



AA.41 - GSMA Regulations

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REGULATIONS OF THE GSMA

The following regulations (the “Regulations”) have been adopted as Regulations of the GSMA on the basis of the Articles of Association of the GSMA (the “Articles”). The definitions in the Articles shall have the same meaning hereinafter.

Definitions

Any definitions below already set out in the Articles shall be deemed amended in accordance with any changes made to these definitions in the Articles.

“Affiliate” means any entity which directly or indirectly controls a Member or is controlled by a Member or is controlled by the same entity as a Member, and for this purpose “control” means the possession by an entity, directly or indirectly, of the power to direct or cause the direction of the management and policies of another entity without needing the consent of any other entity, whether through the ownership of shares or other securities carrying the right to vote, through the composition of the board of directors of such other entity, by contract or otherwise.

“Chair” and “Deputy Chair” means the chair and deputy chair of the Board.

“Corporate Group” means a group of entities comprising an Operator Entity Member and its Affiliate Operator Entity Members from time to time, and where applicable, the relevant Operator Parent Company Member.

“General Counsel” means the GSMA lawyer/attorney overseeing all GSMA legal matters.

“General Meeting” means a meeting of the GA Members of the GSMA held in accordance with the Article 64 of the Swiss Civil Code in force at the time or any Article(s) dealing with the same subject matter in a revised Swiss Civil Code under a differently numbered Articles.

“GA Member” means any Operator Entity Members and Telecommunication Administration Members of the GSMA. Operator Entity Members and Telecommunication Administration Members are the only Membership categories within the GSMA deemed a member able to exercise the powers bestowed upon an GSMA member in accordance with Articles 64 to 68 of the Swiss Civil Code in force at the time or any Article(s) dealing with the same subject matter in a revised Swiss Civil Code under differently numbered Articles.

“Industry Member” means an Industry Member, as defined in PRD AA.24 and supporting documents;

“Leadership Team” means the Director General and the officers of the GSMA, as appointed and directed by the Director General with managing activities of the GSMA.

“Member” means every:

- (i) Operator Entity Member;
- (ii) Telecommunications Administration Members;

- (iii) Operator Parent Company Members;
- (iv) Rapporteur Members,
- (v) Industry Members;
- (vi) Sector Member; and
- (vi) Any other category of Membership approved by the Board upon the recommendation of the Director General upon consultation with the General Counsel.

“Membership” shall be construed accordingly.

“Operator Entity Member” means an entity that qualifies as a Member of the GSMA, by either directly or indirectly:

- (i) being licensed to operate and being allocated frequencies to operate a Network; and
- (ii) operating or preparing to operate a Network by itself or via a member within its Corporate Group, as long as the previously mentioned member itself is an Operator Entity Member of the GSMA;

for the purpose of providing commercial service to the public.

“Operator Parent Company” means an entity that meets the eligibility criteria set out in these Regulations.

“Operator Parent Company Member” means a Parent Company that has been accepted as a Member of the GSMA.

“Rapporteur Member” means a Rapporteur Member, as defined in PRD AA.24 and supporting documents.

“Sector Member” means a Sector Member, as defined in PRD AA.24 and supporting documents.

“Standing Committees” means the committees listed in Regulation 5.

1 Regulation 1 Membership Applications

- 1.1 The GSMA shall duly process all Membership applications in accordance with the Articles, Regulations, and other policies of the GSMA.

2 Regulation 2 Appointment of the Board

- 2.1 Every two years the GA Members will receive the list of newly appointed or reappointed Board members from the Board and will be asked to ratify the list in its entirety.
- 2.2 The Director General shall sit as a member on the Board but, in that capacity, shall not:
 - (i) be considered as a member for the purposes of fixing or calculating any seat numbers under the Articles;

- (ii) be subject to the eligibility requirements or appointment procedure for Board members set out in the Articles; or
 - (iii) be entitled to vote on any resolutions put to the Board for a vote.
- 2.3 The Director General shall be considered to be a member of the Board for all other purposes, including the execution of official documents and instruments on behalf of the Board.
- 2.4 Subject to these Regulations, further details on procedures and timescales for the selection of candidates will be approved by the GSMA Nominations and Governance Committee or the Board.
- 2.5 To be eligible to hold either a pre-selected or rotating seat on the Board, a proposed individual must be either:
 - (i) The chair;
 - (ii) The CEO; or
 - (iii) a member of the Board or executive committee (i.e., a direct report to the chair or CEO);of an Operator Parent Company Member, Corporate Group (if they are to represent that Operator Parent Company or Corporate Group), or a Member (if they are to represent only that Member in the absence of an Operator Parent Company Member or Corporate Group).
- 2.6 Participation of chairs and CEOs of Parent Companies and Corporate Groups is strongly encouraged and the Nominations and Governance Committee, at its sole discretion, reserves the right not to recommend a candidate for a pre-selected or rotating seat to the Board other than a chair or CEO of a Parent Company and Corporate Group.
- 2.7 Subject to Clause 2.5, the procedure for appointment of Board members to pre-selected seats shall be as follows:
 - 2.7.1 The Board shall determine the number of pre-selected seats from time to time in accordance with the Articles.
 - 2.7.2 Subject to Article 12.5 of the Articles, the pre-selected seats shall be assigned to the largest Members or Corporate Groups as measured by a ranking of the Members or Corporate Groups (a) with the largest number of wireless connections (excluding M2M connections), weighted at 50%, and (b) the largest amount of (i) wireless revenue and (ii) fixed line revenue in countries where the Operator Entity Member or Corporate Group has a spectrum license, weighted at 50%.
 - 2.7.3 The calculation of the connections and revenue shall be computed by the GSMA, based on the figures from an appropriate database source and certifications by the Operator Entity Members and/or Corporate Groups.
 - 2.7.4 In preparing the rankings of the largest Members and Corporate Groups by connections and by revenue, an Operator Entity Member or Corporate Group shall be given credit for 100% of the connections and revenue for any consolidated subsidiary. No credit will be given for connections or revenue from a company that is not consolidated into the Operator Entity Member or Group.

- 2.7.5 All connections and revenue of Operator Entity Members or Corporate Groups will be counted, regardless of the technology platform for such connections and revenue.
- 2.7.6 The rank order for connections will be added to the rank order for revenue to create a combined ranking score for each Operator Entity Member or Corporate Group.
- 2.7.7 The pre-selected seats shall be assigned to the Operator Entity Members or Corporate Groups with the lowest combined ranking scores. In the event of a tie in such ranking, the connections ranking will be used as a tiebreaker.
- 2.7.8 The Operator Entity Members or Corporate Groups selected in accordance with Regulation 2.7.6 shall be entitled to propose a candidate for a pre-selected seat on the Board.
- 2.7.9 The Nominations and Governance Committee shall assess such candidates for suitability in accordance with the eligibility requirements set out in these Regulations.
- 2.7.10 The Nominations and Governance Committee shall submit to the Board a recommended list of candidates for pre-selected seats.
- 2.8 Subject to Clause 2.5, the procedure for appointment of Board members to rotating seats shall be as follows:
- 2.8.1 All Operator Entity Members or Corporate Groups, including those on the Nominations and Governance Committee, are entitled to propose to the Nominations and Governance Committee a representative for a rotating seat on the Board in accordance with the Regulations.
- 2.8.2 The Nominations and Governance Committee shall assess suitability of any proposed representative of a Member or Corporate Group in accordance with the eligibility requirements set out in the Articles and these Regulations. Members of the Nominations and Governance Committee representing rotating seats on the Board shall recuse themselves from reviewing or recommending rotating seat candidates.
- 2.8.3 The Nominations and Governance Committee shall submit to the Board a recommended list of representatives of Operator Entity Members or Corporate Groups for rotating seats and shall include the names of all of the individual candidates that have applied for a rotating seat. In determining such recommendation, the Nominations and Governance Committee shall consider the following criteria:
- (i) Group CEOs should be given a strong priority;
 - (ii) Operator Entity Members or Corporate Groups with headquarters in under-represented regions shall be preferred;
 - (iii) past contributions to the Board and to GSMA activities (including committees, working groups, and projects) shall be preferred;

