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1. Introduction.

It has been and continues to be company policy to conduct operations in complete compliance with the letter and spirit of the Foreign Corrupt Practices Act (“FCPA.”) The FCPA consists of two general parts. First, the FCPA prohibits international bribery, by making it a crime to make any corrupt payment to a foreign official in order to obtain or retain business or an advantage. Second, the FCPA regulates accounting practices, by requiring that appropriate books and records are established and maintained, and that an adequate system of internal accounting controls is maintained. The provisions below are designed to ensure that Powerwave and its employees comply with the FCPA. Each employee must follow and observe each of the provisions below. Failure to follow and observe the provisions below may result in termination or other disciplinary action, and may result in criminal charges.

The FCPA is broadly drafted and prohibits many acts that an employee may not think of as being “against the law.” The consequences of failing to comply with the FCPA can be very damaging to Powerwave and its employees. Violations of the FCPA by a Company employee can result in large fines against the Company and can subject an employee to prosecution, criminal penalties and imprisonment. As a result, if you have any questions about this policy or its application to a particular circumstance or set of facts, you should notify your supervisor and Powerwave’s legal department immediately.

1.1 Payments to Foreign Officials


You may not, directly or indirectly, make any payment, or give anything of value, to any foreign government official, employee of a government entity or organization, or any political party or candidate.

No Powerwave employee, or employee of any Powerwave subsidiary, shall make (or countenance) any payment or anything of value to any government official, including the employee of any government owned or controlled entity or any international organizations, any political party or party official, or any candidate for public office (all referred to as “Government Officials.”) The FCPA prohibits such payments to Government Officials to secure, maintain, obtain or direct business. But because any payments to any foreign officials may be subject to strict scrutiny by the U.S. Department of Justice, including any payments that are *not* for the purpose of securing, maintaining, obtaining or directing business, no employee is permitted to make any payment to any Government Official unless and until it has been approved by the legal department and the Chief Financial Officer. Payments to attorneys, consultants, advisors, suppliers and customers of the Company also violate the FCPA if made while knowing that all or a portion of such payments will be offered, given or promised to a Government Official for any of the prohibited purposes stated above.

1.2 Cash Payments

You may not make payments in cash to any third party. You may not write any company checks payable to “cash” or “bearer.”

To avoid even the appearance of impropriety, no payments to any third party shall be made in cash other than documented petty cash disbursements. No corporate checks shall be written to “cash,” “bearer,” or third party designees of the party entitled to payment. No

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payments shall be made outside the country of residence of the recipient without the prior written approval of the Chief Financial Officer.

1.3 Consultants and Agents

You may not hire or engage any consultant or agent in a foreign country, or for the purpose of facilitating business in a foreign country, without the prior approval of the legal department and the Chief Financial Officer.

The Company can be held responsible for the actions of consultants who make payments to Government Officials that are prohibited by the FCPA. In addition to obtaining prior approval from the legal department and the Chief Financial Officer, no Powerwave employee or employee of any Powerwave subsidiary, may retain such a consultant or agent until sufficient due diligence has been performed to reasonably ensure that the consultant or agent understands and will fully abide by the FCPA and this policy. Powerwave must have a written agreement with each of its consultants and agents in foreign countries (or consultants or agents used to facilitate business in a foreign country), and the agreement must contain specific representations and warranties and specifically bind the consultant or agent to comply with the FCPA as if it directly applied to him or her.

1.4 Business Entertainment, Gifts, and Travel Expenses

You may not, directly or indirectly, pay for, or offer to pay for, entertainment, gifts or travel expenses of any Government Official, foreign or domestic.


Employees must exercise good judgment and moderation in entertaining and offering gratuities to customers. When widely accepted, customarily practiced, consistent with the customer policies, and permissible under local law, employees may entertain or make gifts of nominal value to employees of non-governmental customers or pay bona fide travel expenses directly related to the promotion or performance of Powerwave's services.

In the case of foreign or domestic Government Officials (from any level of government), no entertainment or gifts may be offered, or travel expenses paid, except that employees may entertain or make gifts of nominal value to Government Officials if they are not in the form of cash (cash payments may be considered to be "Facilitating Payments" and are discussed below), if they are permissible under local law, and if they are not made with any corrupt intent or intent to influence the recipient. Other than as provided above, if a situation arises where an employee feels that it is critical to make such a payment or offer of payment, the employee must obtain the prior approval of the legal department and the Chief Financial Officer.

1.5 Facilitating Payments

You may not, directly or indirectly, make or offer to make any "Facilitating Payments" as defined below, without the prior approval of the legal department and the Chief Financial Officer.

"Facilitating payments" are small payments to a government official necessary to expedite or secure performance of a routine governmental action, such as obtaining official documents, processing governmental papers, or providing postal or utility services. Although discouraged, "Facilitating payments" may be made in countries **other than the United States**

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where such payments are recognized and open practices, **but only with the prior written approval of the legal department and Chief Financial Officer.** Facilitating payments **never** include payments made to assist in obtaining or retaining business, and any such payments are **strictly prohibited.**

1.6 Political Contributions

You may not, directly or indirectly, on behalf of Powerwave or for any purpose related to Powerwave's business, make any political contributions in a foreign country without the prior written approval of the legal department and Chief Financial Officer.

In certain countries, political contributions are lawful and expected as a matter of good corporate citizenship. Under these circumstances, contributions may be appropriate if prudent in amount and otherwise consistent with the exercise of good judgment. As a matter of prudence, however, use of the funds or assets of Powerwave or any subsidiary, directly or indirectly, to make political contributions, directly or indirectly, must be approved in advance by the legal department and the Chief Financial Officer.


1.7 Books and Records

All employees must ensure, at all times, that the Powerwave books and records, and any other accounting or financial documents pertaining to Powerwave, accurately and fairly reflect all business transactions and dispositions of funds or assets.

Employees must help to ensure that corporate books and records (which include virtually all forms of business documentation) accurately and fairly reflect, in reasonable detail, all transactions and dispositions of funds or assets. No undisclosed or unrecorded fund or asset may be established or maintained for any purpose. No employee shall participate in falsifying any accounting or other business record, and all employees must respond fully and truthfully to any questions from the Company's internal or independent auditors.

1.8 Compliance

Failure to comply with any of the above provisions will be grounds for termination or other disciplinary action. Designated personnel will be asked to certify periodically that they have read the above provisions and have complied with them at all times. Any employee with questions about these provisions or information concerning possible violations should contact the legal department.

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ACKNOWLEDGEMENT

I certify that I have received and read and that I will abide by the Powerwave Technologies, Inc. Foreign Corrupt Practices Act Policy distributed to me on _____.

Signature

Date

Print Name