



Telenav, Inc.

U.S. Foreign Corrupt Practices Act Policy

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A. U.S. FOREIGN CORRUPT PRACTICES ACT POLICY OVERVIEW

The U.S. Foreign Corrupt Practices Act of 1977 (the “Act” or the “FCPA”) amended the U.S. federal securities laws to expand the authority of the U.S. federal government to deal with improper business practices and, perhaps more significantly, to create new powers to determine what constitutes such improper practices.

B. PURPOSE

It is the policy of Telenav, Inc. (the “Company”) to fully comply with both the letter and spirit of the Act.

C. SCOPE

Accordingly, each officer, director, employee and agent of the Company and each of its subsidiaries and affiliates, as well as each shareholder of any such entity who is acting or may act on behalf of same, is required to confirm compliance with the Company’s U.S. Foreign Corrupt Practices Act Policy (this “Policy”).

D. RELATED DOCUMENTS

1.0 The Code of Conduct

The Company’s Code of Business Conduct and Ethics (the “Code of Conduct”) requires that each employee act ethically and lawfully in all business dealings when selling, buying or representing the Company in any capacity. Giving or accepting a bribe is a violation of the Code of Conduct and in many cases is also a violation of the law. Any demand for a bribe must be reported immediately to the employee’s supervisor, the Chief Financial Officer, the General Counsel or the Chairman of the Company’s Audit Committee (please refer to the section entitled “Reporting Violations or Potential Violations of this Policy” below for further information). In addition, giving or receiving a payment or gift that could reasonably give the appearance of impropriety may violate the Code of Conduct. Of course, there are limited situations in which the giving or receiving of a gift of nominal value or a meal, not tied to the expectation of a special favor or particular action, is appropriate. However, it is the Company’s policy to allow nothing of value to be provided to any foreign official without the express written approval of the General Counsel. The Code of Conduct provides guidance regarding business amenities, gifts and the like. As with all other Company policies, employees are expected to be familiar with and remain in compliance with the Code of Conduct and this Policy as a condition of their employment. Furthermore, where there is any doubt as to the appropriateness of a gift or payment, employees are expected to consult with the General Counsel.

1.1 The Act: Overview

The Act was enacted to deter illegal corporate payments by: (1) prohibiting certain payments or promises to foreign officials (anti bribery provisions), (2) requiring public companies to keep adequate records of the disposition of their assets (record-keeping provisions), and (3) making public companies responsible for internal monitoring of their accounting practices (internal accounting control provisions). A brief summary of the provisions of the Act is set forth below.

1.2 Anti Bribery Provisions

The anti-bribery provisions of the Act generally apply to (A) public companies (“Issuers”), (B) other business entities organized under the laws of a state, territory, possession or commonwealth of the U.S.

or having its principal place of business in the U.S. (“U.S. Entities”), (C) individuals who are citizens, nationals or residents of the U.S. (“U.S. Persons” and together with U.S. Entities, “Domestic Concerns”), and (D) officers, directors, employees or agents of Issuers or Domestic Concerns, or shareholders of Issuers or Domestic Concerns acting on behalf thereof (“Affiliates” and together with Issuers and Domestic Concerns, “Covered Persons”). Although the Act is a U.S. law, it can apply to both U.S. and non-U.S. persons, regardless of work location.

This portion of the Act makes it a criminal offense for Covered Persons to make an offer, payment, promise to pay, gift, or authorization of the payment, of any money or anything of value, directly or indirectly, to (i) a foreign official (which includes any employee of a foreign government or any department, agency, or instrumentality of a foreign government; a foreign state-owned or controlled entity, including but not limited to, in many countries, telecom, health care, and educational institutions’ employees; a public international organization, such as the Red Cross or World Bank; and any person acting in an official capacity for or on behalf of such governmental bodies or public organizations, including entities hired to review and accept bids for a government agency) (ii) a foreign political party or official thereof, or (iii) a candidate for foreign political office, for the “corrupt” purpose of obtaining or retaining business for the Covered Person, securing an improper advantage or directing business to any other person. The term “corrupt” is construed to prohibit any activity, including the provision of meals, lodging or entertainment, which is meant to influence the recipient and which is done for the stated illegal purposes. There is no minimum value for a violation to occur.

