

# Our Code of Conduct

Operating Within a Culture of  
Integrity and Ethics

CAMBIUM NETWORKS, LTD.  
CODE OF BUSINESS CONDUCT AND ETHICS

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## A Message from our CEO Atul Bhatnagar

Dear Team Cambium:

As you are aware, Cambium Networks prides itself on developing and maintaining a strong reputation for innovation and integrity. There are many aspects to this effort, but Cambium's first priority is ensuring that we each adhere to the highest standards of integrity and conduct. Nothing that we do is more important. Our business is built on the fundamental value of trust. The Code of Conduct is an essential tool to maintaining that trust by helping to guide our actions.

This Code is neither a comprehensive resource nor a substitute for sound judgment; it is a summary of standards intended to drive integrity throughout Cambium Networks. I know that learning about the Code and related policies takes time, but knowing the rules of the road is absolutely necessary before we do anything else. In every market that we do business around the world words like integrity, honesty, fairness and accountability are held in common. While words matter, actions matter more. We must incorporate the letter and spirit of these principles into our actions as we deliver on our commitments to each other, customers, business partners, shareholders and the communities where we do business.

Thank you for your support.

Atul Bhatnagar



## About the Code

As Cambium Networks, Ltd. and its subsidiaries, we are known for individual and collective integrity, and ethical and responsible behavior to our employees, customers, suppliers, shareholders and the public. We expect our culture to embody trust and respect for individuals, teamwork and innovation; Cambium is a place where employees are proud to work, and where customers, suppliers and partners want to work with us. One of our most valuable assets is our integrity. Protecting this asset is the job of everyone in Cambium. To that end, we have established a Code of Business Conduct and Ethics. The Code is our guide to understanding how our core values are to be translated into consistent actions worldwide.

### ***A standard of conduct.***

Every organization should have a set of basic principles — a “code of conduct” — by which it conducts its business. Our Code provides guidelines for legal, regulatory, and ethical compliance and sets out our high

standards of integrity. Although we must all comply with the laws and regulations of the country in which we live or work, just because a local law permits you to do something does not mean it is the right thing to do, or is allowed under our Code, even if you see other companies doing it—adherence to the principles of the Code may set a higher standard than required by law.

### CORE VALUES:

- *Growth and profitability*
- *Outstanding global teamwork*
- *Relentless innovation and edge*
- *Make and meet commitments*
- *Respect and develop our people*
- *Serve our community*

### ***Reflects our Core***

***Values.*** The Code of Conduct is our guide to how our core values are translated into consistent actions worldwide. Our Code is designed to help each of us comply with the law and maintain the highest standards of ethical conduct. The Code does not cover every issue that may arise, but provides guidance regarding the business conduct that we expect—it tells you what we mean when we talk about acting ethically and

with good behavior. The Code outlines the key principles that apply to our business, and reflects our core values.

***Requires ethical behavior at all times.*** Cambium is committed to being a good corporate citizen. We will conduct our business affairs honestly and in an ethical manner. We will not achieve that goal unless each of us individually accepts responsibility to promote integrity and demonstrate the highest level of ethical conduct in all of our activities. Cambium understands that not every situation is black and white. The key to compliance with the Code is exercising good judgment. This means following the spirit of this Code and the law, doing the right thing and acting ethically. When you face a business situation where you question what is the right thing to do, you should ask the following questions:

- ❖ Could it harm Cambium's reputation?
- ❖ Is it ethical and legal?
- ❖ What would my family and friends say?
- ❖ How will it look if reported in the newspaper?
- ❖ Would I bet my job on it?
- ❖ Should I check with a manager, Legal Department or Human Resources Department?



## Some Common Themes

**Appearances Matter.** Lawyers call it “the appearance of impropriety”—you may know it as “the smell test”: If it does not look or smell right, it probably is not.

**Independence and Quality.** We compete for business, select vendors, make decisions, and set prices independently based on transparency and quality, not secret information, side-deals, bribes, or illegal agreements with competitors.

**No Conflicts.** All of us must act in Cambium’s best interests every day. That means, for example, that our time and efforts at Cambium should be for Cambium, not another business—and that hiring or doing business with a family member or personal relationship may not be allowed.

**Fairness, Honesty & Transparency.** All of our dealings and communications should be fair, honest, accurate and transparent.

**Applies to all of us.** The Code applies to all Cambium personnel and all Cambium business conduct. Each of us is expected to read and become familiar with the ethical standards described in the Code.

**Be a Good Steward of Cambium Assets.** Each employee must treat company property and resources with the same diligence that he or she does with his or her own assets. As choices are made in how to allocate resources and time, each employee should consider asking the same questions about spending as regarding their conduct.

**Be a Good Manager.** Managers set an example for other employees and are often responsible for directing the actions of others. Every manager and supervisor is expected to provide guidance and assist employees in resolving questions concerning the Code and to permit employees to express any concerns regarding compliance with this Code. No one has the authority to order another employee to act in a manner that is contrary to this Code.

**Links to other policies.** The Code does not provide detailed answers on all aspects of our commitment to acting with respect and integrity, but outlines the basic principles. The Code is part of the broader Compliance Program and acts as a framework under which other policies such as Gifts and Entertainment, Travel and Expense, Anti-Corruption, and various IT and social media policies and the Employee Handbooks fall. Related policies are referenced throughout the Code. We expect to implement an intranet in 2018, and once it is up and running, the Code will be available on intranet, with links to the related policies referenced the Code.

