

## Code of Business Ethics and Conduct



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## Message from the President

The success of NANA Pacific depends on the integrity and professionalism that we demonstrate in our day to day dealings with others. As a business, NANA Pacific is committed to complying with the law and conducting its activities with the highest level of integrity and ethical standards.

This Code of Conduct guide contains the principles that guide our business conduct. The Code applies to all our business interests and activities and to everyone working for, or engaged by, NANA Pacific.

The Code does not describe or address every situation you may encounter where decisions need to be made about business conduct.

If you are ever in doubt as to whether or not you are doing the right thing, or you need information about issues that are not covered in this Code, ask your manager or supervisor, your HR Manager, a Senior Manager, or NANA Pacific's Compliance Officer for guidance. You may need to ask your manager for more information about specifics not covered in this Code, including site or location specific standards or practices.

As a member of NANA Pacific, you play a vital role in the future of this great organization. Thank you for your commitment to NANA Pacific.

Sincerely,

Stan Fleming  
President



## Purpose of the Code

1. Provides a benchmark for professional behavior at all locations throughout NANA Pacific.
2. Supports NANA Pacific's company responsibility within those communities it operates throughout the world.
3. Makes us all aware of the consequences if we breach the Code.
4. The Code of Conduct outlines the standards that guide our actions. It is expected that we:
  - Are law abiding and work to avoid conflicts of interest.
  - Act honestly and fairly in all our business dealings with the highest personal and business ethical standards.
  - Are open and accurate in all our communications.
  - Are economical and responsible in utilizing Company and client resources.
  - Respect the confidentiality of the technical and commercial information of our clients.
  - Are reliable and diligent in discharging Company and job responsibilities.
  - Respect the rights of others and support community values and expectations.

## Our Company

### OUR MISSION

NANA Pacific's mission is to generate income that can be leveraged by its owner, NANA Development Corporation (NDC), to improve the lives and create opportunities for employment, development, and advancement for NANA shareholders.

We are achieving our mission through long-term relationships with clients based on:

- Commitment to quality and value, while meeting the needs of our clients
- Integrity and sincerity
- Open and honest communication
- Responsiveness and flexibility
- Innovativeness
- Continuous improvement
- Highly-qualified, involved staff
- Teamwork

### OUR CORE VALUES

Honesty and integrity shall govern our activities.

Commitments made will be fulfilled.

All individuals will be treated with dignity and respect.

These three core values have been essential to Inupiat survival for the last 10,000 years and are the three guiding principles for the companies and shareholders of NANA.

### OUR SAFETY POLICY

NANA Pacific is committed to providing a safe and healthy work environment for our staff and our clients.

No part of our business is more important than safety. A zero harm workplace is our goal.

Our safety values define NANA Pacific's commitment to safety and loss management. It is required that everyone understands and complies with the commitments stated therein.

## OUR QUALITY STATEMENT

We strive to consistently provide quality in our products, excellence in our service, and the best value in meeting our customers' needs.

We will **"strive** to consistently provide quality in our products" by setting expectations through accurate description of our clients' scope, context and intended use for the products and then fulfilling those expectations.

We will strive for "excellence in our services" at all times by conducting our business in a professional manner, showing courtesy and respect for our clients, suppliers and staff. We believe in building lasting relationships based on trust and cooperation, which result from providing responsive and effective service.

We **provide "best value"** by providing solutions, which are innovative, safe, technically sound and implemented at minimal cost. Also, we will achieve "best value" for our clients when our work is planned so that tasks are done correctly in the least possible time.

We will **achieve "meeting our clients' needs"** by identifying and understanding what is to be accomplished. We must determine which conditions prevail; what motivates a client to undertake the task; and what schedule must be met as a basis for providing products and services, which truly meet our clients' needs. We must question, probe and seek relevant information, to gain a thorough understanding of our clients' needs.

Every aspect of our business is part of the quality process and is focused on the external and internal clients, and ultimately on the end-user. Every individual at NANA Pacific has a key role in ensuring the integrity and quality of the entire process. To provide clients with services that fully satisfy their requirements, we seek continuous improvement in all processes and reduction of non-value-added steps through continual comparison with the best in the industry. The management infrastructure encourages and supports a participative and committed staff, through the provision of resources, recognition and a risk-free work environment.

NANA Pacific

Ready to Solve Our Clients' Business Challenges

# Responsibilities

## Role

### President and Senior Managers

- Communicate this Code to the NANA Pacific community, support its implementation, and encourage adherence to the principals it contains.
- Develop and implement related policies and procedures based on the policy statements herein.

### Managers

- Ensure that the company's Code and policies are observed.
- The most senior manager in each location is responsible for approving and monitoring gifts.
- Reinforce the communication and support of this Code to employees.
- Take immediate action if there is a breach of this Code.
- Take a leadership role in observing and promoting the behavior and standards in this Code and related policies.
- Respond promptly and appropriately to employees questions regarding business conduct and ethical issues and seek further advice or assistance if required.
- Refer breaches of this Code to HR, NANA Pacific's Compliance Officer, or Senior Management for further action.

### Human Resources

- Support and implement this Code and related policies as required.
- Conduct orientation and refresher training for employees on the Code.
- Ensure all employees have access to the Code, company policies, and procedures.
- Refer serious breaches of this Code to the Company's Compliance Officer, Senior Managers, and/or the President.

