



Brightstar™

CODE OF
CONDUCT &
ETHICS



OUR VALUES



**THINK
CUSTOMER
FIRST**

We put our customers first, both externally and internally. We are passionate about understanding our customers' needs and delivering ideas through our innovative and entrepreneurial spirit.

Trust is earned by delivering on our commitments to customers with integrity. We must place trust in each other by doing the right thing all the time.



**EARNED
TRUST**



**INSPIRED
TEAMWORK**

We are passionate people that put our minds together to deliver the next big idea and to solve complex problems - across the company and across continents.

We drive for excellence. As industry leaders we continuously focus on improving our customers' businesses by developing and executing transformative solutions.



**RELENTLESS
PURSUIT OF
EXCELLENCE**

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OUR COMMITMENTS

Move fast? Yes. Short-cut compliance? No.

Compliance Applies to All of Us

Responsibility for compliance, including the duty to seek guidance when you have questions or are in doubt about how to handle a situation, rests with each member of the Brightstar community. Our Code of Conduct & Ethics ("Code") applies to everyone working in the Brightstar community, including our Board of Directors, management, suppliers, vendors and you! We recognize that any educational and training program, no matter how comprehensive, cannot anticipate every situation that may occur. That is why we are dedicated to providing compliance information to everyone, and to responding to all compliance inquiries.

Acknowledgement

All Brightstar employees are required to acknowledge the Code of Conduct and Ethics by reading and understanding it in its entirety. We acknowledge the Code upon hiring as well as on an annual basis. We agree to comply with all applicable laws, regulations and the Code. We strive to familiarize ourselves with company values and the ability to make good choices in and out of the workplace.

In addition, we are all responsible for reading and understanding all company policies and procedures. Please be sure to review these guides and abide by them accordingly. Specific policies that relate to the topics covered in this Code are a useful reference and give a comprehensive overview.

e-Learning/Face to Face Trainings/Communications/Policies

In order to ensure responsibility and enhance knowledge within our community, we offer online training (e-Learnings) on a range of compliance topics. Our e-Learning programs are conveniently available in a variety of languages to assist your understanding of the company's expectations. We are eager to solidify each member's understanding of our company at every level. Our goal is to establish an empowered and unified community across the globe. In order to achieve this goal, our various departmental teams are dedicated to training every employee in our global community through web trainings and face to face communications. In addition, our company policies offer detailed descriptions of how we do business. Feel free to refer to them for more detailed information on the topics in this Code.

Open-Door Policy

Brightstar is committed to giving employees the power to raise any concerns without fear of retaliation. You should always feel comfortable reporting any issue to your manager or a Brightstar executive. In addition, you can report any concerns to your HR representative, General Counsel, head of Ethics & Compliance or any other officer or manager you feel comfortable speaking with at Brightstar. We offer multiple outlets for you to voice your concerns. That way, someone will always be there to listen and help.

Where to Report

In the event you experience any retaliation due to your good faith efforts, no matter where you operate, you must immediately contact your HR representative, General Counsel, head of Ethics & Compliance, or any other officers or managers you feel comfortable speaking with either electronically or face-to-face. Also, if you know of a violation that has occurred, or think one is about to occur, please reach out to one of our resources.

Remember, ethics violations affect everyone. Report them immediately.

In addition to reaching out to someone directly, you can also check out our other options for reporting, including the confidential helpline and website. We encourage you to report any violations through those options by doing one of the following:

- File a report on the EthicsPoint website: www.brightstar.ethicspoint.com
- Call the helpline: **877-307-1218**
(toll free within the United States, Guam, Puerto Rico and Canada) or
- Select your country on the International Toll-Free Dialing Instructions on the EthicsPoint website to find your nearest helpline

the helpline &
website are available

24/7

hours a day/days a week

Just a reminder: EthicsPoint is NOT a 911 or Emergency Service. Do not use this site to report events presenting an immediate threat to life or property. Reports submitted through this service may not receive an immediate response. If you require emergency assistance, please contact your local authorities or dial 911.

Zero Tolerance for Compliance Violations or Retaliation for Reporting Concerns

STEP 1

Comply with the Code of Conduct & Ethics.

Why?

Complying with the Code contributes to the ethical culture of the company and strengthens our reputation. Failure to comply could result in termination of employment or contract, or more serious penalties pursuant to law.

STEP 2

Report in good faith any suspected violations of the Code through one of our available resources.

