embodied in our safety culture and represents the priority given to safety at all levels and across all groups at NAV CANADA.

The Company’s safety culture is comprised of four elements:

- **Just culture** which fosters an atmosphere of trust and fairness
- **Reporting culture** which promotes full reporting of information on safety hazards and errors
- **Learning culture** which promotes shared learning from all safety-related incidents
- **Flexible culture** which adapts effectively to changing demands
The values we live by guide our everyday actions and serve as a constant reminder of our commitments. They are also an integral part of how we do business, linking the high standards we set for ourselves with the realities that go into making ethical conduct a way of life.

**Respect**

NAV CANADA promotes an environment in which all interactions with employees, bargaining agents, managers, customers, suppliers, the public and stakeholders are based on respect — for each other’s opinions, perspectives, experience and contribution.

The Company regards courteous and responsible behaviour as the foundation of respectful interactions. Additional dimensions of respect that also apply in our workplace include trust, fairness, equity, honesty, integrity, commitment and loyalty.

Respect does not mean that we cannot disagree, in good faith, on matters of principle or interpretation or perception of factual situations. It does mean that when such situations arise, we will disagree in a tactful and diplomatic manner.

**Excellence**

Excellence, first and foremost, applies to our mission of providing a safe air navigation system. This focus is supported by particular emphasis on attention to detail, a strategic risk management orientation and efficient decision-making.

NAV CANADA considers other important aspects of excellence to include professionalism, positive attitude, acceptance of responsibility and accountability, competence, commitment, reliability, honest communications, financial and operational effectiveness and efficiency, quality, flexibility, cooperation, sharing, teamwork and performing work in a superior fashion.

**Customer Service**

Everything we do at NAV CANADA is oriented toward meeting our customers’ needs for safe, efficient and cost-effective air navigation services. The Company’s ultimate success rests on safety and our ability to provide the best possible service.

**Diversity and Inclusion**

NAV CANADA values diversity and inclusion and is strongly committed to both diversifying our workforce and to fostering a work culture that provides a professional and fulfilling work environment where all employees feel welcome and supported, irrespective of individual ways of being. This includes continuously working towards an environment in which diverse thoughts, ideas and contributions from all employees are valued and accepted.
The Code is not simply a list of rules. It is intended to help us maintain the higher standard of ethical behaviour that is — and must be — expected of a company entrusted with public safety.

While it covers many situations you might face, it cannot specifically address every potential conflict or violation. Rather, it is meant to set the tone for how we treat one another and how we conduct business at NAV CANADA.

Many of the issues covered in this Code are addressed in greater detail in specific policies. The Code of Business Conduct and relevant policies can be found on Central. You should review all policies and determine which ones affect you in your day-to-day work. Learn them and consult them for an in-depth explanation of compliance requirements. Remember that being unaware of the relevant policy is never an excuse for a breach of policy.
WHO IS SUBJECT TO THE CODE?
Our *Code of Business Conduct* applies to all employees, officers and directors of the Company. Every reference made in this Code to employees, refers to officers and directors as well. NAV CANADA also expects bargaining agents, suppliers, vendors, contractors, customers and partners to respect our policies and the *Code of Business Conduct*.

All NAV CANADA employees, officers and directors are expected to read and understand the standards and policies outlined in the *Code of Business Conduct*, and acknowledge this in writing by signing the Record of Review, which is appended to the end of this document.
OUR ETHICAL PRINCIPLES
Our reputation as an ethical company is one of our most valuable assets and is critical to our success. We hold ourselves to standards of behaviour that will stand up to the closest of scrutiny. It is a responsibility we all share. With respect to our Code of Business Conduct, these are some of the key ethical principles that guide our actions:

We have integrity.

Integrity is the bedrock principle of our behaviour. It is through integrity that we earn trust. We are clear on our values and we keep our commitments – to each other and to all of our stakeholders. We do what is right and avoid even the appearance of impropriety.

We treat each other with respect.

We treat one another with fairness and dignity. We value diversity and show due consideration for each other’s opinions, perspectives and uniqueness.

We are responsible.

We bring our full energy, attention and commitment to our jobs. We are accountable for our actions. We do not deliberately mislead or deceive. We seek clarification when uncertain and raise concerns when we suspect wrongdoing or a safety infraction. We do not retaliate against whistleblowers.

We are committed to excellence.

In performing our duties, we pursue excellence and strive for continuous improvement.

We use good judgment.

We think before we act. When gauging the appropriateness of an activity or practice, we are guided by our common sense and sound business judgment.
Employees

As a NAV CANADA employee, you should:
• read and understand the standards and policies outlined in the Code of Business Conduct, and acknowledge this in writing;
• comply with the Code, NAV CANADA policies, applicable laws and commonly accepted ethical practices;
• stay informed of any changes to the Code or related developments communicated by NAV CANADA;
• seek help in the event that you have questions or are uncertain about a situation;
• raise any concern and report any potential violations without delay; and
• cooperate in internal reviews or investigations of a reported violation.

Managers

Managers, in addition to their responsibilities as employees, are expected to demonstrate ethical leadership. This means:
• modelling conduct that is consistent with NAV CANADA values and ethical principles;
• listening to and responding to employees’ questions, concerns or reported violations promptly and confidentially;
• providing timely, sound advice and guidance on ethical or compliance issues; and if unable to
  − soliciting advice from the appropriate resources and following up with the employee; and
• protecting employees who report violations from retaliation.