### All Staff

- Comply with the Code and Company policies.
- Act at all times in the best interests of NANA Pacific.

## Standards of Conduct

### ACTING WITH PROFESSIONAL AND PERSONAL INTEGRITY

As employees of NANA Pacific, we have a responsibility to work for the Company's best interests. We demonstrate our commitment to professional and personal integrity through our actions.

### BRIBES, FINANCIAL INDUCEMENTS AND COMMISSIONS

In doing business for NANA Pacific you may sometimes come under pressure to receive or make payments to individuals to induce them to give us a favorable business decision, such as awarding a contract for our services.

NANA Pacific takes a zero tolerance approach to the making or receiving of bribes or corrupt payments in any form, in accordance with the Company's anti-corruption policy, the US Foreign Corrupt Practices Act (FCPA), the UK Bribery Act, or any other similar regulation relevant to countering bribery and corruption in any jurisdiction in which we do business. This type of conduct is absolutely prohibited whether committed by an employee or anyone else acting on the Company's behalf. If you are in doubt as to whether any conduct could amount to bribery, refer the matter to NANA Pacific's Compliance Officer or any member of Senior Management. If you are aware of a bribe being paid by someone acting on the Company's behalf, you are required to report that information to the Company's Compliance Officer and/or the President.

NANA Pacific does not offer gifts to or solicit gifts from clients, potential clients, subcontractors, or vendors as a way to influence their decision making. This policy does not prohibit normal and appropriate business courtesies and hospitality (either given or received). All such business courtesies must be properly accounted for. Improper or inaccurate accounting of business courtesies is prohibited by Company policy and by anti-corruption laws. Breaking anti-corruption laws could expose you and the Company to prosecution and, as such, is strictly forbidden.

Company employees, agents, and third parties engaged by the Company to represent our interests must not:

- Pay or receive money, gifts, loans or other favors which may influence business decisions or compromise independent judgment;
- Pay or receive rebates, 'kickbacks' or secret commissions when winning business for or from NANA Pacific or its members;
- Facilitate payments or pay bribes to government officials to obtain favorable rulings.

The giving or receipt of business courtesies is not prohibited, if the following requirements are met:

- (a) the gift is not made with the intention of inducing a third party to perform a function improperly or in explicit or implicit exchange for favors or benefits (leading to an inference of improper intent);
- (b) it complies with local law;
- (c) it is given in our name, not in your name;
- (d) it does not include cash or a cash equivalent (such as gift certificates or vouchers);
- (e) It is appropriate in the circumstances. For example, in the US it is customary for small gifts to be given at Christmas time;
- (f) taking into account the reason for the gift, it is of an appropriate type and value and given at an appropriate time;
- (g) it is given openly, not secretly; and
- (h) the expenditure is reasonable, proportionate, made in good faith and is an established part of doing business (and clearly connected with legitimate business activity).

All gifts whether received or given must be accounted for properly.



## COMPANY PROPERTY

Company property purchased by NANA Pacific to be utilized during your employment must be returned, upon your exiting the Company. Reclamation of all NANA Pacific property, outstanding advances, controlled documents, and confidential information will be completed by your manager and Human Resources.

## COMPANY RECORDS

Every document created anywhere throughout NANA Pacific is a business record. All Company records, books and accounts must reflect the precise nature of transactions recorded. Company documents must comply prescribed accounting and business procedures and controls at all times. This includes:

- Preparing timesheets and expense statements
- Approving invoices
- Signing for the receipt of purchased materials
- Preparing inventory reports
- Documenting product test results
- Issuing quality control reports.

## CONFIDENTIAL INFORMATION

Our clients and vendors entrust NANA Pacific with important information relating to their businesses. The nature of this relationship requires maintenance of confidentiality for those business records. In safeguarding the information received, NANA Pacific earns the respect and further trust of our clients and vendors. You may be asked to sign confidentiality agreements agreeing to protect NANA Pacific's and client business confidential information.

Your employment with NANA Pacific assumes an obligation to maintain confidentiality, even after you leave our employ.

A violation of confidentiality has the potential of seriously injuring NANA Pacific's effectiveness. Therefore, you are not to disclose NANA Pacific's confidential financial data or other non-public proprietary company information, or to share confidential information regarding our business partners, vendors, or clients with anyone who does not have a business-need-to-know. This confidentiality obligation is not intended to interfere with, restrain, or coerce employees in the exercise of their rights under Section 7 of the National Labor Relations Act.

Because of its seriousness, improper disclosure of confidential information may lead to disciplinary action, up to and including termination of employment.

## CONFIDENTIALITY AGREEMENT

It is NANA Pacific's intent to protect the competitive edge of our clients and our Company. NANA Pacific continues to achieve this competitive edge, in part, by protecting proprietary and confidential business information.

Upon commencement of employment, NANA Pacific employees and agency staff are required to execute a Confidentiality Agreement. The purpose of this agreement is to protect our Client's, NANA Pacific's and our own non-public proprietary information. We use this document to clarify staff rights with regard to any inventions, discoveries, etc. In many instances, NANA Pacific is under contract to provide this protection to our clients and other engineering companies with whom we may be working on a particular project.

