

Employee Code of Conduct and Values Statement

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The Code of Conduct will be updated from time to time by Mavenir in its sole discretion. Employees must periodically review the Code of Conduct so that they are aware and current on their compliance with their obligations under the Code of Conduct.

Code of Conduct and Values Statement

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WE ARE MAVENIR

Mavenir is building the future of networks and is a pioneer in advanced technology, focusing on the vision of a single, software-based automated network that runs on any cloud. As the industry's only end-to-end, cloud-native network software provider, Mavenir is focused on transforming the way the world connects. Our services accelerate software network transformation for 250+ CSPs in over 120 countries, which serve more than 50% of the world's subscribers.

Mavenir's Mission

Building the future of networks with cloud-native software that runs on any cloud and transforms the way the world connects.

Mavenir's Vision

One Network. Any Cloud. All Software

Mavenir's Brand Promise

Keep Innovating

Creating competitive edge with our commitment to innovation

Mavenir's Brand Values

United: One Company; One team; One Unified Vision

Passionate: Customer Success; Innovation; Winning

Honorable: Integrity; Respect; Commitment

Fearless: Courageous, Bold, Determined

Our Culture

Customer Focus

Collaborative

Leadership With Accountability

Agility

Quality

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Message from Pardeep Kohli, President and CEO

Our Values Statement describes what we believe in, and our Code of Conduct describes how we behave, acting as our commitment statement. What we believe and how we behave should be indistinguishable from one another; therefore, we have brought them together in one integrated document. Our Code of Conduct is a set of guidelines designed and intended to promote honesty, ethical behavior, mutual respect and lawful conduct in all our business dealings. It applies to all employees, officers and directors of the Company worldwide.

Our Code of Conduct conveys many important messages to our employees, our customers, our business partners and vendors, as well as our equity holders and the general public. However, and most of all, it demonstrates our commitment. We are committed to maintaining high ethical standards when conducting our business. Our reputation and success depend on doing business with integrity and delivering on our promises to our equity holders, customers and employees.

We are committed to the success of our customers and strive to exceed their expectations in finding solutions to address their needs in the marketplace. We cannot face the challenges of today with the skills, knowledge and action of yesterday and expect to be in business tomorrow. Our mantra is to think beyond. Our Code of Conduct reflects our hopes, and indeed our expectations, for the workplace and for that portion of the greater world where we can provide some influence. We envision a world where all people are respected and valued; a world where disagreements are handled professionally and equitably; a world where fair competition is an ideal to be revered, not an obstacle to be circumvented; a world where commerce is conducted with honor and transparency.

Fortunately, the path forward is not one we must travel alone. Through teamwork, with our co-workers and business partners, we combine our efforts, skills and passion to navigate the industry, generate great results, drive prosperity and achieve our common goals.

The document you are about to read is full of hope and promise. But just as importantly, it is backed with conviction, certainty and authority. The Code of Conduct contains the standards by which we pledge to conduct ourselves. We are committed to upholding these standards in all our business interactions. We are committed to building ONE Mavenir!



Pardeep Kohli
President and Chief Executive Officer, Mavenir

¹ The “Company” means Mavenir Private Holdings II Ltd and all direct or indirect wholly-owned subsidiaries. While our Code of Conduct does not directly apply to independent contractors, external sales agents, consultants or other third parties, the Company will endeavor to ensure that all third parties abide by the spirit of Our Code of Conduct when conducting business with Mavenir employees or on behalf of the Company.

UNITED AND FEARLESS

We never accept the first solution, the second or the third; we dig deeper and challenge the status quo – always thinking beyond.

What box? There are no limits to what we can achieve or how we can help our customers be successful, stay relevant and remain ahead.

We produce innovative communication products and services utilizing all the technology at our fingertips.

A big part of what enables us to be FEARLESS lies in knowing the difference between FEARLESS and reckless. This document helps define the key pillars of ‘being united’ and ‘doing the right thing’ that will enable our ability to be FEARLESS and keep us from becoming reckless.

1.1 Workplace Behaviors

Expected workplace behaviors are designed to support our Values and are based on the core concepts of integrity, honesty and ethical behavior.

- **Honesty:** Provide truthful information and respectful dialogue.
- **Ethical Behavior:** Live the core values of the Company and act in good faith.
- **Lawful Conduct:** Comply with all applicable laws and regulations.
- **Good Judgment:** Apply appropriate judgment in decision-making.
- **Common Sense:** Use common sense in daily activities and interactions.

This Code of Conduct cannot possibly comprehend all workplace scenarios and instead should be considered as a guide or roadmap to what is expected of all of us. Ask your supervisor or Human Resources (HR) about which Company policies specifically apply to you. You are expected to comply with these policies and procedures and to promptly alert the Compliance Office of any deviation from them.

