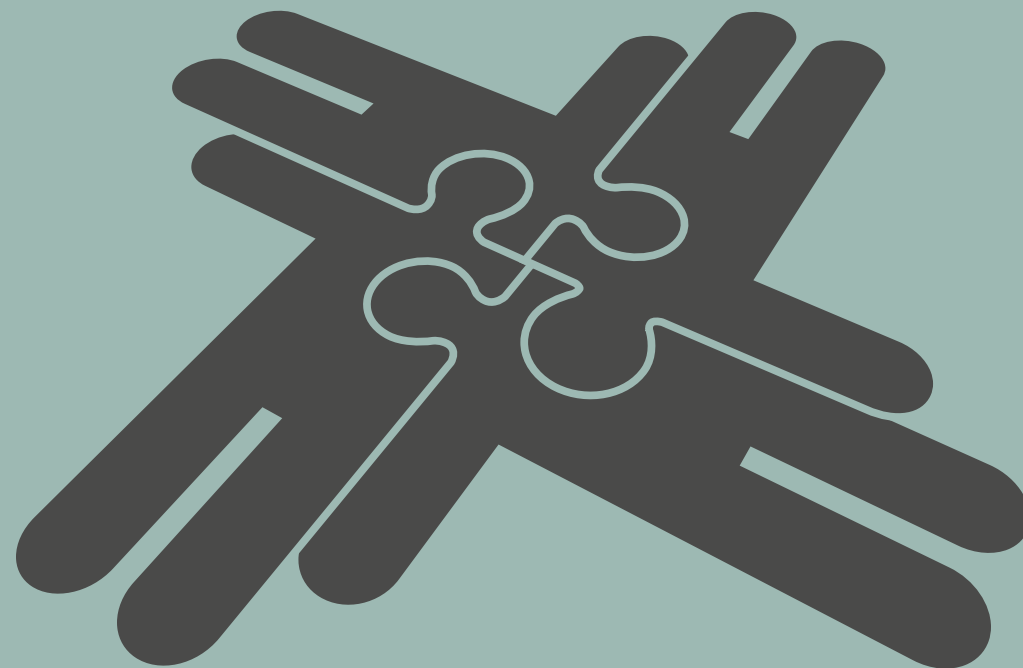




GSMA Code of Conduct

September 2016



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DIRECTOR GENERAL'S MESSAGE:



Dear GSMA colleague,



Welcome to the GSMA Code of Conduct. The Code is designed to help each of us conduct our business lives with integrity and in line with the GSMA's corporate values.

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 practices outlined in the Code of Conduct are critical in ensuring we meet expectations in these areas. In today's increasingly complex environment, particularly for companies operating on a global basis, it's important for each of us to understand and follow the principles detailed in the following pages.

The Code of Conduct provides crucial guidance on many facets of doing business, from safeguarding GSMA employees and corporate assets and information, to ensuring staff are fully aware of antitrust and anti-corruption practices, and more. Of course, this practical information is just one element of the Code; you also have the support of your line manager and the broader leadership team, as well as other internal and external resources, to help you address issues as they arise.

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

Mats Granryd
Director General

INTRODUCTION



The Code of Conduct applies to all representatives of the GSMA, including employees and contractors.

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 that should be given to others. We also provide guidance on further information sources, to help you use your own good judgement.

YOUR RESPONSIBILITY

At the GSMA, you are expected to:

- Behave in an ethical manner, taking pride in your actions and decisions.
- Comply with the principles and rules in our Code of Conduct and fulfil your legal and regulatory obligations.
- [Speak Up](#) if you feel a working practice is not ethical or breaches our Code of Conduct.



MANAGER RESPONSIBILITY

As a line manager, you have a responsibility to ensure that your team are aware of the Code of Conduct and corresponding policies, taking appropriate action where needed.



OUR PEOPLE



EQUAL OPPORTUNITY, HARASSMENT AND HUMAN RIGHTS

WHAT YOU NEED TO KNOW

The GSMA is committed to creating a work environment free of harassment and bullying, where everyone is treated with dignity and respect.

The GSMA does not tolerate any form of harassment and all complaints will be dealt with in a serious and confidential manner.

The GSMA strongly supports the principles of equality and diversity within employment. We aim to create an environment in which cultural diversity and individual differences are positively valued in a work place free from harassment and discrimination, where individuals are encouraged to develop, maximise their true potential and experience equality of opportunity.