To the extent that other Company policies and procedures conflict with this Code, you should follow this Code. If any part of this Code conflicts with local law or regulations, only the sections of this Code permitted by applicable laws or regulations will apply. Any policies that are specifically applicable to your jurisdiction will take precedence to the extent they conflict with this Code. If you believe there is a conflict between local laws and relevant U.S. law or Company policy, please consult the Legal Department.

Compliance is part of all of our jobs and depends on everyone's participation for continued success. The Code applies to every officer, director and employee. We also expect those with whom we do business (including our agents, consultants, suppliers and customers) to adhere to the Code.

### **Violations of the Code.**

Any violation of applicable law or any deviation from the standards embodied in

this Code will result in disciplinary action up to and including termination. Disciplinary action also may apply to an employee's supervisor who directs or approves the employee's improper actions, or is aware of those actions but does not act appropriately to correct them. In addition to imposing our own discipline, Cambium may also bring suspected violations of law to the attention of the appropriate law enforcement personnel.

**Know it. Spot it. Report it.** Cambium expects each of you to report violations of the Code and other policies so that we can look into them. Directions for reporting violations can be found in the section below "Reporting Violations of the Code and Company Policies." You can also see our Policy for Reporting Violations and Complaints. Watch for warning signs or red flags of improper conduct. If you see something, say something.

There is a separate section at the end that describes how to report possible violations. You can also report to your manager, supervisor, the Legal Department or the Human Resources Department.

**No Retaliation.** We strictly prohibit discrimination, retaliation or harassment of any kind against any person who reports a known or suspected violation in good faith. We have zero tolerance for anyone who retaliates or takes any adverse action against someone for reporting potential misconduct. Any employee who reports a violation will be treated with dignity and respect and will not be subjected to any form of discipline or retaliation for reporting in good faith. Retaliation includes obvious actions such as firing someone for reporting a Code violation, but also includes less obvious



actions such as harassment or demotions as a result of the report.

Retaliation against anyone who provides information or otherwise assists in an investigation or proceeding regarding any conduct that the employee believes in good faith constitutes a violation of applicable laws or regulations, our Code of Conduct, or Cambium's related policies is prohibited and will, in itself, be treated as a violation of our Code of Conduct.

Persons who discriminate, retaliate or harass may be subject to civil, criminal and administrative penalties, as well as disciplinary action, up to and including termination of employment. In cases in which you report a suspected violation in good faith and are not engaged in the questionable conduct, Cambium will attempt to keep its discussions with you confidential to the extent reasonably possible. In the course of our investigation, Cambium may find it necessary to share information with others on a "need to know" basis.





# Respect for Each Other

Several of our core values reflect our commitment to respecting each other: outstanding global teamwork, and respect and develop our people. The first section of the Code covers provisions designed to reinforce respect for each other. Further guidance on each of these provisions in this section can be found in the Employee Handbook for your region. These provisions guide the actions of Cambium employees, and are also relevant to contractors, interns, and business partners when they are working on behalf of Cambium.

Respect for  
Each Other

## **Equal Employment Opportunity**

We promote and value diversity in all areas of recruitment, employment, training and promotion, and we strive to maintain a workplace based on merit and inclusiveness. We are committed to a workplace environment that encourages growth and respect for all employees based upon job-related factors such as educational background, work experience, and potential. You should never feel that your race, color, age, national origin, religion, sex, veteran status, disability, genetic information, or any other status protected under applicable law influences your ability to work or potential to grow at Cambium. Support and belief in this principle is a basic responsibility of all Cambium employees.

## **Workplace Harassment**

We have adopted a policy of zero-tolerance for unlawful workplace harassment. We treat each other with respect, and expressly prohibit any form of employee harassment based on race, color, religion, sex, national origin, age, disability, genetic information, military or veteran status, or status in any group protected by applicable law. We do not tolerate personal attacks, threats or other forms of abusive behavior by supervisors or other employees.

## **Health and Safety**

You should feel safe while working at Cambium. If you become aware of any adverse health or safety incidents or conditions, such as broken equipment or machinery, or the occurrence of any workplace accidents, do let the HR Department or the Legal Department know.

## **Drug Free Workplace**

We are committed to creating and maintaining a workplace free of substance abuse. We expect everyone to comply with laws and regulations regarding the use or possession of alcohol, illegal drugs and controlled substances. We strictly prohibit the possession, use, sale, distribution, manufacture, purchase, or cultivation of illegal drugs in our workplaces. You must not come to any of our workplaces with a detectable amount of drugs in your system, or if you are unable to work due to intoxication. The use and/or possession of prescription drugs, when taken as directed and obtained with a valid prescription, is not a violation of this Code.

This Code does not prohibit the responsible use of alcohol outside of normal working hours on Company property (if in accordance with local laws and the terms of our lease of such premises) or at Company sponsored events when specifically

approved by management. “Responsible” use of alcohol means staying below applicable legal alcohol limits and not driving under the influence of alcohol.

### **Violence in the Workplace**

All employees deserve a safe workplace and a comfortable and secure atmosphere for customers and others with whom we do business. We will not tolerate violent acts or threats of violence against anyone, and we expect all employees to conduct themselves in a non-threatening, non-abusive manner at all times. No direct, conditional or veiled threat of harm to any employee or Company property will be considered acceptable behavior or tolerated.

We prohibit unauthorized possession of any type of weapon, firearm, explosive, or ammunition on company property.