- (iii) Operator Entity Members' or Corporate Groups' previous consecutive rotating seat terms on the Board. Operator Entity Member' or Corporate Groups shall not hold more than three (3) consecutive terms as a rotating seat on the Board unless requested by the Nominations and Governance Committee and approved by the Chair in writing; and
 - (v) gender and regional diversity with regards to the overall composition of the Board.
- 2.9 The Nominations and Governance Committee may also consider the suitability of individual candidates and Operator Entity Members or Corporate Groups seeking rotating seats for participation on Standing Committees or Supporting Groups.
- 2.10 The Board will make the final selection and will appoint the pre-selected and rotating seats from the list provided by the Nominations and Governance Committee. The Board may, but is not obliged to, follow the recommendations of the Nominations and Governance Committee.
- 2.11 The Board will submit the approved list of Board members to the Operator Entity Members for ratification in its entirety.
- 2.12 Where a vacancy for a pre-selected seat has arisen on the Board in accordance with Article 12.12.2, 12.12.3 or 12.12.4 of the Articles, the appointing Operator Entity Member or Corporate Group shall have the right to nominate a replacement representative. However, if the Nominations and Governance Committee does not consider this proposed representative to be eligible, then the Nominations and Governance Committee, as directed by the Board, shall offer that seat to the Operator Entity Member or Corporate Group who has the next highest combined ranking score, subject to:
 - (i) Regulation 2.5; and
 - (ii) that Operator Entity Member or Corporate Group proposing a suitable candidate whom the Nominations and Governance Committee assesses and deems eligible in accordance with the eligibility requirements in the Regulations.
- 2.13 Where a vacancy for a pre-selected seat has arisen on the Board in accordance with Article 12.10 and Article 12.11.1 or 12.11.3, or 12.11.4 of the Articles, then the Nominations and Governance Committee, as directed by the Board, shall offer that seat to the Operator Entity Member or Corporate Group who has the next highest combined ranking score, subject to:
 - (i) Regulation 2.5, and
 - (ii) that Member or Corporate Group proposing a suitable candidate whom the Nominations and Governance Committee assesses and deems as eligible in accordance with the eligibility requirements in the Regulations.
- 2.14 Where a vacancy for a rotating seat has arisen on the Board for any reason, then the Nominations and Governance Committee shall recommend a list of suitable candidates to the Board either from the most recent set of nominations received as part of the last Board appointment process or from an updated list resulting from a renewed call for nominations. In either case, the Operator Entity Member or Corporate Group that previously held the rotating seat shall be entitled to

nominate a replacement candidate, who shall be considered by the Nominations and Governance Committee together with all other candidates. In making its recommendation, the Nominations and Governance Committee shall consider all of the relevant factors leading to the creation of the vacancy as well as the factors set forth in Regulation 2.8.3.

- 2.15 The Board will approve the new members of the Bord nominated pursuant to Regulations 2.12, 2.13 and 2.14 and shall notify them to the Members.
- 2.16 It shall be the responsibility of each Board member to promptly inform the Director General if there is a material change which impacts eligibility of the member company/group or the individual on the Board (for example, the individual on the Board is no longer on the Member Company's Board). Failure to disclose such a material change promptly may lead to expulsion.

3 Regulation 3 Powers and Duties of the Board

- 3.1 Without prejudice to the provisions of the Articles, the Board shall have the following powers and duties, which is a non-exhaustive list:
 - 3.1.1 The expulsion of existing GA Members and Operator Parent Company Members;
 - 3.1.2 The proposal to the GA Members of matters concerning the dissolution of the GSMA;
 - 3.1.3 The proposal to the Members of amendments to the Articles;
 - 3.1.4 The nomination or appointment, as appropriate, and the suspension and dismissal of members of the Board;
 - 3.1.5 The nomination, appointment, suspension and dismissal of the Chair and the Deputy Chair;
 - 3.1.6 The appointment, suspension, and dismissal of the Director General of the GSMA;
 - 3.1.7 The approval of the GSMA annual business plan, and the audited financial statements of the GSMA;
 - 3.1.8 The financial management of the GSMA and the approval of financial procedures;
 - 3.1.9 The overall management of legal and regulatory matters affecting the GSMA;
 - 3.1.10 The approval of any other GSMA business plans;
 - 3.1.11 The establishment of the Dues to be assessed on the Members;
 - 3.1.12 The approval of the GSMA's policies on major strategic and political matters affecting the GSMA internally and/or externally, including without limitation a decision for GSMA or any of its subsidiaries to enter into a new line of business, consistent with the GSMA's objectives;

- 3.1.13 The adoption and amendment of these Regulations and any other regulations, which shall not be contrary to the Articles, it being understood that the General Counsel of the GSMA shall be responsible for amending these Regulations to implement decisions of the Board; and
- 3.1.14 The appointment of advisors, committees, or others to advise it on the discharge of its duties.
- 3.2 Where a potential conflict of interest arises regarding the involvement of a Board member overseeing any matters of the Board, the provisions in the Articles dealing with conflicts of interest of a Board member shall apply.
- 3.3 The members of the Board may meet for the dispatch of business. The Board adjourns and regulates its meetings as they think fit.
- 3.4 The Board shall be entitled to delegate its duties to:
 - (i) the Chair, the Deputy Chair, the Director General, General Counsel, and the Leadership Team or to any committees to be appointed by it; or
 - (ii) the Standing Committees in accordance with Article 5.6;but shall remain ultimately responsible for the duties so delegate d.

4 Regulation 4 The Chair and Deputy Chair

- 4.1 Nomination process for the Chair shall be as set forth herein.
 - 4.1.1 The Chair and Deputy Chair shall be elected by the Board by simple majority vote.
 - 4.1.2 The Chair shall be a CEO or the chair of a Corporate Group.
 - 4.1.3 The General Counsel shall put out a call for nominations for Chair and Deputy Chair in writing to the Board and request responses within a specified period.
 - 4.1.4 Nominations shall be sent to the General Counsel who shall collate them and conduct a confidential vote by email and shall report the results of the vote promptly to the Board.
- 4.2 Term of office.
 - 4.2.1 The term of office of the Chair shall be two years, or shorter if agreed by the Board at the time of the appointment.
 - 4.2.2 The Chair shall ordinarily not serve more than two consecutive full terms.
- 4.3 Role and responsibilities of the Chair.
 - 4.3.1 The Chair presides over the meetings of the Board.

- 4.3.2 Where a potential policy conflict of interest arises from structural business interests involving one or more Members, the Chair, in consultation with the General Counsel, has the discretion to exclude those Members from the meeting and/or convene a separate group or task force composed of such Members to allow such Members to evaluate and pursue issues of common interest.
- 4.3.3 The Director General shall report to the Chair.
- 4.3.4 The Chair will serve as the Chair of the Compensation Committee and shall appoint the members of the Compensation Committee. All other Chairs and member of Committees shall be appointed by the Nominations and Governance Committee or the Board.
- 4.3.5 In the event of a vacancy in the Chair's position, the Deputy Chair will fulfil the functions of the Chair on a temporary basis until the Board selects a new Chair. The Deputy Chair shall not automatically succeed the outgoing Chair.