Contact information for the NANA Pacific Helpline is set out below:

Email: [TellNP@getintouch.com](mailto:TellNP@getintouch.com)

Phone number: 855-620-6674

Web: [www.intouchwebsite.com/nanapacific](http://www.intouchwebsite.com/nanapacific)



**Q:**

I am concerned that my manager may be improperly using confidential client information provided to NANA Pacific, but I am not sure. What should I do?

**A:**

Talk with HR, any senior manager, or NANA Pacific's Compliance Officer about your concerns. You may also choose to report your concerns anonymously through the Company Helpline by phone, email or on the web.

## COPYRIGHTED MATERIAL

Unauthorized copying, distribution, or sharing of copyrighted material is considered copyright infringement. Copyright infringement is a violation of federal law and can expose you and NANA Pacific to civil and sometimes even criminal liability. This liability applies to all types of copyrighted works, including music, movies, software, and other literary and artistic works. Using materials for NANA Pacific business in violation of the copyright of such material is subject to disciplinary action, up to and including termination of employment without notice, depending upon the circumstances of the violation.

## COMPLYING WITH LAWS AND REGULATIONS

NANA Pacific is committed to complying with state and federal laws and regulations. These laws relate to health, safety, and environment; financial, corporate, continuous disclosure; fair trading and other legal and statutory requirements.

All of us must:

- Comply with any laws and regulations relevant to our work;
- Be aware of the duties and obligations that apply to our role.
- Ignorance of the law is not a valid excuse for non-compliance. If you require advice, contact your manager, our legal counsel, or any senior manager.

## CONFLICTS OF INTEREST

A conflict of interest occurs when your loyalty is divided between NANA Pacific and your own personal affairs, compromising your ability to make impartial business decisions. A potential conflict exists when a decision you make could be seen to provide you, an associate, or a member of your family with an improper gain or benefit. All business transactions must be conducted solely in the best interests of NANA Pacific.

Under our Policy on Business Conduct, these activities may present a conflict of interest:

- Ownership or an interest in a competitor or a business the Company has, or is contemplating, a relationship with, either directly or indirectly.
- Profiting or helping others to profit from confidential information or business opportunities that are available because of employment by the Company.
- Providing a service to a competitor, a proposed or present supplier or customer.
- Soliciting or accepting gifts, payments, loans, services, or any form of compensation from suppliers, customers, competitors or others seeking to do business with the Company. Customary social amenities of modest value associated with legitimate business relationships are permissible. All business dealings must be at arm's length and free of any favorable treatment resulting from the personal interest of an employee.
- Influencing or attempting to influence a business transaction between the Company and another entity, in which an employee has a direct or indirect financial interest or acts as a director, officer, employee, partner, agent or consultant.
- Buying or selling securities of any other company using non-public information obtained in the performance of an employee's duties, or providing such information to others.

## DISCLOSURE IS KEY

To ensure that our employees have every opportunity to avoid conflicts of interest, NANA Pacific has clear guidelines regarding disclosure. Each employee is obligated to disclose his or her own conflict of interest or any appearance of a conflict of interest. We encourage employees who may have questions about a situation to disclose the pertinent details, preferably in writing, to their supervisor, our Compliance Officer or your HR representative.

## GIVING AND RECEIVING GIFTS

NANA Pacific encourages you to exercise careful judgment, both in giving and accepting gifts.

The giving or receipt of business courtesies is not prohibited, if the following requirements are met:

- (a) the gift is not made with the intention of inducing a third party to perform a function improperly or in explicit or implicit exchange for favors or benefits (leading to an inference of improper intent);
- (b) it complies with local law;
- (c) it is given in our name, not in your name;
- (d) it does not include cash or a cash equivalent (such as gift certificates or vouchers);
- (e) it is appropriate in the circumstances. For example, in the US it is customary for small gifts to be given at Christmas time;
- (f) taking into account the reason for the gift, it is of an appropriate type and value and given at an appropriate time;
- (g) it is given openly, not secretly; and
- (h) the expenditure is reasonable, proportionate, made in good faith and is an established part of doing business (and clearly connected with legitimate business activity).

All gifts whether received or given must be accounted for properly.

Advance approval from senior management is required before an employee may give or accept a gift (valued at \$75.00 or greater) to/from a client or vendor representative. Employees are not permitted to give gifts to clients or vendors, except for certain promotional “premiums” (tee-shirts, coffee mugs, pens, key chains, etc.) imprinted with the NANA Pacific logo or sales information.

## OUTSIDE EMPLOYMENT/ACTIVITIES

If you are employed by NANA Pacific in a full-time position, your NANA Pacific job is your primary employment responsibility. Other employment outside of NANA Pacific is secondary and must not interfere with your ability to perform your job duties at NANA Pacific, or create a conflict of interest. Outside employment is often referred to as moonlighting.

**Q:** Can I engage the firm my brother works for to work on a NANA Pacific project I am managing?

**A:** Generally, NANA Pacific prohibits business dealings between family members. Suppliers should be selected on the basis of merit. You may recommend the firm your brother works for, but you should disclose the relationship, and recuse yourself from the selection process.

If you anticipate taking on a second job, it is recommended that you discuss the prospective job with your manager immediately. Your manager should determine that the second job will not interfere with your job at NANA Pacific, or create a conflict of interest, or the appearance of a conflict of interest. You are asked to complete a Secondary Employment Notification Form and submit that to your manager for review and approval.