### **Employee Data Privacy**

We respect the confidentiality of the personal information of employees, including employee medical and personnel records. Access to personal information is authorized only when there is a legitimate and lawful reason, and access is only granted to appropriate personnel. Requests for confidential employee information from anyone outside our company under any circumstances will be approved only in accordance with our policies. It is important to remember, however, that employees should have no expectation of privacy with regard to normal course workplace communication or any personal property brought onto Cambium premises or used for Cambium business.

### **Labor Practices**

We are committed to upholding fundamental human rights and believe that all human beings around the world should be treated with dignity, fairness, and respect. We will only engage suppliers and direct contractors who demonstrate a serious commitment to the health and safety of their workers, and who operate in compliance with human rights laws. Cambium does not use or condone the use of slave labor or human trafficking, denounces any degrading treatment of individuals or unsafe working condition, and supports our products being free of conflict minerals. See Cambium’s Conflict Minerals Policy for further information.



## Respect for Cambium and our Shareholders and Partners

This portion of the Code covers provisions designed to foster respect for the company and its shareholders and partners, as embodied in our core values of (i) growth and profitability, relentless innovation and edge and make and meet our commitments.

### **Conflicts of Interest**

We know that you have a life outside of Cambium and we respect your right to take part in legitimate financial, business, and other activities outside of your job. As employees of Cambium, we also lead with honesty, transparency and integrity. Cambium employees are expected to act in Cambium's best interests and to exercise sound judgment unclouded by personal interests or divided loyalties. We want to avoid the appearance of, as well as an actual, conflict of interest in the performance of our duties for Cambium and our personal activities. Not all situations are black and white even when using your best judgment—When in doubt, just ask!

With all conflicts issues, the key is transparency. If a situation appears to present a conflict of interest, the best thing you can do is to tell your supervisor, the

Legal Department or the HR Department before you engage in the activity. If it is not possible to avoid participating in the event or activity creating the conflict, be open and honest about the potential conflict and avoid participating in decisions that might raise the appearance of a conflict.

*Potential conflicts that require disclosure include:*

*Serving on Boards of Other Companies.* You may gain leadership or other business skills serving on the board of another company or nonprofit, but doing so may create conflicts of interest with your obligations to Cambium and therefore requires prior approval before accepting a position on the board of directors of another company, whether such company is private or publicly traded. You may never serve on the board of a competitor while employed by Cambium.

Examples of conflicts of interest. In order to avoid conflicts of interest, you should avoid situations in which your personal, family or financial interests conflict or even appear to conflict with those of Cambium. Conflicts of interest can arise in many different situations. Here are some examples of potential conflict situations:

- ❖ you, or a member of your family, receive improper personal benefits as a result of your position in Cambium
- ❖ you use Cambium's property for your personal benefit, other than as permitted by company policy (such as company-provided laptops or cell phones in accordance with the Acceptable Use Policy, or company-provided vehicles)
- ❖ you engage in activities that interfere with your loyalty to Cambium or your ability to perform Company duties or responsibilities effectively
- ❖ you work simultaneously (whether as an employee or a consultant) for a competitor, customer or supplier. You must obtain approval from the Legal Department or Human Resources Department before beginning any employment, business, or consulting relationship with another person, company or other entity that is a current or potential competitor of Cambium or who is a customer or partner of, or advisor or supplier to, Cambium or who has a business relationship with Cambium
- ❖ you, or a member of your family, have a financial interest in a customer, supplier or competitor which is significant enough to cause divided loyalty with Cambium or the appearance of divided loyalty (the significance of a financial interest depends on many factors, such as the size of the investment in relation to your income, net worth and/or financial needs, your potential to influence decisions that could impact your interests, and the nature of the business or level of competition between Cambium and the supplier, customer or competitor)
- ❖ you, or a member of your family, acquire an interest in property (such as real estate, patent or other intellectual property rights or securities) in which you have reason to know Cambium has, or might have, a legitimate interest
- ❖ you, or a member of your family, receive a loan or a guarantee of a loan from a customer, supplier or competitor (other than a loan from a financial institution made in the ordinary course of business and on an arm's-length basis)

- ❖ you divulge or use Cambium’s confidential information – such as financial data, customer information, or computer programs – for your own personal or business purposes
- ❖ you, or members of your immediate family, solicit or accept valuable gifts, payments, special favors or other consideration from customers, suppliers or competitors. Any gifts may be accepted only on behalf of Cambium with the approval of your manager and the Legal Department or Human Resources Department. Gifts may be given only in compliance with Cambium’s Anti-Corruption Policy and the Entertainment and Gift Policy
- ❖ you are given the right to buy stock in other companies or you receive cash or other payments in return for promoting the services of an advisor to Cambium



*Financial Interests in Other Businesses.* You are not allowed to have a personal or family financial interest in a Cambium customer, channel partner, supplier, other business partner, or competitor. These financial interests include investment, ownership, or creditor interests, which could improperly influence your judgment, have the potential to cause the appearance of divided loyalty, or might result in personal benefit because of your role at Cambium.

### **Protection and Proper Use of Company Assets**

Cambium provides a variety of assets for its employees to use when conducting company business including computers, communications systems, and other equipment and materials. You can use some of these resources for incidental personal activities, but you should keep this usage to a minimum and comply with all Cambium policies and guidelines on Internet usage under the Acceptable Use Policy. Excessive personal use of Cambium resources, or theft of or carelessness in use of these assets, increases Cambium's costs and expenses, reduces availability of the resources for our

business needs, and may adversely affect your job performance and the performance of Cambium. You may not use any Cambium resource for illegal activities. You may not use any Cambium resources for inappropriate purposes such as visiting Internet sites that contain sexually explicit content, for the purpose of gambling, or that advocate intolerance of others.