Q & A

Q. Some of my colleagues comments make me feel uncomfortable. What do I do?

A. If their comments make you uncomfortable, tell them to stop and speak to your line manager or HR.

WHAT YOU MUST DO

- If you see someone being harassed, please let a line manager or HR know.
- If you feel someone is bullying or harassing you, you can seek confidential advice from a manager or HR.
- Do not tolerate any behaviour that you or someone else may feel is unacceptable.

WHAT YOU NEED TO BE AWARE OF

Bullying is offensive, intimidating, malicious or insulting behaviour. It is an abuse or misuse of power which is meant to undermine, humiliate or injure a person over a sustained period of time.

Harassment is unwanted conduct that violates a person's dignity or creates an intimidating, hostile, degrading, humiliating or offensive environment. It should take into account all the circumstances and the perception of the victim. Harassment may be related to sex, race or ethnic or national origins, disability, sexual orientation, religion or belief, age or any other personal characteristic of the individual.



Want to know more? Visit [Dignity at Work Policy, Equality & Diversity Policy](#)

OUR PEOPLE



HEALTH AND SAFETY, AND WORKING CONDITIONS

WHAT YOU NEED TO KNOW

The GSMA recognises the importance of ensuring you remain safe at work and is fully aware of its responsibilities as an employer to provide a safe working environment.

The GSMA will take all reasonable steps to meet its obligations under any relevant health and safety legislation in the country in which you are working.

WHAT YOU MUST DO

- Act with due care at all times.
- Follow instructions and emergency procedures.
- Use correct safety equipment and clothing.
- Use care when dealing with hazardous chemicals.
- If you see anything you consider unsafe, report it to your line manager.

WHAT YOU NEED TO BE AWARE OF

- Should an accident occur, report immediately to the central [Facilities Team](#).
- GSMA offers additional assistance for safety and risks assessments prior to and during travel on [Travel Connect](#).
- Health and safety is a joint responsibility between employer and employee.

Q & A

Q. I am on a conference call in the office and there is a fire drill. Do I need to leave?

A. Yes. Everyone in the building is required to leave, regardless of what they are doing. Fire drills are for your safety so you know where to go should there be a fire.



Want to know more? Visit GSMA's [Employee Handbook, Health & Safety Policy](#)

OUR PEOPLE



SPEAK UP

WHAT YOU NEED TO KNOW

The GSMA is committed to ensuring that all staff feel confident that they can report wrongdoing without any risk to their career.

GSMA strongly encourages every individual to report any concern or case where they genuinely, and in good faith, believe that any one of the below is occurring, has occurred or may occur within the GSMA:

- A breach of our Code of Conduct or a law, including, but not limited to, antitrust, fraud and corruption
- Questionable accounting or auditing practices
- A miscarriage of justice
- The endangering of an individual's health and safety
- Damages to the environment
- Improper or unethical conduct including discrimination
- Misuse of information to further private interests or gain an unfair advantage
- Deliberate concealment of information relating to any of the above

WHAT YOU MUST DO

- You can raise your concerns by contacting [GSMA's General Counsel](#) or [HR Director](#).
- Alternatively you may wish to use our external reporting channels to log a [report online](#), send an [email](#) or make a [phone call](#).
- Familiarise yourself with [the policy](#) and your rights.

WHAT YOU NEED TO BE AWARE OF

GSMA also encourages all members and business partners to Speak Up, should they see any wrongdoings within the GSMA. For further information, see our external [Speak Up Policy](#).

Q & A

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

A. Yes, It is possible to make an anonymous disclosure through the reporting channels that have been provided (unless restricted by local jurisdictions). However, we strongly encourage you to make a named disclosure. Your identity will remain confidential and there will be no ramifications to you as a result of speaking up.



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

BUSINESS INTEGRITY



ANTITRUST

WHAT YOU NEED TO KNOW

GSMA has a role in the industry bringing together competitors and as a result, carries the risk of being subject to antitrust investigations. The consequences of an antitrust breach range from reputational damage and investigations ("Dawn Raids") to fines and imprisonment.

Everyone at GSMA, regardless of role, is exposed to antitrust risk as you handle, directly or indirectly, member information. Even non-intentional behaviour, such as the exchange of commercially sensitive information between competitors, can constitute a breach of antitrust law.