NANA Pacific may deny a secondary employment request if the Company reasonably believes that the secondary employment will either create a conflict of interest (either directly or indirectly) or might adversely impact your ability to perform the essential duties of your NANA Pacific position. If secondary employment is approved, there shall be periodic review during the time of secondary employment for any adverse effects or conflicts. Approval of secondary employment may be withdrawn at any time if adverse effects or conflicts appear.



**Q:**

I have noticed that some man hours have been entered on a timesheet improperly. I am concerned that this has been done on purpose and is not careless or mistaken time reporting. What should I do?

**A:**

Falsification of time is a serious issue and should be reported immediately. Talk to any senior manager or HR.

### LOSS, THEFT, FRAUD, AND UNAUTHORIZED USE OF ASSETS

You have a responsibility to protect NANA Pacific's property and assets that are under your control. You are expected to safeguard them from loss, theft and unauthorized use. NANA Pacific's property and assets include cash, business plans, third party information, intellectual property (computer programs, software, models and other items), confidential and proprietary business information, office equipment and office supplies.

You must not:

- Steal Company goods, money or property
- Commit fraud
- Improperly use Company assets
- Inaccurately report your time
- Willfully or recklessly damage Company property.

NANA Pacific expects its assets to be used for Company business, except for limited personal use that does not interfere with our Company's business, and is otherwise in compliance with all applicable Company policies. When you leave NANA Pacific you must return all Company property, including confidential information such as business plans and customer lists.

## Electronic Messaging

### CONDITIONS OF USE

NANA Pacific's electronic messaging systems (including but not limited to its email, text messaging, and Skype video conferencing) are business communication tools, providing fast and efficient mediums for the exchange of information. With appropriate use, the electronic messaging systems will assist the Company in achieving its business objectives. The electronic messaging systems and electronic messaging transmissions on the systems are the property of NANA Pacific. *NANA Pacific employees and staff should have no expectation of privacy when using NANA Pacific systems.* The Company's electronic messaging systems are to be used for business purposes (produced within the course of normal business); however, limited personal use is permitted provided the personal use does not have an adverse impact on Company business and is in compliance with Company policy. Project-related electronic messaging must be dealt with in accordance with NANA Pacific policies or requirements.

### ACCEPTABLE ELECTRONIC MESSAGING USE INCLUDES

- Correspondence with clients, contractors, suppliers and vendors.
- Communication of factual information within the Company and with group wide affiliates.
- Distribution of approved notices of company-related activities.
- Incidental and occasional personal use of electronic messaging is permitted. Such messages become the property of the company and are subject to the same conditions as business electronic messaging.

**Q:** My home computer network is slow. Is it okay to download videos and songs onto my work computer during my breaks and at lunch or after hours?

**A:** NANA Pacific prohibits copyright infringement and disallows unauthorized downloading of movies, videos, music or software. Additionally, you should not transfer or store large personal files on the NANA Pacific system, as it consumes valuable disk space required for our business data.

### USE OF ELECTRONIC COMMUNICATIONS FOR NON-BUSINESS PURPOSES

Any use of NANA Pacific's electronic communications systems or equipment for non-business purposes must:

- Be occasional and during non-work times;
- Not interfere with your professional responsibilities;
- Not diminish productivity.

All messages transmitted by or using the Company's email network are treated as business messages and constitute the property of the company. Employees have no expectation of privacy in their use of the Company's network, software, computers, cell phones, or other such systems.

You must not use NANA Pacific's electronic communications systems to:

- Access or download material that is sexually explicit, profane, obscene, bullying, racially or ethnically offensive, pornographic, or otherwise unlawful;
- Use or copy software in violation of copyright or;
- Violate any state, federal or international law.



# Standards of Conduct Regarding the Workplace

## Alcohol and Drug-Free Workplace

Illegal drug or unauthorized alcohol use in the workplace is prohibited.

All staff of NANA Pacific must abide by applicable laws and regulations governing the possession or use of alcohol and/or drugs.

NANA Pacific intends to help provide a safe and drug-free work environment for our clients and our employees. With this goal in mind, we are establishing the following policy for existing and future employees of the Company:

The Company explicitly prohibits:

- The use, possession, solicitation for, or sale of narcotics or other illegal drugs, alcohol, or prescription medication without a prescription on Company or customer premises or while performing an assignment.
- Being impaired or under the influence of legal or illegal drugs or alcohol away from the Company or customer premises, if such impairment or influence adversely affects the employee's work performance, the safety of the employee or of others, or puts at risk the Company's reputation.
- Possession, use, solicitation for, or sale of legal or illegal drugs or alcohol away from the Company or customer premises, if such activity or involvement adversely affects the employee's work performance, the safety of the employee or of others, or puts at risk the Company's reputation.
- The presence of any detectable amount of prohibited substances in the employee's system while at work, while on the premises of the company or its customers, or while on company business. "Prohibited substances" include illegal drugs, alcohol, or prescription drugs not taken in accordance with a prescription given to the employee.