Responsibility to Report Wrongdoing

Under the Code, we all have a responsibility to notify the Company immediately of any violation or suspected violation of the Code. This applies to any situation that goes against other established Company policies. Your conduct both in and out of the workplace has the potential to expose NAV CANADA to civil and criminal liability and can negatively impact its reputation. Consequently, you are also required to notify the Company of clear or suspected illegal or unethical conduct of a personal nature; this includes matters that have been reported to law enforcement officials as illegal activities. In all cases, you are expected to do the right thing — both in terms of your own conduct, and when it comes to reporting wrongdoing. Should you report wrongdoing, every effort will be made to maintain your confidentiality, although in some cases disclosure is necessary to conduct an effective and fair investigation.

Report suspected wrongdoing to your manager. Refer to the “Reporting Violations” section on page 38 for other reporting channels.

CODE VIOLATIONS: CONSEQUENCES

Violations of the Code of Business Conduct can have serious consequences. If you do not respect and abide by the provisions of the Code or other Company policies and procedures, you could face disciplinary action, up to and including dismissal, as well as potential legal action.
VALUING OUR EMPLOYEES
People are at the heart of this Company. We can only succeed through the dedication, skills and professionalism of all of us, working together in a collaborative and inclusive manner.

At NAV CANADA, we consider it a business imperative to provide a safe and supportive work environment, where we treat one another with fairness, dignity and respect. Respect leads to greater understanding, appreciation and cooperation. Valuing each other’s opinions, perspectives and uniqueness is the foundation upon which respect is built and flourishes.

Building Diversity and Respecting Differences

Diversity is defined as a respect for each other’s uniqueness, including but not limited to: ethnicity, culture, gender, age, religion, disability or sexual orientation. By valuing our differences, we create an inclusive work environment where the principles of merit and fairness prevail, and where everyone can contribute to their fullest potential.

In order to reflect as much as possible, the diversity of the Canadian labour market, NAV CANADA works to improve designated group representation in our workplace, while integrating diversity issues into our business practices. Under the Employment Equity Act, designated groups are women, Aboriginal peoples, members of visible minorities and persons with disabilities.

Preventing Discrimination, Harassment and Abusive Behaviour

In accordance with our corporate values, our collective agreements and applicable human rights laws, NAV CANADA supports a working environment that is free of discrimination, harassment and abusive behaviour. Such behaviours are destructive to the team environment we seek to foster.

The Company will not tolerate workplace discrimination or harassment based on any of the prohibited grounds in the Canadian Human Rights Act. These include race, national or ethnic origin, colour, religion, age, sex, sexual orientation, gender identity or expression, marital status, family status, genetic characteristics, disability or a conviction for which a pardon has been granted or a record suspended.

INTERNAL REVIEW AND REDRESS MECHANISMS

Harassment Policy and Alternate Dispute Resolution (ADR) Process

NAV CANADA Grievance Process — please refer to your collective agreement

Discrimination is behaviour consisting of adverse differential treatment of an individual based on any of these prohibited grounds.

Harassment is a behaviour that creates an offensive, intimidating or hostile work environment and that a reasonable person should have known would be unwelcome.
Abusive behaviour refers to unwanted physical, verbal or other objectionable conduct by a person that is intended to ridicule, belittle, alienate or humiliate another employee, client or supplier, irrespective of the person’s hierarchical position with relation to the employee, client or supplier.

Abuse of authority and unfair treatment are forms of abusive behaviour which occur when an individual improperly uses the authority inherent in a position to endanger an employee’s job, undermine the performance of the job, threaten the economic livelihood of the employee or in any way interfere with or influence the career of the employee.

We all have a responsibility to treat our co-workers fairly, regardless of individual differences, and to avoid any conduct that might constitute discrimination, harassment or abusive behaviour. You have the right to report suspected violations, and are encouraged to do so by speaking with your manager. In addition, there are other available reporting mechanisms, as outlined at the back of this Code.

Respecting Language Rights
NAV CANADA ensures respect for the language rights of employees, customers and all those with whom we do business, as required by the Official Languages Act.

Practicing Constructive Labour Relations
NAV CANADA encourages meaningful and constructive consultation in the workplace, where relationships are measured by the quality of the discussions and interactions that take place.

NAV CANADA supports the expeditious negotiation of collective agreements where all issues of importance are dealt with openly and discussed fully.

Labour-management relationships are important, long-term, ongoing processes. We believe these relationships are best advanced through open, transparent and meaningful discussion intended to continually enhance mutual understanding and trust.

Providing a Safe and Healthy Workplace
NAV CANADA is committed to providing you – as well as visitors on our premises – with a healthy and safe work environment.

As part of that commitment, the Company offers a number of programs, initiatives and resources to encourage healthy lifestyle choices and support your physical and mental well-being.

Promoting Health and Safety
The Company strives to ensure that effective policies and practices are in place to support our health and safety commitments. These include:

- providing a healthy and safe work environment to reduce the risk of illness or injury;
- meeting or exceeding all health and safety legal requirements; and
- ensuring proper supervision, training and equipment in this area.