5 Regulation 5 Committees of the Board

- 5.1 The Board shall have the following Standing Committees:
 - (i) Audit and Risk Committee;
 - (ii) Nominations and Governance Committee;
 - (iii) Compensation Committee;
 - (iv) Business Advisory Committee; and
 - (v) such other committees as the Board may designate by resolution adopted by a majority of the Board.
- 5.2 Each Standing Committee shall have a charter approved by the Board.
- 5.3 Save in the case of Regulation 5.6, each Standing Committee shall advise and formally recommend proposals to the Board on subject matters as provided in that Standing Committee's charter. The Board may, but is not obliged, to follow the recommendations of a Standing Committee. The Board shall remain responsible for any decisions associated with the previously mentioned subject matters.
- 5.4 Each Standing Committee shall keep regular minutes of its proceedings and report its actions to the Board when required.
- 5.5 The Board shall only approve or not approve a recommendation of a Standing Committee in its entirety. Where consensus or an affirmative vote cannot be achieved, the Board shall:
 - (i) refrain from editing or making any material amendments to the recommendations of a Standing Committee; and
 - (ii) instead provide feedback (e.g., reasons for non-approval and suggestions regarding what changes would result in approval) to the respective Standing Committee for resubmission of the recommendations.

- 5.6 In its sole discretion, the Board may delegate its authorities and duties relating to any task to the relevant Standing Committee in line with their Standing Committee Charters set out in Annex A. Such delegation of authority shall not be time limited and shall remain in force unless revoked by the sitting or any subsequent Board in the future. Any decision taken pursuant to the above delegation of authority shall be binding on the GSMA but can be revoked by the Board at any time.
- 5.7 The Chair may appoint a limited number of non-board members to a Standing Committee if it facilitates the efficient functioning of such committee.
- 5.8 The Board may from time to time create “Leadership Groups” equivalent to the ones listed in Annex A, as it sees fit, to advise or propose on specific areas or topics. Each Leadership Group shall be chaired or sponsored by a member of the Board.
- 5.9 The Board may from time to time create executive bodies as it sees fit to implement specific initiatives. These initiatives should be sponsored by a member of the Board.
- 5.10 Board members may attend any meeting of a Standing Committee or a Leadership Group; provided that only members of the Compensation Committee may attend Compensation Committee meetings.
- 5.11 Save in the case of the Compensation Committee, the Director General and the relevant member of the Leadership Team will be standing members of each committee and Leadership Group in a non-voting capacity.
- 5.12 In case of the Compensation Committee, only the Director General will be a standing member of the committee. The Director General may invite members of the Leadership Team or appointed advisors to attend meetings of the Compensation Committee, as they deem fit.
- 5.13 Where a potential conflict of interest arises regarding the involvement of a Standing Committee member overseeing any matters of such Committee, the provisions in the Articles dealing with conflicts of interest of Board members shall apply.

6 Regulation 6 Conduct of Board Meetings/Conference Calls

- 6.1 The Committees and Leadership Groups and other Board-created bodies shall conduct their business in a manner consistent with the Board procedures set out in these Regulations.
- 6.2 Number, location, time of meetings/conference calls.
 - 6.2.1 The Board will convene twice a year by physical meeting. Further meetings/conference calls may take place as and when deemed appropriate by the Chair in consultation with the Director General.

- 6.2.2 The Chair must convene a meeting/ conference call within one month of receiving a request to do so which has been approved by 50% of the members of the Board.
- 6.2.3 The notice period generally required for meetings/ conference calls shall be:
- (i) Physical Meeting — normally two months in advance
 - (ii) Conference Call — normally two weeks in advance
 - (iii) Extraordinary meeting — normally forty-eight (48) hours in advance
- 6.2.4 All Board members shall be required to confirm their attendance in writing as follows:
- (i) Physical Meeting — at least one week in advance
 - (ii) Conference Call — at least forty-eight (48) hours in advance
 - (iii) Extraordinary meeting — not usually required unless specified in the notice
- 6.3 Agendas, Documents and Minutes.
- 6.3.1 The agenda will be set by the Director General in consultation with the Chair.
- 6.3.2 A draft agenda shall be issued to the Board in advance of meetings or conference calls. In the case of:
- (i) Physical Meetings — a draft agenda will normally be issued at least one week in advance.
 - (ii) Conference calls — a draft agenda will normally be issued at least four days in advance.
 - (iii) All items suggested for the agenda shall require prior approval by the Chair before they will be inserted on the agenda.
- 6.3.3 Documents to be submitted to the Board shall adhere to a standard format, style, and numbering.
- 6.3.4 The Director General shall appoint the General Counsel to act as “Secretary” under the Swiss Code of Obligations, who shall be responsible for taking minutes and all other tasks as delegated by the Director General.
- 6.3.5 It is anticipated that the draft minutes will be submitted to the Board, normally within 7 days of the meeting/ conference call.
- 6.3.6 If there are any proposed changes from Board members to the minutes, they should be made to the General Counsel within twenty-four (24) hours of receipt of the minutes unless another period is specified by the Chair.
- 6.3.7 If there are no proposed changes to the minutes, they will be deemed adopted.

- 6.3.8 Where proposed changes are received, they will be reviewed by the Chair in consultation with the Director General. If the proposed changes appear to be relatively minor in nature or are more for editorial or for purposes of clarification, the Chair or Director General may amend the minutes to include the change. Where the proposed change is considered by the Chair or Director General to be material, the proposed change shall be tabled for approval at next Board meeting/ conference call, or they may be approved by written procedure.
- 6.4 Proxy and Quorum
- 6.4.1 An individual Board representative may appoint any other individual member of the Board as its proxy for an entire meeting/ conference call or on specified issues.
- 6.4.2 Any individual Board representative can carry up to five (5) proxies in addition to their own vote.
- 6.4.3 The General Counsel shall provide a proxy form.
- 6.4.4 The Chair shall have discretion to reject proxies received less than twenty-four (24) hours before the commencement of the meeting/ conference call.
- 6.4.5 No decisions shall be made at a meeting/ conference call unless a quorum is present. The quorum necessary for a decision shall be over half of the sitting Board members (excluding the Director General), whether in person or by proxy.
- 6.4.6 For the avoidance of doubt, a proxy can count as part of the quorum.
- 6.4.7 At any time during the meeting/ conference call if the quorum is no longer met, the Chair must conduct decision-making by written procedure or convene another meeting/call.
- 6.5 Voting at meetings/ conference calls
- 6.5.1 The Board shall endeavor to reach decision by consensus.
- 6.5.2 Should the Chair determine that consensus cannot be reached, the Chair has the discretion to move the matter to a formal vote.
- 6.5.3 In a meeting of the Board each member shall have one vote except for the person currently holding the office of Director General, who shall not be entitled to vote.
- 6.5.4 Decisions shall be made by simple majority, save for decisions to remove a company or representative from the Board, which shall require a 71% vote in favour of such action.
- 6.5.5 Simple majority shall mean a resolution passed by more than 50% of the votes duly cast by the Board members who attend, whether in person or by proxy, and vote at a Board meeting/ conference call.
- 6.5.6 Where there is a tie of votes the Chair shall have a second/tie-breaking vote.