Following is a high-level summary of the ideals and standards described in this document. At all times, you are expected to:

- Avoid conflicts between personal and professional interests where possible and disclose any potential conflict to a supervisor or Human Resources.
- Provide accurate and complete information and in a timely manner.
- Provide full, fair, accurate, timely, and understandable disclosure in the certifications used to prepare periodic reports if and when required to be filed by the Company or any of its affiliates.
- Comply with all applicable laws, regulations and Company policies.
- Seek guidance where necessary from a responsible supervisor, HR or the Compliance Office.
- Value and respect others.
- Promptly report any suspected violations of the Code of Conduct to the Compliance Office, HR or your manager.

The Code of Conduct conveys many important messages to our employees, our customers, our business partners and vendors, as well as our equity holders and the general public. The Code of Conduct communicates to our employees and business partners that we are committed to maintaining high ethical standards when conducting our business. Our reputation and success depend on doing business with Integrity and delivering on our promises to equity holders, customers and employees.

1.2 Confidentiality, Fair Disclosure and Social Media

Confidentiality

In the course of your work activities, you may become privy to news or information about the Company, its results of operations, financial performance, customers, suppliers, licensees or acquisition targets of which the general public is not yet aware. Some of this information may be significant and could be considered as “material non-public information.”²

You, or any of your immediate family members, must not:

- Trade in (buy or sell) securities of any company with which we do business or may do business, while aware of material non-public information.
- Disclose material non-public information of any company to third parties (“tipping”).
- Communicate to anyone outside the Company material non-public information of any company.

Trading in securities while aware of material non-public information, or tipping others to trade, is both unethical and illegal (entailing criminal liabilities and may result in imprisonment and high fines).

² “Material non-public Information” is any information that has not been disclosed broadly to the marketplace and, if made public, would likely be considered important by investors deciding whether to trade in the company’s shares or other listed securities.

External Communications

In addition, you are not authorized to answer questions about the Company or our activities from the media, analysts, investors or any other members of the public. If you should receive such an inquiry, you must record the name of the person and immediately notify Corporate Marketing.

Use of Social Computing

Social Computing is an important and pervasive element of today’s busy and productive lifestyles. Social Computing includes online technology tools that enable people to communicate via the Internet and includes text, audio, video, images, podcasts, and other multimedia communications.

At Mavenir, we do not try to prohibit the use of Social Computing, but rather encourage productive and responsible use of these tools whether in the workplace or outside the workplace relative to the Company’s business. The Company fully respects the interests of our employees to freely express themselves, while on their own time and using their own means. However, activities in or outside of work that affect your job performance, the performance of others in the workplace, or the Company’s business interests or reputation are a proper focus for Company policy.

In general, you should recognize that use of Social Computing at work for personal purposes is subject to the same guidelines as the use of Company telephones or email system or other Company assets for personal purposes. You should also review the Company’s Social Computing policy for more in-depth guidelines relative to personal use and also for business-authorized Social Computing activities as part of your defined work activities.

1.3 Trade Practices

Fair Dealing

In dealing with Company suppliers, customers, competitors and employees, we expect you to conduct yourself following high standards of fairness. This means that you must not take unfair advantage of anyone we conduct business with through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair dealing practice.

Information about the Company’s suppliers, customers, competitors and employees must be used in an ethical manner and in compliance with the law. Under no circumstance should you obtain information through:

- Theft
- Illegal entry
- Blackmail
- Electronic eavesdropping
- Misrepresenting your affiliation with the Company or your identity

You should not release information about suppliers, customers, competitors or other employees without proper written authorization and should use that information for legitimate business purposes only.

Fair and Accurate Advertising

Customers and potential customers are entitled to receive accurate information regarding prices, capabilities, terms and scheduling. The Company produces advertisements and marketing materials that are:

- Fair
- Accurate
- Lawful

We all must avoid false or misleading statements to sell or market Company products or services, and we should make immediate efforts to correct any misunderstanding that may exist with a customer or potential customer.

Antitrust Compliance

Vigorous competition – free from collusion and unreasonable restraints – is the best mechanism for ensuring the production of high quality, well-priced and innovative products and services. The Company’s policy is to compete solely on the basis of its superior and innovative products and services, through your collective efforts and contributions, and to avoid improper actions that unreasonably restrain trade.

Antitrust and trade regulation issues are very complex. Determining if our actions unreasonably restrain trade or are otherwise improper will depend on the structure of the market and a number of other factors. If you are unsure as to whether or not any communication, action, arrangement or transaction is legal, please contact the Legal Department immediately to report your concerns.

To avoid even the perception of unlawful conduct, employees must not:

- Discuss with a competitor prices, costs, production, products and services, bidding practices, other nonpublic business matters, territories, distribution channels or customers.
- Restrict the right of a customer to sell or lease a product or service at or above any price.