The Act provides a narrow exception for payments referred to as “facilitating payments” or also known as “grease payments.” The intent of this exception is to cover minimal payments to a foreign official, foreign political party, or party official intended to hasten or secure the performance of a “routine governmental action.” Such “routine governmental actions” are those ordinarily performed by a foreign official in:

- (1) obtaining permits, licenses, or other official documents to qualify a person to do business in a foreign country;
- (2) processing governmental papers, such as visas and work orders;
- (3) providing police protection, mail pick-up and delivery, or scheduling inspections associated with contract performance or inspections related to transit of goods across country;
- (4) providing phone service, power and water supply, loading and unloading cargo, or protecting perishable products or commodities from deterioration; or
- (5) actions of a similar nature.

The “facilitating payments” exception does not apply to situations in which the government employee has discretion whether or not to perform the action, or payments made in connection with a decision to award new business or continue business. Although this exception exists under the Act, it is very rarely held to apply. Such payments may not be legal in all countries and, in fact, are illegal in many countries. For example, facilitating payments are illegal under United Kingdom law. As a result, the Company prohibits facilitating payments of any kind without the prior approval of the General Counsel.

In addition, the Act provides two affirmative defenses to charges of violations. First, it is a defense to a charge if the payment or promise was lawful under the written laws and regulations of the country in which the recipient is located. Second, “reasonable and bona fide expenditures” incurred by or on behalf of a foreign government employee may be reimbursable if they are directly related to (i) the promotion, demonstration, or explanation of products or services, or (ii) the execution or performance of a contract

with a foreign government or agency thereof. However, it is the Company's policy to allow nothing of value to be provided to any foreign official without the express written approval of the General Counsel.

Compliance with this FCPA must be undertaken on a case-by-case basis and can be complex. Employees should not try to solve FCPA problems on their own. If any question arises regarding whether a payment could be a potential violation of the FCPA or the anti-bribery laws in other countries, an employee should discuss it with the Company's General Counsel.

1.3 Record Keeping Provisions and Internal Accounting Control Provisions

In addition to prohibiting bribery, the Act requires proper record-keeping and the establishment and maintenance of internal controls. Although the intent of these provisions is to prevent companies from concealing bribes and to discourage fraudulent accounting practices often connected with bribery, a violation of these provisions for any reason is unlawful.

Pursuant to Section 13(b)(2)(A) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), Issuers are required to make and keep books, records and accounts, which, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company. The purpose of this requirement is to prevent the occurrence of the following types of abuses:

- (1) records that accurately record the existence of a transaction but which fail to reveal the illegal or improper purpose of the transaction;
- (2) records that fail to record improper transactions; and
- (3) records that are falsified to conceal improper transactions which are otherwise correctly recorded.

Pursuant to Section 13(b)(2)(B) of the Exchange Act, Issuers must devise and maintain a system of internal accounting controls sufficient to provide reasonable assurances that the following objectives are achieved:

- (1) transactions are executed in accordance with management's general or specific authorization;
- (2) transactions are recorded as necessary (a) to permit preparation of financial statements in conformity with generally accepted accounting principles or any other criteria applicable to such statements, and (b) to maintain accountability for assets;
- (3) access to assets is permitted only in accordance with management's general or specific authorization; and
- (4) the recorded accountability for assets is compared with the existing assets at reasonable intervals and appropriate action is taken with respect to any differences.

Although the record-keeping and internal accounting control provisions are promulgated under the Exchange Act and only apply to reporting or registered companies under the Exchange Act, a company may be considered in violation of these provisions when it becomes subject to the Exchange Act for violations that may have occurred prior to being subject to the Exchange Act. For instance, inaccurate or improper record-keeping done prior to the Company becoming subject to the Exchange Act will cause the Company's books to be inaccurate at the time reports are filed, and therefore, is a violation of the record-keeping provisions of the Act. Furthermore, it is important to note that the applicability of the anti-bribery provisions of the Act is not limited to reporting or registered companies under the Exchange Act, and that the anti-bribery provisions may apply to a company regardless of whether or not it is subject to the Exchange Act.

The record-keeping and internal accounting control requirements affect all employees, not only those who are responsible for the Company's financial records. If a false or misleading expense record is submitted, the Company's accounting records will not be completely truthful, and the individual who submitted the expense record and the Company may be in violation of the Act. Every expense is required to be reported accurately, regardless of its amount or its legality. For example, if an employee allows a consultant to bribe a government official, and the bribe is recorded as "consultant expenses," both the recordkeeping and anti-bribery provisions of the Act would be violated. Similarly, if an employee takes a government official out to dinner, the expense and its purpose must be accurately recorded regardless of whether it falls under the bona fide expenditures exception to the Act.

