Dear Partners,

As a global company in the wireless services industry, Sprint’s success depends on employees who are committed to adhering to the highest standards for conducting business in a lawful and ethical manner. Sprint will be more competitive and prosperous when we work together to incorporate these standards in our day-to-day business operations.

This Policy for Conducting International Business outlines the expectations and general principles of conduct for our employees. Conducting business in the global marketplace must be done in regard to unique laws and regulations that influence who we do business with, what countries we can do business in and how we provide goods, services, and technology.

It is up to our leaders to create an environment where ethical conduct and compliance is valued and demonstrated in our actions with customers and other international partners. Thank you for using this policy to guide your activities and to safeguard Sprint’s reputation and integrity as we conduct business worldwide.

Sincerely,

Michel Combes
Chief Executive Officer
Sprint Corporation
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Under the umbrella of the Ethics & Compliance Program, Sprint has prepared this Policy for Conducting International Business (the “Policy”) to explain some of the key laws and regulations applicable to its international business activities and to help you comply with those laws and regulations in your day-to-day activities on behalf of Sprint.

The separate Sprint International Compliance Manual (the “Manual”)—is available through the Legal International Compliance home page and contains specific guidance, procedures and forms to be used for implementing and ensuring compliance with this Policy.

This Policy Applies to You
This Policy applies to you, whether you are located in the US or any other country:

- If you are an employee of Sprint including its foreign subsidiaries
- If you are acting as an agent for and on behalf of Sprint

Examples of conducting international business include:

- Sales and sales support to U.S. businesses for Sprint products or services that will be delivered or performed outside of the U.S.
- Sales and sales support to a foreign company or person regardless of the location of the services
- Purchases of telecommunication services or handsets from foreign vendors
- Global voice or data interconnection or roaming services with a foreign carrier
- Network or customer operations (engineering, operations, call centers) in foreign countries
- Management of offshore real estate
- Developing and implementing strategies to support and influence global standards groups
- Involvement in export of a product (including CPE) to a site outside the U.S.

Why You Should Care
Violations can lead to:

- Imprisonment
- Monetary fines
- Loss of export privileges for Sprint
- Debarment from U.S. government contracts
- Disciplinary action, up to and including termination of Sprint employment, contractor status, etc.

Recordkeeping
Recordkeeping is an essential part of a compliance policy. The U.S. government and the governments of countries in which we operate require that Sprint keep many of its original documents for accountability purposes.

To ensure that Sprint properly keeps its records, each business unit is responsible to:

1) Each business transaction must have its own file in which all the relevant documents, including service orders, are kept;
2) Sprint employees overseeing the transaction are responsible for maintaining the documents relating to their role in the transaction;
3) Documents must be kept in their original form;
4) No record or account may be falsified;
5) All books, records and accounts must be accurate; and
6) All records must be retained in accordance with the Records Compliance Policy found on iConnect.
Even though the FCPA is a U.S. law, it also applies to Sprint employees located outside the U.S. who are also subject to OECD anti-bribery laws in their country.

**I am attending a global telecommunications convention and would like to take PTT officials to dinner and a show. Is this acceptable?**

**A** If the purpose of the dinner is relationship building and not to improperly influence the PTT official to misuse his power to grant business to Sprint, the entertainment will likely be acceptable. You must check with the Law Department or the Ethics Helpline before entertaining foreign officials.

**FCPA Provisions**
The Foreign Corrupt Practices Act (“FCPA”) prohibits Sprint (including our foreign subsidiaries, contractors and agents) from giving or offering money or anything else of value to a foreign official for the purpose of influencing the foreign official to assist Sprint to obtain or retain business or secure any improper advantage. The FCPA applies to prohibited conduct that takes place both inside and outside the U.S. While the FCPA may allow certain facilitating payments to be made, Sprint’s policy is that we will not make even small payments to government officials to speed up administrative processes.

**OECD Provisions**
The scope of the law was expanded by international treaty, with entry into force in 1999 of the Organization for Economic Cooperation and Development’s (OECD) Convention on Combating Bribery of Foreign Public Officials in International Business Transactions.

**Key Elements of Bribery:**
**Corrupt Knowledge or Intent** — The offer, payment, promise or gift is intended to induce the recipient to misuse his or her position in order to wrongfully direct business or to obtain preferential treatment. Intent exists when a person is aware that a “result is substantially certain to occur” from his or her actions. In other words, conscious disregard, deliberate ignorance and willful blindness will not absolve liability.