Q & A

Q: I am working on a project with several operators and I'm not sure if I can share certain data. What should I do?

A: If the data is not in the public domain, and may contain commercially sensitive information it should not be shared between operators. If in doubt, ask the [Legal Team](#).

WHAT YOU MUST DO

- Attend the mandatory antitrust induction training within 4 weeks of joining and annual refresher training. To sign up for annual training, email [Learning & Development](#).
- Familiarise yourself with the GSMA Antitrust Policy.
- Involve the [Legal Team](#) in documents and presentations reviews.
- If in doubt, ask your line manager or the [Legal Team](#).

WHAT YOU NEED TO BE AWARE OF

- Additional information regarding antitrust compliance is provided on Connect.
- GSMA's [Legal Team](#) provide project support and ad-hoc advice.



Want to know more? Visit [Antitrust Know How](#), [Antitrust Policy](#)

BUSINESS INTEGRITY



INSIDER TRADING AND CONFLICT OF INTEREST

WHAT YOU NEED TO KNOW

Insider trading is trading based on inside information, i.e. the trading, or encouraging or assisting others to trade, in the securities (shares, stock, bonds, options etc) of a public listed company by individuals, with access to price sensitive non-public information about the company. The term “insider” applies to anyone who possesses non-public information regarding the business of a publically listed company. “Price sensitive information” is information which, if it were made public, would be likely to have a significant effect on the price of a company's securities. Insider trading is illegal, as it is seen as unfair to other investors who do not have access to the information.

Conflicts of interest can arise when an employee has an interest in a decision that could be different from the GSMA's interest. This can range from being involved in decisions that affect fellow employees who are relatives to the awarding of a contract from which the employee may benefit financially.

WHAT YOU MUST DO

- Do not disclose any information you have received in the course of your work at GSMA which is not public and could be used by anyone to gain a trading benefit, and take appropriate measures to prevent the misuse of sensitive information.
- If you are considering buying or selling Members' securities, you must comply with the GSMA Insider Trading policy.
- If you think you have a conflict of interest you should tell your Line Manager. In addition, if you are authorised to sign purchase orders, or award contracts for goods, materials or services make you sure you comply with the [Delegation of Authority Policy](#).

WHAT YOU NEED TO BE AWARE OF

- Insider trading is prohibited by law and can be punished by imprisonment, criminal fines, civil penalties and private party damages.

Q & A

Q. I have just heard rumours that GSMA Full Member organisation X is likely to acquire Associate Member organisation Y. It sounds like a great acquisition, can I buy shares in either company?

A: Make sure the rumour is based on published information, such as newspaper articles. If you have only heard this from GSMA Members or at GSMA meetings, you should not act on this information, or encourage others to act on it, even if it is unconfirmed.

Want to know more? Visit [Insider Trading and Conflict of Interest Policy](#)

BUSINESS INTEGRITY



ANTI-BRIBERY & CORRUPTION AND ETHICAL SUPPLY CHAIN

WHAT YOU NEED TO KNOW

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.

An act of corruption will be if any person requests, receives, accepts, gives or offers any kind of improper advantage, favour or incentive in connection with a position, office or assignment.

The GSMA is also committed to eradicating all forms of forced or trafficked labour ("Modern Slavery") from its supply chains and has put in place safeguards to ensure that its supply chains are ethical.

Q & A

Q. I've been invited to a large sporting event by a supplier, can I attend?

A. That depends. If the supplier is bidding for a GSMA contract, you cannot. Consider the circumstances and if you do accept, don't forget to put the details on the [Gift Register](#).

WHAT YOU MUST DO

- You must not give, promise, offer or accept any kind of bribe or other improper payments or favours in any country. You should never put yourself in a position where you could be accused of taking or offering bribes or inducements for your own or the GSMA's gain.
- If you receive a gift over £100 (or local currency equivalent), you must register it on GSMA's [Gift Register](#).
- If you give a gift or offer hospitality, do not forget to record it on [Concur](#) or [FocalPoint](#) as Gifts - Client (Code - 300141).
- If you are involved in the procurement of goods or services for the GSMA, you must ensure that suppliers commit to the [GSMA Supplier Code of Conduct](#).

