

ROYAL ENFIELD

Code of Conduct

Acting With Ethics & Integrity Across the Globe



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Royal Enfield- Code of Conduct

Message from CEO



Dear Colleagues,

At Royal Enfield, our values have been an integral part of our journey. Our Code of Conduct articulates the Company's values and ideals that guide and govern our behaviour in all matters relating to the conduct of our businesses.

The Royal Enfield Code of Conduct outlines our commitment to each of our stakeholders, including the communities in which we operate, and guides us through tough situations when we are faced with business dilemmas. Our stellar reputation and success as a multi-national business entity have been defined by our resolute commitment and adherence to the core values and principles expressed in this code for all of us, including our employees, dealers, vendors, suppliers and other business associates.

Our Code of Conduct document offers all our employees, dealers, vendors, suppliers and other business associates important information and guidance built around our core values. This Code is based on the fundamental understanding that we are all responsible for conducting business ethically and in compliance with the law everywhere we operate. The Code represents minimum standards for all of us, with a view to preventing situations that might lead to questions about our integrity. It helps us make the right decisions in our daily business, which is particularly valuable in situations where our personal ethics or standards do not provide specific guidance, for example when we are confronted with competing priorities and conflicting demands.

As an integral part of Royal Enfield and the Eicher Motors, all of us have the responsibility to live by the principles mentioned in this Code of Conduct and adhere to the controls outlined in the document. Kindly go through the Code of Conduct document in detail and let this be a guide for our day-to-day business decisions.

We all are expected to report any known or suspected violations of this Code.

At Royal Enfield, we regard our values and principles to be of utmost importance and do not tolerate any breach of our Code of Conduct.

We look forward to your support and efforts towards upholding the high ethical standards of the Company.

Keep Riding Pure,

B Govindarajan



Introduction to the Code

Royal Enfield and its subsidiaries ("Royal Enfield or "Royal Enfield" or "Eicher Motors" or "RE" or "EML " or "we" or "our" or "us") are dedicated to conducting business with honesty, integrity and compliance with all applicable legal and regulatory requirements. The purpose of this Code of Conduct ("Code"/"CoC") is to offer direction on RE's principles and policies pertaining to conduct, honesty, and compliance when engaging with internal and external stakeholders such as employees, shareholders, clients, suppliers, regulatory authorities, and third-party consultants.



1. The Purpose of Our Code

When You encounter a situation where the correct course of action is unclear, in such instances, our Code can be an invaluable resource. The Code is not all inclusive and is intended as a guiding reference that You can rely on to uphold our values and protect our reputation. The Code must be reviewed alongside relevant laws, rules and regulations, as may be updated from time to time ("Applicable laws"), the Company's policies, standing orders, and procedures currently in effect within the Company. The examples provided in this Code are non-exhaustive and are provided only for reference and guidance purposes.





Note on the Glossary:

Throughout the Code, certain words and phrases appear in Capital letter. These terms are defined in the Glossary at the end of this document.

The Code empowers You to:

- Behave with integrity and adhere to ethical principles.
- Uphold our Company's values and safeguard our standing.
- Gain a clear understanding of Royal Enfield expectations of You.
- Make sound decisions on a daily basis.
- Abide by the Applicable laws, regulations, and standards relevant to our Company.
- Foster a culture of transparency and compliance.
- Recognize and follow the appropriate channels for reporting any unethical practices or violations of this Code.

2. Failure to abide by this Code

Failure to comply with our Code or any Applicable laws, regulations and/or applicable Company policies, either by your actions, ignoring another's failure to adhere to the Code, or pressuring somebody else to violate it, constitutes a direct violation of this Code. Such violations can adversely affect the Company's reputation and financial performance. We take all such violations of the Code seriously and will take appropriate disciplinary action, which may include, without limitation, loss of merit increases or annual incentives, suspension without blacklisting, and/or termination of your employment, engagement or business/commercial contract, as the case may be. Additionally, if a breach of this Code violates any Applicable law, Royal Enfield may also initiate legal action, and such violation will be documented in the concerned person's file/record.





3. Applicability

Irrespective of your work location or job role within the Company or with respect to the work assigned by the Company, it is imperative for You to exercise sound judgment and adhere to our Code. This Code applies to all the employees of Royal Enfield and its subsidiaries (together "Royal Enfield Employees" or "RE Employees"). In addition, the Code also applies to all persons working for us (or any of Royal Enfield subsidiary company) or on our behalf in any capacity, including casual workers, agency workers, seconded workers, volunteers, interns, agents, contractors, external consultants, third-party representatives and business partners, sponsors, authorised Royal Enfield dealers/distributors, or any other person associated with us (collectively known as "Royal Enfield Business Contacts"). Collectively, Royal Enfield Employees and Royal Enfield Business Contacts will be referred to as "You".

Those who represent the Company are required to uphold our standards of integrity by adhering to the principles outlined in our Code when delivering goods or services on behalf of the Company or carrying on day-to-day activities pursuant to their job role.

4. Administering and Updating the Code

This Code is available at <https://reone.royalenfield.com/> ("Site"/"Website"). RE retains the right to make changes or adjustments to this Code, either entirely or partially, at any given time and without having to provide prior notification or any explanation for doing so, as long as such changes comply with the Applicable laws.

Royal Enfield Employees & Royal Enfield Business Contacts are solely responsible for keeping themselves updated about the contents of this Code, along with other related policies/laws, as amended from time to time. In order to get access to our latest Code, You are hereby encouraged to visit the said Site, periodically, specifically during your employment or engagement or duration of your contract or work with the Company.

RE VALUES

Royal Enfield is a brand synonymous with passion and emotion. It draws its energy from an amazing pool of talented employees who share the brand's values and pours it out onto the world.