- 6.5.7 The General Counsel shall record the outcome of all votes in the minutes of meetings/ conference calls.
- 6.5.8 An individual Board representative who attends a meeting/ conference call but who does not vote for a particular resolution shall not be deemed to have voted for or against the resolution.
- 6.6 Vote by written procedure
 - 6.6.1 To the extent practicable, subject to the discretion of the Chair, significant or substantive matters should be discussed on a conference call or in a face-to-face meeting. Where the Chair decides that an issue is to be decided by vote conducted by written procedure, the Director General, in consultation with the Chair, shall propose appropriate wording for the resolution.
 - 6.6.2 The resolution shall be circulated, and the Board shall have seventy-two (72) hours to respond in writing or such other time as shall be indicated by the Chair. Board members shall respond in writing. Members of the Board may request that any given email decision be deferred until a conference call or face-to-face meeting can be scheduled. The Chair has the discretion, but is not required, to grant any such request based on the circumstances of the matter. However, in a case where such a request has been made or supported by at least three members, then the Chair shall grant such request to defer action on the item until a conference call or face to face meeting can take place.
 - 6.6.3 Failure by a Board member to respond within the prescribed period shall be deemed as an acceptance of the resolution, provided that the Chair and at least two members of the Board vote in favour of the written resolution.
 - 6.6.4 The result of the vote shall generally be communicated to the Board within twenty-four (24) hours of the deadline for the submission of responses.
 - 6.6.5 Board members will be deemed, by virtue of their Board seat, to vote on behalf of their Member/Corporate Group for the purposes of all matters presented to the Members for approval, whether at a General Meeting or by written resolutions. In the event of a conflict between the vote of the Board member and the vote of any other representative, the vote of the Board member shall prevail.
- 6.7 Subject to the provisions below, documents, minutes, discussions and decisions of the Board and Committees and Leadership Groups shall be generally considered confidential.
 - 6.7.1 Notwithstanding the above, Board members shall have discretion to share Board documents and minutes (with the exception of Compensation Committee documentation and minutes) with senior employees in their organisation(s) on a need-to-know basis and shall be responsible for ensuring that such employees maintain the confidentiality of such documents.
 - 6.7.2 There may be occasions where the Board specifically agrees upon a certain position or message which it wishes to have communicated internally and /or externally and may thereafter appoint the Chair or any individual Board representative to communicate this position or message on its behalf.

- 6.7.3 Where individual Board members wish, on an exceptional basis, to disclose confidential information externally (e.g., to the press) they must consult and agree such disclosure with the Chair and/or the Director General in advance of disclosure.
- 6.7.4 Where individual Board members receive material questions concerning confidential Board matters from Members, they should consult with the Chair and/or the Director General for guidance on an appropriate response.
- 6.7.5 The Director General will generally act on behalf of the Board in communicating information both externally and to the membership of the GSMA.
- 6.8 Attendance
- 6.8.1 No alternates shall attend any Board meeting/ conference call in the place of a Board member unless exceptionally permitted by the Chair.
- 6.8.2 An individual Board representative that fails to attend two meetings out of any four consecutive meetings, including where such meetings extend over more than one Board term, shall lose their seat on the Board. Such Board representative shall be entitled to explain to the Nominations and Governance Committee any mitigating circumstances causing the absences that were outside of the Board representative's control. The Nominations and Governance Committee may decide to reinstate the Board representative in question.
- 6.8.3 This provision, and such rules, as modified, shall be binding on all Board representatives.
- 6.8.4 In the case of an extraordinary meeting/ conference call where as little as forty-eight (48) hours' notice is provided (as set out in the above), failure to attend such a meeting or call shall not be considered as attendance failure.
- 6.8.5 In the event that an individual Board representative issues a proxy or attends a physical meeting by telephone, the lack of attendance at a meeting/ conference call shall be considered as a failure to attend for the purposes of this section.
- 6.9 Invitees, Observers and Translators
- 6.9.1 The Chair may approve and issue invitations to non-Board members through the Director General.
- 6.9.2 The Director General and Chair have discretion on deciding who, beyond the appropriate Board members, should be invited as invitees or translators. Written notice of a request to bring a translator should be provided in advance.
- 6.9.3 Board members shall be permitted to have an observer attend any Board meeting at which they are physically present. A Board member shall be permitted to send an observer to a meeting that they do not attend in person only once per series of any four consecutive meetings, including where such meetings extend over more than one Board term. For the avoidance of doubt, attendance at a Board meeting by an observer does not constitute attendance at a Board meeting by a Board member for purposes of Section 6.8.2 or otherwise.

7 Regulation 7 Powers and Responsibilities of the Director General

- 7.1 The Director General shall be the most senior full-time executive and the chief representative of the GSMA.
- 7.2 The Director General shall report to the Chair of the Board and shall be a member of the Board by virtue of their position (and without any need for ratification by the Members under Regulation 2.1).
- 7.3 The Director General shall be responsible for the active and general management of the business and affairs of the GSMA and the implementation of the approved GSMA business plan.
- 7.4 The Director General shall be responsible for the hiring, dismissal, and supervision of the GSMA leadership team, professional staff, consultants, and third-party contractors.
- 7.5 The Director General shall be entitled to delegate, under their responsibility, certain parts of their duties to members of the leadership team of the GSMA, GSMA staff, contractors, advisors, or others as they sees fit but shall remain ultimately responsible for the duties so delegated.
- 7.6 Where a potential conflict of interest arises associated with a particular matter arises on the Board regarding the involvement of the Chair and the Deputy Chair, the Director General shall assume the Chair position for the particular issue in question subject to reporting to the Board instead just the Chair or Deputy Chair and without the ability to cast a vote on the particular matter.
- 7.7 In consultation with the Chair, the Director General shall convene the physical meetings of the Board including agenda-setting and any appropriate meeting preparation. such as discussions with other Board members, to ensure appropriate direction and consensus building.

8 Regulation 8 Proceedings at General Meetings, Written Resolutions

- 8.1 General Meetings shall be convened on a minimum of 21 days' written notice.
- 8.2 The Chair or their designee shall preside as Chair at every General Meeting. In case the position of the Chair is vacant or if the Chair is not present, the Deputy Chair shall chair the Meeting.
- 8.3 The Chair of the General Meeting may, with the consent of any General Meeting at which a quorum is present (and shall, if so directed by the General Meeting), adjourn the General Meeting from time to time and from place to place, but no business shall be transacted at any adjourned General Meeting other than the business left unfinished at the General Meeting at which the adjournment took place. When a General Meeting is adjourned for 10 days or more, notice of the

resumption of the adjourned Meeting shall be given as in the case of an original General Meeting.

8.4 At any General Meeting, a resolution put to the vote of the General Meeting shall be decided by consensus or on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:

8.4.1 by the Chair of the General Meeting; or

8.4.2 by any GA Member or GA Members entitled to vote present or represented and entitled to cast not less than one-tenth of the votes at the General Meeting.

8.5 Resolutions requiring the approval of the GA Members may also be adopted by written resolution approved by the GA Members. Such written resolutions may be approved by email or other electronic means.

8.6 The Board and the Director General, acting within their respective authority, through the GSMA, shall give notice to every GA Member of the intention to seek a decision by written resolution. Such notice shall include the full text or the terms of the proposed decision.

8.7 A GA Member entitled to vote shall have fourteen days from the date of that notice in which to notify the GSMA, which may be by electronic means, whether or not it approves of the proposed decision. In the event that a GA Member that is entitled to vote fails or neglects to notify the GSMA of its decision on the proposed matter within these fourteen days, it shall be deemed to have abstained.

8.8 The document appointing a proxy for a General Meeting shall be deposited with the GSMA.

8.8.1 A proxy shall not be entitled to cast the votes of more than twenty GA Members entitled to vote (including themselves).

8.8.2 A vote given in accordance with the terms of a proxy shall be valid if no intimation in writing of revocation is received by the GSMA before the commencement of the General Meeting at which the proxy is used.

8.9 The proceedings of a General Meeting shall be recorded in minutes. The minutes shall be written by the GSMA within a reasonable time after a General Meeting.

9 Regulation 9 Members' Proposals

9.1 Members may propose appropriate policy positions for consideration by the Board.

10 Regulation 10 Membership Matters

10.1 Any Operator Entity Member entitled to vote within a Corporate Group may authorize a person within such Corporate Group ("Corporate Group Voting Representative") to vote on behalf of such Operator Entity Member.