WHAT YOU NEED TO BE AWARE OF

- When inviting non-GSMA people, notably public officials, ensure that you comply with the [Anti-Bribery & Corruption Policy](#).
- Corporate hospitality is perfectly legitimate as long as it is not considered a bribe. A bribe is where financial or other advantage is offered with the intention of influencing the recipient in his or her official role and thereby securing business or a business advantage.
- GSMA has system and controls to ensure modern slavery does not occur in any of GSMA's global operations or in any supplier that we conduct business with, including a [Anti-Slavery and Human Trafficking Policy](#). You can also find further details on the statement on [gsma.com](#).
- Additional guidance on Gifts is available in the [Anti-Bribery & Corruption Policy](#), to help you make an informed decision on acceptable forms of gifts and hospitality.

Want to know more? Visit [Anti-Bribery & Corruption Policy including Gift Register, Supplier Code of Conduct](#)

BUSINESS INTEGRITY



TRAVEL AND EXPENSES

WHAT YOU NEED TO KNOW

The GSMA has a role in convening the industry and as a result is a highly travelled organisation. When incurring expenses on behalf of GSMA, you are expected to minimise costs without impairing the efficiency of the company.

The GSMA performs its duty of care to staff and other parties travelling on GSMA business through the provision of a central travel management company, appropriate insurance cover and travel safety management services.

The travel and expense policy is intended to establish equitable standards and to achieve consistent and fair treatment of all employees who incur such expenses.

Q & A

Q. I can find a cheaper hotel on booking.com, can I book directly?

A. No. It is important that GSMA can trace staff incase of an emergency. Centralised purchasing also enables us to negotiate corporate rates for the benefit of all travellers.

WHAT YOU MUST DO

- Familiarise yourself with the GSMA [Travel & Expense Policy](#).
- All hotel and flight bookings must be made via the GSMA appointed travel management company, [Egencia](#).
- All expense reimbursement requests must be made via [Concur](#). By submitting your claim, you have attested that all items incurred are exclusively and necessarily in the performance of the duties of your employment.
- Line managers or designated approvers are responsible for reviewing and approving employees' expense claims to ensure propriety of the expenses, completeness of documentation, and adherence to policy.

WHAT YOU NEED TO BE AWARE OF

- Submitted expense claims not completed within GSMA policy guidelines can be rejected and sent back to the staff member.
- It is your responsibility to ensure that you have the appropriate visa for travel. GSMA has a service that can [assist](#).
- Booking via Egencia facilitates accurate management information, enables GSMA to leverage negotiated corporate deals and ensures travellers are easily traced in case of emergency.
- Prior to travel to any destination, familiarise yourself with local customs and [security risks](#).



Want to know more? Visit [Travel & Expenses Policy](#)

BUSINESS INTEGRITY



PROTECTION OF ASSETS AND INTELLECTUAL PROPERTY RIGHTS

WHAT YOU NEED TO KNOW

The GSMA information assets are varied and may include financial, physical or intangible. It can include buildings, funds, software, know-how, data, and intellectual property (IP).

IP is a key strategic asset and must be managed with due care. IP is an intangible asset and includes patents, trademarks, know-how and trade secrets.

All GSMA Members, Associate Members, Rapporteurs and Non-Members, participating in a GSMA "Activity", i.e. GSMA project, forum or other group etc., ("Activity Participant") will be subject to the GSMA IPR Regulations (AA.32).

Q & A

Q. I have lost my phone, what do I do?

A. It is important to remember that confidential information could be accessed via your device. Email [IT Helpdesk](#) immediately to notify them and allow them to disable your mobile. You will receive a response within 2 hours during work hours and a replacement will be sent to you.

WHAT YOU MUST DO

- Remain in control of all GSMA assets in your possession at all times. This also covers laptops, phones, tablets, etc.
- If you misplace or know of any stolen GSMA property, report it immediately to your line manager.
- Do not use third party IP without the permission of its owners.
- Each GSMA Employee responsible or assigned to a GSMA "Activity" is obliged to ensure that any "Activity Participant" has signed the required GSMA documentation in relation to AA.32.

WHAT YOU NEED TO BE AWARE OF

- All GSMA assets must be used with care and responsibility.
- GSMA has a [Clear Desk Policy](#) which helps to ensure confidential information is kept secure.
- IP generated during the course of your employment may be considered a GSMA asset and controlled appropriately.



