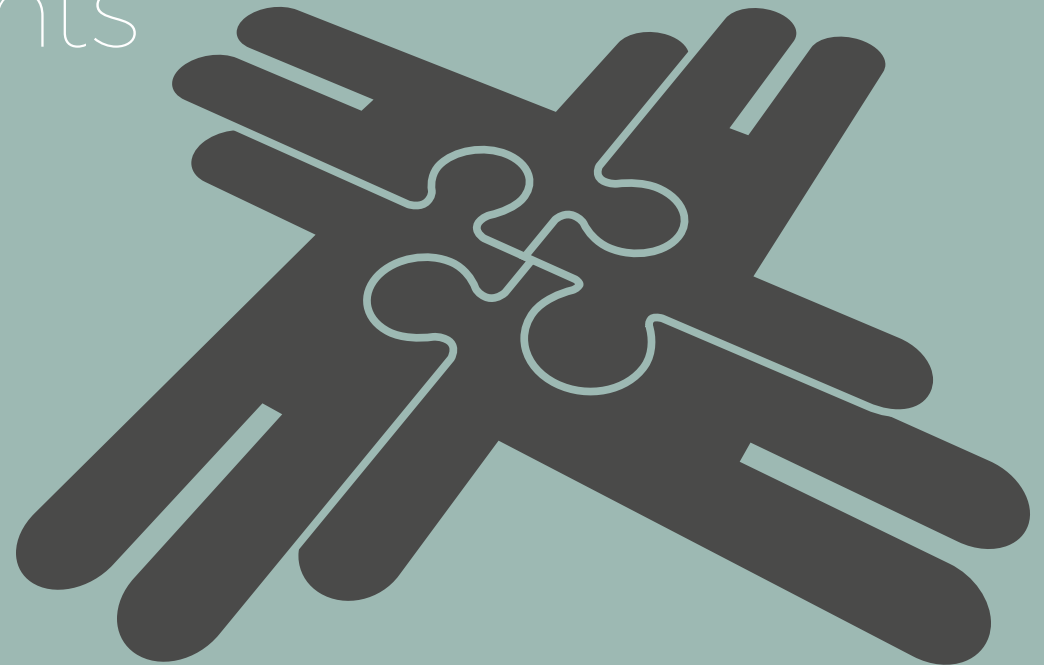




GSMA Code of Conduct

For GSMA Participants

September 2016



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DIRECTOR GENERAL'S MESSAGE:



Dear Colleague,



Welcome to the GSMA Code of Conduct for GSMA Participants. The Code is designed to help you conduct your work on behalf of the GSMA with integrity and in line with the GSMA's corporate values.

At the GSMA, we have responsibility to many constituencies – our members, our ecosystem partners, our customers and our employees, among others. Trust, transparency and engagement are core tenets of the GSMA's business and the practises outlined in this Code of Conduct are critical in ensuring we meet expectations in these areas.

The Code of Conduct provides crucial guidance on practises around antitrust, confidentiality, intellectual property rights, and communications, among others.

In today's increasingly complex environment, it's important to understand and follow the principles detailed in the following pages, in addition to your own organisation's guidelines on these important subjects. Of course, this practical information is just one element of the Code; you also have the full support of the GSMA staff, including the Legal and Member Services teams, to help you address issues as they arise.

I encourage you to familiarise yourself with the GSMA Code of Conduct and always act in accordance with principles outlined here.

Mats Granryd
Director General
GSMA

INTRODUCTION



The Code of Conduct applies to all Participants in any group defined in the GSMA's Governing Documents such as Board & Committee members, working group members, and programme/task force participants.

The GSMA is committed to conducting its business with the utmost integrity and to the highest ethical standards, complying with all laws governing its operations globally.

The GSMA also recognises it has responsibilities towards its members, its employees, its customers, its suppliers and to society in general. In this document, you will find practical advice about laws and regulations, as well as expectations and guidance. This document sits alongside your own organisation's policies and the GSMA Articles and Regulations.