BE EICHER

Be Ethical

Be legally and socially committed corporate citizens.



Be Open and Diverse

Be transparent in thought and action; open to people and their ideas.

Be Fair and Unbiased

Be fair and unbiased towards all. Be empathic towards all. Do not discriminate either on the basis of race, caste, sex, place of origin/region and/or religion etc. Take actions based only on the merits of the situation.

Be Secular, Apolitical

Do not discriminate based on religion.

Restrain from supporting any political party while on duty or in Company premises, and don't indulge in politics inside the Company either.

Be Empowered

Seize opportunities, take calculated risks, and be open to learning from failures.



Live The Brand



Oneness

Royal Enfield unites man, machine and terrain through a unique motorcycling experience that enables the rider to forge a sense of belonging with his motorcycle and terrain that they feel not just through their senses but with every fibre of their being.

Timeless Legacy

Since the last many decades, we have been carrying our brand name Royal Enfield, with a legacy of expert workmanship, quality, customer experience and satisfaction. It celebrates the work of human hands as a noble pursuit. "Made like a Gun" reflects this integrity that skillfully translates its history and legacy into a modern motorcycling context for today's riders.

Hands-on

Royal Enfield drives spirited engagement with the motorcycle, rides, and motorcycling community. The brand Royal Enfield draws riders, our customers/users into a deeper realm of motorcycling through the satisfying tactility of maintenance, customisation, restoration, and community bonding.

Inner Thump

Royal Enfield brings alive the experience of the real world by tapping the power of instinct. It awakens its riders so they can feel the sensorial joys that a motorcycle was created for. It kickstarts within the biker a lifelong lust for the most authentic physical experience that motorcycling can promise.

Fiercely Unique

David in a Goliath world

Always think David-style like an underdog: play to our strengths, create opportunities, and never being complacent – even when we become larger.

Differences that matter

Invest time, energy and capital in areas that truly matter to our riders.

Don't follow convention

Always challenge convention; change the rules of the game.

Unique brand positioning

Polarize opinion - sharply differentiate from the pack.

Be smartly different

- Product strategy and mix (motorcycles, gear, parts)
- Business model
- Customer value proposition/consumer benefits
- Organisation culture
- The marketing mix
- Consumer touch points
- Motorcycling eco-system





Know No Boundaries

Firstly, work without borders within Royal Enfield

Be open to ideas and influences from different people, sources and industries.

- Listen, understand and adopt ideas that help in innovation from different sources, within and outside our industry.
- Adapt to new ideas, changes and new markets (especially local changes and flavours).
- Create solutions by incorporating the experiences and insights of your colleagues.
- Learn from your competition; both what to do and what not to do.
- Learn from your customers and those of your competition.
- Learn by looking beyond Royal Enfield.

Harness our extended ecosystem by collaborating and co-creating.

- Extend support to and receive support from our vendors, suppliers and partners to improve our products.
- Be accessible and friendly to stakeholders from the entire ecosystem to enable productivity.
- Share appropriate information, knowledge and expertise across departments and functions with external partners to achieve organisational goals.
- Respond to all requests on time.
- Deliver on commitments, on-time and in-full, every time.
- Hold commitments and timelines as sacred.

Behave more like an organism than an organisation

- Be flexible and agile.
- Listen and learn from your environment and adapt accordingly.
- Be intuitive.

Less is more

Do a few things but do them really well.

Long-term orientation

Do not lose sight of the long-term vision when planning for the new.



5. Your Responsibilities

a) Comprehend, Learn, and Act Ethically

- Comprehend the principles outlined in the Code and applicable policies that pertain to our specific duties and responsibilities.
- Execute our Company duties, responsibilities and obligations in accordance with the Code.
- Conduct yourself truthfully and ethically and abstain from any dishonesty or fraudulent actions against the Company or while representing the Company.
- Unless You have the Company's express written permission(s), You shall not use any of the Company's proprietary information and/or intellectual properties, including any of the Company brands/logos, trademarks, copyrighted materials, confidential information, patents and Company proprietary information/and other data and Company materials (including promotional materials, Company's briefings) etc.
- Treat everyone with respect and dignity, and inspire a spirit of belongingness by being inclusive.
- The Company does not discriminate on any ground, including race, caste, religion, color, ancestry, marital status, gender, sexual orientation, nationality, ethnic origin, disability or any other category protected by the Applicable laws.
- Please remember that degrading jokes, slurs, bigotry, physical or verbal intimidation, unwelcoming sexual advances, including all forms of sexual harassments whether physical, verbal or mental, or other disrespectful conduct are never acceptable and shall not be tolerated by the Company. Avoid behavior and/or language that someone else could reasonably find offensive or inappropriate.
- Object to Harassment or other inappropriate conduct, whether it is targeted at You or someone else.
- Keep yourself updated on and follow all safety requirements, including the use of personal protective equipment. Never take shortcuts or ignore required safety practices.
- Don't use or possess illegal drugs, alcohol or such other substances while at work, whether at Company's premises or that of Company's clients/dealerships or such other premises.
- Working while intoxicated is strictly prohibited and shall be considered a violation of this Code. Don't work while intoxicated or under the influence of drugs or alcohol.

b) Make the right choices

When confronted with an ethical dilemma, take a moment to reflect and pose the following inquiries:

- *Is it morally correct?*
- *Is it complying with the Code? What does the Code dictate regarding the matter?*
- *Is it legal?*
- *Will the outcome of the action have a positive effect? Will it reflect well on me and the Company?*
- *Will I be content with my resolution?*
- *Would I want to read about it in the media?*

If any of these questions receive a negative response, refrain from proceeding. Don't do it.