INTERNAL REVIEW AND REDRESS MECHANISM

NAV CANADA Official Languages Guidelines for Employees (Refer to Appendix C: Internal Complaints Procedure)

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INTERNAL REVIEW AND REDRESS MECHANISMS

Internal Complaints Resolution Process – where an employee believes there is a contravention or that an accident or injury is likely

Refusal to Work Procedures – where an employee has reasonable cause to believe that certain work or the work environment represents a danger

NAV CANADA Grievance Process – please refer to your collective agreement
While we all share in the benefits of a safe and healthy workplace, each of us also has responsibilities in this regard. You can minimize the chances of anyone being hurt or injured on the job by following common sense practices, and performing your work in compliance with the Company’s occupational health and safety policies and procedures.

You are also expected to be attentive to hazard prevention and to immediately report to your manager any workplace accidents, injuries and unsafe practices or conditions.

**Preventing Workplace Violence**

Workplace violence is defined as any action, conduct, threat or gesture of a person towards an employee in their workplace that can reasonably be expected to cause harm, injury or illness to that employee.

Such behaviours — from an employee or anyone who enters our premises — will not be tolerated. You should promptly report to your manager (or the appropriate alternate management representative) any incident in which you were subject to, witnessed or have knowledge of workplace violence, or have reason to believe that actions that constitute workplace violence may occur.

Managers are responsible for:
- taking action to reduce or eliminate the risk of workplace violence incidents;
- ensuring employees receive the required workplace violence prevention training; and
- following the procedures set out in the *Workplace Violence Prevention Policy*.

**INTERNAL REVIEW AND REDRESS MECHANISM**

**NAV CANADA Workplace Violence Prevention Steering Committee**

**Ensuring our Security**

NAV CANADA’s Security Management System provides a consistent approach to security that encourages and is dependent on close cooperation with employees, contractors and stakeholders.

You are expected to comply with the Company’s security policies and to safeguard Company property and assets against unauthorized trespass or removal, as well as against loss by criminal act or breach of trust.

If you encounter a security violation, breach or illegal act, you should immediately advise the manager responsible, who will take appropriate action to minimize harm and/or exposure.

Similarly, you should notify the National Security Monitoring Centre (1-866-242-0124 or nmcsecurity@navcanada.ca) if:
- you notice someone or something suspicious at your location;
- an access point is blocked or otherwise not functioning; or
- you are expecting a visitor.

**RESOURCES ON CENTRAL:**

**Wellness Programs**
**Feel Safe at Work Resources Under the Employee Centre**
**A Contractor’s Handbook**
In the event of an incident that disrupts operations, such as an earthquake, pandemic or explosion, our Emergency Management Program (EMP) is designed to protect life and property and ensure the rapid resumption of business-critical activities. Should the EMP be activated in your area, you should stay calm and follow the instructions of your local Emergency Management Coordinator. You may also receive voicemail updates via NAV CANADA’s Mass Notification System.

For more information, refer to Corporate Security and Emergency Planning Policies.

Preventing Substance Abuse
Our ability to perform our jobs well requires that we work in a professional manner free from the influence of alcohol or drugs.

The use, sale, unlawful possession, manufacture or distribution of controlled or illicit substances is strictly prohibited. It is also strictly prohibited to be on duty, to be in control of a NAV CANADA vehicle or to be operating equipment while under the influence of alcohol or drugs, including the after-effects of such use. You must not report to, return to, or remain at work while under the influence of alcohol or any illicit substance (including the after-effects of use). The use or presence in the body of these substances while on the job or on Company business on or off the premises is prohibited.

Similarly, alcohol must not be consumed on NAV CANADA property unless sanctioned by senior management for the purpose of official functions or events. Under no circumstances will alcohol or illicit substances be consumed in NAV CANADA vehicles.

The abuse of over-the-counter or prescription drugs is also prohibited. You are responsible for knowing when their use:
• might impair your ability on the job;
• might endanger the safety of others in the workplace; or
• is inconsistent with their intended or medically-prescribed purpose.

NAV CANADA’s Drug & Alcohol Policy sets out expectations and aims to eliminate the risk of impaired performance due to illegal, illicit or inappropriate substance use.

RESOURCES:
Wellness Programs
Chemical Dependency Education and Rehabilitation Program

NAV CANADA is committed to helping any employee who may have a problem related to alcohol or drugs. Employees who require support are encouraged to seek assistance and can refer to the Wellness Programs for assistance. However, violations of the Drug & Alcohol Policy are grounds for disciplinary action up to and including termination of employment for just cause. Because of the greater risk involved in performing certain functions, some positions have been designated “safety sensitive” and individuals holding these positions will be expected to meet additional standards as outlined in the Policy.
Your first business allegiance is to NAV CANADA. This means performing your job fully and competently and steering clear of any situation or activity that may be harmful or detrimental to the Company’s integrity, or its interests.

Avoiding Conflicts of Interest

You should be aware of and avoid any situation involving a conflict, or potential conflict, between your personal interests and those of NAV CANADA. Your conduct should always be able to withstand the closest scrutiny. Even the appearance of a conflict should be avoided, regardless of your intentions.

A conflict arises whenever you allow personal interests or relationships to compromise the objectivity of your judgment, or your ability to act solely in the best interests of NAV CANADA.