Cambium provides computers, voice mail, email and Internet access to employees for the purpose of achieving Cambium's business objectives. As a result, except as may be limited by local applicable laws, Cambium has the right to access, reprint, publish, or retain any information created, sent or contained in any of Cambium's computers or email systems of any Company machine. Further information may be found in Cambium's Acceptable Use Policy.

You must follow badge requirements at Company facilities and not provide access to unauthorized visitors. You must not share your password, and you should keep your laptop secure when traveling on Cambium business.



## **Protection of our Intellectual Property.**

Our intellectual property includes:

- ❖ our patents
- ❖ trademarks
- ❖ copyrights
- ❖ trade secrets
- ❖ business plans
- ❖ technical data
- ❖ financial data
- ❖ operating metrics
- ❖ customer lists and information
- ❖ personal data of employees
- ❖ other confidential information about Cambium and its business, operations and plans

Our intellectual property is vital to the growth and innovation of our company, and we all must take appropriate steps to protect it. Unauthorized alteration, destruction, use, disclosure or distribution of our intellectual property violates company policy and this Code. When we do not identify or otherwise protect this intellectual property, we risk losing rights to it and the competitive advantages it offers. Protect intellectual property from illegal or other misuse by making sure it is identified by appropriate confidentiality, trademark, service mark, copyright notice or patent marking. Disclose to management any

innovation developed on company time or using company information or resources, so that we can decide whether to seek formal protection.

As an employee, the things you create for Cambium Networks belong to Cambium, including discoveries, ideas, improvements, software programs, artwork, and works of authorship. We value new product and business ideas, concepts, and other information we produce.

## **Employee Electronic Communications.**

We value the privacy of our employees and all of their personal information. However, subject to applicable laws and regulations, all of our electronic communications and information, including emails, instant messages, text messages, internet activity and other electronic data and information on Cambium computers, equipment, devices and systems are intended for Cambium business, are Cambium's property and under Cambium control. Subject to applicable laws and regulations, and under our Privacy Policy and our Acceptable Use Policy, Cambium employees should have no expectation of privacy when using Cambium systems or equipment and Cambium has the right to monitor and inspect electronic communications.



## Respect the Intellectual Property Rights of Others.

We should also respect the intellectual property of others. Do not use customer lists or other materials created at a prior employer, or copy information that is copyrighted without approval. Just as we expect others to honor our intellectual property rights, we honor the intellectual

property and privacy rights of others. You have a duty to protect any confidential information you receive from others from misuse and unauthorized disclosure. Do not download software unless you are authorized to do so under the applicable license agreement. In no event should you load or use, on any company computer, any software or application without the prior approval of the IT Department.



## Do not:

- ❖ Disclose non-public intellectual property inappropriately or without approval from the Legal department
- ❖ Use company resources or time to create or invent something unrelated to our business
- ❖ Use a previous employer's intellectual property without that company's permission
- ❖ Make unauthorized copies of software or licensed information, except as specified in the licensing agreement
- ❖ Hire a competitor's employee to obtain that competitor's trade secrets
- ❖ Affix the trademark of another company to goods without authorization
- ❖ Fail to remove another's trademark when the goods or parts are remanufactured
- ❖ Erroneously allege patent infringement or mark a product with an untrue patent notice

## Selection and Use of 3rd Parties / Procurement

We engage in open and fair procurement activities regardless of nationality of the supplier or the size of the transaction. Suppliers are selected on a competitive basis based on total value, which includes quality, suitability, performance, service, technology, and price. We strive toward establishing mutually beneficial relationships with our suppliers based on close cooperation and open communication. Terms and conditions defining our relationship with suppliers are communicated early in the supplier selection process.

## Confidentiality

You should maintain the confidentiality of information entrusted to you by Cambium, as well as by our customers and suppliers, unless disclosure is authorized or otherwise required by law.

Examples of our confidential information include: Cambium's trade secrets, proprietary data and know-how such as software and product designs, product plans, inventions, laboratory notebooks, processes, designs, or drawings; business trends and projections; information about financial performance; new product or marketing plans; research and development ideas or information; manufacturing processes; information about potential acquisitions, divestitures and investments, public or private securities offerings or changes in dividend policies or amounts; significant personnel changes; and existing or potential major contracts, orders, suppliers, customers or finance sources or the loss thereof. Similar information that you receive from our customers, suppliers and business partners is entitled to the same protection

that we provide our own confidential information.

We must also protect Cambium confidential information beyond the workplace; therefore, you should be careful in your communications with family members and others, at industry conferences and meetings, including after your employment with Cambium ends.

### **Protecting the Privacy of our Customers and Other Third Parties**

We take seriously the protection of the privacy for our customers, consumers, and other third parties that have entrusted us with information. We follow all applicable laws and regulations directed toward privacy and information security. We must safeguard all confidential information our customers and other third parties share with us by ensuring that their information is only used for the reasons for which they have provided it to us. If you do not have a business reason to access this information, you should not do so. If you do, you must also take steps to protect the information against unauthorized use or release.