If in doubt, seek counsel from your Reporting Manager, Functional Head, the relevant HR team member, the HR Head or Legal Head ('General Counsel') of the Company, as may be appropriate.

c) Report concerns

- Report any apprehensions about adherence to the Applicable laws and the Code that come to your attention, in a responsible manner.

Assist management with any necessary inquiries/investigations into the reported concern.





6. *Reporting Concerns*

We promote an environment where our Code, policies, and Applicable laws are upheld and encourage our Royal Enfield Employees and Royal Enfield Business Contacts to report any actual or potential violation of the same.

Additionally, we encourage reporting any misconduct that is not in line with our values and principles, whether it is an actual or potential event.

If You have any concerns or questions or need to report a case/incident, there are several avenues available, including:

- Contacting your immediate Line Manager or the Human Resources department or Legal Head (General Counsel) of our Company
- Reporting the incident or raising the concern, through an email addressed to whistleblower@royalenfield.com
- Utilizing any alternative method of reporting specified in our Company's Whistleblower policy, as is available here.

What Happens When You Report a Code related concern/incident

- If the Applicable law allows it, You have the option to keep your identity undisclosed.
- If You choose to disclose your identity, we will strive to maintain the confidentiality of your information while conducting a thorough investigation.
- Where applicable, cases will be investigated before any disciplinary action is sanctioned in line with the Company's disciplinary policy and Applicable Jurisdictional law. Our whistle blower Committee will investigate the matter diligently and discreetly.
- Our anticipation is that all parties involved willfully and honestly collaborate throughout the investigation.
- If a violation is found, the Whistle blower Committee will take appropriate disciplinary action in compliance with Applicable laws.
- **No retaliation:** The Company understands and values the help of whistleblower, who identifies potential problems that the Company needs to address. Any retaliation against the whistleblower, who raises an issue honestly is a violation of the Code. Honest reporting is protected under this Code.

If You work with someone, who has raised a concern or provided information in an investigation, You should continue to treat the person with courtesy and respect. If You believe someone has retaliated against You, report the matter to the Company's Whistle blower Committee.

However, please be informed that the Company will protect the honest whistleblower. It is in violation of the Code, to knowingly make a false accusation, lie to investigators, or interfere with an investigation pertaining to this Code.



7. Avoiding Conflict of Interest

We refrain from conduct that could create an actual, or potential conflict, or could be perceived to be in conflict with the interests of the Company.

The principle of fiduciary duty mandates that senior management personnel, RE Employees and vendors or dealers of the Company must act in the Company's and its stakeholders' best interests and carry out their powers and responsibilities with extreme care, diligence, and expertise. This entails avoiding any act involving conflicts of interest, revealing any potential conflicts of interest that may arise, and giving priority to the Company's long-term sustainability over short-term profits. Your conduct must be consistently in line with the Company's best interests, and You must avoid any conduct, whether related to business or personal relationships, that might impact or give the appearance of influencing your decision-making.

We encourage RE Employees and Royal Enfield Business Contacts to willingly divulge any possible conflict of interest, which may involve their Family Members (such as parents, parents-in-law, siblings, spouse, partner, or children) or individuals with whom they share personal relationships and could arise from their affiliation with a family business, or a company or organisation that competes with, supplies to, purchases from, or has any other commercial dealings with our Company.

We recommend, to both RE Employees and Royal Enfield Business Contacts, the following:

- Exercise good judgment in avoiding circumstances, relationships, personal pursuits, or financial interests that may clash with your duties.
- Disclose any of your personal or financial interest that may conflict with the Company's interests.
- Avoid using your position for personal gain or to the benefit of your Family Members or associates.
- Avoid engaging in any activity that may harm the Company's reputation or brand image.
- When faced with a potential or perceived conflict of interest, ask yourself:
 - Could my personal interests interfere with those of the Company?
 - Will it appear that way to others, either inside or outside the Company?

In the event of any real or perceived conflict of interest (including personal financial interests/relationship), the relevant individual must speak to their manager, to the relevant HR personnel or to another member of the senior leadership team, like the HR Head/Legal Head (General Counsel) or Whistleblower Committee, within the Company immediately.

Please remember that the requirement of disclosure and management of conflicts of interest, as put forth by us to RE Employees and Royal Enfield Business Contacts, is not only aimed to protect the legitimate interest of the Company but also helps all of us to be in compliance with the Applicable laws and statutory norms.

In the event of an Royal Enfield Employee or Royal Enfield Business Contact failing to disclose a required conflict of interest, and if our management becomes aware of it, they will take a serious approach to the matter and assess appropriate disciplinary or other legal actions according to the concerned person's terms of engagement/employment (as the case may be) with the Company and the recourse available under the Applicable laws. In all cases, we will adhere to transparent and impartial investigation, enquiry/disciplinary procedures while respecting the person's right to a fair hearing.

Few instances/examples of Potential Conflict of Interest

These are some instances where You may encounter a conflict of interest, whether actual or potential:

- The potential conflict of interest scenario includes, but is not limited to, a matter in which an RE Employee has a direct or indirect financial interest or any other personal interest of any kind that would preclude or appear to preclude them from exercising impartial judgment or acting in the best interest of the Company. These may include a scenario of owning, directly or indirectly, a significant financial interest in any entity that does business, seeks to do business, with the Company or/and its products.
- The potential conflict of interest scenario includes the scenario of receiving and/or giving any financial gain/loans or other revenue streams, gifts, favours, or any preferential treatment from or to any person that would influence your judgment while acting for or on behalf of the Company.
- Evaluating the performance of a team member with whom You share a romantic relationship.
- Occupying a role that could provide personal gains to yourself or your Family Members or individuals in a close personal relationship by either making or influencing decisions linked to a transaction.
- Engaging in business on behalf of the Company or being in a position to influence a decision regarding Company's business with a supplier or customer where a relative or person in a close personal relationship with an RE Employee holds a principal officer or representative position, resulting in personal benefit or benefit to the relative.
- Having the ability to influence decisions related to benefits such as salary increases, postings, promotions, or recruitments of a relative or a person in a close personal relationship with You who works for the Company or any of our group companies.
- Undertaking an activity that could compromise or defeat the interests of the Company or group companies.
- Doing anything that prevents exercising an independent judgment on what is in the best interest of the Company or group companies.