In addition, you should also avoid:

- Conditioning the sale or lease of a product or service on the sale or lease of another product or service, sometimes referred to as “tying.”
- Conditioning the purchase, sale or lease of a product or service on a reciprocal agreement with a customer or supplier.
- Entering into an exclusive dealing arrangement with a customer (including a lessee) or supplier.
- Limiting a customer (including a lessee) as to the territories and customers a product or service can be resold or leased.
- Discriminating in the prices or allowances offered to competing customers (including lessees).

In certain limited circumstances, the above practices may be permissible but you should not engage in any of them without first obtaining written approval from the legal department.

HONORABLE - *We Say What We Do and We Do What We Say*

Our Code of Conduct makes it clear that not only are there standards expected of you, but there are standards that you should expect of others—your coworkers, managers, executives and third parties dealing with the Company. Senior Management and the Board of Directors are committed to ensuring that the standards and ideals defined in this Code are realized in our daily activities and that you can depend on the support of the Company when achieving business objectives in accordance with these standards.

- What does this mean at Mavenir? We conduct ourselves with transparency, professionalism and the highest ethical standards.
- We act in accordance with all laws and regulatory requirements.
- We deliver excellent products and services in an efficient, quality and timely manner.
- We make the right choices and demonstrate responsible corporate conduct.

2.1 Conflicts of Interest

You are expected to avoid situations where your interests may conflict or appear to conflict with the interests of the Company. In particular, you have an obligation to avoid any activities, agreements, business investments, financial or personal interests, or other situations that might in fact, or in appearance, cause you to place your own interests, or those of another, above your obligation to the Company. Conflicts, or even the appearance of a conflict, might impair the reputation of the Company even if there is no actual conflict or wrongdoing. Employees and officers should avoid outside business activities that conflict or have the appearance of conflicting with the Company's business. *The Company expects you to exercise good judgment and the highest ethical standards* in your activities on behalf of the Company as well as in your private activities outside the Company.

Here are some examples of conflict situations that could arise for you, an "immediate family member"³, or an entity with which you are closely affiliated:

- Soliciting or accepting gifts or other personal benefits from customers, suppliers or others dealing with the Company, including payment or reimbursement of travel and meal expenses, but not nonmonetary items of nominal value, such as marketing and promotional trinkets.
- Financial interest in the Company's competitors, customers, suppliers or others dealing with the Company (excluding interests in mutual funds).
- Consulting, managerial or employment relationship with a competitor, customer, supplier or others dealing with the Company or any individual, organization or entity seeking to do business with the Company.
Acquiring real estate, leaseholds, patents or other property or rights in which the Company has, or is likely to have, an interest.
Accepting loans or guarantees of obligations (except from banks that provide such services at arms' length and in the normal course of business) from any individual, organization or entity doing or seeking to do business with the Company.

In all instances where the appearance of a conflict exists or in your view may exist, you must disclose the nature of the potential conflict to your manager, the Legal Department or Human Resources. You should also immediately refer to the Legal Department any potential conflict involving a director of the Company. If you are unsure whether an appearance of a conflict may exist, please ask the Legal Department or Human Resources.

³ An “immediate family member” includes your spouse, parents, stepparents, children, stepchildren, siblings, mothers and fathers-in-law, sons- and daughters-in-law, brothers- and sisters-in-law, and any person (other than a tenant or employee) sharing your household.

2.2 Data Privacy and Information Security

You are expected to use all computers, networks, mobile devices, systems and equipment with the highest standards of care. You must not use our computers, networks, mobile devices and systems to:

- Commit illegal acts.
- Violate any provision of the Code of Conduct or other Company policies.

To the extent and subject to the conditions stipulated under applicable local law, the Company reserves the right to monitor or review any and all data and information contained on any employee’s or officer’s computer or other electronic device issued by the Company. In addition, the Company reserves the right to monitor or review an employee’s or officer’s use of the Internet, Company Intranet and Company e-mail or any other electronic communications without prior notice. You should not use a personal device for Company business purposes or store Company information on a personal device unless authorized to do so by the Company.

You must:

- Keep secret any passwords used to access any Company computer, system or database.
- Create strong passwords that cannot be easily discovered by others.
- Refrain from downloading, using or distributing software that may damage or disrupt the Company’s work environment by opening ports / tunnels or transmitting a virus. If you are unsure whether you can download the software, please ask the Legal Department or the Compliance Office.
- Not engage in the unauthorized use, copying, distribution or alteration of computer software or Company data and information.
- Not access Company systems from unsecured networks or portals.
- Access the Internet at work for business purposes and for limited personal use only.
- Deploy and maintain patch current on all Company required and / or provided software, applications and tools.
- Backup to company provided drives and cloud resources only.

Any suspected breach of the Company’s network security systems should be reported to a responsible supervisor or the IT Help Desk immediately.