- 10.2 Any Operator Entity Member wishing to appoint a Corporate Group Voting Representative should notify the GSMA in accordance with the relevant procedures then in force.
- 10.3 In the case of Operator Entity Members who hold a seat on the Board, the Board member shall be automatically designated as Corporate Group Voting Representative in respect of all Operator Entity Members within the relevant Corporate Group.
- 10.4 In the event of a conflict, a vote cast by the Corporate Group Voting Representative shall supersede a vote cast by any other representative within the Operator Entity Member/Corporate Group.
- 10.5 It is the responsibility of Operator Entity Members and Corporate Group Voting Representatives to ensure that the GSMA is advised, if, for any reason whatsoever, the authority of a person appointed pursuant hereunder should be revoked or amended.
- 10.6 A vote given in accordance with the terms this Regulation shall be valid if no intimation in writing of a revocation or amendment is received by the GSMA prior to such vote.
- 10.7 In order for an entity to qualify as an Operator Parent Company Member, a company or entity is required to meet the following criteria:
- (i) it directly/indirectly “controls” two or more Operator Entity Members For this purpose, “control” shall have the same meaning as for “Affiliates” in Article 2.1 of the Articles; and
 - (iii) it is not otherwise eligible to join the GSMA as an Industry Member, Rapporteur Member or otherwise.
- 10.8 It is the responsibility of the relevant Operator Entity Members and Operator Parent Company Members to ensure that the GSMA is notified of the Members which belong to a Corporate Group, including any changes as and when such changes occur.
- 10.9 It is the responsibility of the relevant Operator Entity Members and Operator Parent Company Members to ensure that any flow of Confidential Information between such parties respects the GSMA’s sanctions, confidentiality policy and applicable antitrust rules.

11 Regulation 11 Calculation and Allocation of Dues

- 11.1 The Board shall be responsible for establishing the methodology for the payment of Dues by the GA Members.
- 11.2 Dues shall be levied on each Operator Entity Member in accordance with the following mechanism:

- 11.2.1 Each Operator Entity Member shall be assigned to one of the following nine tiers based on the number of its wireless connections (excluding M2M connections) and its annual revenue (“Tier(s)”). For purposes of this Regulation 11, the annual revenue shall include all wireless revenue and all fixed line revenue in countries where the Operator Entity Member has a spectrum license within its Corporate Group.

Annual Revenue	Wireless Connections	Annual Revenue
Tier 0	Greater than 300 million	Greater than \$50 billion
Tier 1	Greater than 125 million but less than 300 million	Greater than \$17.5 billion but less than \$50 billion
Tier 2	Greater than 75 million but less than 125 million	Greater than \$10 billion but less than \$17.5 billion
Tier 3	Greater than 35 million but less than 75 million	Greater than \$7 billion but less than \$10 billion
Tier 4	Greater than 15 million but less than 35 million	Greater than \$4 billion but less than \$7 billion
Tier 5	Greater than 5 million but less than 15 million	Greater than \$2 billion but less than \$4 billion
Tier 6	Greater than 1.5 million but less than 5 million	Greater than \$1 billion but less than \$2 billion
Tier 7	Greater than 100,000 but less than 1.5 million	Greater than \$5 million but less than \$1 billion
Entry	Less than 100,000	Less than \$5 million

- 11.2.2 In a case where an Operator Entity Member’s revenue and wireless connections would place the Operator Entity Member in different Tiers, the Operator Entity Member shall be assigned the higher of the two Tiers, i.e., the Tier with the lower tier number and higher number of Dues.
- 11.2.3 An Operator Entity Member will be credited with 100% of the wireless connections and 100% of the annual revenue for any entity in its Corporate Group (as defined in Regulation 11.2.3 below). No credit will be given for wireless connections or revenue from entities that are not part of the Corporate Group.
- 11.2.4 All wireless connections and revenue of an Operator Entity Member or Corporate Group will be counted, regardless of the technology used for the connections or revenue.
- 11.2.5 The wireless connections and revenue shall be computed by the staff of the GSMA based on publicly available information in the year prior to the commencement of the fiscal year for which the Dues are assessed.
- 11.3 The numbers of votes allocated to an Operator Entity Member shall be proportionate to the amount of annual Dues an Operator Entity Member has paid, in accordance with its Tier.

	Number of Votes
Tier 0	550
Tier 1	230
Tier 2	155
Tier 3	95

Tier 4	60
Tier 5	30
Tier 6	15
Tier 7	10
Entry	2

- 11.3.1 The aggregate amount of Dues paid annually by a Corporate Group (as defined in Regulation 11.2 above), and the associated votes by the members of a Membership Group, shall be subject to an annual maximum.
- 11.3.2 The maximum number of votes by Members in a Membership Group shall be 550.
- 11.3.3 For Corporate Groups that would otherwise be expected to be allocated more than 550 votes, the £481,250 maximum shall be prorated among the Operator Entity Members of such Corporate Group by the GSMA. The votes allocated to such Operator Entity Members shall be prorated in a similar fashion.

12 Regulation 12 Termination - GSMA Membership

- 12.1 Article 6.1 of AA.16 – GSMA Articles of Association allows for the termination of Membership by the GSMA if the GSMA cannot reasonably be expected to let the Membership continue.
- 12.2 In accordance with Regulation 12.1, on a non-exhaustive basis and at the GSMA's sole determination, the GSMA may terminate a Members' Membership in case of the following "Terminable Actions":
- 12.2.1 A Member's conduct within the GSMA or towards the GSMA or any of its Members is unbefitting or not commensurate with the values or policies of the GSMA.
- 12.2.2 A Member knowingly or negligently:
- (i) has failed to engage with the GSMA, its Members or its affiliates in good faith;
 - (iv) has performed its obligation towards the GSMA without due care;
 - (v) by their acts or omissions, has misled or misinformed the GSMA or its Members;
 - (vi) has undermined or negatively impacted the GSMA value propositions or its businesses; or
 - (vii) is involved in any business, practice, engagements, associations, offerings, employment of or ownership by individuals or other entities that are either not permitted by law, or adversely reflect or impact in whole or part on the standing, credibility, or reputation of the GSMA, its members, or any sector of or the telecommunication industry as a whole;
- 12.2.3 The Member's business, practice, engagements, associations, offerings, employment of or ownership by individuals or other entities makes difficult for the GSMA or its Members to engage with the other Members.

- 12.2.4 The Member is:
- (i) convicted of any criminal offence;
 - (ii) in violation of any trade sanctions; or
 - (ii) other relevant government or judicial imposed restrictions;
- that negatively impacting the GSMA's reputation, standing or operations.
- 12.2.5 Any such actions or omissions by the Member that now or in the future may be deemed by the GSMA as negatively impacting the GSMA's or its Members reputation, standing or operations.
- 12.3 The GSMA reserves the right to suspend a Member's Membership, its participation in Member Gateway, other GSMA tools and services or GSMA activities if the Leadership Team determines at its sole discretion that the Member may have committed or is about to commit a Terminable Action.
- 12.4 The GSMA may, at any time, at its sole discretion and without further liability to the GSMA, terminate the Membership of a Member upon being informed about a Terminable Action.

Annex A Standing Committee Charters

A.1 Charter of the Nominations and Governance Committee

The Nominations and Governance Committee (the “Committee”) is a standing Committee of the GSMA Board (the “Board”) with the responsibilities and duties described in this Charter.

1 Purpose

- 1.1 In accordance with Regulations 5.3 and 5.6, the Committee shall be responsible for overseeing and managing the process of nominating, appointing and electing members of the Board, its Committees, and its Leadership Groups and for overseeing and managing the governance processes of the GSMA, in each case in accordance with the Articles, the Regulations and the decisions of the Board.

2 Composition

- 2.1 All of the members of the Board shall be invited to join the Committee, which shall be composed of three or more members of the Board. The Deputy Chair of the GSMA shall serve as Chair of the Committee. The Director General and General Counsel shall serve as ex officio members of the Committee but shall not have the right to vote.

3 Meetings

- 3.1 The Committee shall meet as circumstances dictate.