### **Managing our Records**

Our records are our corporate memory, providing evidence of actions and decisions and containing data and information critical to the continuity of our business. Records consist of all forms of information, whether originals or copies, regardless of media. Company records can be in the form of paper documents, email, electronic files stored on disk, tape or any other medium (CD, DVD, USB data storage devices, etc.). All records are company property and should be retained in accordance with our records retention policies. You are responsible for properly labeling and carefully handling confidential information

and securing it when not in use. Do not destroy official company documents or records before the retention time expires, but do destroy documents when they no longer have useful business purpose. Refer to our records retention policies for more specific retention and destruction guidelines.

### **Insider Trading**

Cambium policy and the laws of most countries prohibit improperly using confidential information while buying and selling shares of stock. In the course of your business activities, you might become aware of non-public information about Cambium, or about our customers or suppliers. Regardless of how you learn of this information, you should never trade securities on the basis of confidential information acquired through your employment or fiduciary relationship with Cambium.

We share information openly with our employees. At times, you may receive confidential company information before it is made publicly available to ordinary investors. Some of that information may be considered significant, or material, and could be important to an investor deciding to buy, sell or hold securities. Providing that information to an investor (“tipping”) can be a criminal offense.



## Examples of information that could be material are:

- ❖ Information about possible business deals, such as a merger, purchase, sale, or joint venture.
- ❖ Financial results or changes in dividends.
- ❖ Important management changes.
- ❖ Major raw material shortages or discoveries.
- ❖ Significant product or manufacturing process developments.
- ❖ Gain or loss of a significant customer or supplier.
- ❖ Major lawsuit or regulatory investigation.
- ❖ Any other information that may positively or negatively affect the stock price of Cambium or any other company.

You must not use confidential information for personal benefit, trade securities based on material inside information, or provide such information to others so that they can trade on it. You may purchase and sell Cambium Networks stock, exercise options granted to you or transfer stock into or out of any savings plan when you are not in possession of material inside information. Consult with your supervisor or the Legal Department if you are unsure whether you have material inside information at any point in time. In order to avoid the appearance that you may be trading on material inside information, do not trade in Cambium Networks securities during quarterly and other blackout periods when they apply to you. Even if you are not covered by formal blackout restrictions, you are encouraged to wait until at least 24 hours after material inside information has been publicly disclosed by Cambium before trading to ensure the market has had an opportunity to absorb and evaluate the information.

You must refrain from trading in the stock of publicly held companies, such as existing or potential customers or suppliers, on the basis of material confidential information that they have provided to you in the course of your employment with Cambium.

Further information can be found in the Cambium Insider Trading Policy.

### **Full, Fair, Accurate, Timely and Understandable Disclosure**

Our public disclosures, whether of financial or other business information, will be fair, accurate, timely and understandable. It is of paramount importance to Cambium that all disclosure in reports and documents that Cambium files with regulatory agencies, and in public communications we make, is full, fair, accurate, timely and understandable. We prohibit falsification of our books and

records, such as mischaracterizing transactions, hiding funds or accounts, reporting transactions in the wrong time period or other false or misleading information. Off the books transactions and “second sets of books” are strictly prohibited. You should always assist Cambium in fulfilling these responsibilities consistent with your role within Cambium, and provide prompt and accurate answers to all inquiries made to you in connection with Cambium’s preparation of its financial reports and any public disclosure. If you have reason to believe that any of our books and records are being maintained in a materially inaccurate or incomplete manner, you should report this immediately to your manager, the Chief Financial Officer, the company’s Auditor, or the General Counsel.

We rely on you to come forward if you feel that you are being pressured to prepare, alter, conceal or destroy documents in violation of our company policy. In addition, if you have any reason to believe that someone has made a misleading, incomplete, or false statement to an accountant, auditor, attorney or government official in connection with any investigation, audit, examination or filing, you should speak up.

We also prohibit all forms of money laundering. Money laundering is an illegitimate financial activity and falsification of financial records to hide criminal activity or proceeds. To prevent Cambium from being used to help launder money for illegal activity, it is very important to know your customer and be alert for suspicious activity (cash transactions, unknown parties, unusual payment requests or fund transfers).

## **External Communications**

To ensure that we provide consistent, honest, and transparent communications to the public, only authorized Cambium personnel may respond to requests from third parties such as analysts or the media for information about Cambium, in accordance with our Media Communications Policy. Any contacts from the governments, investors, analysts, the media and the public for information about Cambium should be handled in accordance with our Media Communications Policy.

## **Social Media Guidelines**

In the rapidly expanding world of electronic communication, social media can mean many things. Social media includes all means of communicating or posting information or content of any sort on the Internet, including to your own or someone else's web page or blog, journal or diary, personal web site, social networking or affinity web site, web bulletin board or a chat room, whether or not associated or affiliated with Cambium. If you have any doubt whether certain content can be posted, check to see if the content is mentioned on Cambium's website ([www.cambiumnetworks.com](http://www.cambiumnetworks.com)). If Cambium has publicly posted it, you may safely share it on social media. If Cambium has not publicly posted the content, you should check with your manager before posting the content.

We permit appropriate, responsible, business-related use of social media to enhance our interactions and communications with our customers, colleagues, suppliers, business leaders, media and others, and to raise awareness of our brand. Use of social media must be done in accordance with our Social Media Policy and all communications via social

media must be honest and transparent. When using social media, you should be careful not to violate the privacy rights of another Cambium employee; intentionally or inadvertently disclose any Cambium trade secret or confidential business information; comment on our future business performance, business plans or prospects unless you are authorized to do so; or include copyrighted materials or other intellectual property of someone else without permission. You should also take care that your use of social media does not violate laws or our policies, such as prohibitions against defamation, harassment, discrimination, and retaliation. You may not use Cambium's name to endorse or promote any product, commercial enterprise, opinion, cause or political candidate that do not represent the views of Cambium.

