

# Code of Conduct Policy

# Novelis



## **Actions truly speak louder than words.**

**Novelis' strength lies in the thousands of people who comprise our company globally. Individually and collectively, we represent Novelis; our conduct sends a more powerful message than any other form of communication.**

Honest and ethical dealings with customers, consumers, suppliers, government representatives and fellow Novelis employees allow us to maintain our well-earned reputation for integrity and ensure the ongoing success of our business.

A code of conduct allows employees to understand how they should respond in a variety of professional situations, both inside and outside the company. Clear guidelines make it easier for everyone to determine whether his or her own conduct is consistent with Novelis' standard for ethics. These written tenets also enable the company to respond appropriately when violations do occur. The Novelis Code of Conduct applies to all employees, as well as our Board of Directors, and is consistent with the code of conduct adopted by our parent company Hindalco Industries Limited.

By adhering to the Novelis Code of Conduct, each employee meets his or her obligation to uphold our ethical standards and to personify Novelis as a reputable manufacturer, a respected business partner, a good corporate citizen and a respectful employer.

This Code of Conduct applies to all employees of Novelis Inc. ("Company") and each of the Company's subsidiaries and affiliates to the extent permitted by applicable law.

# Novelis' Code of Conduct



## Act with Integrity and with Novelis' Best Interests



### 1. Good Faith and Due Care; Commitment to Corporate Governance

Employees must act in good faith and exercise due care, diligence and integrity in performing their duties and in maintaining Novelis's corporate governance practices.

### 2. Conflicts of Interest

Employees must avoid taking any action that creates, or appears to create, a conflict between their own interests and the interests of Novelis.

### 3. Gifts and Gratuities

Employees must exercise caution when dealing with gifts, gratuities and other forms of special benefits to or from customers, suppliers or competitors, which can be construed as an attempt to secure favorable treatment. As a general rule, employees should consult their Human Resources or Legal representative before giving or accepting gifts or gratuities.

## Promote a Desirable Work Environment



### 4. Promote Human Rights

Novelis is guided by principles of non-discrimination and respect for human rights and individual liberties of all citizens. All employees are expected to conduct themselves in a manner that assures customers, suppliers and fellow employees are treated with respect, fairness and dignity.

### 5. Workplace Free from Harassment; No Retaliation

No form of harassment in the workplace will be tolerated. Novelis encourages employees to report violations of company policies and any applicable laws to an appropriate manager, supervisor, Human Resources representative or through the Ethics Hotline. Novelis and its employees may not retaliate against another employee for reporting, in good faith, violations of the Code of Conduct or requirements of law.

### 6. Employee Privacy – No Unreasonable Expectations

Novelis respects the privacy of all employees. However, employees shall have no unreasonable expectation of privacy in their use of business tools or in their work spaces or property.

### 7. Properly Use Equipment, Electronic Mail and Internet

All software and hardware are the property of Novelis and should be used for business purposes, which includes the use of the internet and electronic mail systems. Incidental and limited, appropriate personal use is permitted provided it does not interfere with business activities. Each employee is responsible for the maintenance and protection of data, files, other materials and equipment of Novelis. Each employee is also responsible for any electronic data or files he or she sends to others.

#### 8. No Unlawful Use of Alcohol or Drugs in the Workplace

Novelis prohibits use of alcohol and the unlawful possession, manufacture, use or distribution of controlled substances in the workplace or at any place where an employee could be construed to be a representative of the Company or one of its subsidiaries or affiliates. Any use of alcohol at Company-sponsored functions or activities must be authorized by Novelis Management.

#### 9. Promote Sustainability; Respect the Environment, Health and Safety

Novelis strives to be a good corporate citizen. To ensure that we are a top-performing company economically, environmentally and socially, Novelis' is committed to delivering sustainable solutions in its processes and products. Each employee is encouraged to promote sustainability as it applies to his or her daily practices within the Company. In addition to its own standard operating procedures, Novelis will comply with all environmental, health and safety laws and regulations. Employees should be environmentally aware and sensitive and are required to report any non-compliance with environmental laws or regulations. Employees should report all accidents, injuries, occupational illnesses and unsafe conditions or practices to their supervisor.

#### Safeguard The Company's Assets



#### 10. Properly Use Company Assets

Employees may not use, spend or dispense of Company funds or property (including intellectual property, computers, phones, vehicles and other assets) for personal use or benefit in a manner or for a cause that is unethical or illegal, or without proper authorization.

#### 11. Protect Confidential Information and Intellectual Property

Employees must not disclose Company trade secrets, business information, market-sensitive data or other proprietary information without appropriate management approval. Intellectual property rights must be kept confidential, protected and managed in compliance with all applicable Company requirements, restrictions and laws, including software licensing requirements.

#### 12. Keep Good Books and Records

Employees are responsible for maintaining written records and expense reports in sufficient detail to completely, accurately and fairly reflect all transactions and expenditures.

#### 13. Loans to Employees, Officers or Directors

Novelis may not make or arrange loans to its employees, officers or directors that would violate Company policy or applicable laws.

#### Engage in Ethical Interactions with The Government



#### 14. Political Activities

Novelis respects employees' rights to take part in the political process, but they may not do so during business hours or through the use of Novelis' facilities or property. Novelis will not make any contributions to support the candidacy of any person seeking elective office, unless approved in advance by the Board of Directors and in accordance with legal requirements.

