



NETCRACKER SUPPLIER CODE OF CONDUCT

Version 1.1



NETCRACKER SUPPLIER CODE OF CONDUCT

Netcracker is committed to conducting business with honesty and integrity across its entire business including Netcracker's supply chain. Netcracker's Supplier Code of Conduct ("Code of Conduct") contains principles to promote ethical business practices among Netcracker's suppliers, including their subsidiaries, workers, subcontractors and agents, who provide people, products or services to Netcracker ("Suppliers").

Netcracker expects its Suppliers to comply with applicable laws and regulations; conform to or exceed industry best practices; and meet or exceed the expectations set forth in this Code of Conduct.

As used in this Code of Conduct, "Netcracker" refers to Netcracker Technology Corporation and its subsidiaries. References to "Netcracker staff" are to Netcracker employees and contingent workers performing services for Netcracker. In this Code of Conduct, the term "including," and any variation of such term, means "including without limitation." The use of the word "or" in this Code of Conduct is not exclusive. This Code of Conduct is deemed to supplement, but not to supersede, any contract between Netcracker and the Supplier ("Master Agreement"). In the event of a conflict between the Master Agreement and this Code of Conduct, the more restrictive terms shall apply.

INTEGRITY AND COMPLIANCE

Netcracker is committed to operating responsibly and ethically and expects the same from its Suppliers including in the following areas:

Books and Records

Maintain accurate and complete books and records. Create and maintain an accurate record of all transactions and retain, for a reasonable amount of time, all documentation pertaining to services rendered or goods delivered to, or on behalf of, Netcracker.

Competition and Fair Dealing

Prohibit any activity, including bribes, kickbacks and extortion, designed to improperly or illegally advance any interest connected with Netcracker. Monitor and enforce compliance with such restriction and implement business practices designed to promote fair competition and compliance with anti-trust and anti-corruption laws.

Conflict of Interest

Avoid relationships with or situations involving any Netcracker staff, customers and other business partners that compromise, could compromise or otherwise reasonably appear to compromise the ability of that party or the Supplier to perform his or her work objectively and effectively. Conflicts of interest occur when a person

(or such person's immediate family member) or entity has a private interest (including financial interest) that interferes with the interests of Netcracker as a whole or when improper personal benefits (including gifts) are given to or solicited by individuals in a position to make a decision on behalf of Netcracker. Refrain from offering or giving Netcracker staff any gifts or entertainment that could undermine or influence their good business judgment or that might appear to have that result. On occasion, Netcracker staff may accept gifts of nominal or modest value if (a) the gifts are consistent with the giver's rules, (b) such staff have determined and confirmed with the appropriate internal parties that the acceptance of the gift is in compliance with Netcracker's Gifts, Entertainment and Hospitality Policy (as in effect at such time), and (c) open disclosure of the gift would not embarrass or reflect poorly on Netcracker, the donor or the recipient. Netcracker staff are prohibited from soliciting gifts or favors from any person or entity with whom Netcracker does business. Netcracker staff working in a sourcing or procurement role or engaged in sourcing or procurement activities, together with their immediate family members, are prohibited from receiving from Suppliers any gifts or gratuities, including those of nominal or modest value. Suppliers are expected to promptly report through Netcracker's Ethics Hotline any situation, relationship or conduct that would give rise to actual, potential or the appearance of a conflict of interest.

Environmental Protection

Establish, maintain, and enforce rules, guidelines, and standards regarding environmental protection, including restrictions on materials, labeling, information obligations, re-use, environmentally compatible product use, maintenance and disposal and, where applicable, measures for protection against hazardous substances.

Insider Trading

Refrain and prohibit Supplier's workers from (a) buying, selling or otherwise trading, directly or indirectly, in NEC or another company's stock or other securities while in possession of material, non-public information relating to Netcracker or such other company ("MNPI"), which is entrusted to the Supplier or which the Supplier obtains in the course of performing services for or on behalf of Netcracker and (b) engaging in any other action to take advantage of, or pass on to others, such MNPI. Material information is information that a reasonable investor would consider important in making a decision to buy, hold or sell stock or other securities of NEC or such other company. Avoid disclosing MNPI about Netcracker or such other company to a third party, unless that party has a reasonable need to know such information to render services for, or on behalf of, Netcracker.

Responsible Sourcing

Implement a policy designed to reasonably ensure that the products such Suppliers manufacture for Netcracker do not contain conflict minerals, such as tin, tantalum, tungsten and gold, that directly or indirectly finance or benefit the perpetration of human rights abuses. Exercise due diligence in determining the source of these minerals and retain documentation of such efforts for inspection by Netcracker upon request.

LABOR AND HUMAN RIGHTS

Netcracker expects its Suppliers to demonstrate a commitment to human rights, which includes the following at a minimum:

Compensation, Benefits and Working Hours

Provide all workers with at least the minimum wage, compensation for overtime hours, and benefits, in each case as mandated by applicable laws and regulations. Limit the number of working hours to the maximum legally allowed under applicable laws.

Fair Treatment

Provide equal opportunity in all aspects of employment and ensure a workplace free of harassment, abuse, coercion, and other inhumane treatment of workers. Strictly prohibit discrimination against workers and any other covered individual based on any class protected under applicable federal, state or local law, including race, color, religion, national origin or ancestry, ethnicity, sex, gender (including gender identity and expression, and status as a transgender individual), sexual orientation, age, physical or mental disability, citizenship, past, current or prospective service in the uniformed services, genetic information, and marital status.