This list provides few examples of conflicts and potential conflicts, by way of illustration only and to enhance understanding. It is non-exhaustive and any possible conflict of interest will be considered extremely serious, even if not listed above.



Example 1

Question: Mr. A, a superior, was involved in a close personal relationship with one of his subordinates. He engaged in favoritism by providing the subordinate with better growth opportunities within the organisation at the expense of the Company's interests. He also approved personal travel as a business expense and accompanied the subordinate on trips to locations where his presence was unnecessary. Did Mr. A comply with the Code?

Answer: No, Mr. A's actions do not align with the Code. The Code requires RE Employees to prioritize the Company's objectives above personal interests. Any situation that compromises independent judgment and does not serve the Company's best interests is considered a conflict of interest. Additionally, the Code strictly prohibits consensual sexual or romantic relationships between employees. Violations of this policy can lead to immediate termination.

Example 2

Question: Mr. B was a safety officer in the Company, he created a fake company in a friend's name (Mr. X) and inflated the price of gloves three times than the actual market rate. He was also not letting other suppliers supply those gloves for the sake of quality and safety issues. The profits earned by Mr. X were given in cash to Mr. B. Has Mr. B acted as per the Code?

Answer: Mr. B has engaged in serious misconduct by creating a fictitious company and earning an unfair profit.

8. Fair Employment Practices

We uphold the human rights of all individuals and strive to provide equal opportunities to those who work alongside us. We are dedicated to establishing a work environment that is devoid of any kind of Harassment.

Our work environment is based on mutual interdependence, trust, openness, and respect. We respect and value the Diversity reflected in our various backgrounds, experiences, ideas, genders, and preferences and are committed to providing equal opportunities for employees in the workplace.

Our employee recruitment, development, and promotion decisions are based entirely on performance, competence, merit, and potential.

Our employee policies are designed to promote Diversity and Equality while adhering to relevant laws and other provisions outlined in this Code. We aim for these policies to be fair, transparent, and easily understandable, and they include provisions for employment terms, training, development, and performance management.

Remember

- We have a zero-tolerance policy for Harassment, including sexual harassment (refer the Policy on Prevention, Prohibition and Redressal of Sexual Harassment at Workplace available on the Website), and any action or behavior that could be considered Harassment or unlawful Discrimination and expect the same from Royal Enfield Employees and Royal Enfield Business Contacts too.
- We recognise the importance of maintaining and promoting fundamental human rights, creating a work environment that fosters respect for all colleagues and business partners.
- We expect Royal Enfield Employees and Royal Enfield Business Contacts' employees to maintain honesty and ethical conduct, refraining from deceiving the Company or engaging in fraudulent activity.
- We acknowledge employees' right to freely associate and be represented by trade unions under Applicable laws, regulations, and employment practices.
- We are politically non-partisan and do not provide financial support, Donations, or Contributions to a political party or candidate, directly or indirectly.

Example

Question: If a colleague persists in making derogatory comments about your religious beliefs, despite having had multiple conversations with them about how it is not acceptable behavior, what steps would You take?

Answer: Royal Enfield is committed to non-discrimination based on religion, caste, or belief. If You are experiencing discomfort due to a colleague's behavior, You should speak to your manager. If You are hesitant to do so, or if the Harassment persists despite confronting the individual, You can report the matter to HR and/or Legal Department.

9. Engaging in dual employments or simultaneously serving multiple entities - Moonlighting

- Engaging in employment, taking on a role of authority, or running a business outside of our Company during your personal time, whether You receive payment or not, could hinder your ability to perform well within the Company, potentially create a conflict of interest or pose a risk to Company's confidential data and business processes.
- It is imperative that any such undertaking does not involve any of Company's clients, suppliers, distributors, or competitors.
- As per the 'Conflict of Interest' provision of this Code and in compliance with Applicable laws and regulations, You are obliged to inform us and obtain our prior written authorisation for any such activity.



Example

Question: As an accountant working in the finance department of the Company, You have been offered a paid opportunity to create cartoons for a children's publication based on your artistic skills. You intend to pursue this venture on weekends. Before agreeing to this offer, what steps should You take?

Answer: Prior to agreeing to the offer, it's important to confirm whether the policies and regulations of the Company mandate You to inform your supervisor about your involvement in the activity.

- This allows the Company to assess if your engagement could potentially have any negative impact on the Company's interests.
- Once the Company confirms that there will be no adverse effects, You may proceed with the activity.
- Additionally, it is your responsibility to notify the Company of any changes in the situation You previously disclosed.

10. Substance Abuse

The use of alcohol, banned drugs and substances poses significant safety and other hazards in our workplaces. As a result, we maintain a strict policy of zero tolerance regarding the possession, consumption, or distribution of such substances, whether during work hours or while participating in or undertaking Company-related activities.



Example

Question: The brand store manager, Mr. Y, has been observed drinking in the brand store after office hours. He has come to work on occasion in an intoxicated state. Did Mr. Y comply with the Code?

Answer: No, Mr. Y has not acted in accordance with the Company's Code, which explicitly prohibits drinking in the office premises and arriving at work in an intoxicated state.