#### 15. Ethical Government Relations

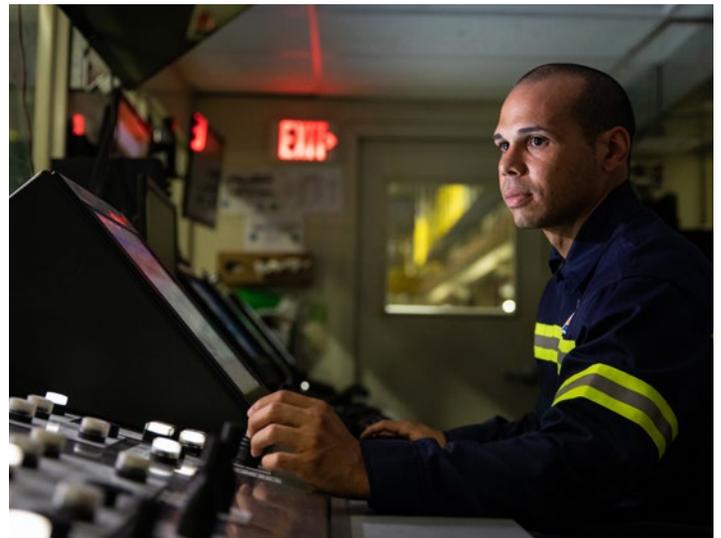
Novelis applies ethical standards in its dealings with governments, governmental agencies and governmental officials.

#### 16. No Obstruction of Government Investigations

Novelis will cooperate with any lawful government investigation. It is illegal to destroy or conceal documents, records or other information with the intent of impairing the integrity or the availability of information for use in a government investigation.

#### 17. Ethical Business Practices; Comply with Export Controls

Employees may not pay money or anything of value to government officials, parties or political candidates for the purpose of influencing the acts or decisions of such officials in order to obtain business or any improper advantage. All employees must keep accurate and truthful records reflecting payments and transactions for all foreign and domestic business activities. Novelis must comply with all applicable trade restrictions and boycotts imposed by the U.S. government, which may prohibit the Company from conducting business in specified countries or with specified individuals and entities. Additional obligations may arise under the laws of other countries, and questions of compliance should be directed to your regional legal counsel.



## Deal Fairly with Third Parties



### 18. Use Ethical Marketing and Sales Practices

Novelis operates with integrity in the conduct of its commercial transactions with third parties.

### 19. Comply with Competition and Antitrust Law

Employees must comply with all antitrust and competition laws and regulations.

### 20. No Insider Trading

Employees must strictly adhere to the prohibitions against trading, and must not disclose material "inside information" to other persons.

### 21. Fair Disclosure and No Selective Disclosure.

Employees who communicate regularly on Novelis' behalf with the investment community and senior officials must comply with U.S. fair disclosure requirements and, where applicable, with the requirements of other jurisdictions (e.g., Novelis must publicly disclose any material information that has been disclosed selectively to any person in the investment community). However, it is acceptable to provide information to select audiences if it has already been disclosed in the Company's public filings.

### 22. Responding to Inquiries from the Press or Financial Community

Employees should refer all inquiries from the media to the Corporate Communications department in Atlanta or to the appropriate regional communications leader. All inquiries from the financial community should be directed to the Investor Relations department in Atlanta.

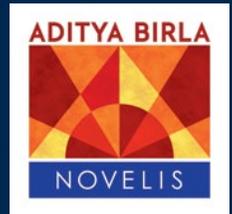
### 23. No Fraud, Theft, Kickbacks or Similar Conduct

Employees may not engage in any scheme to defraud any person out of money, property or honest services, including by theft, fraud or embezzlement. The receipt by any employee of fees, loans, kickbacks, the reduction of personal debts or other payments resulting from transactions involving Novelis or its subsidiaries and affiliates is prohibited.

### 24. Cooperate with Independent Auditors

Employees may not intentionally mislead Novelis' independent public accountants or other auditors in connection with their audit of Novelis financial statements.





## Application and Enforcement

The Code of Conduct is an integral part of our corporate identity. Novelis strives to be known for not just what we say, but also for what we do. Your upholding of the Code will ensure we are recognized for both.

When even just one employee does not act honestly or ethically, our entire company suffers the consequences of that action. Complying fully with this Code of Conduct is everyone's responsibility. Violations of the Code are considered a serious matter and are subject to disciplinary action, up to and including termination, in accordance with applicable laws and regulations.

We encourage every Novelis employee to talk to those within the company who are most knowledgeable about matters of ethics and compliance. Should you have any questions about how these guidelines apply to your personal situation or about possible violations, you should consult your manager or supervisor or a Human Resources representative. If your matter cannot be resolved through these means, the Novelis Corporate Compliance Officer can also help you resolve issues regarding ethical behavior and guide you through the process of reporting a violation. When consulting with any of these professionals is not timely or practical, we also offer employees the option of using the Novelis Ethics Hotline.

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## Novelis Ethics Hotline

Employees should contact their local HR representative or the Novelis Ethics Hotline with questions about this code or to report concerns or suspected violations.

Country	Toll-Free Number
Brazil	0800-892-1819
France	0800-91-5646
Canada	1-800-844-3389
China	10-800-711-1210 or 10-800-110-1134
Germany	0800-180-6638
Italy	800-788381
Malaysia	1-800-81-6212
South Korea	00308-132684
Switzerland	0800-56-3308
United Kingdom	0808-234-0284
United States	1-800-844-3389
Vietnam	Access code 1-201-0288 Toll-free 800-844-3389

\*Vietnam employees must dial the access code first, then dial the domestic toll-free number. The hotline is not available from cell phones.



The United Nations Global Impact is a strategic policy initiative for businesses that are committed to aligning their operations and strategies with 10 universally accepted principles in the areas of human rights, labor, environment and anti-corruption. Novelis joined the UN Global Compact in October 2011.

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