1.4 Agents, Representatives, Consultants and Distributors

Under the Act, the Company will be held liable if it authorizes a third party, such as a consultant, agent, joint venture partner or any other intermediary, to commit a prohibited act on its behalf. In addition, the Company can be held liable if it disregards or ignores signs that should have alerted the Company that a third party intended to make an illegal bribe on its behalf. For this reason, due diligence must be performed when third parties are dealing with foreign officials on the Company's behalf and all suspected violations of the Act by third parties acting on the Company's behalf must be investigated.

Prior to retaining any sales agents or other third party to deal with a foreign official on the Company's behalf, sufficient due diligence must be performed including consideration of the following factors:

- What is the country in question? Special caution should be exercised in countries with a reputation for corruption.
- What is the reputation of the agent?
- What is the amount of the commission? A high-risk situation may exist when the commission is above the "going-rate."
- Has there been a request that the Company provide an invoice substantially in excess of the actual services provided?
- Has the agent refused to provide representation on his conduct (such as whether he is aware of knowledgeable regarding the FCPA and has taken no action that would violate it)?
- Does the agent have any relationship to the government (i.e. related to top government officials or the country's royal family)?
- Have any transactions been recorded as "cash," including checks made out to "cash" without proper documentation?
- Have managers of foreign operations been paid unusual bonuses?

More extensive due diligence procedures are available from the General Counsel.

1.5 Compliance

Both the U.S. Department of Justice (the "DOJ") and the Securities and Exchange Commission (the "SEC") enforce the Act. The penalties for violations are severe and may include individual fines and imprisonment, in addition to substantial corporate penalties. This means that the Company's employees can be individually liable and face significant penalties, including a term in prison, for violations of the Act. As a result of continuing international efforts, many countries around the world have enacted similar laws

criminalizing the bribery of foreign officials. Furthermore, most countries have laws prohibiting bribery of domestic government employees.

Under the Act, a corporation can be fined up to double the amount of gross gain or loss from the illegal activity, or \$2,000,000, whichever is greater, for violating the anti-bribery provisions. Individuals can be fined up to \$250,000 and/or imprisoned for up to five (5) years. Violations of the recordkeeping and internal controls provisions by a corporation can result in criminal penalties of up to \$25,000,000, in addition to civil fines. An employee may be subject to an individual criminal fine of \$5,000,000, in addition to civil fines, and face up to 20 years imprisonment. Accountants and other professionals may also be barred from practicing before the SEC. An employee may be convicted of the Act even if the Company is not convicted. Furthermore, the Act prohibits the Company from paying or indemnifying the employee's fine. This means that if a Company employee is found to have violated the Act, he or she will be personally liable for any fines or penalties that are imposed.

Pursuant to international agreements, the U.S. Government has the ability to prosecute individuals all over the world for violations of the Act and can hold a U.S. entity liable for actions of its foreign subsidiaries, even if the U.S. entity did not know or approve of the actions. Therefore, all of the Company's worldwide employees and companies are prohibited from bribing or offering to bribe foreign officials. Even if a particular act cannot be prosecuted by the U.S. Government under the Act, it will likely violate other U.S. or non-U.S. laws. Moreover, bribery is always a violation of Company policy.

1.6 The Company's Policy

To ensure compliance with the Act and other applicable anti-bribery and anti-corruption laws, it is the policy of the Company that:

- (1) The use of Company funds or assets for any unlawful or improper purpose is strictly prohibited.
- (2) No payment shall be made to, or for the benefit of, government employees (which may include employees of state-owned enterprises) for the purpose of, or otherwise in connection with, securing sales to, or obtaining favorable action by, a government agency.
 - a. Gifts of substantial value to, or lavish entertainment of, government employees are prohibited since they can be construed as attempts to influence government decisions in matters affecting the Company's operation.
 - b. Any entertaining of public officials (which may include employees of state-owned enterprises), or the furnishing of assistance in the form of transportation or other services should be of such nature that the official's integrity or reputation would not be compromised.
- (3) The offer, payment or promise to transfer in the future Company funds or assets, or the delivery of gifts or anything else of value, to foreign officials (which includes any employee of a foreign government or any department, agency, or instrumentality of a foreign government; a foreign state-owned or controlled entity, including, in many countries, telecom, health care, and educational institutions' employees; a public international organization, such as the Red Cross or World Bank; and any person acting in an official capacity for or on behalf of such governmental bodies or public organizations, including entities hired to review and accept bids for a government agency), foreign political parties or officials or candidates of foreign political parties is strictly prohibited for the purpose of influencing any act or decision of any such person in his or her official capacity, including the decision to fail to perform his or her official functions or to use

such person's or party's influence with a foreign government or instrumentality in order to affect or to influence any act or decision of such government or instrumentality in order to assist the Company in obtaining or retaining business for or with, or directing business to, any person or entity.