Where an actual or potential conflict of interest may exist, you are obligated to disclose that situation. You can do this by promptly notifying your manager, completing the Disclosure of Conflict of Interest or Potential Conflict of Interest form and returning it to Employee Relations. Questions or concerns should be brought to:

- your manager;
- Employee Relations;
- the Vice President, General Counsel and Corporate Secretary; or
- the Executive Vice President, Human Resources, Communications & Public Affairs.

This section of the Code cannot anticipate every situation that might result in a conflict of interest. Rather, it is intended to serve as a guide to areas in which such conflicts most often arise.

Outside Employment/Interests

You are expected to bring your full energy, attention and commitment to your job at NAV CANADA. As such, you must not devote time to an outside business or activity during normal business hours. While you are free to take on work outside the Company, you must ensure that it does not interfere with your responsibilities and duties at NAV CANADA.

Except with written approval, you must not:

- serve as a director, officer, partner, consultant, or in any other role in any business enterprise which does or seeks to do business with NAV CANADA; or
- own, control or direct a material financial interest in a supplier or contractor or in any business which does or seeks to do business with NAV CANADA.

In the above-mentioned cases, you would need the approval of both the Executive Vice President, Human Resources, Communications & Public Affairs and the Vice President, General Counsel and Corporate Secretary.

Family and Personal Relationships

Sometimes, our personal and/or family relationships can lead to a potential conflict of interest in the workplace. For example, the Company will not allow family members to work in any direct reporting relationship with each other, nor in any situation
where one family member may administer a financial benefit for another.

If one of your family members or someone with whom you have a personal relationship also works at NAV CANADA, make sure that all of your actions and decisions are made in the Company’s best interests and not because of your relationship to that person.

When such relationships intersect at work, you should openly declare them to your manager before any potential conflict can occur. Similarly, if you or one of your family members is involved in a personal relationship with a supplier or customer, and there is a potential for any conflict of interest, you are expected to disclose this for review.

It is not always easy to determine if a situation may lead to a conflict of interest. If you are uncertain, it is wise to disclose any concerns to your manager.

Once a disclosure has been made, NAV CANADA will take appropriate steps to avoid any conflicts.

**Gifts and Entertainment**
Offering or receiving gifts or entertainment might be perceived to unfairly influence a business situation and could put you in a conflict of interest.

You should neither offer nor accept gifts, gratuities, hospitality, entertainment or other benefits that might influence or appear to influence a business decision.

However, customary business practices include the offering and receipt of mementos or token gifts, such as a ball cap, gym bag, coffee mug, a meal, or an extra ticket to a sporting or cultural event.

Such gifts are acceptable, as long as they are unsolicited, of nominal value and infrequent. Accepting these things on an ongoing basis, however, would constitute a conflict and must be disclosed to your immediate manager.

It is always prohibited to accept gifts that have a monetary value, including gift certificates, airline passes that have not been authorized by the Company, cash, services, discounts, loans, all-expenses paid trips or season’s tickets for a sporting event or other form of entertainment.

Other situations may be less obvious and that’s where your judgment comes in. If you have any doubt whatsoever, don’t hesitate to speak to your manager or contact Employee Relations.

**Relationships with Government**
Business relationships with public officials must be able to withstand the test of public scrutiny and uphold the integrity and reputation of NAV CANADA, the government and government officials. Should your position require contacts with government officials, you are not permitted to accept any payments, gifts or entertainment of more than nominal value, regardless of motive.

In addition, all reporting to government must be done in an honest, accurate manner and in compliance with all applicable requirements.

**Political Involvement**
You have the right to take part in the political and democratic process, but participation must be on your own time, at your expense, and without conveying any endorsement on the part of NAV CANADA.

Company funds or assets must not be used to make a political contribution to any political party or candidate. Employees are free to make personal political contributions.

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**INTERNAL REVIEW AND REDRESS MECHANISM**

NAV CANADA Conflict of Interest Redress Committee

Additional information available in the Family and Personal Relationships Guideline
Incurring Expenses, Submitting Overtime, Leave and Other Benefits

Expenses incurred on behalf of the Company must be valid business expenses, properly approved in accordance with the Company’s delegation of financial authorities and in accordance with Company policies. Submitting for overtime, leave and other benefits should be accurate, properly approved and in accordance with collective agreements and Company policies. You are expected to use Company money and resources carefully with due regard to the interests of the Company’s stakeholders.

REFER TO:
Delegation of Financial Authorities
Enterprise Sourcing and Procurement Policy and Procedure Manual
NCJC Travel Program
Management Terms and Guidelines
Collective Agreements
NAV CANADA Benefits Program for Represented Employees
Flexplus Benefits Program for Management Employees
NCJC Relocation Program

Protecting Privacy

Under the Personal Information and Electronic Documents Act (PIPEDA), NAV CANADA is responsible for the protection of personal information in its custody or control, including its collection, use and disclosure, and is responsible for protecting that information in dealings with third parties. Personal information includes any factual or subjective information, recorded or not, about an identifiable individual. It does not include the name, title, business address or telephone number of an employee.

NAV CANADA ensures that effective systems and controls are in place to protect personal information in a responsible manner. At any time, you have the right to request and review your personnel file and may ask that it be corrected or modified.

Protecting the Environment

NAV CANADA recognizes the importance of sound environmental management in all of our activities. As such, the Company complies with all relevant environmental laws, regulations, and standards and strives to exceed, whenever possible, the environmental performance levels required by law.