Why?

We will make every effort to investigate any suspected violations of the Code, including the failure to report a violation.

STEP 3

Feel comfortable knowing that Brightstar is protecting you.

Why?

We prohibit retaliation against any employee who files a report based on his or her reasonable good faith belief that an actual or suspected violation occurred or is about to occur. We are committed to taking all reports seriously and addressing them promptly.



“Say Something” Initiative

Our company’s reputation is one of our most important assets. Your active participation in reporting violations or suspected violations is essential in supporting a positive and ethical organization throughout Brightstar.

Our guidelines are simple:

See Something? Hear Something? Say Something.

BE AN ETHICS HERO!

Take pride in our company culture by making ethics the right choice!

When in doubt, ask yourself the following questions:

- Could these actions harm Brightstar’s reputation?
- Could these actions harm my reputation? My family’s reputation?
- Are these actions consistent with Brightstar’s corporate values?
- Are these actions legal (in the U.S. or any other country that is relevant to the company)?
- What would the media think of these actions?
- What would a manufacturer, business partner, or government authority think of these actions?
- What would a Brightstar Officer or Director think of these actions?

Whether or not you are unsure of your answers to these questions, we invite you to seek guidance from one of our available resources.

REALITY CHECK

It is a Friday afternoon. You are finishing up your last project of the week while enjoying a delicious cappuccino from the break room. Just as you get ready to leave the office to enjoy a relaxing weekend with your family, you are approached by a “co-worker” you have never seen before. Unbeknownst to you, the “co-worker” is an auditor conducting routine surveys of the knowledge of current employees on the company’s Code of Conduct and Ethics.

He kindly asks you a series of questions regarding what to do if there is an ethics violation within the company. Having read Brightstar’s attractive Code of Conduct and Ethics, you know exactly how to answer the following:

Where can you report?

The confidential website at www.brightstar.ethicspoint.com or through the toll free helpline available on our website for each subsidiary location.

Who can you report to?

An HR representative, Internal Audit, General Counsel, head of Ethics & Compliance, or any other manager or officer within the company.

When can you report?

As soon as the violation occurs or promptly before it is expected to occur.



ACCURATE BUSINESS RECORDS

The world's leading wireless companies entrust their products to Brightstar. That didn't happen by accident.

Accurate Business Records

We are devoted to maintaining accurate and transparent books and records. We always make sure our books and records are authorized, filed in a timely manner and fairly reflect transactions. With the help of our internal accounting controls, financial transactions in the company are properly managed. Moreover, we make sure we are compliant with generally accepted accounting principles, laws, and regulations.

We must resolve any discrepancies found in our records by informing management and properly notifying any impacted shareholders, customers, and business providers. You must never falsify, misrepresent or alter company records. This includes situations where information is intentionally withheld, as well as situations where someone is assisting in the falsification of records. You must promptly report any violations regarding record keeping to one of our available resources.

Documentation

We are dedicated to keeping accurate documentation of sales, purchase orders, inventory controls, and any other transactions done locally or internationally with our company. It is critical that we request and obtain any relevant documentation from customers, vendors, and any other third parties involved in such transactions. We believe in accurate documentation because it bolsters our company's credibility and integrity.

Auditing

Our internal and external auditors play an important role in our company by providing our management teams with evaluations on the effectiveness of internal controls over accounting, operations, and administrative functions. Our auditors are responsible for conducting objective and independent examinations of the company. They make sure to keep the integrity, honesty, and high business morality of the company in mind. We believe in fully cooperating with our auditing teams. We do not tolerate the making of intentionally false or misleading statements to any of our auditors.

Disclosure

Disclosure is vital to our success. Full and detailed disclosure reinforces responsibility and acts as powerful deterrent to wrongdoing. All monetary funds, bank accounts and other accounts relevant to the business must be properly disclosed in the company's account books to maintain integrity. We encourage you to verify that no fund, asset, liability, revenue or expense of the company is concealed or recorded incompletely or improperly.

Ethical Obligations for Employees Involved in Public Initiatives

We are committed to carrying out all public disclosure obligations in a full, fair, accurate, and timely manner. Sometimes, certain employees or officers will be called upon to provide information to our accounting department or auditors for purposes of public disclosures. We expect our team to promptly and correctly identify any requested information.