Want to know more? Visit [Intellectual Property Rights Policy](#), [Information Security Policy](#)

BUSINESS INTEGRITY



CONFIDENTIALITY, DATA PROTECTION AND PERSONAL USE OF IT

WHAT YOU NEED TO KNOW

You handle confidential information daily. The GSMA has system and network-level protections that help ensure data is secure with your cooperation.

The GSMA holds data about employees, members, customers and other individuals which is subject to the provisions of data protection legislation in the appropriate country.

In the course of your work, you're likely to use a work computer, phone, tablet, etc. If you use it for personal use, be brief and keep it professional.

Q & A

Q. I'm working from home and it is easier to send the file to my personal email and bring it up on my personal computer. Is that okay?

A. No. Information on your personal computer is not protected in the same way as the information on the GSMA network.

WHAT YOU MUST DO

- Handle all confidential information with due care, in line with [GSMA's Articles of Association \(AA.16 \(18.2\)\)](#).
- Keep all work-related data and information safe and only share if pre-approved.
- Use only approved tools and equipment.
- Keep personal use of IT facilities professional.

WHAT YOU NEED TO BE AWARE OF

- Reasonable personal use of the IT facilities is permitted during appropriate times.
- Unsecured data could result in risk to the GSMA or your reputation.
- Our members have an expectation that the GSMA collect, use, and share information in a safe and appropriate manner.



Want to know more? Visit [Confidentiality Policy, Data Protection Policy \(AA.16\(18.2\)\)](#)

BUSINESS INTEGRITY



RECORDS MANAGEMENT AND, ACCOUNTING AND REPORTING

WHAT YOU NEED TO KNOW

The GSMA strives to keep accurate records which can relate to member information, legal, tax, regulatory, accounting and employees. Local laws require some originals to be kept in certain jurisdictions for compliance, tax, and accounting purposes.

The GSMA adheres to all local and global accounting and reporting requirements.

WHAT YOU MUST DO

- A select number of countries require original expense receipts to be kept for tax purposes. Do your part and refer to [Connect](#) and see if this is applicable to you.
- Ensure you are entering the correct project code. Refer to the project code list on [Connect](#) which is updated monthly

WHAT YOU NEED TO BE AWARE OF

- Incorrect project codes entered cause delays or errors in reporting.
- Share your knowledge. If there is a new regulation in your region that you think the GSMA may not be aware of, please share. Contact the [Finance Team](#).



BUSINESS INTEGRITY



DELEGATION OF AUTHORITY, PROCUREMENT POLICY, INTERNAL CONTROLS

WHAT YOU NEED TO KNOW

The Delegation of Authority (DOA) is a business tool that defines who has the authority to enter into business transactions on behalf of the GSMA. Business transactions can be defined as contracting, purchasing or signing up to products/services.

Internal controls are in place to protect the GSMA and our people. They can be in the form of daily procedures that operate in your respective departments, online checks (Concur/Salesforce approvals) and even the DOA.

GSMA purchasing and contracting activities need to be capable of identifying, minimising and managing risks that may threaten the supply chain or the GSMA.

Q & A

Q. How do I know if I can enter into a contract?

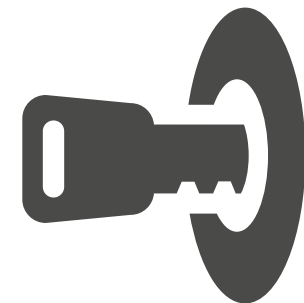
A. There is an approved [budget holder list](#) on Connect updated monthly and linked to the [DOA](#).

WHAT YOU MUST DO

- Familiarise yourself with the [DOA](#) and refer to it prior to signing any contracts.
- Use the approved systems and manual controls that are in place at the GSMA. Do not try to bypass them.
- Familiarise yourself with the [GSMA Procurement Policy](#) and procedure. If you are unsure speak to your [Finance Business Partner](#).

WHAT YOU NEED TO BE AWARE OF

- Salesforce, Focalpoint, and Concur reflect the authorities of the [DOA](#).
- There are certain countries that the GSMA does not have a presence in. If you are looking to sign a new contract or stage an event in a country new to the GSMA, ask for support from the [Finance Team](#) prior to engaging to prevent exposing the GSMA to tax or other regulatory risks.
- The GSMA is committed to minimising the social, environmental and ethical impact of our supply chain. All of our suppliers are expected to adhere to the [GSMA Supplier Code of Conduct](#).
- If you are unsure speak to your [Finance Business Partner](#).