The Company will conduct drug and/or alcohol testing under any of the following circumstances:

- **RANDOM TESTING:** To the extent required by a client contract, Employees working such a contract may be selected at random for drug and/or alcohol testing at any interval determined by the Company.
- **FOR-CAUSE TESTING:** The Company may ask an employee to submit to a drug and/or alcohol test at any time it feels that the employee may be under the influence of drugs or alcohol, including, but not limited to, the following circumstances: evidence of drugs or alcohol on or about the employee's person or in the employee's vicinity, unusual conduct on the employee's part that suggests impairment or influence of drugs or alcohol, negative performance patterns, or excessive and unexplained absenteeism or tardiness.

- POST-ACCIDENT TESTING: Any employee involved in an on-the-job accident or injury may be asked to submit to a drug and/or alcohol test if the situation reasonably supports the likelihood that employee drug use is likely to have contributed to the incident and a drug test could be expected to accurately identify impairment caused by drug use. "Involved in an on-the-job accident or injury" means not only the employee who was or could have been injured but also any employee who potentially contributed to the accident or injury event in any way.

If an employee refuses a request to submit to testing under this policy, the employee may be subject to appropriate disciplinary action, up to and possibly including discharge from employment. In such a case, the employee will be given an opportunity to explain the circumstances prior to any final employment action becoming effective.



## EMPLOYEE CONDUCT AND DISCIPLINARY ACTION

The employees of NANA Pacific are key to the success of the company. The Company's disciplinary system and guidelines for employee conduct discussed below are designed to foster employee development. The Company believes that the cornerstone of managing conduct and behavior is built on open communication.

Employees who fail to comply with this Code of Conduct, or who violate NANA Pacific policies, are subject to disciplinary action. NANA Pacific, when appropriate, follows a four-step disciplinary action procedure. In some situations, it may be appropriate to suspend or terminate an employee for the first offense. Accordingly, NANA Pacific reserves the right to bypass any step of the disciplinary process and take immediate disciplinary action up to and including termination without prior warnings or counseling. You can appeal a disciplinary action taken against you to NANA Pacific senior management, whose review and decision is final.

The following four-step disciplinary procedure shows the course of action that NANA Pacific may use, as appropriate, depending on the seriousness of the offense:

1. Verbal Warning: A verbal discussion between a supervisor and an employee about an employee's failure to comply with a company or workplace rule or demonstrated unacceptable conduct or performance. This is the first step in the formal disciplinary process. The supervisor must document that the meeting occurred, the subject of the meeting, and the outcome of the meeting, and submit the documentation to HR for inclusion in the employee's personnel file.
2. Written Warning: A second or subsequent documentation of an ongoing disciplinary issue. Documentation goes to the employee's file in Human Resources.
3. Final Warning/Last Clear Chance: At the point of progressive discipline that a supervisor has decided that the only possible consequence of further problems with performance or behavior is termination of employment, a Final Warning/Last Clear Chance is issued to the employee. This written warning identifies the performance or behavior issue, the prior counseling or warnings issued, and the consequences, should the behavior/performance not improve. This final warning/last clear chance is filed in employee's personnel file in Human Resources. A final warning/last clear chance is not a pre-requisite to termination. A final warning/last clear chance document may be used in NANA Pacific's sole discretion, if doing so is appropriate and reasonably likely to improve performance and/or behavior.
4. Termination of Employment: This final step in the progressive disciplinary process requires both documentation of the rationale and circumstances and accompanying submission of a Personnel Action Sheet documenting the termination. Involuntary terminations require consultation with both Human Resources and Legal.
5. At-Will Employment: Your employment with NANA Pacific is a voluntary one and is subject to termination by you or NANA Pacific at will, with or without cause, and with or without notice, at any time. Nothing in this Code or in NANA Pacific's policies shall be interpreted to be in conflict with or to eliminate or modify in any way the employment-at-will status of NANA Pacific employees.

The Company's policy of employment -at-will may not be modified by any officer or employee except the President and shall not be modified in any publication or document. The only exception to this is a written employment agreement approved at the discretion of the President or the Board of Directors, whichever is applicable. Nothing in this Code or in any of NANA Pacific's policies is not intended to create a contract of employment or guaranteed duration of employment.

#### EQUAL EMPLOYMENT OPPORTUNITY

NANA Pacific fosters an environment that welcomes and embraces diversity and does not discriminate in its management or practices on the basis of race, religion, color, national origin, age, sex, physical or mental disability, marital status, changes in marital status, pregnancy, parenthood, sexual orientation, or genetic information in its programs or activities. In addition, laws regarding veterans' status are observed. A commitment to equal employment opportunity is embraced by NANA Pacific in its practices and policies regarding hiring, training, promotions, transfers, rates of pay, layoff, and other forms of compensation. NANA Development Corporation's Shareholder Preference Policy, adopted and adhered to by NANA Pacific, does not conflict with this policy because Shareholder Preference is a benefit for those who own shares in NANA Regional Corporation and not a preference based on race.

#### SHAREHOLDER EMPLOYMENT PREFERENCE

NANA Pacific adopts and adheres to NANA Development Corporation's program of shareholder development as a way to achieve NANA Development Corporation's mission to improve the quality of life for the shareholders of NANA Regional Corporation through economic opportunity. As such, the Company applies shareholder preference in its employment practices, including recruiting, promotion, employee development, and training. For purposes of this employment policy only, shareholders are defined as individuals who currently own stock in NANA Regional Corporation Inc., and their spouses and descendants, to the extent allowed by law. This preference is not based on a shareholder's race or ethnicity, but purely on their status as an owner of NANA Regional Corporation.