More specifically, our accounting department and audit committee bear special responsibilities for promoting integrity throughout our organization. Our Chief Executive Officer, Chief Financial Officer, accounting department, and audit committee have a special obligation to uphold the integrity of the company through reporting financial results and conditions.

If you know of or are suspicious of any conduct that may impair our ability to disclose public reports, including documents filed with the Securities and Exchange Commission (SEC), you should immediately contact one of our available resources.

Shareholder & Media Obligations

We are dedicated to complying with legal and regulatory obligations concerning what we say about our company. This can range from statements made during our interactions in the office, to statements made on social media sites (e.g. Facebook, Twitter, etc.).

We all must be careful with how we react to any news or information concerning our company. Only our marketing and communications departments are authorized to respond to and address any information regarding our company in the media. Because we stand for transparent communications and respect to our shareholders, we respond positively to actions that affect us in our internal and external environments.

If you are contacted by the media, the request should be forwarded to mediarelations@brightstarcorp.com. If you are contacted by the media and it involves a legal matter, the request should be forwarded to our General Counsel. If you are contacted by a shareholder, the request should be forwarded to our Executive Vice President of Finance and Chief Financial Officer.



Protecting Non-Public Information & Preventing Insider Trading

During your work on behalf of Brightstar, you may learn of certain confidential information that qualifies as “material non-public information.” This information may be about Brightstar, one of its customers, suppliers, business partners or another third party. Material non-public information includes information you might share with or receive from agents, business partners or even co-workers! It also includes any technical or business information that is held privately within the company. It is important to secure such information because this information adds value to our company and keeps us competitive in a fast-growing market. You should never disclose material non-public information to anyone outside our company, including family members and friends, and should only disclose it to co-workers on a need-to-know basis.

We require seeking proper authorization before any non-public information is shared with the public or any other third party. If you leave the Brightstar community, non-public information may not be shared with new employers or anyone else.

We prohibit anyone in the Brightstar community from trading in the securities of any company while aware of material non-public information about that security or company. If you become aware of any non-public information that is being shared without proper authorization, please promptly contact one of our available resources and reference our company policies.

Confidential Information

One of the most exciting features of working at such a diverse company like Brightstar is being privy to the company’s confidential information and unique trade secrets. These can range from customer lists to pricing strategies for new products and services; it may also include information about Brightstar’s customers, suppliers or business partners that is confidential, competitively sensitive and/or proprietary. You should consider company information, including material non-public information, to be confidential and/or competitively sensitive unless the information has been officially released publicly by Brightstar to the public.

As difficult as it is to hold back the urge of wanting to share this information with the rest of the world, it is important that we keep Brightstar’s (and its partners’) confidential secrets private, within the company, and only shared with our colleagues on a need-to-know basis. We need to make sure not to directly or indirectly share these secrets with anyone working outside the company, or allow the secrets to become public. Further, sharing sensitive information to bloggers or other websites is strictly prohibited.

We follow this practice because protecting our company’s and its business partners’ information is not only a priority, but also a critical factor in our success.



uncompromising integrity
commitment
stronger
better
company

REALITY CHECK

Charlie works in the legal department at his company. His brother, Gary, works in the finance department at a subsidiary company. Charlie has been working on a big merger agreement that is going to give his company an enormous competitive advantage in the market. The contract has not been finalized and the company has not shared its merger agreement with the public.

While playing golf a few days later with his brother Gary, Charlie casually mentions the merger agreement. Charlie immediately regrets telling Gary because he knows he cannot share any non-public information (he is also aware of Gary's greedy nature). Gary reassures his brother that he will not purchase any shares in the company until the news goes public.

After a few weeks go by of not hearing any big news on the company, Gary gets impatient. He knows he promised his brother that he wouldn't personally invest in the company, but he is anxious to get a piece of the action. He wonders if he can tell his buddy Steve about the news, and pay him to make the investment for him.

Can Gary get around using the non-public information himself by having Steve invest for him?

Absolutely not. Matters would only get worse if Gary told his buddy about the information. Even though Gary is Charlie's family member, Charlie was not allowed to share non-public information with him to begin with, regardless of Gary's employment at a subsidiary company. The only way Charlie would have been allowed to tell Gary was if Charlie received prior approval from his company.

Further, Gary is not allowed to tell anyone else about the information until it goes public. He can neither make an investment, nor have a friend make one for him. Based on certain fact scenarios, this may also be considered insider trading and a violation of other laws, subject to fines and/or imprisonment.