ETHICAL VALUES

- The GSMA has zero tolerance for any acts of corruption. Corruption undermines legitimate business activities and distorts competition, and it exposes both the GSMA and individuals to significant risks.
- The GSMA is committed to creating a safe work environment free of harassment and bullying, where everyone is treated with dignity and respect.
- The GSMA abides by international standards on ethical principles, including, the prohibition of child and forced labour, human trafficking and discrimination, money laundering and corruption.

YOUR RESPONSIBILITY

As a GSMA Participant, you are expected to:

- Behave in an ethical manner and in accordance with all applicable laws and rules of your organisation.
- Comply with the rules of the GSMA's Articles and Regulations, and this Code of Conduct.
- Speak up if you feel a working practice is not ethical or breaches this Code of Conduct, either via GSMA contact or via the [Speak Up Policy](#).



ANTITRUST CONFIDENTIALITY



WHAT YOU NEED TO KNOW

The GSMA has an industry role in bringing together competitors and as a result, carries the risk of being subject to antitrust investigations. Any breach or suspected breach of GSMA's antitrust policy will be taken very seriously and may lead to the termination of the organisation's participation or GSMA membership.

All participants shall keep in confidence all confidential information gained throughout their participation in the group and will make no use of any confidential information except as is necessary for the purpose for which it was disclosed.

Q & A

Q: I would like to give a presentation that contains both public and non-public information at an upcoming group meeting. Is this ok?

A: Prior to presenting, check with your own organisation's counsel if the information is confidential and in line with antitrust rules. If they are ok, you can proceed.

WHAT YOU MUST DO

- Comply with the [GSMA's Antitrust Policy](#) in addition to your own organisation's policies. Consult the GSMA's or your organisation's legal counsel on any antitrust issues if you are unsure.
- Be sensitive to the fact that your organisation may compete against some of other operators participating in your GSMA activities. For that reason, you should not disclose competitively sensitive information during GSMA meetings or activities.
- Comply with the [GSMA's Confidentiality Policy \(AA.16 \(18.2\)\)](#).

WHAT YOU NEED TO BE AWARE OF

- The [GSMA's legal team](#) works closely with members' in-house antitrust counsels to ensure best industry practice in both compliance and policy related matters.
- The GSMA includes lawyers in selected group meetings to ensure that antitrust laws are adhered to. Use and follow the GSMA standard antitrust "Do's and Don'ts" for meetings.
- Refer to the classification of all documents. If they are marked 'Confidential', but you believe they should not be, refer to your GSMA contact prior to sharing them publicly or altering the classification.



Want to know more? Visit [Antitrust Do's and Don't's](#), [Antitrust Policy](#), [Confidentiality Policy \(AA.16 \(18.2\)\)](#)

INSIDER TRADING CONFLICT OF INTEREST



WHAT YOU NEED TO KNOW

Strict insider trading rules apply to all GSMA Participants. If you receive any price sensitive, non-public information about any other organisation, you will be regarded as an “insider” and must not trade, encourage or assist others to trade, in this organisation’s securities.

Conflicts of interest can arise when a participant, either individually or as a member representative, has an interest in a decision that could be different from the GSMA’s best interest.

WHAT YOU MUST DO

- Comply with your own organisations’ Insider Trading Policy.
- Comply with the [GSMA’s Conflict of Interest Policy \(AA.41\(A.1\)\)](#).
- Do not disclose any information you have received in the course of your participation at the GSMA that is not public and could be used by anyone to gain a trading benefit.

WHAT YOU NEED TO BE AWARE OF

- Insider trading is prohibited by law and is punishable by imprisonment, criminal fines, civil penalties and private party damages.
- Conflict of interest must be disclosed to [GSMA’s General Counsel](#) and will be treated appropriately.

Q & A

Q: I would like to give a presentation at a GSMA project task force, suggesting a possible business model which may convince other operators to join the project. Is this ok?

A: Check with your organisation’s antitrust counsel to ensure the presentation does not include commercially sensitive information or any suggestion of pricing recommendations. If they are okay, send your presentation to your GSMA contact for distribution to other group members.