**Anything of Value** — Includes, but is not limited to, money, gifts, travel vouchers, club memberships, educational expenses, scholarships, employment, hospitality or promises of these things to be provided in the future.

**Foreign Official** — Includes officials and employees of a foreign government, officials and employees of government-owned enterprises (such as PTTs), officials and employees of public international organizations, candidates for political office, political party officials and government consultants and advisors.

**Private Person** — In some countries (e.g. the UK) the anti-bribery laws are expanded to include private persons, as well as foreign officials. It is anticipated that other European Union countries will implement similar laws to expand the scope to include a prohibition against bribery of private persons as well.

**Sprint Policy**
Sprint prohibits Sprint employees and directors, and agents or third parties acting on behalf of Sprint, from directly or indirectly giving, or offering to give, anything of value to any Government Official irrespective of intent or purpose without prior approval in writing from Sprint’s Law Department or Office of Compliance & Ethics. This includes, but is not limited to, facilitation payments (payments provided in exchange for routine government action), money, gifts, entertainment, travel expenses, meals, internships, professional training, education, loans or loan forgiveness, employment, internships, charitable contributions, and anything else of value.

The Sprint Gift Entertainment and Travel Policy (available through the Sprint Ethics and Compliance home page) provides further guidance on the giving and receiving of gifts and business entertainment.

**Accounting Requirements**
The FCPA’s accounting provisions require that Sprint:
- Maintain and keep books, records and accounts, that, in reasonable detail, accurately and fairly reflect the
transactions and expenditures of the company; and

- Maintain a system of internal accounting controls sufficient to provide reasonable assurances that:
  1) Transactions are executed, and access to assets is permitted, only in accordance with management’s general or specific authorization; and
  2) Transactions are properly recorded so as to permit preparation of financial statements in conformity with U.S. Generally Accepted Accounting Principles (“GAAP”) or like criteria and to maintain accountability for assets.

The books and record provisions of the FCPA contain no knowledge or intent requirement. Moreover, there is no “materiality” standard under these provisions. Thus, even unintentional, immaterial, accounting misstatements can create liability. Both diligence and vigilance are necessary to ensure that we produce and maintain accurate books and records.

**Agents, Consultants and Other Third Parties**

Most anti-bribery laws would hold Sprint responsible for the acts of its third party intermediaries that make or offer illegal payments on Sprint’s behalf, if Sprint employees knew or reasonably should have known about the illegal payments or offers. Third party intermediaries include agents, consultants and others acting on behalf of Sprint. Willful ignorance is not an excuse. Thus, Sprint will not enter into agreements with any company or individual for hiring any agent to conduct business on behalf of Sprint outside of the U.S., without prior written approval from the Legal Department.

**Red Flags of Bribery**

Red flags should increase scrutiny and be reported immediately. Examples of bribery red flags include:

- Situations in which someone tells you “not to ask” or “that’s how business is done here”;
- Poorly documented requests for reimbursement of expenses;
- Requests for commissions or other payments outside the terms and conditions of the contract;
- Requests for payments in cash;
- Agent requests for up-front fees;
- Refusal of agent or subcontractor to sign an agreement promising to comply with the FCPA and other applicable laws; and
- Agent was recommended by an official of a potential government customer.

**Penalties**

Sprint and individual employees convicted of violating the antibribery laws can face severe civil and criminal penalties. The penalties for each violation may include:

- Corporate fines up to $2 million;
- Individual fines up to $100,000. (The FCPA specifically prohibits the company from reimbursing or indemnifying the individual in the event of such fines);
- Imprisonment up to five years;
- Loss of export privileges for the company; and/or
- Debarment from doing business with the U.S. government.

Accounting provision violations carry their own penalties. For each such violation, the maximum fine is $25 million for corporations and up to $5 million and up to 20 years imprisonment for individuals.

All agents, consultants or other third parties doing work on behalf of Sprint, or parties receiving exports, must be screened against U.S. Government Prohibited Parties lists.
Export/Import Classification and Licensing

Transactions that are considered exports pursuant to the EAR are very broad, including such activities as technical training of foreign nationals.

Q I want to invite foreign nationals to come to the U.S. to tour Sprint facilities. Do I need special authorization?

A This visit may be deemed as an export or a release of technology. Therefore, you must follow the Visitor Pass Management System guidelines which require pre-registration and approval prior to any tours or demonstrations of technology, facilities or products to foreign nationals.

Overview of Law

The regulations that govern exports made by Sprint are found in The Export Administration Regulations (“EAR”). Sprint will comply with the EAR, which contains rules about exporting products, software and technology (information relating to the design, production, or use of a good).

