



Telenav Inc.

## Whistleblower Policy

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## **A. WHISTLEBLOWER POLICY OVERVIEW**

In addition to preventing discrimination, harassment and retaliation, the policy's objective is also to provide an avenue for employees to report potential violations of applicable laws.

If you have reason to suspect illegal or unethical conduct in violation of Telenav's legal duties or policies (including, but not limited to Telenav and its employees' and directors' compliance with (i) applicable laws, (ii) policies regarding accounting, internal controls over financial reporting, auditing matters, bribery and financial corruption, (iii) the reporting of fraudulent financial information to our stockholders, the government or the financial markets, (iv) violations of competition laws, (v) employee discrimination or harassment or (vi) any other matter of legal compliance) you must immediately report such information. We will refer to the suspected violations described above as "Compliance Concerns."

In order to facilitate the reporting of Compliance Concerns, the Company's Board of Directors has established the procedures set forth below for (1) the receipt, retention and treatment of Compliance Concerns from any person, and (2) the confidential, anonymous submission by employees of Compliance Concerns.

## **B. PURPOSE**

Telenav is committed to:

- Complying with all applicable laws and regulations and maintaining the highest levels of ethics and integrity in all its business conduct and practices;
- Maintaining high standards of corporate governance to provide its stockholders and employees with financial transparency and developing sound financial and accounting practices;
- Maintaining a work environment that is free of retaliation when employees report matters relating to questionable accounting, internal control over financial reporting, auditing, bribery or financial corruption under its policies; and
- Maintaining an atmosphere of open communication and trust between employees and management.

Specifically, this policy is designed to prevent retaliation in the event any person engages in any of the following:

- Disclosing information to a government or law enforcement agency, where such person has a good faith, reasonable belief that the information demonstrates a violation or possible violation of applicable law, or applicable regulation;
- Providing information, filing or otherwise participating in or assisting with an investigation or proceeding regarding any conduct that an employee reasonably and in good faith believes involves a violation or possible violation of applicable law, or applicable regulation;
- Providing information to Telenav representatives (as designated below) where such person has a good faith, reasonable belief that the information discloses a violation or possible violation of Telenav's Code of Business Conduct and Ethics; or

- Providing information to Telenav representatives (as designated below) where such person has good faith, reasonable complaints or concerns regarding accounting, internal accounting controls and auditing matters.

### C. SCOPE

This policy applies to all Telenav, Inc. (“Telenav” or the “Company”) employees worldwide, including part time, temporary and contract employees, and employees of Telenav’s subsidiaries.

## 1.0 DISCRIMINATION, HARASSMENT, OR RETALIATION

Telenav strictly prohibits any discrimination, retaliation or harassment against any person for lawful actions taken in making a good faith report or complaint pursuant to this policy or as specified in Section 806 of the Sarbanes-Oxley Act of 2002. Telenav also strictly prohibits any discrimination, retaliation or harassment against any person who participates in an investigation of such report or complaint.

All reports or complaints that an employee of Telenav, including managers and executives, is directly or indirectly involved in discrimination, retaliation or harassment related to the reporting or investigation of conduct in violation of law or Telenav’s policies (including, but not limited to, questionable accounting, auditing, internal control over financial reporting, bribery or financial corruption) will be promptly investigated. We will refer to a complaint of discrimination, retaliation or harassment described above as a “Retaliation Complaint”. If a Retaliation Complaint is substantiated, Telenav will take appropriate disciplinary action, up to and including termination of employment.