Confidential information includes all non-public information of the Company. It includes, but is not limited to, information:

- That might be useful to competitors, suppliers, vendors, joint venture partners or others, of interest to the press, or harmful to the Company or its customers.
- About the Company’s financial condition, prospects or plans, its marketing and sales programs and research and development information, as well as information relating to mergers and acquisitions and divestitures. Concerning possible transactions with other companies or information about the Company’s customers, suppliers or joint venture partners, which the Company is under an obligation to maintain as confidential. About discussions and deliberations, relating to business issues and decisions, between and among employees, officers and directors.

- About fellow employees or any other individuals, such as customers, about whom the Company may hold information.

You must be aware of and comply with Data Protection regulations which govern how we handle personal information in our company, and when handling our customers' data. These regulations include the UK Data Protection Act, the EU General Data Protection Regulation (GDPR), US Telecommunications Act. These rules apply regardless of whether data is stored electronically, on paper or on other materials. To comply with the law, personal information must be collected and used fairly, stored safely and not disclosed unlawfully. Data Protection is underpinned by eight important principles. These say that personal data must:

- Be processed fairly and lawfully;
- Be obtained only for specific, lawful purposes;
- Be adequate, relevant and not excessive;
- Be accurate and kept up to date;
- Not be held for any longer than necessary;
- Processed in accordance with the rights of data subjects;
- Be protected in appropriate ways;
- Not be transferred outside the specific geographic regions (e.g. the European Economic Area), unless that country or territory also ensures an adequate level of protection.

Mavenir is committed to safeguarding the privacy of Mavenir job applicants, employees, contingent workers, suppliers, and customers. If you are employed or contracted by Mavenir in a European Economic Area (EEA) country, we have provided Employee and Contingent Worker Data Privacy Notices designed to address European Union (EU) data protection requirements that are available at the Mavenir Intranet GDPR Portal. Those notices can be read, and if you wish, download by [clicking here](#).

2.3 Handling Confidential Information

You may be entrusted with information of a confidential or proprietary nature (about the Company, its employees, suppliers, customers, equity holders, lenders or other constituents). Maintaining the confidentiality of important information earns us the trust of our customers and the public in general. If you come across or work with confidential information, you cannot:

- Disclose that information outside the Company, either during or after service with the Company, unless the Company authorizes the disclosure in writing, or the disclosure is otherwise required by law and notice is provided to the Legal Department as promptly as practicable.
- Use confidential information for your own personal benefit or the benefit of persons or entities outside the Company.

We respect the confidentiality and privacy of our suppliers and customers. You must respect and protect any confidential or proprietary information shared with the Company unless disclosure is necessary to comply with statutory requirements, subpoenas, court orders or other lawful process or properly authorized government investigations and notice is provided to the Legal Department as promptly as practicable.

Employees and officers should not divulge any confidential or proprietary information about their former employers, nor shall any employee, officer or director ever ask them to do so.

Any such data is generally subject to Data Protection legislation. This includes data from end-customers of our customers (gender, name, address, age, faith, ethnical background, credit card number etc.) as well as data about our own employees (personal records, salary information etc.).

In addition, most countries have data privacy laws regulating the collection and use of personal data, which is any information that directly or indirectly identifies a natural person. Examples of personal data include national identity numbers, home addresses, birthdates and ethnic, citizenship, marital, employment, medical, financial, education and training information. All employees are responsible for ensuring compliance with the data privacy requirements under the laws, rules and regulations of the applicable countries.

3.1 Accounting Practices, books & records

Honest and accurate recording and reporting of information is critical to our ability to make responsible business decisions and foster lender and investor confidence. You are expected to support the Company's efforts to fully and fairly disclose the financial condition and results of operations of the Company in compliance with applicable accounting principles, laws, rules and regulations.

Creating and maintaining proper books and records includes, among other things, reporting hours worked (including overtime), reimbursable expenses (including travel and meals), and sales activity. You should also ensure that you assist the Company in making:

- Full
- Fair
- Accurate
- Timely
- Understandable

disclosures in any reports to the extent filed with or provided to government agencies, rating agencies, lenders and investors.

The Company's accounting records are relied upon to produce reports for the Company, and include amongst other things, reporting hours worked (including overtime), reimbursable expenses (including travel and meals), and sales activity. Our financial statements, books and records on which they are based must accurately reflect all corporate transactions and conform to all legal and accounting requirements and our system of internal controls.

All employees, officers and directors – and, in particular, the Chief Executive Officer, the Chief Financial Officer, and the Corporate Controller – have a responsibility to ensure that the Company's accounting records do not contain any false or misleading entries.

If you are authorized to make expenditures or enter into transactions on behalf of the Company, you must ensure that the applicable records comply with the Company's accounting and purchasing policies and that all transactions are recorded properly. Laws and regulations require the Company's records, including its:

- Financial
- Environmental Health & Safety
- Engineering
- Analytical

- Human Resources
- Intellectual Property
- Research & Development

information, to accurately reflect the events they represent. Falsifying business records is a serious offense, which may result in criminal prosecution, civil action and/or disciplinary action up to and including termination of employment.