To this end, it is every employee’s responsibility to respect all federal, provincial, territorial and local environmental laws, regulations and related requirements.

We are also dedicated, through internal programs, to improve our own environmental practices across the Company by encouraging resource conservation at work, at home and in the community.
MAINTAINING OUR REPUTATION
Corporate Disclosure

As a public company whose debt trades on the public markets, we work to ensure that all reports and documents filed with regulators, as well as our regular public communications, are: Full/Fair/Accurate/Timely/Understandable

It is extremely important that you understand and respect the NAV CANADA Corporate Disclosure Policy, which details how you can avoid the inadvertent disclosure of material information. The goal is to protect the Company from the liability that could arise when such information is discussed publicly, before it has been fully disclosed through an official Company news release.

MATERIAL INFORMATION
Material information means any information that, if disclosed outside of the Company, could significantly affect the market price of the Company’s publicly traded debt, or be considered important by investors in determining whether to buy, sell or otherwise trade in such debt.

Examples of material information could include annual and quarterly financial results, business plans, Company restructuring plans, negotiations with unions, major management changes, research and development of new technology, or confidential information provided by third parties.

Use of the Internet, e-mail or social media channels are subject to the same disclosure rules as other means of disseminating information, and therefore require your caution and good judgment.

In addition, if you are to make a presentation to the public, an outside organization or an industry conference, ensure you send a copy well beforehand to the mailbox for review by the Disclosure Committee prior to the presentation.

REFER TO:
NAV CANADA Corporate Disclosure Policy

Confidential Information
NAV CANADA will not give or release confidential information to anyone who is not employed by the Company, or to any employee who has no need for such information, without proper authority.

Confidential information refers to any form of information or knowledge that has been developed, acquired or controlled by NAV CANADA that is not intended for public disclosure. This could include, among other things: financial records, business plans, personal employee data, customer and supplier information, Company legal matters and intellectual property.
You are required to protect the confidential information to which you have access through your employment with NAV CANADA. Such information can only be used to perform your job duties, and for no other purpose.

**Proprietary Information**

Many Company documents, including confidential information, are proprietary and contain highly sensitive information critical to the conduct of the Company's business. Information entrusted to the Company by a third party may also be identified as proprietary, confidential or secret and must be handled accordingly.

You have a responsibility to protect proprietary information from unauthorized disclosure or misuse, as this could have serious consequences for the Company.

Examples of proprietary information could include, among other things, proposed changes to customer service charges, information about new technology, legal proceedings, customer information and records, confidential human resources information, internal audit reports, significant corporate security matters and computer software programs.

**Social Media**

Social networking platforms are fundamentally changing the way we work, communicate and connect, offering new ways to engage with employees, customers, potential job candidates and the world at large. While there are opportunities to be realized via the use of social media tools – for both the individual and the Company – there are also risks involved.

Your postings on social media must not disclose any information that is confidential or proprietary to NAV CANADA. Further, you should be very careful when commenting on Company matters, since providing unclear or inaccurate information can have a negative impact on NAV CANADA’s corporate reputation and can have legal ramifications.

In addition, as social media channels are often extensions of traditional media, offering comment on Company matters in these forums could result in you becoming an “accidental” unauthorized corporate spokesperson.

**Media Relations**

It is important to note that only a select group of individuals are designated as official spokespersons for NAV CANADA. As such, you must always refrain from providing public comment on behalf of the Company. Any media enquiries received must be immediately referred, without commenting, to the Media Relations line at 1-888-562-8226.

**REFER TO:**

- Social Media Policy
- Media Relations Policy
- NAV CANADA Corporate Disclosure Policy
- Intellectual Property and Confidential Information Policy
**Accounting and Internal Controls**

NAV CANADA is required under securities laws, tax laws and generally accepted accounting principles to keep books, records and accounts that accurately reflect all transactions and to provide an adequate system of accounting and controls. The Company’s accounting and financial information must be accurate, complete, objective, timely and understandable. All financial transactions must be properly approved in accordance with the Company’s delegation of financial authorities and properly recorded in accordance with Company policies and internal control procedures.

You are expected to ensure that those portions of the Company’s books, records and accounts for which you are responsible are valid, complete, accurate and supported by appropriate documentation in verifiable form.

NAV CANADA is committed to a zero tolerance approach with regards to attempts to mislead, manipulate, coerce or fraudulently influence an accountant or an auditor in order to make the financial statements materially misleading.

**REFER TO:**

Delegation of Financial Authorities  
Enterprise Sourcing and Procurement Policy and Procedure Manual  
Accounting Policies
SAFEGUARDING COMPANY ASSETS
All Company assets, property and resources must be handled with the strictest integrity and safeguarded against loss, theft, waste or misuse.

Protection of Company Assets

We are all responsible for the proper use and protection of the Company’s assets, both tangible (such as buildings, people, property, information and revenue) and intangible (such as information systems and intellectual property). All employees must act in the best interests of the Company and take appropriate measures to prevent losses of the Company’s assets due to willful action by others which may result in personal injury, property damage, theft, loss, abuse or unauthorized access to physical assets and intellectual property.

Using Company assets, property and resources for anything other than your NAV CANADA job related duties, requires the prior approval of a NAV CANADA manager. Examples include the personal use of company vehicles, computers, corporate credit cards, calling cards or cell phones to name a few.