Shareholders who are employees have the same rights, duties, obligations, and must follow the same rules and regulations that apply to all employees, including loyalty to NANA Pacific.

Human Resources is charged with the responsibility of maintaining practices wherein shareholders seeking employment are continuously identified and assisted in their employment search and career growth.

In accordance with NANA Development Corporation's practice, should a shareholder and non-shareholder spouse cease to be married, or the shareholder spouse dies, the non-shareholder employee must notify the Human Resources staff timely to ensure the personnel records reflect the change. Shareholder Preference for hiring and promotional practices will no longer be provided to the divorced or surviving non-shareholder spouse.

NANA Pacific reserves the right to post "shareholder only" job openings and apply its Shareholder Preference to any open position.

HR staff and hiring managers are to maintain a practice where shareholders who have applied for a job are interviewed and hired if it is determined they meet the minimum qualification for that job. Positions without a minimally qualified shareholder candidate are subject to review at the Senior Level before the supervisor proceeds with filling them with a non-shareholder candidate.

This preference is a matter of corporate policy.

**Q:**

I am a NANA Shareholder and an employee of NANA Pacific. A new position in my department has opened and I am interested but I don't think I have all the qualifications. Should I apply anyway?

**A:**

NANA Pacific encourages your development and advancement. Talk with your Supervisor about your aspirations and gain clarity of how your qualifications meet the requirements of the new opportunity. Together you can develop a plan to progress your career and help you meet your goals.

## HARASSMENT-FREE WORKPLACE

NANA Pacific is committed to maintaining a work environment that is pleasant, healthful, comfortable, and free from intimidation, hostility, or bullying. It is the intent of NANA Pacific to provide its employees with a working environment that is free of harassment and discriminatory intimidation based on sex, race, color, religion, age, national origin, handicap, or veteran status. Such harassment is in violation of federal and state laws and violates NANA Pacific policy. Harassment of any sort is not condoned, permitted, or tolerated in any manner.

Harassment is a form of discrimination based on any of the following areas:

- Race
- Religious beliefs
- Color
- Gender (including pregnancy)
- Disability
- Age
- Ancestry
- Place of origin
- Genetic Information
- Sexual orientation



Sexual harassment includes unwelcome sexual advances, requests for sexual favors, and/or other verbal or physical contact of a sexual nature that creates an intimidating environment and prevents an individual from effectively performing the duties of their position. Sexual harassment is also created if such conduct is made a condition of employment or compensation, either implicitly or explicitly. NANA Pacific specifically prohibits sexual harassment.

**Q:** A client we meet with sometimes shouts at the team and slams his fist on the table. Is this appropriate behavior, would it be considered harassment?

**A:** The situation you have described would certainly be considered disrespectful to members on the team, but it does not constitute illegal harassment if it is not built on illegal discrimination. If you witness a situation that may be uncomfortable for staff and if it seems disrespectful or offensive, you should speak immediately to your manager, HR manager or senior manager. NANA Pacific is protective of our positive and comfortable work environment, and will not tolerate disrespectful or offensive behaviors in the workplace.

## HOSTILE WORK ENVIRONMENT HARASSMENT

Hostile work environment harassment occurs if unwelcome sexual conduct is pervasive and severe enough to create a work environment that a reasonable person would find intimidating, hostile, or offensive, even though the conduct does not lead to tangible economic consequences. Repeated and offensive sexual teasing or joking, pressure for dates or sex, sexual touching, cornering, pinching, and sexually demeaning comments can constitute offensive environment harassment.

## RESPONSIBILITY AND REPORTING

As a NANA Pacific employee, you are responsible for keeping our work environment free of unlawful harassment. Our employees are obligated to report what they believe in good faith to be incidents of unlawful harassment to their Human Resource representative, manager, or any senior manager of NANA Pacific. If you are uncomfortable coming forward, you may report the matter anonymously through our Helpline.

Upon receiving a report of unlawful harassment, NANA Pacific will investigate the allegation and take appropriate action.

Complaints of harassment are kept confidential to the extent possible. The Company does not guarantee confidentiality, however, as some disclosure may be necessary in order to complete a thorough investigation.

NANA Pacific will not tolerate retaliation against any employee who, in good faith, reports a complaint of unlawful harassment or who participates in an investigation of such a report.

Appropriate investigation and disciplinary action is taken when a complaint is received. All reports are promptly investigated with due regard for the privacy of everyone involved. Any employee found to have harassed a fellow employee, subordinate, client or vendor is subject to severe disciplinary action or termination. NANA Pacific will also take any additional action necessary to appropriately correct the situation.

## RESPECTING PRIVACY

NANA Pacific respects the privacy of its staff. As a company, we will obtain and maintain that personal information required for valid business needs and use such retained information for valid business purposes. The Company will put forth reasonable professional effort to maintain the confidentiality of this personal information.