Please remember:

- All accounting records, and reports produced from those records, must be kept and presented in accordance with the laws of each applicable jurisdiction
- All records must fairly and accurately reflect transactions, as well as Company assets, liabilities, revenues and expenses
- Accounting records must not contain any false or misleading entries
- All transactions must be supported by accurate documentation, in reasonable detail and recorded in the proper account and in the proper accounting period
- All accounting records must comply with generally accepted accounting principles
- You must follow the Company's system of internal accounting controls, including compensating controls, at all times

Any effort to mislead or coerce the independent auditors or a member of internal audit staff concerning issues related to audit, accounting or financial disclosure will lead to serious consequences, including possible criminal sanctions, and is strictly prohibited.

We do not tolerate any misclassification of transactions as to accounts, departments or accounting periods.

3.2 Records Retention

Electronic and paper records are important assets of the Company and need to be retained and preserved in order to fulfill ongoing business needs. You must comply with the Company's records retention policy and procedures titled GOV 80: Records Retention Policy. Official records of the Company are important for legal and regulatory purposes and in many cases it is a crime to destroy or alter such records. Destruction of corporate records may only take place in accordance with the Company's records retention policy and procedures.

You must not destroy any documents relevant to any pending, threatened, or anticipated litigation, investigation, or audit for any reason. If you believe that Company records are being improperly altered or destroyed, you should report it to your supervisor, the Compliance Office or the Legal Department.

3.3 Protection and Proper Use of Company Assets

All directors, officers and employees have a personal responsibility to protect the assets of the Company from misuse or misappropriation.

You must not:

- Take, use or misappropriate the assets of the Company, for personal use, for use by another, or for an improper or illegal purpose.

- Remove, dispose of, or destroy anything of value belonging to the Company without the Company's express prior written consent, including both physical items and electronic information.
- Deprive the Company of any business opportunity you may become aware of which could be construed as being related to any existing or reasonably anticipated future activity of the Company. If you learn of any such opportunity, you may not disclose it to a third party or invest in the opportunity without first offering it to the Company.
- Use any Company property, information or position for unauthorized personal gain.
- Participate in an initial public offering or otherwise accept special investment opportunities from a supplier, vendor (including banks or financial advisers), or customer with whom the Company is doing business or that is seeking to sell products or services to the Company without first disclosing the opportunity to the Company's Legal Department.

PASSIONATE

We have a 'can-do', 'will-do' spirit. Nothing is impossible.

Anything can be achieved and we're determined and passionate to keep realizing clever ways to keep our customers at the forefront of the industry.

Always relevant, always one step ahead.

Ideas don't exist for long in a 'No' culture. When we see an opportunity, we get behind it, we make it happen. At Mavenir, we drive passion and ideas belong to everyone.

Enabling our spirit and passion is staying focused on our core competencies and knowing where we can add value for our customers and business operations. We should minimize or eliminate those activities that are not relevant to our business operations and do not bring value to our customers and equity holders.

4.1 Business Dealings

Bribery and Other Corrupt Practices

The Company is subject to various anti-corruption regulations, including the U.S. Foreign Corrupt Practices Act, the U.K. Bribery Act and the OECD Anti-Corruption Initiative. It is illegal for the Company, its subsidiaries and persons working for or on behalf of the Company to offer, pay, give, promise or authorize the payment of any money or anything of value, directly or indirectly, to anyone for the purpose of obtaining or retaining business or to secure an improper advantage with respect to any aspect of the Company's business.

The Company strictly prohibits bribery and corruption in all forms, including:

- Payments, both direct and indirect (for example through agents or contractors).
- Gifts (other than normal business courtesies or token exchanges where allowed by local law).
- Lavish Entertainment (reasonable business meals may be allowed, depending on the customer and local law).
- Travel expenses (in some cases, business-related travel may be allowed under specific guidelines).
- Offering employment or consulting opportunities to a counterparty's employee involved in business discussions with the Company or any member of such person's family.

All employees should carefully review the Company's anti-corruption policy (GOV 050: Anti-Corruption Policy), and gift and hospitality policy (HR 060 Gift and Hospitality Policy). Any question as to whether a gift or payment would be considered improper under the Company's guidelines or national or foreign laws must be discussed with the Company's Legal Department or Compliance Office.

Under no circumstance is it acceptable for you to offer, give, solicit or receive any form of bribe, kickback, payoff, or inducement.

In some instances, you may find yourself working with agents, independent contractors, consultants or other external representatives of the Company. Mavenir can be held liable under various anti-corruption regulations for the actions of third parties working on its behalf, even if Mavenir employees did not directly engage in wrongful conduct. Accordingly, you must become familiar with the background of any agent or third party that will be working with you because you may ultimately be responsible for his or her actions. When you retain agents, consultants, independent contractors or other representatives, you must work with the Legal Department to complete adequate background checks and verify their business credentials in accordance with Company policy (which includes a rigorous due diligence process conducted by the Legal Department).