- (4) If anything of value, regardless of the amount, is to be given to a foreign official (which includes any employee of a foreign government or any department, agency, or instrumentality of a foreign government; a foreign state-owned or controlled entity, including, in many countries, telecom, health care, and educational institutions' employees; a public international organization, such as the Red Cross or World Bank; and any person acting in an official capacity for or on behalf of such governmental bodies or public organizations, including entities hired to review and accept bids for a government agency), foreign political parties or officials or candidates of foreign political parties, the General Counsel must be consulted and express written approval must be obtained.
- (5) All records must truly reflect the transactions they record. All assets and liabilities shall be recorded in the regular books of account. No undisclosed or unrecorded fund or asset shall be established for any purpose. No false or artificial entries shall be made in the books and records for any reason. No payment shall be approved or made with the intention or understanding that any part of such payment is to be used for any purpose other than that described by the document supporting the payment.
- (6) No political contribution shall be made, directly or indirectly, with corporate funds or assets regardless of whether the contributions are legal under the laws of the country in which they are made.
- (7) Any employee who learns of or suspects a violation of this Policy should promptly report the matter to his or her supervisor, the Chief Financial Officer or the General Counsel of the Company. All managers shall be responsible for the enforcement of and compliance with this Policy, including the necessary distribution to insure employee knowledge and compliance.
- (8) The foregoing Policy shall apply to all of the Company's subsidiaries and their employees with respect to such subsidiary's funds and operations.
- (9) Employees who regularly conduct business with government employees, or are involved in the sale of products to government entities, must receive training on the Act from the Company's Legal Department or its delegate on a regular basis, but in no event less than once every three (3) years.

1.7 Reporting Violations or Potential Violations of this Policy

If an individual suspects or becomes aware of any action related to bribery, recordkeeping or internal controls that he or she believes may be illegal, unethical or inappropriate, or otherwise in violation of this Policy, the individual should immediately report the situation to his or her supervisor, the Chief Financial Officer or the General Counsel. If for any reason an individual is uncomfortable discussing the matter with his/her supervisor, the Chief Financial Officer or the General Counsel, he or she may raise the matter with the Chairman of the Audit Committee, who may be reached through the Company's Human Resources Department.

Employees and non-employees (including the Company's shareholders) may submit concerns regarding compliance with this Policy in one of the following ways:

- Via electronic mail to the Compliance Officer at Generalcounsel@telenav.com;
- Via electronic mail to a third-party service provider at telenav@alertline.com, or by logging on to <https://telenav.alertline.com>

(emails to the third-party service provider are routed directly to the Compliance Officer)

- Via regular mail to: Telenav, Inc.
 Attn: General Counsel
 4655 Great America Parkway, Suite 300
 Santa Clara, CA 95054

If you make an anonymous report by mail or telephone, as provided above, please provide as much detail as possible, including any evidence that you believe may be relevant to the issue.

Concerns submitted on an anonymous basis will be forwarded to the General Counsel. Anonymous reports should be factual instead of speculative or conclusory, and should contain as much specific information as possible to allow the persons investigating the report to adequately assess the nature, extent and urgency of the investigation.

The Company will not permit retaliation of any kind against anyone who makes a report or complaint in good faith with a reasonable basis for believing that a violation of this Policy or other illegal, unethical or inappropriate conduct has occurred. Please refer to the Company's Whistleblower Policy for further information about the Company's policy against discrimination, harassment and retaliation.

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The attached Appendix B answers some frequently asked questions about the Act. If you have further questions, please contact the Company's General Counsel.

2.0 Policy Non-Compliance

Failure to comply with the U.S. Foreign Corrupt Practices Act Policy may, at the full discretion of the organization, result in the suspension of any or all technology use and connectivity privileges, disciplinary action, and possibly termination of employment.

Your immediate Manager or Director will be advised of breaches of this policy and will be responsible for appropriate remedial action which may include disciplinary action, including suspension or termination of employment.

