



SUPPLIER CODE OF CONDUCT

INTRODUCTION

Novatel Wireless, Inc. (“Novatel Wireless”) continuously strives to conduct business with suppliers who are leaders in their industries and are willing to demonstrate a strong commitment to ensure that (i) working conditions in the electronics industry supply chain are safe; (ii) that workers are treated with respect and dignity; and (iii) that business operations are environmentally responsible. Consistent with Novatel Wireless’ sustainability principles, this Supplier Code of Conduct (“Code”) outlines Novatel Wireless’ expectations regarding its suppliers’ sustainability practices. By adopting this Code, Novatel Wireless aims to promote sustainable development while minimizing legal, financial and reputational risks. In all of its activities, each supplier must conduct business in full compliance with the laws, rules and regulations of the countries in which they operate. Suppliers are encouraged to go beyond legal compliance, draw upon internationally recognized standards and achieve certification status pursuant to each subsection of this Code, in order to advance social and environmental responsibilities. When a certain country’s laws and international standards address the same issues, Novatel Wireless expects that the highest standards among each are applied. Suppliers are expected to take all reasonable measures to ensure the respect of this Code across their entire business management system and within their own supply chains. This Code is comprised of six main sections. The first section addresses management system components. The next few sections outline Novatel Wireless’ expectations regarding Labor, Ethics, Health and Safety and the Environment, respectively; and finally, the last section provides information about supplier assessment and monitoring.

I. MANAGEMENT SYSTEM

A. Suppliers must have in place the appropriate control measures to monitor compliance with this Code and to promptly correct any non-compliance.

B. Suppliers shall aim to establish a management system(s) whose scope is in line with the principles of this Code and in accordance with international standards such as ISO 14001, ILO-OSH 2001 and SA8000. The management system(s) shall be certified and accredited by a third party, of whom shall be an internationally registered entity. The management system(s) shall be designed to ensure (a) compliance with applicable laws, regulations and customer requirements related to each supplier’s operations and products; (b) conformance with this Code; (c) identification and mitigation of operational risks related to this Code; and (d) compliance with applicable international standards.

C. The management system shall contain elements such as: company commitment and policy toward corporate social and environmental responsibilities; identification of the management accountability and responsibility; performance objectives with an implementation plan; training programs; compliance assessment; continuous improvement; documentation and records; etc.

II. LABOR AND HUMAN RIGHTS

A. Suppliers are expected to uphold the human rights¹ of workers, and to treat them with dignity and respect in compliance with internationally accepted standards as defined in the

¹ Universal Declaration of Human Rights *General Assembly resolution 217 A (III) of 10 December 1948*

International Labour Organization (“ILO”) conventions and regional or national legislation governing working conditions.

B. **Freely Chosen Employment**². All work should be voluntary, and workers should be free to leave after reasonable notice.

C. **Child Labor Avoidance**³. There shall be no use of child labor in production or anywhere else in the business. The term “child” refers to any person employed under the age of 15 (or 14 where the laws of the country permit), or under the age for completing compulsory education, or under the minimum age for employment in the country, whichever is greatest. The use of workplace apprenticeship programs, which comply with all laws and regulations, is encouraged. Workers under the age of 18 shall not be employed at night or in hazardous conditions.

D. **Working Hours, Wages and Benefits**. Suppliers shall manage operations in ways that overtime does not exceed levels that create inhumane working conditions. Where there are no applicable laws, suppliers shall not require, on a regularly scheduled basis, work in excess of six consecutive days without a rest day.

E. Suppliers must comply with all applicable wage laws, including those relating to minimum wages, overtime hours and legally mandated benefits. Where no wage law exists, workers must be paid at least the minimum local industry standard.

F. **Non-Discrimination**⁴. Suppliers shall be committed to provide a workplace free of harassment and unlawful discrimination at all times. Suppliers shall not engage in discrimination based on race, color, age, gender, sexual orientation, ethnicity, disability, pregnancy, religion, political affiliation, union membership or civil status in hiring and employment practices such as promotions, rewards, and access to training.

G. **Freedom of Association and Collective Bargaining**⁵. Suppliers shall respect the rights of workers to freely join labor unions, seek representation and join workers’ councils in accordance with local laws, and to bargain collectively.

III. ETHICS

A. **Business Integrity**. Suppliers shall maintain the highest standards of corporate ethics and integrity and shall comply with all applicable federal, provincial, state and local laws, regulations and procedures. Any form of corruption, extortion, embezzlement or falsification is prohibited.