## Respect for our Customers, Suppliers and other Business Partners

This portion of the Code covers provisions designed to foster respect for our customers, suppliers and other business partners, as embodied in our core values of (i) outstanding global teamwork, (ii) make and meet our commitments, and (iii) serve our community.

### **Focus on Quality**

Cambium depends on product quality and superiority, combined with outstanding support capability, to sell our products and to support the value of our brand.

Accordingly, commitment to quality is essential to our business, and we will conduct business with the highest ethical standards. Cambium will not do business with anyone engaged in unlawful or unethical business practices. We expect our suppliers to abide by these requirements and not to have a relationship with anyone, or engage in any activity that in noncompliance, a conflict of interest, or embarrassment to Cambium, or harm to our reputation and brand.

### **Support Free and Open Competition and Engage in Fair Dealing**

We believe in free and open competition. Our goal is to conduct our business with integrity. We will deal honestly with our customers, suppliers, competitors and channel partners. We will not engage in unfair methods of competition, and unfair or deceptive acts and practices. We will compete for and do business on the basis of merit, open competition and by providing our customers with superior service. We set all prices independently, based on our own analysis, customer input, and publicly available information. We will not discuss prices, bids, profits, allocation of customers or territories, or other terms and conditions

of sale with competitors and will never agree with competitors on these things. We will not agree to boycott or not deal with certain people or entities unlawfully. In furtherance of this, you shall not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair dealing. You should be particularly careful when interacting with any employees or representatives of our competitors to avoid any improper discussions, especially at trade association meetings or other industry or trade events where competitors may interact. Under no circumstances should you discuss customers, prospects, pricing, or other business terms with any employees or representatives of our competitors.

If you are not careful, you could find that you have violated antitrust and competition laws if you discuss or make an agreement with a competitor regarding:

- ❖ Prices or pricing strategy
- ❖ Discounts
- ❖ Terms of our customer relationships
- ❖ Sales policies
- ❖ Marketing plans
- ❖ Customer selection
- ❖ Allocating customers or market areas
- ❖ Contract terms and contracting strategies

Examples of prohibited conduct include, but are not limited to:

- bribery or payoffs to induce business or breaches of contracts by others
- acquiring a competitor's trade secrets through bribery or theft
- making false, deceptive or disparaging claims or comparisons about competitors or their products or services
- mislabeling products or services

It is our responsibility to accurately represent Cambium Networks and our products in our marketing, advertising and sales materials. Deliberately misleading messages, omissions of important facts or false claims about our products, individuals, competitors or their products, services, or employees are inconsistent with our values. Sometimes it is necessary to make comparisons between our products and our competitors. When we do, we will make factual and accurate statements that can be easily verified or reasonably relied upon.

Further information appears in our Antitrust and Competition Law Policies and Procedures and our Anti-Boycott Policies. You should be mindful of these policies when participating in trade associations and trade industry meetings.

### **Corruption and Bribery**

We do not bribe. We are open, honest, and direct. We do not offer, give or accept money or anything of value from third

parties, including customers and partners, to improperly obtain or retain business, secure an improper advantage, or otherwise influence them to act improperly. This applies to engagements with third parties from both commercial and public sectors or governmental entities, although the rules that apply to public sector are more restrictive in response to global anti-corruption laws and regulations. We act in compliance with all anti-bribery laws, including the U.S. Foreign Corrupt Practices Act (FCPA) and the UK Bribery Act.

Our third parties must also do the right thing. We do not use third parties to take actions that we cannot otherwise take ourselves, nor do we do business with channel partners or suppliers that make bribes in connection with business they are doing on our behalf. We raise a red flag and report any concerns.

*What is a bribe?* A bribe can include giving or receiving any item of value (including cash or cash-equivalents such as gift cards, gratuities, gifts, kickbacks, unauthorized



rebates, meals, over-the-top entertainment, free products, trips, favors, loans, contributions or donations) to or from a person or entity to improperly influence any act or decision to obtain or retain business or to secure any advantage for Cambium, or otherwise to improperly promote our business interests in any respect. Although further information can be found in our Anti-Corruption Policy and our Entertainment and Gifts Policy, the following guidelines apply:

*We will not engage in bribery of government officials.* For example, we will not pay or offer to pay anything to someone who works for a government to improperly influence their actions.

*No facilitation payments.* Facilitation payments are small payments made to government officials to get them to do (or to do more quickly) routine things they have to do anyway, such as issuing visas. As an example, we will not pay cash to customs officials personally to clear freight through customs more quickly.

*No private sector bribery.* We do not engage in bribery in commercial transactions, nor pay or receive kickbacks or other benefits in order to obtain or maintain business, even when the government is not involved.

*We will not accept nor extend bribes.* We will not accept any sort of bribe or kickback or improper payment, nor give, offer or accept other forms of bribery such as personal favors for key decision-makers.

### **Hospitality, Entertainment and Gifts**

Business entertainment and gifts may only be done in compliance with our Entertainment and Gift Policy.

