

# POWERWAVE CODE OF CONDUCT FOR SUPPLIERS AND AGENTS

## **1 PURPOSE AND OBJECTIVE**

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The commitment to excellence is fundamental to the philosophy of Powerwave Technologies, Inc. This commitment isn't just about building innovative technology. It's also about who we are as a company, how we manage our business internally, and how we think about and work with suppliers, agents, and our customers. Not only do we endeavor to deliver the best products and services, we strive to conduct ourselves ethically and responsibly. Powerwave expects its suppliers, agents, sales representatives and resellers to respect fundamental human rights, to treat their workforce fairly and with respect and to follow all applicable laws, rules, regulations, and standards. In order to make our position clear to our suppliers, agents, sales representatives and resellers (collectively, "Suppliers") and any other affected parties, we have documented this Code of Conduct.

## **2 SCOPE**

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Powerwave expects that its Suppliers will share and embrace the letter and spirit of our commitment to integrity. We understand that Suppliers are independent entities; however, the business practices and actions of a Supplier may impact and/or reflect upon Powerwave. Because of this, Powerwave expects all Suppliers and their employees, and authorized subcontractors to adhere to the Powerwave Code of Conduct for Suppliers and Agents while they are conducting business (directly or indirectly) with and/or on behalf of Powerwave. All Powerwave Suppliers should educate their employees and authorized subcontractors to ensure they understand and comply with the Powerwave Code of Conduct for Suppliers and Agents.

## **3 GENERAL CODE OF CONDUCT FOR SUPPLIERS AND AGENTS**

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### **3.1 OBLIGATION TO INFORM**

This document shall be displayed in such a way that anyone whose work contributes to our products and services is aware of the principles of this Code of Conduct. It is the responsibility of Suppliers to ensure that their employees and authorized subcontractors are informed about and comply with this code. Powerwave is prepared to clarify the content and associated requirements of this document upon request.

### **3.2 LEGAL REQUIREMENTS**

All Powerwave Suppliers must, in all activities, obey national and regional statutory requirements in the countries in which they are operating. If any of the requirements stated in this document violate the law in any country or territory, the local law will always take precedence. In such case, a Supplier must immediately inform Powerwave. It is, however, important to understand that Powerwave requirements are not limited to the requirements of national laws.

### **3.3 EMPLOYMENT PRACTICES**

#### **3.3.1 BASIC HUMAN RIGHTS**

Anyone who works directly or indirectly for Powerwave is entitled to his or her basic human rights.

Powerwave does not accept the use of bonded workers, forced labor, prisoners or illegal workers. If foreign workers are employed on a contract basis, they should never be required to remain in employment against their will.

Powerwave does not accept that workers are subject to corporal punishment, mental or physical disciplinary action, or harassment. Dismissal of female workers due to pregnancy is not acceptable. Powerwave recommends that all workers are free to peacefully and lawfully join associations of their own choosing and have the right to bargain collectively.

No worker should be discriminated against because of age, race, gender, religion, sexual orientation, marital or maternity status, political opinion or ethnic background.

### **3.3.2 WAGES AND WORKING HOURS**

All workers should know the basic terms and conditions of their employment.

Legislated minimum wages should be a minimum, rather than a recommended level. Wages should be paid regularly and on time. A normal workweek must not exceed the legal hourly limit, and all overtime work should be properly compensated.

Workers should be granted stipulated annual leave, sick leave and maternity/paternity leave without any form of repercussion.

### **3.3.3 SAFETY**

#### **3.3.3.1 BUILDING AND FIRE SAFETY**

Powerwave requires that worker safety is always a priority concern. Buildings must have clearly marked exits and emergency doors should be visible. All workers shall be informed of the safety arrangements. An evacuation plan should be displayed on every floor of a building and the fire alarm should be tested regularly. Regular evacuation drills are recommended.

#### **3.3.3.2 FIRST AID**

First aid equipment must be available in a building, and at least one person in each department should be trained in a basic first aid. It is recommended that a doctor or nurse is available on short notice in the event of an accident on the premises. The employer should cover the costs (not covered by social security) of medical care for injuries incurred on their premises.

#### **3.3.4 WORKPLACE CONDITIONS**

It is important for all workers' well being that chemicals are handled in a safe and correct way. All chemicals shall be marked and labeled in the correct way. Training and instructions for handling chemicals must be performed, and workers must have adequate body protection.

The temperature and noise level of the work environment should be tolerable. Ventilation should be adequate. Lighting should be sufficient for the work performed.

The workplace should have an adequate number of clean sanitary facilities, which are preferably separated for men and women. Workers should have access to these facilities without unreasonable restrictions.

#### **3.3.5 HOUSING CONDITIONS**

Where staff's housing facilities are provided, we require that workers' safety is a priority concern. The recommended safety and workplace concerns described above are applicable to these housing facilities. All workers should be provided with their own individual bed, and the living space per worker must meet the minimum legal requirement.

Dormitories, toilets and showers should be separated for men and women. There should be no restriction on workers' rights to leave the dormitory during off-hours.

Fire alarms, fire extinguishers, unobstructed emergency exits, and evacuation drills are of particular importance in dormitory areas.

#### **3.3.6 CHILD LABOR**

##### **3.3.6.1 DEFINITION OF CHILD**

A child in this context is a person younger than 15 years of age or 14 years of age in accordance with the exceptions for developing countries as set out in Article 2.4 in the ILO Convention No. 138 on Minimum Age.