What is an Export?

What does it mean to export something? Most people think of an export as the shipment of a commodity to a foreign destination. However, for purposes of U.S. export control laws, the term “export” covers a far broader range of activities, including the disclosure of technical data to foreign nationals located in the U.S. (This applies even to foreign nationals who are Sprint employees unless they are naturalized citizens or have permanent resident (“Green Card”) status.) For example, for Sprint, an export may take place when:

• Sprint personnel instruct or train foreign nationals on the design, production, or “use” of a product;
• Sprint personnel travel abroad to assist foreign distributors or end-users to “use” a product;
• Persons who are not U.S. citizens or permanent residents visit Sprint offices or tour facilities and gain access to technology—a so-called “deemed export.” Please see Part 5 in the Manual for details on how to handle visits by foreign nationals to Sprint facilities;
• There is an electronic transfer of technology to a foreign national by way of email, access to data bases, etc.;
• Sprint personnel release technology to a foreign national through any means, including hiring, training, demonstration or teaming;
• Sprint personnel hand-carry a product abroad;
• There is an export or re-export of goods, software or technology that was made in the U.S. or that has been present in the U.S.; or
• There is transfer from one foreign country to another of goods, software or technology that was made outside the U.S. that
  1) incorporates U.S. parts and components, or
  2) is based on certain U.S. technology.

Export Documentation and Licensing

Some export transactions require Sprint to obtain a formal license. Other transactions require precise recordkeeping and submission of certain information and forms to governmental entities. Sprint employees must work closely with the Export Administrator and with the International Compliance Administrator to ensure compliance with documentation and/or licensing requirements.

Export transactions that generally require one or more licenses are:

1) The good, software or technology has been designed or modified for military or defense purposes or for commercial satellite or spacecraft purposes;
2) The good, software or technology has an Export Control Classification Number (“ECCN”) that indicates it is “controlled”; for example, it involves encryption or source codes containing controlled technology. Please see Part 3 of the Manual for further
information on determining what is a “controlled” export; or
3) The destination of the export is a country that has been sanctioned or embargoed by the U.S. government: e.g., Cuba, Iran, North Korea, Sudan and Syria.

Red Flags
Sprint employees should also be alert for red flags. Examples of red flags include:
• The customer or purchasing agent refuses to provide information about the item’s end use.
• The product’s capabilities do not fit the buyer’s line of business.
• The customer is willing to pay cash for a very expensive item when the terms of sale normally would call for financing.
• The customer is unfamiliar with the product’s performance characteristics but still wants the product.
• A freight-forwarding firm is listed as the product’s final destination.

What to Do if You Need an Item Exported for Sprint
Before you export a good/product, software or technology you must contact Sprint’s Export Administrator who will help identify:
1) All the products and technology involved;
2) The country or countries involved;
3) The identity of all parties involved, including the nationality of the parties. For specific export requirements, please see Part 3 of the Manual;
4) Whether an export license is required; and
5) If a red flag is identified, the export should be stopped until it has been determined that the export is in compliance with export requirements.

Penalties
Sprint and individual employees convicted of violating export laws can face severe civil and criminal penalties. The penalties for each violation may include:
• Corporate fines up to $1 million or up to five times the value of the export involved;
• Individual fines up to $250,000;
• Imprisonment up to 10 years;
• Loss of export privileges for the company;
• Debarment from doing business with the U.S. government; and
• Asset forfeiture.

Are Imports Controlled?
Some imports of goods, technology and software into the United States are controlled by the U.S. Government and need special licenses. As a general rule, Sprint relies on its vendors to deliver the product to Sprint in the United States after the vendor has cleared the goods through customs. However, there may be situations where Sprint may be the actual importer of record. In that instance, you must consult with Network Logistics. Imports into foreign countries (including customs clearance) must be done in accordance with local law.
Sprint employees conducting business in the Emerging Markets must be particularly aware of these restrictions.

Sanctions — Laws and Regulations

It is Sprint’s policy to conduct all international business in accordance and in compliance with U.S. trade law and sanctions.

Sprint Cannot Do Business with Nationals, Companies or Governments of Certain Countries

The U.S. government imposes economic sanctions on a number of countries, individuals, and entities to promote U.S. foreign policy and national security objectives. All U.S. citizens, any person located in the U.S. and all U.S. companies, including their foreign subsidiaries and employees, must comply with U.S. economic sanctions laws when conducting business with certain governments, companies or nationals of those countries. As of January, 2018, the following countries are subject to U.S. sanctions and embargoes:

1) General embargoes or comprehensive sanctions are currently in force against North Korea, Cuba, Sudan, Syria and Iran. Most transactions with these countries are barred, with certain exceptions for humanitarian relief and transactions for which licenses have been obtained. The provision of telecommunications services to or from certain sanctioned countries is generally permitted under limited circumstances as authorized by a license issued by the U.S. government.