The Company has a duty to all employees and to the Company itself. If warranted, the Company reserves the right to:

- Monitor communications on its telephone, cell phone, or other networks.
- Monitor information stored on its computers, cell phones or other similar media or information on personally owned media used for company business.
- Monitor email accounts.
- Search any and all company property, at any time.
- Search offices, desks, lockers, bags, and the like.
- Search personal computers used for company purposes.

The right to monitor or search extends to company property located off company premises. The Company will ensure that any such actions will be conducted in accordance with local, state and federal law.



## SAFETY

NANA Pacific is committed to providing a safe and healthy work environment for our employees, our customers and our contractors' personnel.

We expect excellence in safety, health, and environmental performance to be achieved through the active participation and support of management, all employees, and contractors' personnel. All employees and contractors of NANA Pacific shall work to safeguard their own safety and health and perform their work in a manner which protects themselves, their fellow workers, the general public, the environment and the assets of NANA Pacific and our customers.

An injury and incident-free workplace is our goal.

## UNACCEPTABLE ACTIVITIES

NANA Pacific expects all staff to act in a mature and responsible manner at all times. To provide clarification of unacceptable activities, the following list provides definition of the obvious violations. This list is not intended to be an exhaustive list of all prohibited or inappropriate conduct and, notwithstanding this list, all employees remain employed "at-will." If you have any questions concerning any work or safety rule or any of the unacceptable activities listed, please see your manager for an explanation.

Occurrences of any of the following activities, as well as violations of any NANA Pacific rules or policies, can result in a disciplinary action, up to and including termination.

- Willful violation of security or safety rules or failure to observe safety rules or NANA Pacific's safety practices; failure to wear required safety equipment; and tampering with NANA Pacific equipment or safety equipment.
- Negligence or any careless action that endangers the life or safety of another person.
- Violation of NANA Pacific's policies on drug and alcohol use.
- Possession of dangerous weapons or illegal firearms, weapons, or explosives on NANA Pacific's or client's property or while on duty.
- Engaging in criminal conduct or acts of violence, making threats of violence toward anyone on NANA Pacific's or client premises or when representing NANA Pacific.
- Fighting, horseplay, or provoking a fight on NANA Pacific's or client's property.
- Threatening, bullying, intimidating, coercing or otherwise interfering with the job performance of fellow employees on NANA Pacific's or client's property or while at work.
- Engaging in an act of sabotage; willfully or with gross negligence, causing the destruction or damage of NANA Pacific's property or the property of fellow employees, clients, vendors or visitors in any manner.

- Theft of NANA Pacific's or a client's property or the property of fellow employees; unauthorized possession or removal of any NANA Pacific's property, including documents, from Company premises; unauthorized use of NANA Pacific's equipment or property for personal profit.
- Dishonesty; willful falsification or misrepresentation on your application for employment, timesheet or other work records; lying about sick or personal leave; falsifying reason for a leave of absence or other date requested by NANA Pacific; alteration of NANA Pacific records, or other NANA Pacific documents.
- Violating the confidentiality agreement; giving confidential and business proprietary NANA Pacific's information to competitors of NANA Pacific; working for a competing business while employed at NANA Pacific without appropriate authorization; or disclosing confidential client communications or information without authorization.
- Insubordination.
- Any confirmed act of unlawful harassment, discrimination, or unlawful intimidation, whether based on sex, race, color, religion, age, national origin, handicap, or veteran status.
- Repeated unsatisfactory or careless work; repeated failure to meet production or quality standards, as explained to you by your manager; repeated mistakes caused by carelessness or failure to get necessary instruction.
- Unauthorized, excessive, or inappropriate use of the Company's technology, systems, network, or communication devices.
- Smoking in restricted areas.
- Excessive unapproved absences; excessive tardiness; failure to report to work for three or more consecutive days without calling in.
- Failure to timely report a workplace accident that results in NANA Pacific personal injury or damage to the property of NANA Pacific or a client of NANA Pacific.
- Violation of the policy on use of copyrighted material.
- Alteration of your own or another's timesheet or records.
- Falsification of time worked.
- Failure to keep compliant with client's network account permissions.
- Rudeness or unprofessional behavior toward another employee, a client, vendor, or member of the public while on the job or at a worksite.
- Failure to abide by Company policies
- Failure to cooperate fully in any investigation that the Company undertakes.
- Unauthorized or inappropriate use of the company credit card program

## Standards of Conduct Regarding Competitors and Clients

### ANTITRUST LAWS

It is the policy of NANA Pacific to comply with state and federal anti-trust laws. These laws are designed to preserve vigorous competition and free and open markets to provide both businesses and consumers the benefits of lower prices, higher quality products and services, more choices, and greater innovation.

NANA Pacific is dedicated to compliance with state and federal antitrust laws.

A sampling of antitrust violations:

- Price-fixing with competitors: It is illegal to set, fix, stabilize, maintain or otherwise agree on any price with a competitor. An illegal agreement includes any understanding, oral or written, formal or informal.
- Resale price agreements with customers: An agreement with a customer concerning the price at which a customer will resell is illegal.
- Territorial/Customer restrictions with competitors: Agreements among competitors to allocate markets or customers are antitrust violations.
- Monopolies: It is illegal to create an unreasonable restraint on trade or a monopoly or to conspire to create a monopoly.

### CLIENT RELATIONS

The success of NANA Pacific depends upon the quality of the relationships among NANA Pacific's staff and our clients, vendors, affiliates, our members, and the general public.