Under certain circumstances, extending or receiving common business courtesies such as reasonable meals or hospitality, appropriate entertainment, or small gifts to private or commercial (i.e., non-governmental) business affiliates can be appropriate and associated with accepted business practice. However, good judgment and discretion must be exercised, and any such business expense should not be intended to, or appear to, improperly influence any business decisions.

- ❖ Hospitality, entertainment and gifts involving any government-affiliated person or entity (such as government officials, political candidates, or employees of government-owned or controlled entities, public international organizations or political parties) are strictly prohibited absent review and pre-approval by the Legal Department.
- ❖ Hospitality, entertainment and gifts involving private or commercial business affiliates may be extended or received only if they do not exceed \$100 in value to/from a particular business affiliate in a given year and are not for any improper purpose.
- ❖ Gifts of cash or cash equivalents (such as gift cards or gift certificates) of any amount are strictly prohibited.

All reimbursements of valid business expenses will be done only in compliance with our Entertainment and Gift Policy. If you have any questions about whether a proposed business expense would be compliant, please contact the Chief Financial Officer or General Counsel in advance of incurring the business expense in question.

We believe that no gift, favor, or entertainment should be accepted or

provided if it will obligate the receiver of the gift. The giving or accepting of bribes, inappropriate, lavish or repeated gifts, or other benefits is always prohibited, even if acceptable by local custom. Similarly, requesting or soliciting gifts or services, or requesting contributions from vendors, suppliers, channel partners or other business partners for yourself or for Cambium Networks, is prohibited, except with regard to charitable organizations specifically sanctioned or supported by Cambium. The only permitted exception is providing or accepting normal sales promotion items, occasional meals, or other non-cash items provided that the value of the gift is in line with our Entertainment and Gift Policy and could not be construed as improperly influencing good business judgment.

### **Trade Compliance**

We will strictly comply with all applicable import and export control laws, other trade regulations as well as Cambium's Global Trade Compliance policies, including by checking for necessary government approvals for certain transactions or prior to shipping to certain destinations or end users. These laws restrict transfers, exports, and sales of products or technical data from the United States to certain prescribed countries and persons as well as re-export of certain such items from one non-U.S. location to another. Many countries in which we operate have similar laws and regulations. If you are involved in importing and exporting goods and data, you are responsible for knowing and following these laws. We will also comply with applicable anti-boycott rules and regulations.

### **Government Contracting**

Some of our business is with government entities. At Cambium we are committed to

complying with all applicable government contracting laws and regulations when we provide goods or services to governmental entities, directly or indirectly. If your assignment directly involves the government or if you are responsible for someone working with the government on behalf of Cambium, be alert to the special rules and regulations applicable to our government customers. Payments, gifts, or other favors given to a government official or employee are strictly prohibited as it may appear to be a means of influence or a bribe. Failure to avoid these activities may expose the government agency, the government employee, our company, and you to substantial fines and penalties.

### **Relationship with Regulators**

We are committed to maintaining an open, constructive and professional relationship with regulators on matters of regulatory policy, submissions, compliance, and product performance. Given the highly regulated environment in which we operate, we must be vigilant in meeting our responsibilities to comply with relevant laws and regulations. We expect full cooperation of our employees with our regulators and to respond to their requests for information in an appropriate and timely manner. We should be alert to any changes in the law or new requirements that may affect us and be aware that new products or services may be subject to special legal or regulatory requirements. If you become aware of any significant regulatory or legal concerns, please bring them to the attention of your supervisor, manager, or the Legal Department.

## Respect for Our Community

This fourth portion of the Code covers provisions designed to foster respect for our community, which is our key core value encouraging all of us to serve our community.



### **Social Responsibility**

We seek to align our social and environmental efforts with our business goals and continue to develop both qualitative and quantitative metrics to assess our progress. We will continually challenge ourselves to define what being a responsible company means to us, and work to translate our definition into behavior and Networks improvements at Cambium

### **Political Activities and Charitable Contributions**

As a general rule, Cambium does not intervene in political matters, and all of us must comply with all financial, ethical and other laws and regulations on political matters in our activities on behalf of Cambium, including lobbying. Our Board of Directors must approve all political contributions made on behalf of Cambium, and you may not use Cambium's name, money or resources to make campaign contributions or other political contributions without the approval of the Board of Directors.

We support community development throughout the world. Cambium employees may contribute to these efforts, or may choose to contribute to organizations of their own choice. However, as with political

activities, you may not use company resources to personally support charitable or other non-profit institutions not specifically sanctioned or supported by Cambium.

### **Environmental Protection**

We are committed to sustainability and to conducting our business in a manner that respects the environment in full compliance with applicable environmental laws and regulations. We use energy wisely and efficiently and employ technology to minimize any risk of environmental impact. Employees whose work affects environmental compliance must be completely familiar with the permits, laws, and regulations that apply to their work. All employees are responsible for making sure that Cambium business is conducted in compliance with all applicable laws and in a way that is protective of the environment.

# Reporting Violations of the Code and Company Policies

## *How to Report*

You should report any violation or suspected violation of this Code to your supervisor, the Legal Department, the Human Resources Department, the CEO or CFO or via Cambium's anonymous and confidential reporting procedures.