Travel and entertainment expenses should be consistent with the needs of the business. You should not gain or lose financially as a result of business travel or entertainment, and are expected to use Company money carefully and with due regard to the interests of the Company’s stakeholders.

If you have access to NAV CANADA funds, you must respect the policies, procedures and standards established for their protection and accounting thereof. Never engage in a transaction that requires or contemplates making false or fictitious entries or representations.

Occupational Fraud

Fraud is defined as the use of one’s occupation for personal enrichment through the deliberate misuse or misapplication of your employer’s resources or assets. Fraudulent or dishonest actions are strictly prohibited. Actions constituting potential fraudulent behaviour include, but are not limited to:

• offering or taking inducements, gifts or favours that may influence someone’s behaviour;
• false accounting – dishonestly destroying, defacing, concealing or falsifying any account, record or document required for any accounting purpose; or furnishing information that may be misleading, false or deceptive;

INTERNAL REVIEW AND REDRESS MECHANISMS

You are encouraged to speak to your manager if you have any concerns or complaints regarding NAV CANADA’s accounting, internal accounting controls or auditing matters.

Procedures outlined in “Reporting Violations” can also be used for reporting suspected wrongdoing.
• intentionally submitting overtime or leave records with inaccurate information for personal gain;
• forgery or alteration of any document belonging to the Company; and
• intentionally submitting benefits claims with inaccurate costs of services for personal gain or for which services have not been provided. You are responsible for claims submitted by your spouse or dependants.

Bribery and Corruption

The use of NAV CANADA funds or facilities directly or otherwise for any illegal or improper purpose is strictly prohibited. Examples of this include, but are not limited to, bribery, kickbacks, or diversion to separate funds or companies for personal use or for the purpose of disguising such payments.

To this end, NAV CANADA is committed to:
• a zero-tolerance approach to bribery and corruption. Bribery and corruption is never acceptable by or on behalf of the Company and it will not be tolerated in our business or in those with whom we do business;
• implementing and enforcing effective systems and controls to counter the risk of bribery and corruption; and
• abiding by and upholding applicable international and local laws and regulations, including those relating to anti-bribery and corruption.

Records and Document Retention

NAV CANADA has an obligation to maintain business records for operational, legal, financial, historical and other purposes. These records are evidence of what the organization does, capturing business activities and transactions such as contract negotiations, business correspondence, personnel files and financial statements, to name a few.

Records may take many forms including, but not limited to: paper, electronic, cartographic and architectural items, pictorial and graphic works, photographs, films, sound recordings, and any digital and electronic medium, such as e-mail.

Appropriate policies and guidelines are in place to support you in making sure that the Company meets its obligations with respect to document management and retention. You should strive to ensure that all documents, reports and records under your responsibility are accurate and complete, and that you follow the guidelines for their proper storage, retrieval, retention and disposition.

Intellectual Property

Patents, trademarks, copyright and confidential information/trade secrets are all important types of Intellectual Property created and used by NAV CANADA in the operation of our business.

Air Navigation Service Providers around the world have come to recognize the value of NAV CANADA’s NAVCANatm suite of air traffic management technology solutions. These and other technologies — including but not limited to GAATS + and parts of CAATS — are the intellectual property of NAV CANADA, as well as their accompanying training and operating manuals.
The Company has spent a great deal of time, effort and expense in the creation of its intellectual property assets and considers them to be of increasing importance to the success of the business. By way of protecting these valuable assets, you should never disclose proprietary information and intellectual property (e.g. trade secrets, inventions, patents, software and computer programs) outside of the Company without first ensuring that the proper safeguards and legal documentation are in place.

You should also keep in mind that all intellectual property created as a result of your employment with NAV CANADA is the property of NAV CANADA.

Cyber Security

Every effort must be made to protect our corporate computing assets (information systems, devices applications and data). Failure to do so can result in accidental or deliberate destruction of data and equipment, interruption of service, disclosure of confidential information, data theft or corruption of data.

To protect our computing assets, certain activities are prohibited, such as:

- unauthorized exploration or hacking for information;
- removing, disabling or bypassing security controls (such as anti-virus or network security or the sharing of passwords);
- knowingly transmitting any computer viruses, worms or other malicious software;
- bypassing known approval processes and changing the configuration of a computer system, thereby jeopardizing its integrity;
- creating a backdoor or covert channel to our computer systems (such as unauthorized connections to the Internet or other networks and creation of wireless access points);
- violating copyrights and licenses of legally-protected digital information (such as software and entertainment materials);
- unauthorized storage of corporate data with third-party providers (such as Dropbox, Google Docs and other cloud-based solutions);
- connecting any unauthorized device to corporate networks; and
- provisioning Hosting or Cloud based solutions without authorization.

REFER TO:
NAV CANADA Intellectual Property and Confidential Information Policy Statement

REFER TO:
Corporate Information Security Policies

INTERNAL REVIEW AND REDRESS MECHANISMS
NAV CANADA’s Alternate Dispute Resolution Process
NAV CANADA’s Privacy Code, Principle 10: Challenging Compliance

Use of Corporate Computing Assets

You are expected to use sound judgment and professionalism while using corporate computing assets. These tools should not be used for illegal activity nor to access, circulate, create or store inappropriate or offensive material, including:

- defamatory, libellous, slanderous or disruptive statements;
- inappropriate comments or images of a sexual nature;
- comments or images that are discriminatory based on any of the prohibited grounds in the Canadian Human Rights Act; or
- communications that would create a hostile or poisoned work environment for others.
Confidential, sensitive or valuable information must not be transmitted or stored on mobile media devices unless properly protected or encrypted.