## 2.0 HOW TO RAISE A COMPLIANCE CONCERN OR RETALIATION COMPLAINT

If you have a good faith, reasonable belief that an employee or the Company has engaged in conduct giving rise to a Compliance Concern or if you have a Retaliation Complaint, you should promptly report it, either orally or in writing, by contacting one of the following individuals:

- Your Supervisor or Manager. If you are an employee, you are encouraged to discuss Compliance Concerns or a Retaliation Complaint with your manager first because he or she will often be in the best position to resolve the issue quickly.
- Your Next Level of Management. If, under the circumstances, reporting to your manager is not appropriate, please report your Compliance Concerns or Retaliation Complaint to the next level of management.
- Our Corporate Compliance Officer. The Board of Directors has appointed a Compliance Officer who is responsible for administering this policy. Our Compliance Officer is Loren Hillberg, Telenav’s General Counsel, who may be reached at (408) 207-4186 or via email at [lorenh@telenav.com](mailto:lorenh@telenav.com). Our Compliance Officer is responsible for receiving and reviewing

complaints and overseeing investigative procedures (under the direction and oversight of the Audit Committee) under this policy. In his discretion, the Compliance Officer will refer appropriate complaints to the Board of Directors or the Audit Committee.

If the matter to be discussed involves the Compliance Officer, or if for any reason you are uncomfortable discussing the matter with any of the people described above, you may raise the matter with the Chairman of our Audit Committee, Joseph Zaelit, who may be reached by leaving a message with Loren Hillberg at 408-207-4186 and via email at Joezaelit@comcast.net.

### 3.0 HOW TO RAISE A COMPLIANCE CONCERN ANONYMOUSLY

Regardless of whether or not you submit a report regarding a Compliance Concern with your name or anonymously, your report, including your identity, if known, will remain confidential and secure, and will only be disclosed to persons involved in the investigation and strictly on a “need to know” basis where it is necessary to effectively evaluate and make determinations on the reported information. Providing your name with your report would help to facilitate the investigation, follow-up questions and requests for information; however, if you do not wish your identity to be known, you may submit your report anonymously.

If, when you report a Compliance Concern you do not wish your identity to be known, you may report the Compliance Concern at [www.telenav.alertline.com](http://www.telenav.alertline.com). Compliance Concerns submitted on this basis will be forwarded to the Compliance Officer. Compliance Concerns related to the Company’s accounting, disclosures, internal accounting controls or auditing matter will also be forwarded to the Chairman of the Audit Committee of our Board of Directors. 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.

An employee may use this confidential procedure either to report a Compliance Concern or to report directly to the Audit Committee if he or she feels that a previously submitted report with a supervisor or the Compliance Officer has not been handled appropriately.

### 4.0 PROCEDURES FOR RECORDING COMPLIANCE CONCERNS

We will record all reports of Compliance Concerns in a log (the “Compliance Log”), which, to the extent possible, will indicate the following information for each Compliance Concern: (1) a description of the Compliance Concern; (2) the date of the report; (3) the persons responsible for reviewing the Compliance Concern; and (4) the disposition of the matter. The Compliance Officer will retain the Compliance Log and all related documentation as required under applicable law.

## 5.0 PROCEDURES FOR INVESTIGATING COMPLIANCE CONCERNS

All reports or complaints relating to violations of law or Telenav policies (including, but not limited to, questionable accounting, auditing or internal control over financial reporting practices or bribery or financial corruption) will be carefully and thoroughly investigated in a timely manner, and all information disclosed during the course of the investigation will remain confidential, except as is necessary to effectively conduct the investigation and take appropriate remedial action in accordance with applicable law.

All employees, including managers and executives, have a duty to cooperate in the investigation of reports concerning misconduct covered by Telenav's policies. In addition, an employee will be subject to disciplinary action, including termination of employment, if the employee fails to cooperate in an investigation or deliberately provides false information during an investigation.

In addition to Compliance Concerns that are related to the Company's accounting, disclosures, internal accounting controls or auditing matters, which will be automatically forwarded to the Chairman of the Audit Committee, the Compliance Officer, will refer other appropriate Compliance Concerns to the Audit Committee on a periodic, as-needed basis. The status of Compliance Concerns under review or investigation will be reported at least quarterly to the Audit Committee, and if the Audit Committee so directs, to the full Board. The Audit Committee may, in its discretion, request special action for handling any complaint.