Some "red flags" to look out for include:

- Third parties with family or other relationships that could influence the decision.
Independent contractors or consultants with a reputation for bribes.
A history of corruption in the country where the third party is being hired.
- High commission or discount requests.
- A sales representative or agent who approaches you and indicates a "special arrangement" with an official is warranted.
- A customer that suggests that a Company bid be made through a specific agent or representative.

For U.S. foreign policy purposes, formal government approval and/or a license is required for the export and re-export of certain software, services, and technology. In addition, certain countries and persons are subject to U.S. embargoes or trade sanctions, and you may be prohibited from dealing with them. As of November 2015, the U.S.-embargoed countries were Iran, North Korea and Syria, but you should check with the Export Control Office before sending product or software updates to any country of which you are not certain of its embargo status. There are various restrictions for certain products and technologies to other countries or individuals. You should also be aware that you cannot do business with any person or entity that is on the Office of Foreign Assets Control list, which typically includes those who are a threat to national security, support terrorism or violate U.S. or international law. If you have any questions or concerns in this area, consult the Company's General Counsel and the Chief Financial Officer.

You should be careful not to:

- Do business with a restricted country, company, or individual.
- Export controlled products or technologies without a license.
- Sell or give a controlled product to an unauthorized foreign national.
- Sell or give a controlled product to a foreign national if it might be later transferred to a prohibited person, entity, or country.
- Distribute a controlled technology to prohibited individuals or countries by email.
- Export a controlled product or technology if you have reason to believe it will be re-exported to a prohibited individual or country.
- Ship anything through a prohibited country.

- Take controlled software, products, or information out of the country without explicit legal authorization.
- Participate in a boycott against a U.S. company or a country friendly to the U.S.; it is a violation of U.S. law to support boycotts not authorized by the United States government.

Employees and officers involved in business transactions must be fully familiar with, and strictly adhere to, all applicable foreign and domestic laws and regulations. If you have any questions regarding whether particular international transactions are permissible or about compliance with applicable laws and this policy, please contact the Company's Legal Department, Export Control Office, or Compliance Office.

Export and Other Considerations

Specific laws and regulations apply to international business, in addition to those of the United States. These laws include:

- Export control and licensing laws
- Economic sanctions
- Anti-boycott laws
- Various laws regulating the transnational movement of technology, goods and services

The assets of the Company include:

- Products
- Equipment
- Facilities
- Corporate opportunities
- Trade secrets
- Intellectual property
- Business information (including non-public information)

4.2 Political Contributions and Activities

The Company generally does not engage in political activities. No one is authorized to make any political contributions on behalf of Mavenir or use Company funds or other assets for political purposes in any way other than as may be authorized by the CEO with the approval of the General Counsel. In many countries and local governmental jurisdictions, there are laws that prohibit or severely restrict corporations from making political contributions.

Individuals are encouraged to be involved in political activities of your own choice, using your own funds, and on your own time; however, in some jurisdictions certain officers and directors may be required to report their personal activities to the Legal Department for potential disclosure.

4.3 Sponsorships and Charitable Contributions

The Company encourages participation in community activities and charitable events. There may be requests for charitable giving, particularly through event sponsorships that are initiated by customers or Company account teams. Such requests must be carefully scrutinized to ensure there are no strings attached to the event participation relevant to business activities. Sponsorship activities must be undertaken based on the merit of the event or charitable cause itself and with no expectation of receiving anything in return. All such requests should be endorsed by the local site manager and sent to the Chief Financial Officer and the General Counsel for review and approval. They will ensure that the request

is independent of business decisions, that funding is available, and that the charitable cause is consistent with the values of the Company. Any employee seeking approval of a sponsorship or charitable contribution is responsible to ensure that such requests are fully compliant with the Company's anti-corruption policy (GOV 050: Anti-Corruption Policy), and gift and hospitality policy (HR 060 Gift and Hospitality Policy).

5.1 Maintaining a Safe, Healthy and Positive Workplace

Discrimination, Harassment, Retaliation

The Company is committed to fostering a work environment in which all individuals are treated with dignity, fairness and respect. You have the right to work in an environment that provides equal employment opportunities and one that is free of discrimination and harassment.

The Company makes reasonable, job-related accommodations for any qualified employee or officer with a disability when notified by the employee that he/she needs an accommodation.