4 Responsibilities and Duties

- 4.1 In accordance with Regulations 5.3 and 5.6, the Committee shall be responsible for the following duties:
 - 4.1.1 Overseeing and managing the process of nominating, appointing and electing members of the Board pursuant to the processes described in the Articles and Regulations; provided that the review and recommendation concerning the nominations for rotating seats shall be made only by members of the Committee holding pre-selected seats;
 - 4.1.2 Appointing the members of the Audit and Risk Committee;
 - 4.1.3 Appointing the Chair of all of Committees and Leadership Groups of the Board, provided however that the Chair of the Board shall serve as the chair of the Compensation Committee and shall appoint the members of such committee;
 - 4.1.4 Reviewing and approving nominations by the Chairs of committees to fill vacancies on such Committees; and

- 4.1.5 Reviewing and approving nominations by the Chairs of Leadership Groups to fill vacancies on such Leadership Groups pursuant to the following process:
- (i) Nominations should be made at least three weeks before a meeting;
 - (ii) The candidate should be nominated by the CEO or GSMA Board member; and
 - (iii) The nomination must be supported by evidence that the candidate meets the criteria of “the most senior executive, with the authority to commit the Member.
- 4.1.6 As a guiding principle, the Strategy, Policy, and Technology Leadership Groups shall not have more than 30 members. The members of such Leadership Groups shall be selected through the following process:
- (i) Each Board member shall have the opportunity to recommend a nominee to serve on each of these Leadership Groups;
 - (ii) An additional five positions, plus any positions not filled by the Board members, will be filled by the Chair, in consultation with the Committee, from a list of nominees of qualified candidates maintained by the General Counsel, listing such nominees in the order of their date of nomination, with the nominees with the earliest date of nomination at the top of the list;
 - (iii) If an Operator Entity Member ceases to have a Board representative, any members of such Leadership Groups appointed by such Operating Member shall be permitted to remain as a member of such Leadership Groups for one year following the change in the Board membership;
 - (iv) The attendance rules shall be strictly enforced by the Chair; and
 - (v) The Chair may grant exceptions to the foregoing rules in his or her sole discretion, including without limitation, based on recommendations of the chair of the respective Leadership Group.
- 4.1.7 Overseeing the processes and operation of the Committees and Leadership Groups of the Board pursuant to the terms described in the Articles and Regulations.
- 4.1.8 Periodically reviewing GSMA’s governing documents and processes.
- 4.1.9 Working with the board of directors of GSMA Mobile for Development Foundation, Inc., and the chair of such board.
- 4.1.10 Oversee the management of all GSMA governance processes (save under AA.35 Procedures for Industry Specifications, which provides for an inclusive governance mecha for a wide range of stakeholders), including GSMA Membership, Intellectual Property, and other internal regulatory matters, with the authority to recommend changes to any respective PRDs associated with these matters to the Board.

5 Committee Matters

- 5.1 The agenda for Nominations Committee meetings should be sent two weeks in advance.
- 5.2 Candidates who are interested in applying for a position with a leadership group will be asked to submit their names to the GSMA Director General and to the General Counsel four weeks in advance of the Nominations and Governance Committee meeting where a decision on the nomination will be taken on a confidential basis. All candidates will be informed of the names of other candidates who have applied for the same position, if any, only. All candidates will then have a two-week period to consider whether they wish to submit their name to the full Nominations and Governance Committee or withdraw.
- 5.3 The Committee will seek to reach decisions by consensus but can vote if required. Votes will generally be held by confidential email to the GSMA Director General and to the General Counsel.
- 5.4 As a guiding principle, and to promote broader engagement and representation of GSMA Members, subgroups that report into a Board Leadership Group, including regional groups, should not be chaired by the same company chairing the Leadership Group.
- 5.5 Regional Groups shall be appointed through an open and transparent process. Where there is more than one candidate to chair a regional group, the regional group should aim to propose a candidate by consensus. Where no consensus can be reached, the members of the regional groups shall recommend a candidate following a confidential vote. The name of the proposed regional chair shall then be submitted to the Nominations and Governance Committee for confirmation.

6 Availability of Charter

- 6.1 This Charter shall be posted on the GSMA website.

A.2 Charter of the Audit and Risk Committee

The Audit and Risk Committee (the “Committee”) is a standing Committee of the GSMA Board (the “Board”) with the responsibilities and duties described in this Charter.

1 Purpose

- 1.1 In accordance with Regulations 5.3 and 5.6, the Committee shall be responsible for overseeing GSMA’s financial controls, risk management and financial performance, in each case in accordance with the GSMA’s Articles of Association, the Regulations and the decisions of the Board.

2 Composition

- 2.1 The Committee shall consist of three or more members of the Board with relevant financial experience appointed by the Nominations and Governance Committee. The Nominations and Governance Committee shall appoint the Chair of the Committee. GSMA’s Director General and Chief Financial Officer shall serve as ex officio members of the Committee but shall not have the right to vote.

3 Meetings

- 3.1 The Committee shall meet at least twice times annually or more frequently as circumstances dictate.

4 Responsibilities and Duties

- 4.1 In accordance with Regulations 5.3 and 5.6, the Committee shall be responsible for the following duties:
 - 4.1.1 Appoint GSMA’s independent auditors and review the performance and audit fee arrangements of the independent auditors;
 - 4.1.2 Review with the GSMA and the independent auditors GSMA’s annual financial statements;
 - 4.1.3 Receive and review the independent auditors’ report, which should include a discussion of the results of the audit, any management letter, any internal control deficiencies noted, any adjustments required as a result of the audit, any material audit problems, disagreements or difficulties, and responses thereto by the GSMA;
 - 4.1.4 Have the opportunity to meet with financial auditors directly, if desired;
 - 4.1.5 Review and evaluate the quality and integrity of GSMA’s financial reporting processes, internal controls and compliance and risk management programme;
 - 4.1.6 Being informed about any litigious legal matters that could have a significant effect on GSMA’s financial statements and GSMA’s compliance with applicable

laws and regulations. All legal matters are the purview of the Director General and the Leadership Team on the advice of the General Counsel;

- 4.1.7 Review and evaluate procedures for the receipt and treatment of complaints received by GSMA from third parties and employees regarding accounting, internal controls, auditing, litigious, legal, or regulatory compliance matters, or any other matter that would significantly impact the integrity or reputation of GSMA. and make appropriate recommendations to the Board;
- 4.1.8 Review the GSMA annual business plan, specifically approving all programme budgets in excess of £1m and provide recommendations to the Board for approval of the GSMA annual business plan;
- 4.1.9 Approve business cases for unbudgeted expenditure likely to exceed £1m;
- 4.1.10 Review the Group financial performance and position of the GSMA and report to the Board as necessary; and
- 4.1.11 Oversee the management of tax planning and structuring and associated risk management.

5 Availability of Charter

- 5.1 This Charter shall be posted on the GSMA website.

A.3 Charter of the Compensation Committee

The Compensation Committee (the “Committee”) is a standing Committee of the GSMA Board (the “Board”) with the responsibilities and duties described in this Charter.

1 Purpose

- 1.1 In accordance with Regulations 5.3 and 5.6, the primary purpose of the Committee shall be to assist the Board in fulfilling its responsibilities relating to the determination of compensation for the Director General and GSMA Leadership Team and the compensation policies and practices of the GSMA, in each case in accordance with the GSMA’s Articles of Association, Regulations and the decisions of the Board.

2 Composition

- 2.1 The Committee shall consist of up to five members of the Board appointed by the GSMA Chair. The Chair of the GSMA shall serve as Chair of the Committee. GSMA’s Director General and Chief Financial Officer shall serve as ex officio members of the Committee but shall not have the right to vote.

3 Meetings

- 3.1 The Committee shall meet at least once annually or more frequently as circumstances dictate.