B. **No Improper Advantage**. Suppliers shall not offer or solicit any gifts, gratuities, entertainment, payments of cash or loans or any other kind of undue favor or use other inappropriate means of influence to gain either business or competitive advantage.

C. **Intellectual Property**. Suppliers shall respect intellectual property rights and comply with all applicable legislation pertaining to intellectual property rights.

D. **Fair Business, Advertising and Competition**. Suppliers shall comply with all applicable legislation relating to fair business practices, anti-trust standards and lawful advertising.

E. **Privacy**. Unless disclosure is authorized or legally mandated (for example by court order), suppliers should protect the confidentiality of employee and customer information in compliance with applicable privacy legislation, regardless of whether the information and data was provided by the employee or customer, or was created by the supplier. Suppliers should consider all non-public information to be confidential.

F. **Community Engagement**. Suppliers are invited to engage in the community to help foster social and economic development.

² In accordance with ILO conventions 29 and 105 (Forced labor).

³ In accordance with ILO Convention 138 & Recommendation 146 (Minimum Age).

⁴ In accordance with ILO conventions 100 and 111 and recommendations 90 and 111 (Equal remuneration and Discrimination).

⁵ In accordance with ILO conventions 87 and 98 (Freedom of Association and Right to Organize and Collective Bargaining).

IV. HEALTH and SAFETY

A. **Legislation.** Suppliers are expected to comply with the international, regional and national health and safety standards applicable to each supplier's business activities.

B. Suppliers must comply with all applicable health and safety legislation and all applicable regulations and perform all services in a diligent manner with respect to health and safety matters.

C. Suppliers must ensure that their employees and any person present on or near the workplace are protected against potential occupational health and safety hazards resulting from each supplier's business activities. Where appropriate, suppliers shall ensure that their employees are provided with adequate personal protective equipment, with adequate training on the safe use of tools and equipment and shall supervise employees' adherence to safe working practices.

D. Suppliers shall ensure that all products supplied to Novatel Wireless are in compliance with all applicable workplace hazardous materials information standards. Material Safety Data Sheets must be available in English for all products supplied to Novatel Wireless.

E. **Policies and Practices.** We expect our suppliers to provide their employees with a healthy and safe working environment and, where appropriate, to implement and train their employees on policies, programs and procedures to address when required, in particular but not limited to, the following matters: (a) exposure to hazardous substances, (b) accident prevention, (c) confined space entry, (d) aerial work, (e) ergonomics and (f) resiliency and emergency procedures.

V. ENVIRONMENT

A. **Legislation.** Suppliers must comply with all applicable statutes, regulations, guidelines, codes of practices, orders from and agreements entered into with government authorities relating to the protection and conservation of the environment, including the use, handling, storage, transportation and disposal of regulated hazardous substances.

B. Suppliers must obtain, maintain and report on all environmental permits, approvals, licenses and registration as required under environmental legislation.

C. **Policies and Practices.** We expect our suppliers to have knowledge of the environmental impacts associated with their business activities and where appropriate to implement policies, programs and employee training to address, in particular but not limited to, the following matters: (a) hazardous products management, (b) accidental spills and releases, (c) air emissions and waste water control and (d) waste management and waste recycling.

VI. SUPPLIER ASSESSMENT AND MONITORING

A. Novatel Wireless reserves the right to assess and monitor on an ongoing basis each supplier's practices regarding this Code. Any supplier may be requested by Novatel Wireless to complete a self-assessment questionnaire.

B. Novatel Wireless may conduct onsite audits of selected supplier facilities which produce products for Novatel Wireless. Onsite audits may include a review of relevant supplier records, policies and work practices as well as inspection of the facilities for compliance with this Code.

C. In case of observed non-compliance with this Code, Supplier shall take all reasonable measures to meet the standards exposed in this Code in a diligent manner.

REFERENCES

The following documents were consulted in preparing this Code and may be a useful source of additional information:

International Instruments

Universal Declaration of Human Rights

ILO International Labor Standards

Guidelines on occupational safety and health management systems: ILO-OSH 2001

United Nations Convention Against Corruption

International Best Practices and Voluntary Standards

Eco Management & Audit System

EICC (Electronic Industry Code of Conduct)

Ethical Trading Initiative

ISO 14001

OECD Guidelines for Multinational Enterprises

SAI (SA8000)

United Nations Global Compact

QUESTIONS

For inquiries regarding the Novatel Wireless, Inc. Supplier Code of Conduct, please contact the Novatel Wireless, Inc. Legal Department.