2) A lesser level of economic sanctions are in effect against several other countries designated by OFAC, the Bureau of Industry and Security, and the State Department.

Please see Part 2 of the Manual for the requirements to proceed in any sanctioned country. Transactions designed to circumvent any sanctions regulations are also prohibited.

Penalties

Depending on the country involved, companies that violate the sanctions regulations may be subject to civil and criminal financial penalties of up to $1 million per transaction or violation. Individuals may be subject to fines of up to $250,000, imprisonment for up to 10 years, or both.
**Anti-Boycott Regulations**

*It is Sprint’s policy to comply with all U.S. anti-boycott regulations, which may restrict business in certain countries.*

**What Is a Boycott?**

The U.S. government has enacted anti-boycott regulations, which prohibit U.S. citizens, residents and companies, including their foreign subsidiaries and employees, from participating in foreign boycotts that run counter to U.S. policy.

The Arab League’s boycott of Israel is the most prominent example of an unsanctioned boycott. The Arab League boycott generally prohibits business transactions with Israel and with “blacklisted” companies that do not comply with the boycott.

**How Would I Encounter a Boycott?**

Sprint employees who negotiate contracts or RFPs, who review bills of lading, letters of credit, shipping orders or any other transactional documents in the Middle East, must exercise caution when dealing with parties in boycotting countries. The following countries often require cooperation with an unsanctioned boycott: Iraq, Kuwait, Lebanon, Libya, Qatar, Saudi Arabia, Syria, United Arab Emirates and Yemen.

Some Forms of boycott requests are found in RFPs include the following:

- Questions as to whether goods or services are of Israeli origin;
- Requests for national origin, nationality, or religious affiliation information for directors, officers or other employees;
- Requests to exclude blacklisted firms; and
- Requests to comply with boycott requirements.

**How Do I Handle a Boycott?**

Do not respond to any boycott requests or sign any contracts or other documents with a boycott provision.

Immediately contact the International Compliance Administrator or call the Ethics Helpline to report such boycott requests. Sprint must report such requests to the U.S. government. The mere receipt of a boycott request may trigger a reporting or other requirement, even if Sprint does not comply with or respond to the request.

**Penalties**

Violations of the anti-boycott regulations can result in severe criminal and civil penalties. Companies may be subject to fines of up to $50,000 or up to five times the value of the export involved. Individuals may be subject to fines of up to $500,000, imprisonment of up to 10 years or both. Violations can also result in the loss of export privileges and debarment from U.S. government contracting.

Under IEEPA Enhancement Act, penalties can be even more stringent.

**Q** I was responding to an RFP that questioned whether Sprint used vendors of Israeli origin. Is this a type of boycott? May I respond?

**A** Yes, this is a type of boycott, and no, you may not respond. Requests for compliance with a boycott may be written or oral and are usually included in RFPs, bid qualifications, purchase orders, etc. Sprint may not respond to any such request without prior Law Department approval. Requests for such information may need to be reported to the U.S. government.
Sprint protects the privacy of its international customers, vendors, employees and other individuals and parties with whom we do business. In particular, many foreign laws regulate how Sprint gathers, stores and transfers personal data. Personal data generally is defined as any personal information by which an individual can be identified, such as name, address, telephone number, fax number, e-mail address, etc. At Sprint, this data may be obtained in connection with the following: human resource activities, customer contacts, lead or sales generation and vendor contacts.

Key elements of the International Data Privacy Policy include:

**Notice:** Provide clear notice on how Sprint intends to use personal data; that is, to use personal data only for its intended purpose, such as to provide ongoing service, to fulfill a request for information or to provide information about new Sprint products and services.

**Choice:** Seek consent to use or release personal data.

**Onward Transfer:** Give notice and obtain appropriate consent before transferring personal data to outside parties.

**Security:** Utilize encryption measures and other methods to ensure that personal data accessed or stored on any Sprint system is secure.

**Data Integrity:** Take reasonable steps to ensure that personal data remains reliable, accurate, complete and current.

**Access:** Personal data of a customer, vendor, employee or a third party will be accessible through a password-protected, Internet capability. Do not gather sensitive personal data, such as a person’s race, ethnic origin, political or union affiliation, religious beliefs, sexual beliefs or orientation or personal health without first contacting the International Compliance Administrator.