#### **3.3.6.2 CHILD LABOR CODE**

Powerwave bases its child labor code on the UN Convention on the Rights of the Child, Article 32.1.

Powerwave “recognize[s] the right of the child to be protected from economic exploitation and from performing any work that is likely to be hazardous or to interfere with the child’s education or to be harmful to the child’s health or physical, mental, spiritual, moral or social development.”

#### **3.3.6.3 IMPLEMENTATION OF OUR CHILD LABOR CODE**

Powerwave does not accept child labor. Powerwave acknowledges that it exists and realizes that it cannot be eradicated by simply setting up rules or inspections, but by actively contributing to the improvement of children’s social situations. Thus, Powerwave endeavors to improve the situation for any child affected by our ban on child labor. Powerwave will request that the employer acts in accordance with the overall best interests of the child. A satisfactory solution is whatever improves an individual child’s overall situation. The employer should cover the costs for this.

#### **3.3.6.4 ENFORCEMENT OF OUR CHILD LABOR CODE**

Powerwave will discontinue cooperation with any party that persists in non-compliance with our child labor code.

#### **3.3.6.5 APPRENTICESHIP PROGRAMS**

Powerwave accepts apprenticeship programs for children between the ages of 12 and 15 years in countries where the law permits such programs, but only under certain conditions. The total numbers of hours spent on light work and school together should never exceed seven hours per day. The employer must be able to prove that work is not interfering with the child’s education, that apprenticeship is limited to a few hours per day, that the work is light and clearly aimed at training, and that the child is properly compensated. Powerwave will not accept apprenticeship programs that do not comply with these terms.

#### **3.3.6.6 SPECIAL RECOMMENDATIONS**

Powerwave acknowledges that according to Article 1 of the UN Convention on the Rights of the Child, a person is a child until the age of 18. Powerwave, therefore, recommends that children in the age group 15-18 years be treated accordingly, i.e., by limiting the total number of working hours per day and implementing appropriate rules for overtime. Children in this age group are not allowed to perform hazardous work.

#### **3.3.7 DRUG-FREE WORKPLACE**

We prohibit the use, possession, distribution, and/or sale of illegal drugs by Suppliers while on Powerwave owned or leased property or while conducting business with and/or on behalf of Powerwave.

### **3.4 LEGAL AND REGULATORY COMPLIANCE PRACTICES**

#### **3.4.1 ENVIRONMENTAL ISSUES**

The environment is of increasing concern globally, and Powerwave expects its Suppliers to comply with applicable environmental laws and regulations.

#### **3.4.2 ANTI-CORRUPTION LAWS**

All Suppliers must comply with the anti-corruption laws of the countries in which they do business, including the United States Foreign Corrupt Practices Act, and not make any direct or indirect payments or promises of payments to foreign government officials for the purpose of inducing the individual to misuse his or her position to obtain or retain business.

#### **3.4.3 EXPORT REQUIREMENTS**

All Suppliers must comply with all applicable trade control and applicable laws as well as all export, re-export and import requirements. Several United States laws restrict trade with certain countries and with persons and entities from those countries. Powerwave operations worldwide must comply with U.S. export restrictions. Suppliers who are uncertain of the legal trade status of any country or technology for export should contact the appropriate Powerwave representative.

#### **3.4.4 ANTITRUST/FAIR COMPETITION**

All Suppliers must conduct business in full compliance with antitrust and fair competition laws that govern the jurisdictions in which they operate.

#### **3.4.5 ANTI-BOYCOTT**

Suppliers must not cooperate with foreign boycotts that are not approved by the United States government. Any request for information or action that seems to be related to a foreign boycott, or other illegal boycott, should be immediately forwarded to the appropriate Powerwave representative.

### **3.5 BUSINESS PRACTICES**

#### **3.5.1 ACCURATE ACCOUNTS AND RECORD KEEPING**

Suppliers should honestly and accurately record and report all business information and comply with all applicable laws regarding their completion and accuracy. Business records should be created, retained and disposed of in full compliance with all applicable legal and regulatory requirements.

#### **3.5.2 CONFLICTS OF INTEREST**

Suppliers must act in the best interests of Powerwave, its customers and other business partners, and avoid improper influence, or even the reasonable appearance of improper influence. Suppliers are naturally involved in business relationships with companies in addition to Powerwave. These relationships must not reasonably appear to compromise your responsibilities or ability to make sound, impartial, and objective business decisions in connection with your engagement with Powerwave. Any situation that creates or could reasonably appear to create a conflict of interest should be avoided and disclosed to the appropriate Powerwave representative.

### **3.6 MONITORING AND ENFORCEMENT**

#### **3.6.1 THE PRINCIPLE OF TRUST AND COOPERATION**

Powerwave expects all of its Suppliers and their authorized subcontractors to respect this Code of Conduct and to actively do their utmost to achieve its standards. Powerwave will cooperate with our Suppliers to achieve adequate solutions. Powerwave is also prepared to take cultural differences and other relevant factors into consideration, but Powerwave will not compromise on the fundamental requirements described in this document.

#### **3.6.2 MONITORING**

All Suppliers are obliged to keep Powerwave informed about where each order is produced. Powerwave reserves the right to make unannounced visits to sites where people work directly or indirectly for Powerwave. Powerwave also reserves the right to let an independent party conduct an inspection.