If, at the conclusion of an investigation Telenav determines that there has been a violation of law or its policies (including but not limited to, applicable accounting, internal controls over financial reporting or auditing policies or anti-bribery laws or that an instance of financial corruption) has occurred, Telenav will take remedial action commensurate with the severity of the offense, up to and including termination of employment. Reasonable and necessary steps will also be taken to prevent any further violations.

The responsibilities of the Compliance Officer and the Audit Committee with respect to investigations of Compliance Concerns will include the following:

1. Assess the nature of the Compliance Concern and determine the type of review merited.
2. Assign an individual to review the matter (a "Reviewer") as appropriate and necessary to ensure that reports of all Compliance Concerns are reviewed in a timely and thorough manner. A Reviewer assigned to an investigation may not have a conflict of interest relating to the investigation.
3. Ensure that the proper methods are used to review and investigate Compliance Concerns as appropriate and necessary.
4. Assure that the appropriate executive officers and the Board of Directors are apprised of the allegations as appropriate and necessary, and determine further action, if any.
5. Monitor the significant elements and the progress of investigations to ensure that any action taken to address the reported violation is appropriate for the circumstances.

6. The Compliance Officer will make himself available to discuss with employees any complaints raised or reports filed by them (except to the extent that a complaint is reported anonymously) and provide feedback as necessary or appropriate and provide feedback to the Compliance Online Reporting Hotline for anonymous reports so that an employee who reports a Compliance Concern anonymously may obtain feedback anonymously by following up via the Compliance Online Reporting Hotline.

## 6.0 ADDITIONAL COMPLIANCE AND ENFORCEMENT INFORMATION

Certain government agencies and organizations are authorized to review and enforce Telenav's obligation to comply with applicable laws and regulations, and nothing in the Telenav's policies are intended to prevent an employee from reporting information to the appropriate governmental agency or organization when the employee believes that a violation of law or regulation has occurred. Additionally, Telenav may report violations and suspected violations of the law, including those based on reports made pursuant to the policy, to third parties, including outside regulators and law enforcement agencies.

Nothing in this or any other Telenav policy or any other agreement between You and Telenav shall limit, prohibit or restrict You from engaging in any Protected Activity. For purposes of this policy, "Protected Activity" means filing a charge or complaint with, or otherwise communicating or cooperating with or participating in any investigation or proceeding that may be conducted by any federal, state or local government agency or commission, including the Securities and Exchange Commission, the Equal Employment Opportunity Commission, the Occupational Safety and Health Administration, and the National Labor Relations. You are permitted to disclose documents or other information as permitted by law, and without giving notice to, or receiving authorization from Telenav. Notwithstanding, in making any such disclosures or communications, You agree to take all reasonable precautions to prevent any unauthorized use or disclosure of any information that may constitute Telenav confidential information, a Telenav trade secret, or Telenav proprietary information to any parties other than the Government Agencies. You further understand that "Protected Activity" does not include the disclosure of any Telenav attorney-client privileged communications.

## 7.0 MODIFICATION

Modification of Telenav's policies may be necessary due to, among other reasons, organizational changes within the company or more importantly, to ensure that Telenav conducts business in compliance with changing laws and regulations; accordingly, Telenav reserves the right to modify this policy and other Telenav policies at any time.

## 8.0 ACKNOWLEDGMENT

The Compliance Officer shall be responsible for appropriate publication of this Whistleblower Policy to the employees of the Company. Such efforts shall include working to ensure employees: (i) shall have received, read and understand this Whistleblower Policy; (ii) are aware of their obligation to report

suspected illegal or unethical conduct; and, (iii) are aware of Telenav's commitment to provide and maintain a work environment that is free of retaliation for reporting suspected illegal or unethical conduct by appropriate means of communication within the Company from time to time.

## 9.0 POLICY NON-COMPLIANCE

Failure to comply with the Whistleblower 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.