Willfully destroying or altering computer data or systems is not permitted. You cannot obstruct, interfere or interrupt the lawful use of NAV CANADA computing assets, or deny access to corporate data to a person entitled to access it.

REFER TO:
Acceptable Use Policies

All information created, stored or accessed on these systems is the property of NAV CANADA. As such, your activity on the Company’s computing assets should not be considered as private. NAV CANADA reserves the right to inspect, monitor, search or disclose any electronic communication whenever it has reasonable grounds to do so. Examples of when this might be necessary include:

- the need to evaluate or measure safety and quality;
- the need to investigate a potential violation of Company policy;
- the need to ensure the safety and protection of employees, the Company or its reputation; or
- a suspected instance of fraud, theft or undeclared conflict of interest.

Any personal mobile device used to conduct NAV CANADA business must be used appropriately, responsibly and ethically and in accordance with Company policies.

You are expected to use sound judgment and professionalism while using corporate computing assets.
To contact an officer of the company directly for complaints and/or concerns regarding accounting, internal accounting controls, auditing, pension plan matters, or serious ethical or legal concerns:

Vice President, General Counsel and Corporate Secretary
vp-legal@nav-sentinel.ca

Chair, Audit and Finance Committee
chair-audit-committee@nav-sentinel.ca

Chair, Pension Committee
chair-pension-committee@nav-sentinel.ca

Executive Vice President, Human Resources, Communications & Public Affairs
vp-hr@nav-sentinel.ca

Chair of the Board of Directors
chair-board-directors@nav-sentinel.ca

NAV CANADA/P.O. Box 3416
Ottawa, ON K1P 5L6
1-866-984-6633

You will receive a statement of the action taken to deal with your concerns (unless you wish to remain anonymous). More information about these procedures can be found on Central.
Doing the Right Thing

It is never wrong to raise a concern, in good faith, about a potential violation of the Code of Business Conduct or other policy. Taking action to bring attention to a problem can ensure the situation is corrected quickly, minimizing the possibility of more serious repercussions.

In difficult situations, you might have concerns about coming forward. But at NAV CANADA, you can report any clear or suspected wrongdoing in confidence and with the assurance that you will not be adversely affected in any way as a result of speaking up. Anyone who attempts to intimidate, threaten or otherwise harm an employee for coming forward faces disciplinary action up to and including dismissal.

Ideally, you should feel comfortable bringing issues involving clear or suspected wrongdoing to the attention of your manager. That should be the first step. Knowing that in some cases it may not be possible, practical or timely to do so, NAV CANADA has established the Internal Review and Redress Mechanisms noted throughout this Code.

However, in instances where you do not believe your issues can be addressed through these mechanisms, or you are not satisfied with the processes or decisions, NAV CANADA has a whistleblowing mechanism called Sentinel for reporting violations involving clear or potential wrongdoing for final resolution. You can raise concerns through Sentinel anonymously; however, more can be done to fix a situation if a complainant self-identifies.

While you are encouraged to speak to your manager should you have concerns or complaints, you can alternatively contact an officer of the company or file a report through IntegrityCounts – either on a confidential or anonymous basis – by telephone, e-mail or post, as follows:

REPORTS CAN BE FILED THROUGH INTEGRITYCOUNTS:

Online at integritycounts.ca/org/navcanada

By phone at 1-866-921-6714

By mail at P.O. Box 91880, West Vancouver, BC V7V 4S4, Canada

By email at navcanada@integritycounts.ca

By fax at 1-604-926-5668
Policies, Procedures and Resources

Below is a summary of the policies, procedures and resources that relate to various sections of the Code of Business Conduct.

**Policies**
- Acceptable Use Policies
- Accounting Policies
- Anti-Corruption Policy
- Chemical Dependency Education and Rehabilitation Program
- Corporate Information Security Policies
- Corporate Security & Emergency Planning Policies
- Delegation of Financial Authorities
- Drug and Alcohol Policy
- Enterprise Sourcing and Procurement Policy and Procedure Manual
- Fleet Motor Policy
- Flexplus Benefits Program for Management Employees
- Fraud Policy
- Harassment Policy and Alternate Dispute Resolution (ADR) Process
- Media Relations Policy
- NAV CANADA Benefits Program for Represented Employees
- NAV CANADA Corporate Disclosure Policy
- NAV CANADA Intellectual Property and Confidential Information Policy Statement
- NAV CANADA's Privacy Code, Principle 10: Challenging Compliance
- NCJC Travel Program
- NCJC Relocation Program
- Records Management Policy
- Social Media Policy
- Workplace Violence Prevention Policy

**Procedures**
- Corporate Records Retention Schedule
- Family and Personal Relationships Guideline
- Internal Complaints Resolution Process
- Management Terms and Guidelines
- NAV CANADA Grievance Process
- NAV CANADA Official Languages Guidelines for Employees (Refer to Appendix C: NAV CANADA Official Languages Internal Complaints Procedure)
- Refusal to Work Procedures
- Workplace Violence Reporting Procedure