Appendix A

FREQUENTLY ASKED QUESTIONS (FAQ) about the FCPA

1. My job does not involve working with government contracts. Why do I need to comply with the FCPA?

Although the FCPA prohibits bribery of foreign government employees for the purpose of obtaining or retaining business, U.S. authorities have made clear that the statute is not limited to situations involving government contracts. In recent years, FCPA prosecutions have included corrupt payments made in connection with the renewal of a government license, travel arrangements related to training, negotiations with tax authorities, and customs transactions. Therefore, you must act in a lawful and ethical manner in all of your dealings with foreign government employees.

2. Doesn't the FCPA only apply to interactions with high-level foreign government officials?

No. The FCPA applies to interactions with government employees of all ranks, and not only top decision-makers. Specifically, the statute prohibits making corrupt payments to foreign officials, foreign political parties or their members, and foreign political candidates. A "foreign official" includes any officer or employee of a foreign government or any department, agency or instrumentality of a foreign government. Members of a royal family are included. Employees should also keep in mind that a state-owned business may also be considered part of a foreign government, so, for example, in many countries telecom and health care employees are "foreign officials." In addition, anyone acting on behalf of a foreign government, such as a consultant or negotiator representing a state-owned business, is covered by the FCPA. The definition of "foreign official" also includes an employee of a public international organization, such as the World Bank or Red Cross.

3. I understand that the FCPA prohibits paying or offering to pay a government employee anything of value for improper purposes. What are some examples of prohibited payments?

The FCPA's prohibition includes not only money, but literally anything that could be of value to the foreign government employee. This includes gifts; travel expenses; meals; entertainment expenses, such as the purchase of tickets to a sporting event or golf course fees; payment of per diems; and privileges and personal favors such as securing a job offer. The DOJ and SEC have also prosecuted companies who have provided these types of payments and items to family members of government employees.

4. Does the FCPA have an exception for small payments?

No. An otherwise impermissible bribe or offer to bribe is not exempt under the FCPA just because the amount of the payment is small. For that reason, the Company policy requires that you consult with the General Counsel and obtain express written approval before providing anything of value to a foreign official.

5. Are there any exceptions under the FCPA? What if the government employee solicits the bribe or threatens the Company with fines or the revocation of privileges?

There are a few very limited exceptions to the FCPA. One exception is for reasonable and bona fide expenditures incurred by or on behalf of a foreign government employee directly related to (i) the promotion, demonstration or explanation of products or services; or (ii) the execution or performance of a contract with a foreign government or agency thereof. In addition, some payments may be permissible if allowed under the actual written laws of a country. However, these are very narrow exceptions that may not be legal in all countries. Therefore, you must obtain express written approval from the General Counsel prior to making or promising any payments under these exceptions.

There is another narrow exception under the FCPA referred to as “facilitating payments.” These are also known as “grease payments.” This category includes minimal payments made to expedite routine government action, such as processing visas or receiving mail delivery. However, it does not include payments made to influence a discretionary action or decision, such as awarding a contract or reducing a fine. In addition, facilitating payments are not legal in all countries. Therefore, you must obtain express written approval from the General Counsel prior to making facilitating payments of any kind.

No exception exists for situations in which a government employee solicits a bribe or attempts to extort a bribe.

6. We are exploring a new market and I would like to pay a courtesy visit to a local commerce official. Can I also take him out to a business lunch?

The FCPA prohibits making or offering payments or anything of value – including a meal – in order to improperly influence the Company’s business interests. In some circumstances, where there is no government action pending or anticipated, a business lunch with a government employee for the sole purpose of familiarizing him with the Company or products may be permissible under the FCPA. However, other laws may prohibit you from paying for a government employee’s meal or other expenses. Consequently, you must consult with the General Counsel before providing anything of value to a foreign official.

7. Can the Company enter into a joint venture or similar relationship with a foreign official or an entity that is co-owned by a foreign official?

While it is possible for the Company to enter into these types of business relationships, they raise serious issues under the FCPA. Therefore, they must be carefully structured to ensure that the government officials or entities comply with the FCPA. In these situations, the General Counsel must be contacted prior to the initiation of any transaction.

8. Do other countries have laws criminalizing bribery like the FCPA?

Yes. The Organization for Economic Cooperation and Development (OECD) signed the Convention on Combating Bribery of Foreign Public Officials in International Business Transactions, which came into force in 1999. The Convention requires countries that ratify the convention to enact laws criminalizing bribery in a manner that is substantially similar to the FCPA. More than 30 countries, including the U.S., have ratified the OECD Convention. The 2003 UN International Convention against Corruption covers the same provisions as the FCPA and the OECD Convention, with an even broader scope. It has been signed

by 125 countries and ratified by 29, including the U.S. Countries other than the signatories to these Conventions likely also have laws prohibiting bribery of foreign government employees.