3.2 Responsibilities and Duties

- 3.3 In accordance with Regulations 5.3 and 5.6, the Committee shall be responsible for the following duties:
 - 3.3.1 Review GSMA’s compensation philosophies and policies;
 - 3.3.2 Annually, review and approve annual performance objectives for the Director General, evaluate the Director General’s performance against these objectives, and review and approve the Director General’s total compensation;
 - 3.3.3 Periodically review benchmark studies to determine if the compensation paid to the Director General and the Leadership Team is in line with market;
 - 3.3.4 Determine whether GSMA’s compensation and benefit plans are appropriate and comparable to the market; and
 - 3.3.5 Review GSMA Diversity, Equity & Inclusion initiatives and monitor progress.

4 Availability of Charter

- 4.1 This Charter shall be posted on the GSMA website.

A.4 Charter of the Business Advisory Committee

The Business Advisory Committee (the “Committee”) is a standing committee of the GSMA Board (the “Board”) with the responsibilities and duties described in this Charter.

1 Purpose

- 1.1 In accordance with Regulations 5.3 and 5.6, the primary purpose of the Committee shall be to provide advice to the Board on strategic issues relating to events and other commercial activities of the GSMA to convene or support the mobile industry, and in particular to advise on changes in strategic direction that could impact the GSMA.

2 Composition

- 2.1 The Committee should include 3 or more members of the Board with relevant experience appointed by the Nominations and Governance Committee. The Chair of the Committee may invite industry experts to join in the Committee as appropriate. GSMA's Director General, the CEO of GSMA Ltd. and GSMA's Chief Financial Officer shall serve as ex officio members of the Committee but shall not have the right to vote.
- 2.2 Appointments to the Committee will be made for a period of two years. The Chair of the Committee will be appointed for the same term, renewable once.
- 2.3 The number of serving members of the Committee will be determined by the Nominations and Governance Committee.

3 Meetings

- 3.1 The Committee shall meet in advance of the Board meetings or at such other times as the circumstances dictate.
- 3.2 In accordance with Regulations 5.3 and 5.6, the Committee shall be responsible for providing expert strategic advice and guidance to the Board and GSMA on GSMA's commercial activities, including its events business.

4 Availability of Charter

- 4.1 This Charter shall be posted on the GSMA website.

Annex B Terms of Reference of Leadership Groups

B.1 Policy Group Terms of Reference

The Policy Group (the “Group”) is an advisory body formed by the GSMA Board (the “Board”) with the responsibilities and duties described in these Terms of Reference.

1 Purpose

The primary purpose of the Group shall be to provide advice to the Board on specific issues relating to public policy, regulation, spectrum management, reputation, advocacy, and the use of mobile technology to achieve scale in delivering developmental and social goals.

2 Composition

2.1 The Group should consist of the most senior executives in the policy/regulatory area (e.g., Chief Regulatory Officer or equivalent) within a Member company, with the authority to commit the Member on regulatory/policy matters under consideration by the Group, as approved by the Nominations and Governance Committee.

2.2 The Group should be chaired by a member of the Board appointed by the Nominations and Governance Committee. If none is available, the Nominations and Governance Committee may appoint a Board sponsor for the Group. The Group Chair or sponsor may propose a Deputy Chair from the Group’s membership for Nominations and Governance Committee approval.

2.3 The GSMA’s Chief Regulatory Officer shall serve as an ex officio member of the Committee and be the facilitator of any meetings and activities of the Group.

2.4 Nominations to the Group shall be made by a CEO or Board member to the Nominations and Governance Committee at least three weeks before a meeting. The nomination must be accompanied by evidence that the nominee meets the criteria set forth in Section 2.1 hereof. The Group Chair will be responsible for recommending new members of the Group to the Nominations and Governance Committee for approval by such Committee.

2.5 Appointments to the Group will be made for a period of two years. The Chair of the Group will be appointed for the same term, renewable once.

2.6 The number of serving members of the Group will be determined by the Nominations and Governance Committee.

3 Meetings

3.1 The Group shall meet in advance of the Board meetings or at such other times as the circumstances dictate.

4 Responsibilities and Duties

- 4.1 The Group shall be responsible for the following duties:
 - 4.1.1 Providing expert advice to the Board on matters of public policy and regulation, which have a major impact on the operator community;
 - 4.1.2 Developing industry positions on major regulatory/spectrum management issues for consideration by the Board;
 - 4.1.3 Developing recommendations for the Board concerning the enhancement of the reputation of the mobile industry;
 - 4.1.4 Providing expert advice to the Board on matters related to the GSMA's efforts to develop and foster scalable, life enhancing mobile services with the maximum social and economic impact;
 - 4.1.5 Working with the GSMA Mobile for Development Foundation, Inc. Board; and
 - 4.1.6 Inform the Regional Groups of the activities of the Group on a regular basis.

B.2 Strategy Group Terms of Reference

The Strategy Group (the “Group”) is an advisory body formed by the GSMA Board (the “Board”) with the responsibilities and duties described in these Terms of Reference.

1 Purpose

The primary purpose of the Group shall be to support the Board by developing and proposing strategies for overall strategic focus and direction of the GSMA and the industry and matters of strategic importance to the operator community.

2 Composition

- 2.1 The Group should consist of the most senior executive in the strategy area (e.g., Chief Strategy Officer or equivalent) within a Member company with the authority to commit the Member on strategy matters under consideration by the Group, as approved by the Nominations and Governance Committee.
- 2.2 The Group should be chaired by a member of the Board appointed by the Nominations and Governance Committee. If none is available, the Nominations and Governance Committee may appoint a Board sponsor for the Group. The Group Chair or Sponsor may propose a Deputy Chair from the Group’s membership for Nominations and Governance Committee approval.
- 2.3 A Leadership Team member shall serve as an ex officio member of the Committee and be the facilitator of any meetings and activities of the Group.
- 2.4 Nominations to the Group shall be made by a CEO or Board member to the Nominations and Governance Committee at least three weeks before a meeting. The nomination must be accompanied by evidence that the nominee meets the criteria set forth in Section 2.1 hereof. The Group Chair will be responsible for recommending new members of the Group to the Nominations and Governance Committee for approval by such Committee.
- 2.5 Appointments to the Group will be made for a period of two years. The Chair of the Group will be appointed for the same term, renewable once.
- 2.6 The number of serving members of the Group will be determined by the Nominations and Governance Committee.
- 2.7 Candidates applying for positions in Leadership Groups should follow the process set out in the charter of the Nominations and Governance Committee.

3 Meetings

- 3.1 The Group shall meet in advance of the Board meetings or at such other times as the circumstances dictate.

4 Responsibilities and Duties

- 4.1 The Group shall report to the GSMA Board and shall be responsible for the following duties:
 - 4.1.1 Providing expert advice on matters of strategic importance to the operator community;
 - 4.1.2 Overall strategic focus, direction, and priorities for GSMA and the industry; and
 - 4.1.3 Performing dynamic analysis to drive the industry strategy.

B.3 Technology Group Terms of Reference

The Technology Group (the “Group”) is an advisory body formed by the GSMA Board (the “Board”) with the responsibilities and duties described in these Terms of Reference.

1 Purpose

The primary purpose of the Group shall be to provide expert advice to the Board on matters relating to products and technology architecture evolution, including interoperability. It will be responsible for managing and coordinating relevant GSMA Working Groups.

2 Composition

- 2.1 The Group should consist of the most senior executive in the technology area (e.g., Chief Technology Officer) within a Member company with the authority to commit the Member on technology and operational matters under consideration by the Group, approved by the Nominations and Governance Committee.
- 2.2 The Group should be chaired by a member of the Board appointed by the Nominations and Governance Committee. If none is available, the Nominations and Governance Committee may appoint a Board sponsor for the Group. The Group Chair or sponsor may propose a Deputy Chair from the Group’s membership for Nominations and Governance Committee approval.
- 2.3 The GSMA’s Chief Technology Officer shall serve as an ex officio member of the Committee and be the facilitator of any meetings and activities of the Group.
- 2.4 Nominations to the Group shall be made by a CEO or Board member to the Nominations and Governance Committee at least three weeks before a meeting. The nomination must be accompanied by evidence that the nominee meets the criteria set forth in Section 2.1 hereof. The Group Chair will be responsible for recommending new members of the Group to the Nominations and Governance Committee for approval by such Committee.
- 2.5 Appointments to the Group will be made for a period of two years. The Chair of the Group will be appointed for the same term, renewable once.
- 2.6 The number of serving members of the Group will be determined by the Nominations and Governance Committee.