**Resources**
- A Contractor’s Handbook
- Collective Agreements
- Feel Safe at Work
- NAV CANADA Conflict of Interest Redress Committee
- NAV CANADA Workplace Violence Prevention Steering Committee
- Wellness Programs Site
Employee (for new hires)

__________________________________________  __________________________
Family name (please print)                      Given name (please print)

__________________________________________
Employee number

Declaration
1. I have received and read, and I understand NAV CANADA’s Code of Business Conduct.
2. I have read and understand the terms and conditions of the Confidential Information and Property Rights form.
3. Select one of these three options:
   □ I do not have a Conflict of Interest or Potential Conflict of Interest to disclose;
   □ I have a Conflict of Interest which has been reported and approved;
   □ I have a Conflict of Interest or Potential Conflict of Interest to disclose and will complete the Disclosure of Conflict of Interest or Potential Conflict of Interest form and send a paper copy to: Employee Relations, 77 Metcalfe Street, Ottawa, ON K1P 5L6.

__________________________________________  __________________________
Signature                                           Date

Please send original signed copy to: Pay & Benefits Advisor, 77 Metcalfe, Ottawa, ON K1P 5L6
PERIODIC RECORD OF REVIEW OF THE CODE OF BUSINESS CONDUCT

Employee

__________________________  ______________________________
Family name (please print)   Given name (please print)

__________________________
Employee number

Declaration
I acknowledge that:
1. I have re-familiarized myself with the NAV CANADA Code of Business Conduct.
2. I have read and understand the terms and conditions of the Confidential Information and Property Rights form.
3. Select one of these three options:
   □ I do not have a Conflict of Interest or Potential Conflict of Interest to disclose;
   □ I have a Conflict of Interest which has been reported and approved;
   □ I have a Conflict of Interest or Potential Conflict of Interest to disclose and will complete the Disclosure of Conflict of Interest or Potential Conflict of Interest form and send a paper copy to: Employee Relations, 77 Metcalfe Street, Ottawa, ON K1P 5L6.

__________________________  ______________________________
Signature   Date

Please send original signed copy to: Pay & Benefits Advisor, 77 Metcalfe, Ottawa, ON K1P 5L6
DISCLOSURE OF CONFLICT OF INTEREST
OR POTENTIAL CONFLICT OF INTEREST

Employee

__________________________________________
Family name (please print)                             Given name (please print)

__________________________________________
Employee number

I currently serve as a director, officer, partner, consultant or in some other role in a business enterprise which does or seeks to do business with or is a competitor of NAV CANADA. (Please indicate business enterprise(s) and your affiliation.)

__________________________________________

I own, control or direct a material financial interest in a supplier, contractor, competitor or other business enterprise which does or seeks to do business with or is a competitor of NAV CANADA. (Please indicate business enterprise(s) and your affiliation.)

__________________________________________

Other:

__________________________________________

I have reported to my manager any relationship or other circumstances that do or could place me in conflict with the interests of the Company. Any new situations will be reported as they occur. I hereby certify, to the best of my knowledge and belief, that I have no real potential conflict of interest (except for what may be noted above).

__________________________________________
Employee

__________________________________________
Date

__________________________________________
Manager name (please print)                             Manager signature

Return to Employee Relations, 77 Metcalfe, Ottawa, ON K1P 5L6
In consideration of the granting of employment by NAV CANADA, I acknowledge and agree that such employment is subject to the following terms and conditions:

**Confidential Property and Information:** I agree to keep all information of NAV CANADA, its customers and vendors, to which I may have access in the course of employment, strictly secret and confidential, and shall not disclose such information to any person, except:
- to the extent authorized to make such disclosure by a designated manager;
- to the extent that such disclosure is required to perform and discharge the terms of employment;
- to the extent that such information is already publicly available.

The obligation not to disclose confidential property and information of NAV CANADA or NAV CANADA’s customers and vendors will continue notwithstanding termination of my employment.

**Intellectual Property:** I agree, that if, during the course of employment, I conceive of, create, author, improve or participate in the conception, creation, authorship or improvement of any work, invention, device, process, design, program, technique, methodology, equipment, assembly of information or data (the “invention”), relating in any way to the business of NAV CANADA, such invention shall remain the exclusive property of NAV CANADA. The right of NAV CANADA to the foregoing shall continue notwithstanding the termination of my employment.

I hereby assign any interest, patent, copyright, trademark or moral rights in the invention which I may have by virtue of having, individually or in concert, conceived, created, authored, or improved in the course of or in relation to my employment with NAV CANADA regardless of the physical location of its creation or conception.

I further agree that NAV CANADA alone shall have the right to apply for, prosecute and obtain letters patent, copyrights, trademarks or other legal protection for intellectual property in any or all countries of the world in respect of any and all such inventions both during and subsequent to my employment, and that I will execute on request and at NAV CANADA’s cost any applications, transfers, assignments, and other documents as NAV CANADA may consider necessary or desirable for the purpose of vesting in or assigning to NAV CANADA titles of the invention for the purpose of applying for, prosecuting and obtaining letters patent, copyrights, or trademarks and to cooperate and assist in the prosecution of any such application.

Employee (please print)  
Signature  
Date

Title

Please send original signed copy to: Pay & Benefits Advisor, 77 Metcalfe, Ottawa, ON K1P 5L6