11. Zero Tolerance to Bribery and Corruption

Striving for success in our business may sometimes present situations where You might be tempted to offer or accept bribes. However, it's crucial to remember that engaging in such practices is totally unacceptable and is, in fact, a crime under the anti-bribery laws of the land. If You breach Bribery laws, the consequences can be severe, not only for You as an individual but also for the Company. A bribe may be anything of value and not just money. It may include, without limitation, gifts, inside information, sexual or other favors, corporate hospitality or entertainment, offering employment to Royal Enfield Employees, Royal Enfield Business Contacts' employees or his/her close relations/friends, payment or reimbursement of travel expenses, charitable donation or social contribution, abuse of function and will include passing the same directly or through a third party. Corruption includes wrongdoing on the part of an authority or those in power through means that are illegitimate, immoral or incompatible with ethical standards. Corruption often results from patronage and is associated with Bribery.

We strongly expect Royal Enfield Employees and Royal Enfield Business Contacts, including agents and intermediaries, to refrain from giving or receiving any illegal or unethical payments or Facilitation Payments or similar advantages that are intended to gain unfair advantages for our business operations, whether directly or indirectly.

Promptly report any incidents You become aware of relating to Bribery, whether it has actually occurred or has been attempted, or any other non-compliance. Keep in mind that even a seemingly small payment or favour can be interpreted as a bribe.

Example

Question: During his tenure as the sales manager, Mr. A discovered that certain dealership or studio stores were being operated by individuals other than the original dealer principle to whom the dealership/studio was allotted. Despite knowing this, Mr. A did not disclose them due to the benefits he received from the dealer. After six months, Mr. Z took over as the sales manager in the same territory and also became aware of the above-mentioned irregularities. Although the dealer did not pay him, Mr. Z did not disclose these irregularities. Do Mr. A and Z's actions comply with the Code?

Answer: No. Mr. A's actions constitute serious misconduct as he accepted a bribe and failed to disclose the irregularities to the senior officials in the Company.

Similarly, Mr. Z's actions also do not comply with the Code. Even though he did not accept any bribe, he exhibited gross negligence in carrying out his duties. As per the Code, any wrongdoing that is detrimental to the Company's interests should be reported immediately and failing to do so is a violation of the Code.



12. Acting responsibly with Gifts and Entertainment

While business gifts and hospitality can be customary practice, it's important to be mindful of their frequency and value. If such offers, including entertainment or travel, are excessive or significant, they could cause a real or perceived conflict of interest or even be perceived as illicit payments.

You must refrain from engaging in gift exchanges or entertainment that may be perceived as an attempt to inappropriately influence business decisions. It's crucial to be mindful, both as the giver and recipient, of offers that may exceed the acceptable limits outlined in our policy.

If You cannot decline the gift, accept it, but You must immediately notify the HR Head or Legal Head. They will work with You to donate, distribute, or raffle the gift among a large group of RE Employees. You should also share the Company's rules regarding gifts with the giver to help prevent similar situations in the future.

You may offer/accept gifts or hospitality from Royal Enfield Business Contacts, as long as they meet the following criteria:

- The gift's value is modest and doesn't create an expectation of preferential treatment.
- Promotional gifts of nominal value displaying their company's/organisation's name and logo, such as pens, key chains, coffee mugs, pen stands, diaries, note pads, desk calendars, mouse pads, etc.
- Your ability to act in the best interest of the Company will not be affected or give the impression of being affected
- It won't cause embarrassment if disclosed publicly.

If You need or want to provide gifts, or entertainment to Royal Enfield Business Contacts or Government Officials, You must obtain prior approval from the HR Head, CFO, or Legal Head, as well as any other individual who may be required to approve such gifts or entertainment as per the Company's policy. Gifts as per customs and traditions may be accepted, as per approvals.

However, we strictly prohibit the acceptance of certain types of gifts, including those that involve cash, gold, shares and stocks of a company, precious metals or stones, as they are illegal, resemble bribes or kickbacks, are forbidden by either the recipient's or giver's organisation, and are in the form of services or non-cash benefits (such as a job offer).

It's also important to note that Facilitation Payments, which are payments made to speed up routine government actions, are not acceptable.



Example

Question: Mr. A is the marketing manager and is responsible for overseeing the marketing activities of the Company. M/s XYZ is an empaneled vendor that carries out these activities. However, M/s XYZ has been providing Mr. A with valuable gifts and entertainment. Furthermore, M/s XYZ has started billing the Company for activities that were not actually carried out. Mr. A confided in Mr. B from the Finance Department, but Mr. B did not raise any concerns about the fraudulent billing. Were Mr. A and Mr. B acting in accordance with the Company's Code?

Answer: Both Mr. A and Mr. B acted in violation of the Code by accepting valuable gifts and allowing fake bills to be claimed by the vendor. They prioritized their personal benefits over the interests of the Company.

13. Building Transparent Relationships

Our goal is to manage the Company in a way that upholds the confidence and welfare of our stakeholders, including the communities in which we conduct our operations.

- **Customers** - At our Company, we hold our customers in high regard, and we make sure to provide them with product and services that meet quality standards, are safe to use for their intended purpose, and are marketed and communicated truthfully and accurately.
- **Suppliers, Dealers and other Business Associates** - Our suppliers, dealers, and other business associates share our vision, commitment, and values to serve our customers in a professional, fair, and lawful manner.
- **Shareholders** - We follow globally recognized standards of good corporate governance to create value for our shareholders in the course of our operations.
- **Government** - Our approach to dealing with the Government reflects an unwavering commitment to the highest standards of integrity. We maintain a consistent demeanor of honesty, courtesy, and respect towards regulators at all times.
- **Community** - Our efforts are focused on improving and enhancing the well-being of the communities and the environment where we conduct our operations.