The Company bases its recruitment, employment, development and promotion decisions solely on a person's ability and potential in relation to the needs of the job, and the Company complies with local, state and federal employment laws. The Company does not discriminate on the basis of:

- Gender
- Race
- Religion
- Age
- Disability
- National origin
- Marital status
- Sexual orientation
- Gender identity
- Citizenship status

The Company will not tolerate any:

- Sexual, racial or other unlawful harassment
- Threats or acts of violence or physical intimidation
- Abusive, harassing or other offensive conduct, whether verbal, physical or visual

If you believe that you have been harassed, or threatened with physical violence in the workplace or outside the workplace if there is a connection to the Company, you should report the incident to an appropriate supervisor, Corporate Security or HR who will arrange for the matter to be investigated as promptly and thoroughly as possible. No retaliation against any individual who reports suspected violations of our Code of Conduct in good faith will be permitted. All efforts will be made to handle the investigation confidentially.

In addition, the Company will not tolerate on Company property:

- Possession, use or distribution of pornographic, racist, sexist or otherwise offensive materials.
- Use of Company personal computers or other equipment to obtain or view such materials.

All employees and officers must promptly contact an appropriate supervisor, Corporate Security or HR about the existence of offensive materials or illegal firearms on the Company's systems or premises.

Alcohol and Substance Abuse

The Company is committed to providing an alcohol and drug-free work environment. The illegal possession, distribution or use of any controlled substances on Company premises or at Company functions is strictly prohibited. Similarly, reporting to work under the influence of any illegal drug or alcohol, and the abuse of alcohol or medication in the workplace are not in the Company's best interest and violate our Code of Conduct.

Fostering a Safe Workplace

The Company places the safety of its employees at the top of its priority list. If you come across or are concerned about unsafe equipment, practices, conditions or other potential hazards, you should immediately report it to an appropriate supervisor. If you witness or are involved in any accidents while at work, or you are injured in any way, you should immediately contact your supervisor.

5.2 Demonstrating Environmental Stewardship

The Company is committed to protecting the environment in which we all live. Each employee of the Company is responsible for supporting the Company's commitment to protecting the environment. The Company's commitment is embodied in our compliance with U.S. federal, state and international environmental laws and regulations. All Company operations are to be conducted in a manner that protects the health and safety of all people in the communities where we operate. If you become aware of an incident which threatens the health and safety of people in or around the places where we operate, notify your supervisor immediately.

5.3 Corporate Responsibility

As discussed throughout this document, Mavenir hopes to demonstrate unwavering commitment to basic human rights, compliance with international labor regulations, care for our environment and communities, and zero tolerance for corruption as we conduct our business in a way that delivers superior return for our equity holders.

6.1 Failure to Reflect our Code of Conduct

Allegations of policy violations or inappropriate workplace conduct and behavior will be reviewed and investigated by HR and Legal. Failure to live up to the responsibilities within our Code of Conduct may result in disciplinary action, such as, specific mandatory training, suspension of work duties, reduced responsibilities or demotion, or termination of employment.

6.2 Raising Questions and Concerns

Each employee, officer and director is expected to promptly report any circumstances that such person believes in good faith may constitute a violation of our Code of Conduct or any other Company policy, or applicable law, regulations and rules. If you are in a situation that you believe may involve or lead to a violation of our Code of Conduct, you have an affirmative duty to disclose to, and seek guidance from, a responsible supervisor, the General Counsel, the Chief Talent & Administrative Officer or other appropriate internal authority.

Seek guidance from, or disclose concerns or violations of the Code of Conduct to, a responsible supervisor (for example, your immediate supervisor, a department head or location manager) or other appropriate internal authority (for example, your local Human Resources representative, Internal Audit or the Legal Department)

Report audit and accounting concerns to the Finance Department, Internal Audit, or the Legal Department.

If you are uncomfortable reporting any violation of our Code of Conduct, including with respect to accounting, internal accounting controls or auditing matters, to your supervisor, HR manager or the Legal Office, you may do so anonymously by calling the Company's Ethics Advice Line at 888-278-3178 (toll-free within North America) or via www.mavenir.ethicspoint.com – see “Whom Do I Contact?” below. The Company will do everything it can to ensure the confidentiality of any report.

The Ethics Advice Line is a special, toll-free line available 24 hours a day, 365 days a year. It is intended to operate in addition to other resources available to you to voice complaints or concerns, such as supervisors, managers and HR staff. The Ethics Advice Line is monitored by a third party for reporting to the Company's Compliance Office.

It is the Company's policy to encourage the communication of bona fide concerns relating to the lawful and ethical conduct of business as well as audit and accounting procedures or related matters. It is also the policy of the Company to protect those who communicate bona fide concerns from any retaliation for such reporting. No retaliation against any individual who reports violations of the Code of Conduct in good faith will be permitted.

Confidential and anonymous mechanisms for reporting concerns are available and are described in this section of the Code of Conduct as well as under the “Whom Do I Contact?” section below. However, anonymous reporting does not serve to satisfy your duty to disclose your potential involvement in a conflict of interest situation or provide any absolution for your participation in unethical or illegal conduct.