3 Meetings

- 3.1 The Group shall meet in advance of the Board meetings or at such other times as the circumstances dictate.

4 Responsibilities and Duties

- 4.1 The Group shall be responsible for the following duties:

- 4.1.1 Providing expert advice and recommendations to the Board on matters relating to new products and services and other technology architecture evolution, including interoperability, terminals, networks, and security;
- 4.1.2 Management of the GSMA's Technical Working Groups and Quality assurance and maintenance of all of the GSMA Permanent Reference Documents (PRDs);
- 4.1.3 Assuring the relevant outputs of the Board's major programmes to ensure technical design, architecture & operational consistency;
- 4.1.4 Leading and coordinating GSMA relationships with crucial external partners, standards organisations, other trade bodies and relevant technical fora; and
- 4.1.5 Set annual targets and report against these to the Board. Inform the Regional Groups of the activities in the Group on a regular basis.

Annex C Terms of Reference of Regional Groups

The Regional Groups (each, a “Regional Group”) are advisory bodies formed by the GSMA Policy and Technology Leadership Groups (the “Leadership Group(s)”) with the responsibilities and duties described in these Terms of Reference.

1 Purpose

The primary purpose of the Regional Group shall be to provide advice to the respective Leadership Group and to address specific issues in the region specified in the name of the Regional Group (“Region”),

2 Composition

- 2.1 The Regional Group shall consist of the Regional Group plenary (“Regional Group Plenary”) and expert groups in the Region (“Regional Expert Groups”) as defined below.
- 2.2 The Regional Group Plenary consists of the appropriate executives and experts within the Operator Entity Members or Corporate Groups in the Region, and with the authority to commit its Operator Entity Member and Corporate Group on matters under consideration by the Regional Group.
- 2.3 In accordance with section 5 of the Charter of the GSMA Nominations and Governance Committee, the chairs for Regional Group Plenary shall be appointed through an open and transparent process. Where there is more than one candidate to chair the Regional Group Plenary, the Regional Group Plenary should aim to propose a candidate by consensus. Where no consensus can be reached, the members of the Regional Group Plenary shall recommend a candidate following a confidential vote. The name of the proposed chair of the Regional Group Plenary shall then be submitted to the Nominations and Governance Committee for confirmation.
- 2.3 The GSMA’s lead in the Region shall serve as or appoint a member of GSMA’s staff in the Region to serve as, an ex officio member of the Regional Group and be the facilitator of any meetings and activities of the Regional Group Plenary.
- 2.4 Appointments to the Regional Group Plenary and Regional Expert Groups will be made for a period of two years.
- 2.5 The chair of the Regional Group will be appointed for a period of two years, renewable once and may attend the respective Leadership Group meetings as an observer.
- 2.6 The establishment of new Regional Expert Groups must be approved by the Regional Group Plenary.
- 2.7 Telecommunications Administration Members may join Regional Expert Groups if their national governments are based in the Region.
- 2.8 The most appropriate executives and experts within an Industry Members and Rapporteurs with operations in the Region may join the Regional Export Groups,

if they have the authority to commit the Industry Members and Rapporteurs on matters under consideration by the Regional Expert Group.

3 Meetings

- 3.1 The Regional Group Plenary and each Regional Expert Group shall meet at least twice a year or at such other times as the circumstances dictate (“Regional Group Plenary Meeting”). Face-to-face attendants of Regional Group Plenary Meetings is encouraged.
- 3.2 Attendance at and the conduct of Regional Group Plenary Meetings and Regional Expert Groups will be treated in line with the requirements of the GSMA Regulations (i.e., in particular Regulation 6 above).
- 3.3 The agenda and material for Regional Group Plenary Meeting should be sent two weeks in advance of such meeting with the exception of any Regional Expert Group contributions which can be sent at any time as long as the chair of the Regional Group deems such contributions permissible within the given period.

4 Responsibilities and Duties

- 4.1 The Regional Group Plenary shall be responsible for the following duties:
 - 4.1.1 Providing expert advice to the Leadership Group on specific issues that have a major input on the operator community in the Region;
 - 4.1.2 Generate position papers and consultation responses in the Region;
 - 4.1.3 Ensure consistency between overall GSMA activities with the positions of the mobile operators in the Region;
 - 4.1.4 Providing oversight of the Regional Expert Groups in the region; and
 - 4.1.5 Developing recommendations for the Leadership Group concerning the enhancement of the reputation of the mobile industry.
- 4.2 Additional terms of reference may be agreed for each Regional Group by the Regional Group Plenary as long as they do not contradict these Terms of Reference of a Regional Groups

5 Interaction with the Leadership Group & Working Groups

- 5.1 The Regional Group Plenary shall inform the Leadership Group, as well as the appropriate GSMA Working Groups, of Regional Group activities on a regular basis. In turn the Leadership Groups and appropriate GSMA Working Groups shall inform the Regional Groups of their own activities on a regular basis; and
- 5.2 The Regional Group shall operate in good faith to ensure consistency with global objectives as defined by the Board’s major programmes, advocacy efforts, the respective Leadership Group and the GSMA’s Working Groups.

Annex D Document Management

Document History

Version	Date	Brief Description of Change	Approval Authority
2.0.0	September 2002	Approved by the Executive Committee	The GSMA Board
3.0.0	October 2002	PL Doc 112/02 presented for approval at PL 48	The GSMA Board
3.1.0	September 2003	[Approval of Board]	The GSMA Board
3.1.1	October 2003	Approval of Board	The GSMA Board
3.2.1	April 2004	Approval of Board	The GSMA Board
3.2.2	May 2005	Approval of Board	The GSMA Board
3.3.0	November 2006	Approval of Board	The GSMA Board
3.4.0	March 2007	Approval of Board	The GSMA Board
3.5.0	June 2007	Approval of Board	The GSMA Board
3.6.0	July 2010	Updated to reflect current governance and inclusion of terms of reference and operating procedures	The GSMA Board
3.7.0	September 2011	Board Approval of Governance Committee Recommendations; Amended Dues Formula	The GSMA Board
3.8.0	March 2012	Amendments related to Fast Track Projects, Regional Group CEO Councils, and other governance changes	The GSMA Board
3.9.0	July 2012	Amendments related to rotating seats and committee chairs	The GSMA Board
3.10.0	February 2014	Amendments related to project governance and other matters	The GSMA Board
3.11.0	June 2014	Amendments to operator ranking mechanism	The GSMA Board
3.12	February 2017	Revisions to Committees Charters and Terms of Reference for leadership groups	The GSMA Board
3.13	February 2018	Revision to Regulation 2.5 and Nominations and Governance Committee Charter	The GSMA Board
3.14	August 2018	Revision to Regulations 2.5, 6.8 and 6.9	The GSMA Board

3.15	March 2019	Revision to Regulations 4.3 and 11 and Annexes B.2 and D	The GSMA Board
3.16	May 2019	Business Advisory Group converted to Standing Committee	Nominations and Governance Committee
3.17	October 2022	Revision to Regulation 10.2 regarding entities qualifying as a Parent Company	The GSMA Board
4.0	January 2024	Governance Refresh	The GSMA Board

Other Information

Type	Description
Document Owner	The GSMA Board
Editor / Company	Monique Cormier (GSMA)