

# Anti-Corruption Administration

## Compliance

Violation of anti-corruption laws can result in severe civil and criminal penalties for both the individual Member and NAV CANADA, including imprisonment. A violation may result in other legal and adverse consequences, including securities commission actions or investigations, suspension from government contracts, being barred from pursuing government contracts, revocation or suspension of export license privileges, and long-term damage to NAV CANADA's reputation both in Canada and abroad. Violating any laws governing corruption of Public Officials and a violation of the Acts will result in discipline by NAV CANADA, up to and including termination of employment.

Conducting business with foreign States or their Public Officials is often not the same as conducting business with private parties or Canadian federal, provincial or municipal governments. These transactions often are covered by special legal rules. You are required to consult a Designated Person to be certain that you are aware of any such rules, and you are required to have approval of a Designated Person before providing anything of value to a Public Official or a Related Party.

## Gifts and Entertainment

Offering or receiving gifts or entertainment might be perceived to unfairly influence a business situation, outcome or decision and could result in a conflict of interest.

You are not permitted to offer nor accept gifts, gratuities, hospitality, entertainment or other benefits that might influence or appear to influence a business situation, outcome or decision.

However, customary business practices including the offering and receiving of mementos or token gifts are acceptable, as long as they are of a nominal value and are infrequent. Accepting gifts such as a ball cap, gym bag, coffee mug, expensive meals or single ticket to a sporting or entertainment event on an ongoing basis, however, would constitute a conflict of interest and must be disclosed to your 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 other than those offered through the Advantage Program and WorkPerks for employees, loans, paid trips or season's tickets for sporting or entertainment events.

## Factors to Consider

Factors to consider when assessing whether a gift is appropriate include:

- Who is giving the gift?
- Who is receiving the gift and what level of decision-making capability do they have?
- What is the nature and/or value of the gift?
- What is the intent or expectation of the individual giving the gift?
- When is the gift being given (e.g. during contract negotiations, evaluation period of a Request for Proposal, collective bargaining,

procurement sourcing, customer consultation periods, etc.)?

If the circumstances suggest that the gift is or could be intended to generate an undue business advantage for the giver or someone they are working for, it is more than likely improper.

## Public Officials

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 State and Public Officials. Great caution must be exercised when doing business with a Public Official or a Related Party. Such business is permitted only at arm's length, must be free from any Improper Payments or any intent to influence the actions or decisions of the Public Official in their official capacity, and with the prior review and approval of a Designated Person.

### Gifts to Public Officials

Gifts to Public Officials includes Public Officials themselves as well as gifts to a Related Party or organizations in which a Public Official is or might be involved. Such gifts may violate the Acts and local laws. Gifts, other than gifts of token value or gifts bearing a NAV CANADA logo, are not permitted to be given without the prior review and written approval of a Designated Person, which will consider such factors and circumstances as:

- Whether the gift could be construed as related to a request for an official decision or action.
- The value of the gift.
- Whether the gift is given as a courtesy or token of regard.
- Whether the gift would be in accordance with the laws and customs of the country in which it is being given.

- Whether there is a pattern of providing frequent gifts to the same person or organization.
- If the recipient is an organization, its relationship to any Public Official.

Providing cash and cash equivalent gifts, such as gift cards, vouchers or securities, to Public Officials or Related Parties is prohibited.

Conduct that could create the *perception* of an improper interaction or conferring an undue advantage upon a Public Official or on NAV CANADA, even if that is not the intent, must be avoided. An example of such conduct would be the provision of frequent entertainment to a Public Official who is taking favourable actions for NAV CANADA is troublesome.

In all cases expenditures relating to gifts, entertainment, or travel for Public Officials, or Related Parties as applicable, are required to be properly and accurately recorded in NAV CANADA's books and records. In all cases any cheque request or business expense report is required to include, at a minimum, the:

- Purpose of the payment.
- Identity of those receiving the benefit of the payment.
- Amounts involved.

All of this information is to be properly and accurately recorded in NAV CANADA's books.

## Agents

### Retaining Agents

NAV CANADA may be held liable for the conduct of third parties acting on its behalf, regardless of whether it actually knew about or authorized a third party's improper action or conduct. Especially in jurisdictions with high incidence of corruption, use of Agents to represent NAV CANADA in business interactions may import a greater risk of non-

compliance with applicable law or this Policy. Therefore, all Agents retained by NAV CANADA must commit to comply with the Policy and applicable anti-corruption laws.

## Due Diligence

Prior to NAV CANADA retaining an Agent, due diligence must be undertaken regarding the reputation, background and past performance of the prospective Agent as appropriate in the following areas at a minimum:

- Affiliations
- Compensation and form of payment requested by the Agent
- Financial details of the Agent or their organization
- Local law regarding the engagement of agents
- Management information
- Ownership information
- Qualifications
- References
- Reputation

The information collected must be sufficient to rigorously assess whether it is prudent to retain the proposed Agent. A Member who proposes to retain an Agent is also required to advise the Vice President, Chief Legal Officer and Corporate Secretary and the Vice President, Chief Technology and Information Officer, who introduced the Agent to NAV CANADA and provide an explanation of why the Agent is needed and why the Agent was selected.