Freedom of Association

Abide by applicable law governing the rights of employees to join or not join trade or labor unions.

Involuntary and Child Labor

Prohibit trafficking in persons or using any form of child, slave, forced, bonded, indentured or involuntary prison labor. Comply with all applicable minimum working age laws, regulations and industry best practices, including with respect to the minimum age for performance of hazardous work.

HEALTH AND SAFETY

Netcracker expects its Suppliers to maintain a safe work environment for its workers and Netcracker's staff, as well as the general public and others with access to job sites or surrounding areas. Suppliers must establish and observe safety protocols that, at a minimum, address the following:

Emergency Preparedness

Implement emergency plans and procedures that, at a minimum, address: (a) emergency preparedness, reporting and notification (including to Netcracker); (b) evacuation and rescue procedures, training and drills; (c) appropriate hazard detection and mitigation procedures; and (d) adequate exit facilities from job sites.

Occupational Injury and Illness

Maintain procedures and systems to manage, track and report: (a) occupational injuries and illnesses and (b) violations and fines from the Occupational Safety and Health Administration or equivalent state and local regulatory agencies. Such procedures and systems must be designed to: (i) encourage reporting; (ii) classify and record injury and illness cases; and (iii) investigate cases and implement corrective actions.

Occupational Safety

Take appropriate precautionary measures to protect the health and safety of workers by: (a) implementing, maintaining and enforcing safety management practices that conform to or exceed legal and industry standards, including those mandated by the Occupational Safety and Health Act of 1970; (b) supplying workers with requisite, well-maintained personal protective equipment and mandating its use when performing work for Netcracker; (c) providing regular safety training to workers and monitoring and enforcing their compliance with safety standards, procedures and industry best practices; (d) familiarizing workers with Netcracker's safety expectations and procedures and enforcing their compliance with Netcracker's safety requirements, including those specified in the Master Agreement; (e) ensuring workers are, at all times, properly qualified to perform their job responsibilities and designated tasks; (f) obtaining and keeping current all required health and safety permits, worker training certifications and credentials; (g) promptly reporting to Netcracker all incidents and near misses; (h) preparing and implementing corrective action plans to manage risks and promote safe practices; and (h) prohibiting workers from performing services for, or on behalf of, Netcracker while under the influence of any substance, including drugs or alcohol, which may impair their ability to work safely and effectively.

INFORMATION AND PROPERTY

Netcracker takes great care of its resources and expects its Suppliers to extend the same level of care for the assets entrusted or made available to the Suppliers. Accordingly, Netcracker expects Suppliers to comply with the following:

Confidentiality

Safeguard confidential and proprietary information entrusted to the Supplier by Netcracker and its customers. Such information includes all non-public information that, if disclosed, might be of use to competitors, or harmful to Netcracker or its customers, including business plans, financial or competitive information, strategies, information systems and other business, operational, financial and performance data. Limit disclosure of Netcracker information as legally mandated or expressly authorized by law, this Code of Conduct, the Master Agreement and any other applicable agreements. Any documents, papers, records or other tangible items that contain confidential and proprietary information relating to Netcracker are the property of Netcracker.

Privacy and Information Security

Exercise caution when collecting, storing and distributing confidential information regarding Netcracker’s customers, staff and shareholders. Abide by all applicable privacy, data protection and information security laws and regulations, and with Netcracker’s privacy, data protection and information security policies (as updated by Netcracker from time to time).

Protection and Proper Use of Assets; Improper Payments

Use best efforts to protect from loss, theft, abuse and unauthorized use any physical assets that Netcracker made available to the Supplier. Ensure that Netcracker's assets are used only for legitimate Netcracker business purposes and are not maintained for use for non-business related purposes. Prohibit payment on behalf of Netcracker that is made to further any unlawful or improper purpose. Respect Netcracker’s intellectual property rights and comply with Netcracker’s intellectual property licensing arrangements.

REPORTING CONCERNS

Netcracker expects its Suppliers (including its workers) to promptly report any situation or relationship involving Netcracker that is perceived as a violation of law, regulations or this Code of Conduct. Suspected violations and concerns should be reported by emailing compliance@netcracker.com or using our [Ethics Hotline](#). The Ethics Hotline is managed by an outside vendor and is available around-the-clock. Suspected violations and concerns can be reported anonymously and confidentially. Netcracker maintains a strict, non-retaliation policy for concerns raised in good faith.

NETCRACKER SUPPLIER CODE OF CONDUCT ACKNOWLEDGEMENT AND AGREEMENT

On behalf of the undersigned acknowledging company (“Company”), I understand that the Company, along with each of its and its subsidiaries’ employees, representatives and agents, are required to comply, in letter and spirit, with Netcracker’s Supplier Code of Conduct (“Code of Conduct”) as in effect from time to time. The Company acknowledges that failure to comply with the Code of Conduct may result in responsive action, including legal action or termination of the Netcracker relationship.

[Company Name]

By: _____

Title: _____

Date: _____

Failure to read the Code of Conduct or to execute this acknowledgement does not exempt a Netcracker vendor from its responsibility to comply with the Code of Conduct or any applicable law or regulation.