As a public listed company, we endeavour to act as a responsible and ethical member of the society, valuing the interests of all our stakeholders.



14. Competing Fairly

We prioritise gaining market share and fostering brand loyalty through the delivery of high-quality products rather than resorting to unfair or anti-competitive practices. We recognise that some contracts/agreements made with suppliers, competitors, customers, or other business associates might have the capacity to limit fair and unrestricted competition. Therefore, if You hold responsibilities in areas of our business that are subject to antitrust or fair competition laws, it is imperative that You understand how these laws apply in the country or countries where You operate.

Do not engage in any agreement, whether formal or informal, with competitors that involve:

- Price fixing of our products or services.
- Market or customer allocation or division.
- Efforts to hinder the entry of other companies into the market.
- Participation in bid rigging.
- Declining to do business with customers or suppliers due to inappropriate motives.
- Refusing to support or engage with a different company as a form of protest or dissent.



15. Safeguarding the Company Assets, Information and Intellectual Properties

We are committed to safeguarding our Company's assets and information from any harm, loss, or unauthorised access or use.

As employees and business associates of the Company, it is our duty to ensure the protection of various Company assets that are essential to our daily work. These assets encompass the official premises we operate in, the technological tools, intellectual property, know-how, and the data we use, the innovative concepts, research and development/product development ('R&D') and the test data and/or results thereof that we generate, the emails we send and receive, as well as the electronic devices and any other asset that is crucial for our job performance. It is of utmost importance that we proactively take measures to prevent any harm, loss, inappropriate usage, or theft of these assets, as they play a vital role in our business operations. Please remember that all intellectual properties of any nature whatsoever, created, produced or even conceptualized during the course of your employment/engagement with the Company, are and shall be the sole and exclusive property of the Company.

All the rights, title and interests to the intellectual properties generated or work produced or created, during the course of one's employment or engagement with the Company shall be irrevocably granted, assigned and transferred to the Company.

Furthermore, we actively promote and support innovation while also prioritising the protection of the Company's intellectual property, which includes patents, copyrights, designs, and trademarks. Additionally, we fully respect the intellectual property rights of others and expect respect for the same not only from RE Employees but also from Royal Enfield Business Contacts, during their dealings and associations with us.

In alignment with privacy and information security laws, we diligently implement measures to safeguard information from cyber threats. We recognise our responsibility to protect the personal information of RE Employees, customers, stakeholders, and Royal Enfield Business Contacts from any unauthorised disclosure or misuse.

We recommend You the following:

- If You suspect any harm or theft of Company assets or resources, please report it immediately.
- As an RE Employee, You are permitted to express your opinion(s) in good faith with the objective of protecting and enhancing employee working conditions.
- Gather, utilise, and handle personal information solely for approved business objectives.
- Do not use Royal Enfield /Royal Enfield's name, logo, trademarks, facilities, or relationships for personal gain or external employment, including on corporate or personal websites.
- Comply with data privacy laws and regulations in all regions where we conduct business. Maintain the confidentiality of and about the new products that are in development, new products launches and business & financial strategies, unpublished pricing &/or financial data, including all data (direct and incidental) relating to the same.
- Share confidential information strictly on a need-to-know basis and only for authorised business purposes.
- When acting in your official capacity, You may only provide factual information that is not confidential.
- Company assets must not be misused, nor should they be used by anyone for any purpose other than official business.
- Do not transmit any Company information to personal email accounts.
- Do not create any online or social media platform/Bio/page using Company's name/trademark and logo without obtaining prior permission from the Company. For example: You should not use 'Royal Enfield' as part of your screen name or social media ID/Bio.
- Do not make any statement or represent the Company before press or on social media, unless otherwise authorized by the Company.
- Do not upload on any online platform or provide or disclose to any third party, any information or photograph of any confidential official event, upcoming motorcycles/products of the Company, any other non-public information pertaining to Company's on-going projects (including all R&D projects and/or testing of models/prototypes).

Example

Question: If You work in the Marketing department and You receive an email from one of your largest dealers requesting the Company's bank details for payment, but the email appears suspicious to You, what course of action should You take?

Answer: Reach out to the IT department to investigate the email and contact the dealer directly to confirm if they had sent the email and the purpose of their request for the Company's bank details. Only once the legitimacy of the email has been established should an authorised representative respond to it.

Example

Question: Mr. A, who was a member of the brand store team, engaged in fraudulent activities such as accepting cash from customers and providing them with false discounts. He then manipulated customer accounts and misappropriated the remaining receipts. Furthermore, he obtained GMA/accessories through illicit means without billing and sold scrap parts on Sundays without proper billing. Could Mr. A be considered to have committed misconduct?

Answer: Yes, Mr. A's actions clearly constitute misconduct as per the Code. He engaged in fraudulent activities by accepting cash from customers, manipulating customer accounts, and misappropriating receipts. Additionally, his actions of obtaining GMA/accessories through illicit means and selling scrap parts without proper billing further violate the Code.

16. Protecting the Non-Public Information

Safeguarding the non-public and confidential information pertaining to the Company is crucial for retaining our competitive edge and upholding our standing as the leading entity in the industry.

Royal Enfield being a listed Company in India, is required to comply with certain SEBI (Securities and Exchange Board of India) regulations, including Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time ('SEBI (LODR) Regulations, 2015') and Securities and Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations, 2015. It is imperative that RE Employees and Royal Enfield Business Contacts refrain from engaging in insider trading or aiding others, including immediate Family Members, friends, or business associates, to gain any advantage from non-public price-sensitive information.