The Member and their supervisor are required to certify that the Agent has been personally interviewed and that there is no reason to believe that the Agent has violated the Policy or will violate the Policy regarding future activities on behalf of NAV CANADA. Where appropriate, the Member and/or the Agent will be trained to recognize and avoid giving Improper Payments. The Member is required to

provide the Agent with a copy of the Policy prior to retention.

## Contracts with Agents

NAV CANADA will only retain an Agent pursuant to a written agreement that contains the following provisions at a minimum:

- A precise definition of the scope of the Agent's duties, the territory in which the services will be performed, and the compensation of the Agent.
- The Agent acknowledges in writing that it or they understands the provisions of the Policy and agrees to comply with its terms and applicable anti-corruption laws, including the Acts.
- Acknowledgement by the Agent that the contents of the agreement may be disclosed by NAV CANADA to third parties including government agencies.
- Representations and warranties by the Agent that neither it, nor any of its owners, directors, officers, principals or key employees are Public Officials and that it will promptly inform NAV CANADA of any changes in that regard.
- An express statement by NAV CANADA that its choice of Agent was made after due diligence to support a belief that the Agent will not violate applicable anti-corruption laws, including the Acts and the Policy .
- Prohibition against assignment or subcontracting of the entire agreement or any rights, duties or obligations under the agreement by the Agent, without NAV CANADA's prior written consent.
- A requirement that payment be made by cheque made out in the Agent's proper name or by wire transfer to a bank account that is registered in the proper name of the Agent, and located in the country in which the Agent performed the services unless there is an acceptable explanation, at NAV CANADA's sole discretion, for other arrangements.

- A requirement that a) travel, entertainment and other miscellaneous expenses are not permitted to be incurred by the Agent without NAV CANADA's prior written approval; b) all requests for reimbursement are required to be supported by documentation acceptable to NAV CANADA and sufficient to verify the purpose and legitimacy of the expense; and c) detailed records of all approved expenses are kept.
- Automatic termination of the Agent without compensation in the event an Agent has made, attempted to make, makes, attempts to make, or proposes to make, an Improper Payment, together with a right of disgorgement of illegal profits earned by any Agents.
- A right to audit the Agent's compliance with the agreement, applicable law and the Policy.

### Managing Agents

NAV CANADA takes measures reasonably within its power to ensure that:

- Any payment made to any Agent represents no more than the amount outlined in the written agreement with the Agent and is an appropriate remuneration for legitimate services rendered by such Agent.
- No part of any such payment is passed on by the Agent as an Improper Payment or otherwise in contravention of applicable law or the Policy.
- It maintains a record of the names and contract terms for all Agents who are retained by it in connection with transactions with Public Officials.
- The Agent provides an annual report on the services performed for the period, and the activities of the Agent are monitored to ensure that there is no breach of applicable law or the Policy.

Annually, each Agent is required to provide NAV CANADA with an Agent Certificate of Compliance document in the form attached to

Exhibit "A" hereto. By doing so, an agent certifies that it complies with applicable law and the Policy and that none of the payments made to the Agent by NAV CANADA or acquired from other sources have been used to make an Improper Payment.

NAV CANADA retains the right to audit any Agent's compliance with the agreement, including the expenses and invoices of the Agent.

On at least an annual basis, NAV CANADA management is required to review compliance by any Agents with the terms of applicable NAV CANADA policies and procedures.

### Accounting and Auditing

NAV CANADA makes and keeps books, records, and accounts that conform to the highest professional standards of accuracy and consistency and that, in reasonable detail, accurately and fairly reflect NAV CANADA domestic and foreign transactions and the disposition of its assets.

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## EXHIBIT "A"

### Agent Certificate of Compliance

NAV CANADA conducts its business lawfully in every country where it does business. Specifically, NAV CANADA complies with anti-bribery and anti-corruption legislation that prohibits the making, offering or receipt of Bribes, Facilitation Payments and Kickbacks. NAV CANADA officers, directors, employees, consultants, contract workers and Agents shall not, either directly or through an intermediary, pay or offer anything of value to a Public Official or a Related Party, in order to influence any act within the recipient's official capacity, or to induce the recipient to violate its, his or her lawful duty, or to induce the recipient to use its, his or her influence with any level of government to affect or influence any act or decision of such government for the purpose of obtaining, retaining or directing business, or any undue advantage.

1. Do you understand the laws pertaining to anti-bribery and anti-corruption in your jurisdiction?

Yes      No

2. Have you received, reviewed and understand NAV CANADA's Anti-Corruption Policy?

Yes      No

3. To the best of your knowledge have you at any time within the past twelve months been in violation of NAV CANADA's Anti-Corruption Policy, or used any payments from NAV CANADA or other sources to make an Improper Payment?

Yes      No

4. To the best of your knowledge has any other NAV CANADA officer, director, employee, consultant, contract worker or Agent at any time within the past twelve months been in violation of applicable anti-corruption laws or NAV CANADA's Anti-Corruption Policy?

Yes      No

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If your answer to question 3 or 4 above is "yes," please give full details.

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Date

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Signature

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Print Name

## Version Control

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