NANA Pacific Regardless of your position, you are a NANA Pacific ambassador.

The more goodwill you promote with our clients and vendors, the more they will respect and appreciate you, NANA Pacific, and our products and services.

You are expected to be courteous and respectful to clients, competitors, vendors, and the public in the course and scope of your employment with NANA Pacific. In addition, you are expected to work in a cooperative manner with management, coworkers, clients, and vendors.

### COMPANY REPRESENTATION AND MEDIA STATEMENTS

Only NANA Pacific employees who are expressly authorized may speak to the media on behalf of NANA Pacific. If you have any questions about NANA Pacific representation, please contact Senior Management.

### COMPLYING WITH NANA DEVELOPMENT CORPORATION'S CODE OF CONDUCT AND GUIDELINES

As a wholly-owned subsidiary of NANA Development Corporation, NANA Pacific is expected to comply with NANA Development Corporation's Authority Matrix and Code of Conduct.

NANA Development Corporation's Code of Conduct is available on the NANA Development Corporation intranet site.

We must all be familiar with this codes and policies to conduct business as required.

### GOOD CORPORATE CITIZENSHIP

NANA Pacific is committed to being a good corporate citizen while recognizing the diversity of the state in which we operate. We demonstrate this by:

- Creating and sustaining a workplace free of work-related injury, illness and incident.
- Acting in a socially responsible manner that respects and supports community values and expectations.
- Acting in an environmentally responsible manner which promotes sustainable development of resources.
- Providing a fair and equitable workplace for our employees, so that we enjoy harmonious and professional working relationships.
- Acting honestly and fairly in all our business dealings and communications.

### ENVIRONMENTAL AND CULTURAL AWARENESS POLICY

NANA Pacific is committed to the protection and preservation of the environment and the established cultural values and traditions of Alaska Native Groups that may be impacted as a result of any work that NANA Pacific assumes.

NANA Pacific employees are expected to:

- Show commitment and leadership by complying with the spirit and intent of applicable Environmental and Cultural Awareness (ECA) rules and requirements.
- Promote the Environmental and Cultural Awareness Program to all staff, contractors, visitors, neighbors and the public.
- Meet or exceed compliance obligations of Federal, State, local agency, industry standards, client and Company requirements.
- Participate in training as it applies to these regulations and awareness issues.
- Work with contractors, suppliers, visitors, clients and third parties to encourage a responsible and effective approach to environmental and cultural awareness issues.
- Implement a simple, common sense approach toward compliance. NANA Pacific understands that total compliance may be complex and at times difficult, but we will strive for excellence.
- Adhere to all reporting policies and procedures as mandated by the Company or client.
- Maintain a commitment to environmental and cultural awareness issues and encourage continuous improvement.

Management is committed to maintain a high level of excellence in meeting environmental and cultural awareness obligations. Management will openly listen, consult and respond to any concerns, comments and recommendations by its employee.

## Reporting a Breach of this Code

### REPORTING UNLAWFUL AND UNETHICAL BEHAVIOR

If you believe that a breach of this Code has occurred or may occur, contact your manager or immediate supervisor. He or she will assist you to create a report.

### ADDITIONAL ASSISTANCE AND ESCALATIONS

If this is not feasible because your manager or immediate supervisor is unavailable, or it would be inappropriate because, for example, your manager or immediate supervisor is the individual in breach of the Code or is complicit in the suspected violation, then you should seek assistance from Human Resources.

You may also report the matter to:

- HR
- Our Compliance Officer
- A Senior Manager
- The President
- Anonymously through our Helpline.

Contact information for the NANA Pacific Helpline is set out below:

Email: [TellNP@getintouch.com](mailto:TellNP@getintouch.com)

Phone number: 855-620-6674

Web:  
[www.intouchwebsite.com/nanapacific](http://www.intouchwebsite.com/nanapacific)

Hotline reports go to our Compliance Officer and are shared with senior management as appropriate.

Breaches of this Code may result in counseling, disciplinary action or, in extreme circumstances, dismissal or termination of employment or engagement of those involved in the breach.

**Q:** If you have a reasonable basis for believing that there has been a breach of company policy or standards outlined in this Code, you should raise your concerns. If you do so and it is discovered that your concern was unfounded, there will be no action taken against you.

**A:** However, if anyone knowingly provides false information or purposely makes false accusations, the company will consider disciplinary action.

## BREACH REPORTING CHECKLIST

The checklist below provides guidance on what to include when reporting a possible breach:

### Breach Reporting Checklist

- Make sure you have all the facts.
- Record date, time and venue or location details of breach.
- Identify any relevant contract or project details.
- Provide details of the potential breach with names and details of the incident.
- Check if there are any other witnesses who may support your report.
- Identify the location of any equipment or materials that are relevant to the incident.



## NO RETALIATION

If you raise a concern in good faith regarding suspected breaches of Company policies or this Code you will not be subject to retaliation.

**Q:** Will I get into trouble with my manager if I report my concerns to an HR manager or senior management, not them?

**A:** No. Ideally, employees would raise their concerns first with their own manager. We recognize that may not always be possible because your manager is, for example, not available or is the individual you suspect has breached the Code. Retaliation against you for using the reporting arrangements to air your concerns will not be tolerated.