We expect that your statements and actions in public settings do not reflect the Company's perspectives, unless authorised to do so. Only a designated representative is permitted to disclose any information pertaining to the Company. Your responsibility when it comes to confidential information is multi-faceted, including:

- Knowing the types of information that are regarded as confidential
- Knowing the methods to safeguard it
- Proper use and disposal of information

Information that pertains to the Company and is deemed confidential may include the following:

- Our strategies for marketing, business plans, and imminent product releases.
- Financial information like proposals, pricing, and product costs.
- Information about operations, such as major management changes and strategies regarding mergers and acquisitions.

Please ensure that You:

- Protect the Unpublished Price Sensitive Information (UPSI) related to the Company.
- Report any violation of this Code to your manager, HR, CS team or the internal audit team.
- Never publicly criticize any Company policy or action or make comments that could harm the Company's relationship with the public, either verbally or in writing.
- Never recommend or induce anyone else to engage in insider trading/dealing.
- Follow our procedures on internal reporting of confidential information, as well as notification of unintentional disclosure.
- Make sure that all the rights, title and interests to the intellectual properties generated or work produced or created, during the course of one's employment or engagement with the Company shall be irrevocably granted, assigned and transferred to the Company. Never use insider information for buying or selling, for your own account or for the account of a third party, directly or indirectly, RE shares or related securities (insider dealing).
- Comply with the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015, available [here](#) and Code of Conduct for Regulating, Monitoring and Reporting trading by an Insider pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015 available on the Website.





Remember

Your responsibility to safeguard non-public information continues even after your employment period or business engagement with the Company ends. This obligation to safeguard confidential information applies to any work You have done after joining the Company and continues to be effective even after your departure. It is strictly prohibited to reveal confidential information from any of your previous employer(s) or to ask anyone else to do so. Similarly, if You decide to leave RE, You should refrain from sharing any of our confidential information with third parties.

Example

Question: Mr. S took pictures of an upcoming bike model and shared them on his personal social media account. Additionally, he forwarded Company data to his personal email address for the purpose of working from home. Did Mr. S comply with the Code?

Answer: No, Mr. S did not adhere to the Code, which requires him to maintain the confidentiality and integrity of the Company's data. If there was an urgent need to access the data, he should have sought approval from his superiors before forwarding it to his personal email account.

17. Prevention of Money Laundering

The Company aims to prevent, detect and control money laundering activities, intentional or unintentional, involving the Company. Anti-Money Laundering policy applies to all individuals at different levels, which include the Royal Enfield Employees and Royal Enfield Business Contacts or any other persons associated with the Company.

An act can be considered a potential violation of the Anti - Money Laundering policy if any person associated with the Company directly or indirectly attempts to indulge or knowingly assists or knowingly is a party or is actually involved in any process or activity connected with the proceeds of crime.

If You observe any unusual activity, promptly report it to your manager or the Whistle blower Committee of the Company.

Consider this:

- Transferring payments to or from entities or countries that have no direct involvement or connection to the original transaction
- Processing a transaction in a way that circumvents standard protocols or procedures
- Swapping several bills of lower denominations for a single bill of higher value
- Making payments in cash

Red flags serve as an indication to inquire further and gain a better understanding of the transaction. If something seems suspicious, it's important to speak up, as awareness is crucial in combating money laundering.

18. Maintaining Accurate Records

To fulfil the legal and financial obligations of the Company and manage its affairs effectively, it is imperative for the concerned RE Employees and Royal Enfield Business Contacts to maintain precise and dependable records of various types. All business transactions must be accurately and promptly recorded in the Company's books and records. The persons in charge of maintaining records (both from the Company and Royal Enfield Business Contacts) are required to reveal and record all assets and liabilities, and they must also demonstrate care and attentiveness in fulfilling these obligations. Our Company's policy is to disclose all information - financial and non-financial - in a timely, relevant, accurate, fair, and comprehensible manner. Consequently, it is imperative that Royal Enfield Employees and wherever so applicable, Royal Enfield Business Contacts, adhere to or assist us in our disclosure controls and procedures, as well as our internal controls for financial reporting. Royal Enfield Employees must also guarantee the accuracy and integrity of any data or information they furnish to the Company, whether internal or external, such as expense, production, financial, attendance, or similar reports and statements, at all times.

Consider this:

- "Make the numbers work."
- "Hold that sale until next month so we can meet next quarter's target."
- "Punch my timecard for me because I am running a little late."

If You come across comments like these, it's important to pause and reach out for assistance. If the comments sound illicit or immoral, it's likely that they are.



Example

Question: This year, your team didn't use up all the project budgets that were approved. If You want to secure consistent funding levels for the future, would You be able to ask a supplier to invoice You in advance for a project scheduled for next year, with a purchase order from this year serving as a basis of reference?

Answer: No. By carrying out this action, You would be altering the expenses that we have documented in our books and records, which would inaccurately reflect the actual timeline of expenditure. As part of our legal responsibility, it is crucial to uphold precise records, and our management relies on the accuracy of financial data to operate the business and make well-informed decisions. Consequently, such conduct would be deemed a violation of our Code.





Other examples of violation:

Case 1: Mr. A was having a Company owned/media/test ride bike, however while the Company asked the employee to provide the declaration, the employee failed to provide the declaration or gave the wrong declaration.

Case 2: Mr. Z went for outstation travel where he stays in a hotel having rent of INR 1000/- per day. At the time of checkout, he requests the hotel manager to prepare the bill of INR 2000/- so that he can claim extra money from the Company.

Case 3: Mr. X booked a cab for local travel in Chennai. While claiming the bill, he made edits in PDF and increased the amount by INR 500/-.