Want to know more? Visit [Delegation of Authority Policy](#), [Procurement Policy](#)

COMMUNICATION



EXTERNAL RELATIONSHIPS

WHAT YOU NEED TO KNOW

Our reputation is fundamental to the success of the GSMA and we have daily interaction with members, customers and suppliers.

Employees are representatives of the GSMA while at work and high standards of conduct and performance are expected.

WHAT YOU MUST DO

- You should treat all external companies, particularly suppliers, without discrimination and in a professional and fair manner.
- Act in a professional manner at all times, both in formal and informal settings.

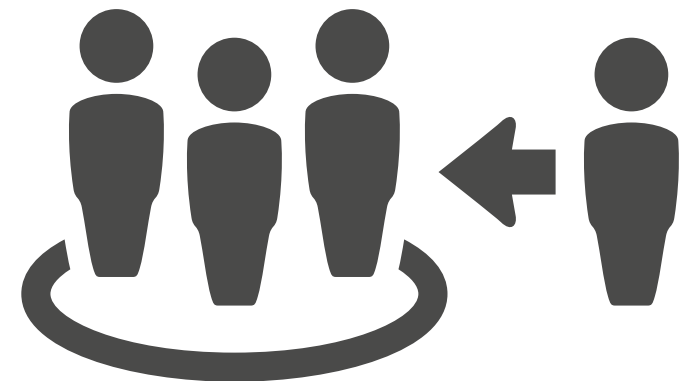
WHAT YOU NEED TO BE AWARE OF

- Inappropriate interaction with external parties can cause reputational damage to the GSMA which could result in loss of members, suppliers or customers.
- If you are having difficulty with an external party, remain professional and speak to your line manager or another manager for advice.

Q & A

Q. I am having difficulty with a supplier who is causing my project to be delayed. What should I do?

A. Remain professional in all correspondence. If you feel the terms have not been met, contact your [Finance Business Partner](#) or your line manager for advice.



COMMUNICATION



BUSINESS COMMUNICATIONS AND PUBLIC DISCLOSURES

WHAT YOU NEED TO KNOW

You represent the GSMA as well as our members. Ensuring any external communications are appropriate, at all times, is essential. Failure to do so could damage the GSMA's reputation and its ability to represent its members effectively.

Any interaction between the GSMA and members of the media or industry analysts should be managed by the PR Team. Likewise, you should not engage in social media activities on behalf of the GSMA without first consulting with the Social Media Team.

Q & A

Q. A reporter called and wants a quote on my experience at MWC. Can I speak to them?

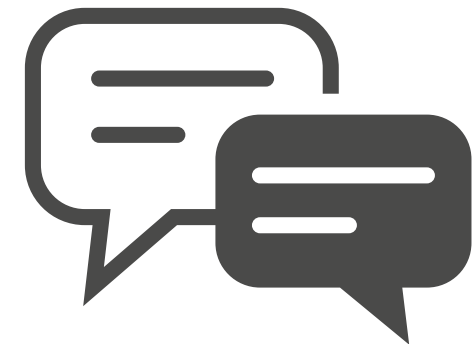
A. No. All communications MUST go through the PR Team and be pre-approved. If you are unsure, speak to the [PR Team](#).

WHAT YOU MUST DO

- Ensure public disclosures are true, accurate, consistent and not misleading.
- Do not engage with the media unless pre-approved by the PR Team. All inquiries from press, or regarding PR activities, should initially be directed to the [PR Team](#). They will evaluate the specific opportunities and determine the GSMA's participation and next steps. Refer to [Connect](#) for details.
- If you want to undertake or participate in any social media in your capacity at the GSMA, first contact [Senior Manager, Social Media](#).
- If you want to develop website or app content, contact [Digital Director](#), Marketing and Communications. It is against company policy to engage and instruct external designers or developers and begin new web or app projects, without prior consultation and agreement.
- All communications developed should adhere to the [GSMA Brand](#) guidelines.
- Share information responsibly and in line with confidentiality expectations.

WHAT YOU NEED TO BE AWARE OF

- If you are interested in undertaking external communications, involve the appropriate member of the Marketing Team from the outset.
- Inaccurate or inappropriate communication can damage the GSMA's reputation and potentially our members.



Want to know more? Visit [Marketing on Connect](#) for [Social Media Policy](#), [Brand Guidelines](#), and [Online Policy](#)