While self-reporting a violation will not excuse the violation itself, the extent and promptness of such reporting will be considered in determining any appropriate sanction, including dismissal. Every effort will be made to investigate

confidential and anonymous reports, and the Company will investigate any matter which is reported and will take any appropriate corrective action.

6.3 Whom Do I Contact for Guidance or to Report Concerns?

The Company encourages all employees and third parties to speak up when they suspect some activity or behavior by anyone within the Company, or acting on behalf of the Company, that is not reflective of the spirit and tone of the Code of Conduct. The opportunity to address potential problems helps ensure that we can fulfill the expectations of the Code of Conduct, protect our brand and reputation, and create a productive and fulfilling work environment. We are continually seeking to improve our environment and business processes, including our ethics and compliance procedures and results.

The Company provides many venues for reporting concerns or seeking guidance:

ETHICS ADVICELINE:

1-888-278-3178 (toll-free within North America)

INTERNET:

www.mavenir.ethicspoint.com

POSTAL MAIL:

General Counsel

Mavenir

1700 International Parkway, Suite 200

Richardson, TX 75081, USA

FREQUENTLY ASKED QUESTIONS

What if I witness a violation but am afraid of coming forward in fear of retaliation?

The Company encourages the communication of bona fide concerns relating to the lawful and ethical conduct of business, audit and accounting procedures and related matters. The Company will protect those who communicate bona fide concerns from any retaliation for such reporting. Confidential and anonymous mechanisms for reporting concerns, including the Ethics Advice Line, are available and are described in this document.

What if I am unsure of whether or not what I saw is in fact a violation?

No company policy can provide definitive answers to all questions. It is difficult to anticipate every decision or action that you may face or consider. Whenever you have doubt about the correct ethical or legal choice to make, or questions regarding any of the standards discussed or policies referenced in this document, you should fully disclose the circumstances, seek guidance about the right thing to do, and keep asking until guidance is obtained. The earlier a potential problem is detected and corrected the better off the Company will be in protecting against harm to the Company's business and reputation.

What will happen to me if I am found in violation of the Code of Conduct?

Those who violate the standards within the Code of Conduct may be subject to disciplinary action. Failure to follow company policies or failure to comply with federal, state, local or applicable foreign laws or the Company's policies and procedures may result in termination of employment or termination of board service.

Am I expected to know all the laws and regulations that apply to me?

Legal compliance is not always intuitive. To comply with the law, you must try to learn enough about the laws that affect your work so you can spot potential issues and obtain guidance on the right way to proceed. The Company also provides you with specific policies applicable to your job to assist you with spotting any potential issues. When you have any doubt as to the lawfulness of any proposed activity, you should seek advice from the Legal Department.

When does a conflict of interest arise?

While it is not possible to describe or anticipate all the circumstances that might involve a conflict of interest, a conflict of interest may arise whenever you take action or have interests that are contradictory to the interest of the Company and may cause you to give preference to your personal interests over those of the Company. A conflict of interest may make it difficult for you to perform your work objectively or effectively or when you or an "immediate family member" of yours receive improper personal benefits as a result of your position in or relationship with the Company.

Who is considered to be an "immediate family member"?

An "immediate family member" includes your spouse, parents, stepparents, children, stepchildren, siblings, mothers- and fathers-in-law, sons- and daughters-in-law, brothers- and sisters-in-law, and any person (other than a tenant or employee) sharing your household.

As an employee, may I engage in any activities outside of work?

Though the Company encourages professional activities and community involvement, you must take special care not to compromise the duties you owe to the Company. Employees and officers are expected to disclose the nature of any nonCompany activity where a conflict of interest or appearance of such may exist.

May I serve on any Boards of Directors?

You must obtain approval from the Company's Legal Department or the Company's Board before agreeing to serve on the board of directors or similar body of a for-profit enterprise or government agency.

Serving on boards of not-for-profit or community organizations does not require prior approval unless such service with a not-for-profit or community organization creates a situation that may pose a conflict of interest with the Company. If such a situation arises, you should contact the Company's Legal Department for approval to continue such service.

May I participate in political activities?

You are free to engage in outside activities that do not interfere with the performance of your responsibilities or otherwise conflict with the Company's interests. If you wish to engage in activities that may be controversial or that involve sensitive matters, you should seek guidance from the Legal Department. You must not use your Company position or title or any Company equipment, supplies or facilities in connection with outside activities, nor may you do anything that might infer sponsorship or support by the Company, unless the use has been approved in writing by the Legal Department. In addition, you should not solicit contributions or other support from fellow employees, or distribute nonwork-related material to fellow employees during working hours or in areas where work is being performed.

Do the antitrust laws apply only in the U.S.?

Antitrust laws apply to every jurisdiction in which the Company does business. Failure to comply with antitrust and other trade regulation laws could result in civil and criminal penalties for both the offender and the Company.