Case 4: Mr. B changes the zero-based costing for service/product for some management requirement to avoid questioning or approval levels.

Glossary

#	Term	Definition
1	Bribery/ Corruption	Bribery/Corruption generally involves a person paying or offering money or providing or receiving anything else of value, to obtain or retain a business or another advantage (that they would ordinarily not be entitled to) or to induce or reward someone for acting improperly. Bribes often involve payments (or promises of payments), but may also include providing/accepting inappropriate gifts and hospitality or the uncompensated use of services. Bribery can also occur in circumstances where the advantage or reward is being given to someone other than the person giving the Bribe. Similarly, it is immaterial if the Bribe is being given to someone other than the person who is giving the improper advantage or acting improperly. Bribery includes advantages provided directly, as well as indirectly through an intermediary. Bribery/Corruption also include Bribes, Corrupt activities and Facilitation Payments.
2	Code/CoC	Royal Enfield Code of Conduct
3	Discrimination	<p>Discrimination is adverse treatment or undue advantage, whether directly, indirectly or otherwise, of any individual based on race, religion, ethnic or geographic origin, gender identity, sexual orientation, genetic information, disability, marital status, pregnancy, age or any other perceived differences, rather than on the basis of his/her individual merit devoid of all other background information. Such Discrimination may be with respect to, but not limited to the terms, conditions or privileges of employment or engagement including, hiring, firing, promoting, disciplining, scheduling, training or deciding how to compensate that individual. Discriminatory behaviour shall include, but not be limited to the following instances:</p> <ol style="list-style-type: none"> 1. Making offensive 'jokes' about another worker's clan, ethnic background, color, sex or disability; 2. Expressing negative stereotypes about particular groups e.g., "married women shouldn't be working"; 3. Judging someone on their political, religious beliefs or attributes other than their work performance.

4	Diversity and Equality	The right of any employee (RE Employee) or associate to be treated without Discrimination.
5	Donations	Voluntary activities of the Company aimed at altruistic (gratuitous or on special conditions) transfer of property, funds, altruistic rendering of services, providing other support to individuals or entities.
6	Royal Enfield Business Contacts	Casual workers, agency workers, seconded workers, volunteers, interns, agents, contractors, external consultants, third-party representatives and business partners, sponsors, authorised Royal Enfield dealers/distributors, or any other person associated with Royal Enfield
7	EML Employees/ RE Employees	Employees of Royal Enfield and its subsidiaries
8	EML/Royal Enfield/ Company/RE/Royal Enfield	Royal Enfield and its subsidiaries in India and abroad
9	Facilitation Payments	Payments made with the purpose of expediting or facilitating the performance by a Government Official of a routine governmental action. Facilitation Payments are typically demanded/offered by/to officials to obtain services that, under normal conditions, should be provided in any event. Facilitation Payments are a form of Bribery.
10	Family Members	The term "Family Member" in this Code includes, parents, parents-in-law, siblings, spouses/partners, children and/or other close relatives.

11	Government Officials	<p>The term 'Government Official' is a broad one and includes:</p> <ol style="list-style-type: none"> 1. Government employees at any level of a government (Indian or foreign) and local, city, municipal, state, central and federal personnel, law enforcement officials, judiciary officials, etc. 2. All officers or employees of the government department, agency, ministry (or instrumentality), including authority/entity/party hired or otherwise engaged by any national, state, provincial or local government or any department or agency. 3. Any person acting in an official capacity on behalf of the Indian Government or a foreign government or any department, agency, ministry or instrumentality, 4. Officers or employees of a company, bank, financial institution or business, owned or controlled in whole or in part by a national, state or local government, a 'state-owned enterprise' or of any department or agency, 5. Officers or employees of an international public organization, such as the United Nations, the World Bank or other similar entities, 6. Political parties or officials, 7. Candidates for political office in India or abroad, 8. Spouses, significant others, children or other close relatives of any of the above shall also be considered as Government Officials.
12	Harassment	<p>Harassment is behaviour that is unwanted, unreasonable and offensive, which creates or is perceived to create an intimidating, hostile or humiliating work environment. Harassment can occur between people of the same or opposite sex. It may be a result of an individual feeling intimidated, insulted or humiliated because of their race, religion, ethnic or geographic origin, gender identity, sexual orientation, genetic information, disability, marital status, pregnancy, age or any other perceived differences/reasons. Harassment can also be sexual in nature. Harassment shall include but not be limited to the following instances:</p> <ol style="list-style-type: none"> 1. Yelling, screaming or using offensive language; 2. Excluding or isolating employees; 3. Making remarks or offensive jokes on individual's appearance; 4. Direct threats of intent to inflict harm to any individual; 5. Demeaning demands far below the employee's capability; 6. Belittling or trivializing any individual's thoughts; 7. Sharing humiliating things about any individual by mass email or mass chat;

13	Contribution to political party	These include any direct or indirect Donations or contributions that are intended to support any Political party or its activities. They also include any monetary or other benefits such as the provision of goods, services and anything of value.
14	Site/Website	RE One Website available at https://reone.royalenfield.com
15	UPSI	<p>Unpublished Price Sensitive Information ('UPSI') refers to any information that is not yet known to the public, but which, if it were known, would likely have a significant impact on the price of a company's securities. Examples of UPSI include:</p> <ol style="list-style-type: none"> 1. Financial results 2. Mergers and acquisitions 3. New product launches 4. Changes in management 5. Lawsuits 6. Regulatory investigations

Acronyms words:

#	Abbreviation	Full name
1	HR	Human Resources department of RE
2	IT	Information Technology
3	R&D	Research and Development including the Product development activities
4	SEBI	Securities and Exchange Board of India