9. Does the FCPA prohibit bribery of U.S. government employees?

The FCPA does not address bribery of U.S. government employees. However, other U.S. laws prohibit bribery of domestic government employees. In addition, almost all countries have laws that prohibit bribery of their own government officials.

10. What are some of the “red flags” that an intermediary or other agent may be making an illegal payment on the Company’s behalf, or that a transaction may lead to a violation of the FCPA?

Below are some common red flags. If you discover a red flag, or any other suspicious circumstances, contact your supervisor, the Chief Financial Officer or the General Counsel immediately. The relationship with the agent should be suspended immediately pending an investigation of the matter.

- Suspicious statements made by agent (e.g., Agent needs additional funds to “make the necessary arrangements”);
- Agent requests payment or commission substantially above the going rate, or requests a substantial up-front payment;
- Agent requests unusual payment methods, such as cash, checks made to cash or bearer, payment through indirect means, or payments made in a third country;
- Agent requests that the Company prepare false invoices or other documents;
- Agent refuses to certify to FCPA compliance;
- Agent has family or business ties to the government;
- Agent insists on anonymity;
- The potential foreign government customer recommends a particular agent; and
- Agent lacks the staff or capacity to perform the services.

11. If a payment is made that might be considered a bribe under the FCPA, wouldn’t it be better to record it as something else in order to protect the Company from liability?

No. The FCPA not only prohibits bribery, but also inaccurate recording of any expenses, including those that are prohibited by the FCPA. Therefore, you would be violating the FCPA twice and subjecting the Company – and yourself – to even greater potential liability. For example, if you paid a small bribe to a government employee in order to receive a permit that you otherwise would not have received, and you

recorded the expense as “permit fees,” both the anti-bribery and recordkeeping provisions of the FCPA would be violated. Similarly, if you discovered that an agent paid a bribe to a government employee in order to accept the Company’s bid for business, you should not just record the expense as a “success fee” and hope that the bribe is not discovered. In situations where you need to record an expense that may have violated the FCPA, you must work with the General Counsel to determine the proper course of action. In all cases, expenses will be recorded in an accurate manner.

12. If I make or offer an illegal bribe that violates the FCPA, what are the penalties? Will the Company pay my fine if I was trying to help the business?

Since the FCPA is a criminal statute, the penalties for violating the anti-bribery provisions can be very severe. A corporation can be fined up to double the amount of gross gain or loss from the illegal activity, or \$2,000,000, whichever is greater. Individuals can be fined up to \$250,000 and/or imprisoned for up to five (5) years. The FCPA prohibits the Company from paying your fine or indemnifying you under any circumstances.

Violation of the recordkeeping and internal controls provisions may also result in substantial penalties. The Company could face a criminal penalty of up to \$25,000,000, in addition to civil fines. An employee may be subject to an individual criminal fine of \$5,000,000, in addition to civil fines, and face up to 20 years imprisonment. Accountants and other professionals may also be barred from practicing before the SEC.

13. If I suspect or become aware of violation of the FCPA, what do I do?

If you suspect or become aware a violation of the FCPA, or of any similar action you believe may be illegal, unethical or inappropriate, or otherwise in violation of Company policy, you should immediately report the situation to your supervisor, the Chief Financial Officer or the General Counsel.

Employees and non-employees (including the Company’s shareholders) may submit concerns regarding compliance with this Policy in one of the following ways:

- Via electronic mail to the Compliance Officer at Generalcounsel@telenav.com;
- Via electronic mail to a third-party service provider at telenav@alertline.com, or by logging on to <https://telenav.alertline.com>

(emails to the third-party service provider are routed directly to the Compliance Officer)

- Via regular mail to: Telenav, Inc.
Attn: General Counsel
4655 Great America Parkway, Suite 300
Santa Clara, CA 95054

If you make an anonymous report by mail or telephone, as provided above, please provide as much detail as possible, including any evidence that you believe may be relevant to the issue.

If the act involves the conduct of an agent acting on behalf of the Company, the relationship with the agent should be suspended immediately pending an investigation of the matter.

The Company will not permit retaliation of any kind against anyone who makes a report or complaint in good faith with a reasonable basis for believing that a violation of this Policy or other illegal, unethical or inappropriate conduct has occurred.