You should handle your reporting obligations in accordance with Cambium's Policy for Reporting Violations and Complaints. In the event you believe a violation of the Code, or a violation of applicable laws and/or governmental regulations has occurred, or you have observed or become aware of conduct which appears to be contrary to the Code, immediately report the situation to your supervisor or the Legal Department or Human Resources Department. Supervisors or managers who receive any report of a suspected violation must report the matter to the Legal Department or Human Resources Department. If you have or receive notice of a complaint or concern regarding

Cambium's financial disclosure, accounting practices, internal accounting controls, auditing, or questionable accounting or auditing matters, you must immediately advise your supervisor or the Legal Department or Human Resources Department. If you wish to report any such matters anonymously or confidentially, then you may do so in accordance with Cambium's Policy for Reporting Violations and Complaints.

## *Reporting Anonymously*

You may make a report to your supervisor, the HR Department, the Legal Department or via the Cambium hotline. Cambium Networks Global EthicsPoint hotline is a comprehensive and confidential reporting tool by NAVEX, which is the largest hotline provider in the world, and are the trusted global expert for more than 8,000 companies in 200+ countries.

**NAVEX** GLOBAL™  
The Ethics and Compliance Experts

To anonymously report via the hotline or online: open the following URL or type into your web browser:

- ❖ [www.cambiumnetworks.ethicspoint.com](http://www.cambiumnetworks.ethicspoint.com)
- ❖ Choose 'File a New Report via EthicsPoint'
- ❖ Type 'Cambium Networks'
- ❖ Select the country in which you are located from the drop-down menu, or the 'Do Not Wish to Disclose' option
- ❖ Select either the On-line or by Phone method of reporting
- ❖ Online: Select the country in which the violation took place from the drop-down menu, or

#### Online reporting:

- From the list, select the type of report you would like to make by clicking on the relevant heading
- Enter your report by responding to

the 'Do Not Wish to Disclose' option

- ❖ By Phone: The relevant phone numbers for your location will be listed
- ❖ For either method of reporting, you will be requested to create a password and will be assigned a unique code called a 'Report Key'
- ❖ Write down the Report Key and keep safely
- ❖ Use the Report Key and password to return to EthicsPoint through the website (or telephone hotline) in 5-6 business days to review and respond to any follow-up questions, or to submit more information about this incident.

We encourage you to give your name when making a report, and as much information as you can. But you can remain anonymous if you wish and if permitted by local law. We will treat all reports as confidentially as possible.

If you do not believe your matter is being handled, report it again or try another method of reporting as described above.

### ***Impact of Local Laws***

Some of the laws in which Cambium Networks operates may limit what a code of business conduct may require. For example, some countries' employment laws do not allow companies to require employees to report misconduct, and some allow employment practices that Cambium prohibits where it is allowed to do so. We intend this Code to apply in every country to the fullest extent allowed by that country's law.

### ***Internal Investigation***

When an alleged violation of the Code is reported, we will take prompt and appropriate action in accordance with the law and regulations and otherwise consistent with good business practice.

- ❖ If the suspected violation appears to involve Cambium's financial disclosure, internal accounting controls, auditing or accounting matters, then the manager or investigator should immediately notify the Legal Department or Human Resources Department, who, in turn, shall notify the Board of Directors or Chairman of the Audit Committee, as applicable.
- ❖ If a suspected violation involves any director or executive officer or management or other employees who

have a significant role in Cambium's internal controls, any person who received such report should immediately report the alleged violation to the Legal Department or Human Resources Department, if appropriate, and/or CFO, and, in every such case, the Chairman of the Audit Committee.

- ❖ The Legal Department or Human Resources Department or the Chairman of the Audit Committee, as applicable, shall assess the situation and determine the appropriate course of action.
- ❖ At a point in the process consistent with the need not to compromise the investigation, a person who is suspected of a violation shall be apprised of the alleged violation and shall have an opportunity to provide a response to the investigator.

### ***Corrective Action***

In the event of a violation of the Code, the Legal Department or Human Resources Department will assess the situation to determine whether the violation demonstrates a problem that requires remedial action. If a violation has been reported to the Audit Committee or another committee of the Board, that committee will be responsible for determining appropriate remedial or corrective actions.

You should not submit knowingly false or misleading reports, nor should you use the hotline for gossip, personal disagreements or trivial complaints.

### ***Disciplinary Actions***

As much as allowed by applicable law, we may discipline an employee who:

- ❖ Authorizes, participates in or is otherwise involved, directly or

indirectly, in any action that constitutes a violation of applicable laws or regulations, this Code or Cambium's policies and procedures.

- ❖ Fails to promptly report known or suspected violations or who withholds information about a violation.
- ❖ Inadequately manages or supervises any employee involved in a compliance violation or who otherwise directs, approves or condones improper conduct by any of his or her employees.
- ❖ Attempt to retaliate or participates in retaliation, directly or indirectly, or encourages others to do so, against an employee who in good faith reports a compliance matter (and also managers who fail to adequately prevent or respond to retaliation by others).

- ❖ Knowingly makes a false or misleading compliance report or other records.
- ❖ Fails to cooperate fully with our efforts to investigate or otherwise address a compliance matter.

Disciplinary action may include written and verbal warnings, monetary penalties (for example, bonus eligibility), suspension, and termination of employment to the fullest extent allowed by applicable law. In addition to disciplinary action, we may have to refer certain misconduct to appropriate governmental or regulatory authorities for criminal or civil prosecution or to take legal action to recover losses or damages caused by misconduct. Disciplinary action is at Cambium's sole discretion.

## **Revisions**

Cambium reserves the right to review, revise, delete, and interpret the Code at its sole discretion. The Code does not expressly or implicitly create any contractual or other rights and is not an employment contract or agreement or any sort.