Want to know more? Visit [Conflict of Interest Policy \(AA.41\(A.1\)\)](#)

INTELLECTUAL PROPERTY RIGHTS COMMUNICATIONS ON BEHALF OF THE GSMA



WHAT YOU NEED TO KNOW

Intellectual Property is an intangible asset and includes patents, trademarks, know-how and trade secrets. GSMA meetings operate on the basis of respecting the Intellectual Property Rights (IPR) of all who participate.

The GSMA has worked hard as an industry body to build a strong brand and reputation in the industry. We work hard to ensure that any public communication is in the best interest of our Members and have a dedicated team for this.

Q & A

Q: A reporter called and wants a quote on the GSMA's views on the future of 5G. Can I speak to them on your behalf as I am a member of the group and understand the issues?

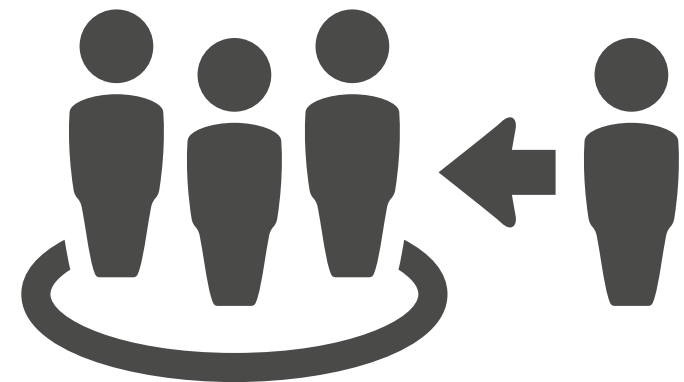
A: No. All communications on behalf of the GSMA MUST go through the [GSMA PR Team](#) and be pre-approved.

WHAT YOU MUST DO

- Comply with the GSMA's [IPR Regulations \(AA.32\)](#) and [Trademark Regulations \(AA.44\)](#).
- Request the GSMA's [written permission](#) prior to any use of the GSMA's brands or other IPR.
- Do not speak on behalf of the GSMA unless you have received written permission from the [GSMA's press office](#). This includes communications with media and analysts, as well as on social media.

WHAT YOU NEED TO BE AWARE OF

- Breach of IPR is prohibited by law and could lead to civil legal proceedings and reputational damage.
- Improper communication on behalf of the GSMA may lead to reputational damage to your organisation and/or the GSMA.



Want to know more? Visit [IPR Regulations \(AA.32\)](#), [Trademark Regulations \(AA.44\)](#)

WHAT YOU NEED TO KNOW

The GSMA is committed to ensuring that all GSMA Participants feel confident that they can report any wrongdoing throughout the course of their participation in GSMA activities, without any risk to themselves or their organisation's position.

Q & A

Q. I wouldn't want my identity to be revealed when I disclose a concern. Can I remain anonymous?

A: Yes. It is possible to make an anonymous disclosures (unless restricted by local jurisdictions). However, we strongly encourage you to make a named disclosure. Should you disclose your name, all information will be strictly confidential.

WHAT YOU MUST DO

- Familiarise yourself with the [Speak Up Policy](#) for Members and Business Partners.
- To make a disclosure, you can make use of one of the following alternatives:
 - [Log a report online](#)
 - Send an [email](#)
 - Telephone call using a local number. A list can be found [here](#). While making a call, please indicate that the call is with respect to GSMA.

WHAT YOU NEED TO BE AWARE OF

All participants are encouraged to report any failure to comply with any of the GSMA policies, this Code of Conduct or any other legal obligations. Some examples may include:

- A breach of the GSMA Code of Conduct for GSMA Participants
- A breach of or failure to comply with GSMA governing documents
- The endangering of an individual's health and safety
- Deliberate concealment of information relating to any of the above
- Misuse of information to further private interests or gain an unfair advantage

GSMA commits to protecting the individual making the disclosure from all forms of retaliation, disadvantage or discrimination as a result of speaking up

GSMA will keep the identity of the individual making the disclosure confidential, to the fullest extent possible and at all times, subject to overriding legal requirements

Want to know more? Visit [Speak Up Policy](#)