**Penalties**

Sprint is required to comply with the data privacy laws of multiple countries, some of which impose criminal sanctions or monetary fines for mishandling personal data.
Contract Procedures; Screening; Licensing; Hiring a Foreign Representative; Reporting Violations and Government Investigations

Contract Review
The following types of international business transactions or contracts have specific requirements and must be reviewed and approved by the International Law Group of the Law Department prior to signature:

• Contracts with foreign telecommunications companies for traffic routing, interconnection, roaming or exchange;
• Contracts with foreign consultants, representatives, distributors or agents for performance of work for Sprint outside the U.S.;
• Contracts for the sale of Sprint service where such service will be provided outside the U.S. or the contracting party resides outside the U.S.; and
• Contracts for purchase of telecommunications services, facilities or equipment outside the U.S.; NDAs and RFPs with foreign parties.

Who Can Sign Sprint Contracts?
Sprint employees generally are not authorized to sign international contracts on behalf of Sprint. To sign a contract for international business you must:
1) Be on the list of authorized signatories by the legal department; and
2) Comply with Sprint Financial Policies with respect to making financial commitments.

Screening for Restricted Parties
Various agencies of the U.S. government prohibit or restrict U.S. companies such as Sprint from doing business with certain “Restricted Parties.” Generally, these Restricted Parties are past violators of U.S. export laws, terrorist organizations, weapons-of-mass-destruction proliferators and supporters, narcotic traffickers and specially designated nationals of certain countries. Various U.S. government agencies publish, and periodically update, lists of the Restricted Parties.

Before you enter into certain contracts or export or import goods on behalf of Sprint, you must ensure that all parties involved in the international transaction with Sprint and their majority owners are screened against the U.S. Government’s Restricted Party lists. Please see Part 1 of the Manual to obtain more detailed information on the screening parameters and to determine your role in ensuring that this screening is completed.

Foreign Regulatory Licensing
Sprint will provide communications services only in those countries where it (1) holds the appropriate regulatory license or (2) acts as an agent on behalf of its customer to procure the service from a licensed carrier. To act as an agent, Sprint must ensure that: (A) the customer appoints Sprint as its agent to obtain the service, through a contract or a letter of agency; and (B) Sprint orders the service from the vendor as the customer’s agent and indicates on the vendor’s order form that the customer, not Sprint, is the customer of record.
Hiring a Foreign Representative to Promote Business for Sprint
Any arrangement with a sales representative, consultant or other third party to conduct business on behalf of Sprint or promote Sprint’s products and services outside the United States must be approved (for example, on a commission or finder’s fee basis.) Please contact the International Compliance Administrator and refer to Part 6 of the Manual.
In addition to the general record-keeping requirements set in this Policy, there are specific requirements tailored to each compliance area.

Reporting Violations
If you suspect a violation of this Policy or the Manual, please contact the International Compliance Administrator and follow the steps below:
• Hold the transaction
• Notify your Supervisor, the International Compliance Officer or the Ethics Helpline
• Preserve documents
• Maintain confidentiality
Those who report suspected violations in good faith will not be subject to retaliation.

Government Investigations
If government or law enforcement officials contact you in connection with a subpoena, inquiry or investigation, please follow the steps outlined in Part 8 of the Manual, which include:
• Hold the transaction
• Notify your Supervisor, the International Compliance Officer or the Ethics Helpline
• Preserve documents
• Maintain confidentiality
Getting Help
If you have any questions about this Policy for Conducting International Business or the International Compliance Manual or about the legal requirements in connection with an international business situation, please contact:
1) Your supervisor,
2) The International Compliance Administrator,
3) The International Law Group of the Law Department.

Annual Requirement for Training/Certification
In addition to Sprint’s i-Comply annual certification, it is mandatory for all Sprint employees that conduct international business to annually review this Policy and the International Compliance Manual and complete the web based training and certification course Legal and Ethical Compliance in International Business.

If you have questions about your obligations in connection with an international business transaction or if you would like additional personalized training, you may contact the International Compliance Administrator.

Policy on Conducting International Business and International Compliance Manual

International Compliance Administrator
Mary Hull, Senior Counsel

International Law Group
Mary Hull, Senior Counsel
Jay Eidson, Senior Counsel

Export/Import Administrator
Steve Hood

In the event of a violation, please contact:
Ethics Helpline
24 hours, 7 days a week
Monday-Friday 8:30 a.m. -5 p.m. Central Time

Available through the International Compliance link on the Sprint International Legal Group home page

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