PREVENTING CONFLICTS OF INTEREST & PRACTICING PROPER RISK MANAGEMENT

World-class services take world-class dedication – start to finish.

Conflicts of Interest

Brightstar’s policy on conflicts of interest is simple – you must always act in the best interest of Brightstar at all times. Conflicts of interest may arise when you are:

- Acquiring a material interest in any supplier, competitor or customer of Brightstar.
- Accepting any personal consulting or employment relationship that is, or may be, competitive with Brightstar.
- Engaging in any outside business activity that is, or may be, competitive with the Brightstar’s businesses or interests.
- Accepting any outside employment that might affect the ability to devote the appropriate amount of time and attention to Brightstar.
- Serving as an officer, director, or in any other capacity for any customer, supplier, or competitor of Brightstar, unless approved by the CEO.
- Supervising, influencing, reviewing, or having influence with respect to job evaluations, compensation, or benefits for any “family member” who is an employee of Brightstar.
- Currently or previously involved in awarding or administering contracts to Brightstar as a government employee.
- Illegally making or compelling others to make, political contributions to political candidates, political organizations or parties that might use the contributions for a political candidates.
- Transferring personal loans from the company to any one of our employees, including executive officers.
- Accepting loans on behalf of the company without prior authorization from any other business, including our affiliates.

Note: If at any time during your employment at Brightstar you encounter an actual or potential conflict of interest, you have an obligation to disclose the conflict promptly. Many times conflicts can be resolved through an open and transparent discussion.

Gifts

We know what you're thinking. How could a gift possibly be a bad thing? The good news is, sometimes gifts are acceptable. The not so good news is that we need to be careful when choosing what gifts we give and receive, who we give them to and receive them from, and how they look in light of our business relationships.

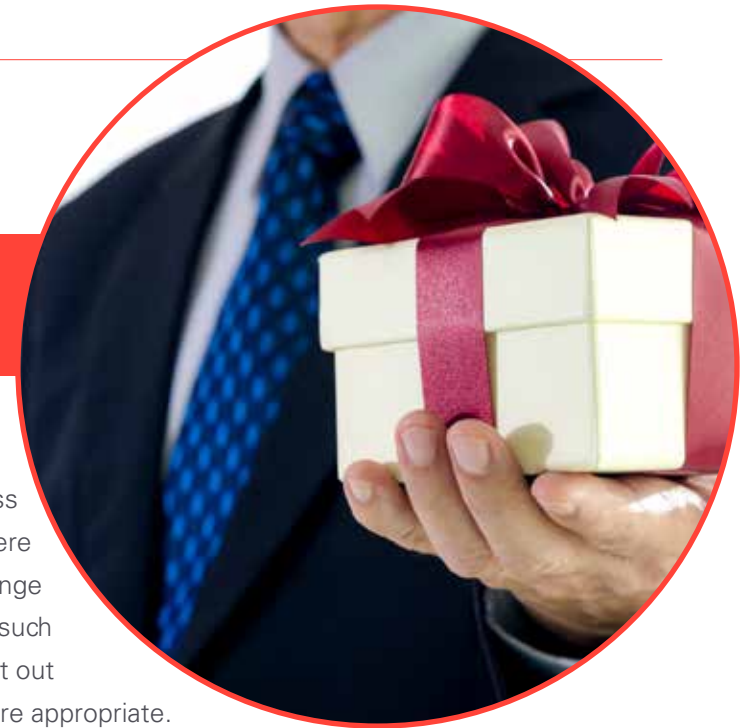
A "Gift" is **anything** of value. This can range from promotional pens to an expensive bottle of wine. If it has value, it is a gift. In addition, "Hospitality" constitutes a Gift. An example of Hospitality is a complimentary flight and ticket for an event given to you by a vendor.

All Gifts must be reported through the Gift Tool located on Brightstar's intranet. If you have any questions about what constitutes a Gift and/or what is appropriate, please contact Brightstar's Legal Department or head of Ethics & Compliance.

Here is a little more guidance:

- Gifts are appropriate in certain situations. For example, they may be appropriate at a business meeting in another country where it is a cultural courtesy to exchange small tokens of appreciation. If such Gifts meet the requirements set out in Brightstar's Gift Policy, they are appropriate.
- Gifts are not appropriate if they do not meet the standards set out in Brightstar's Gift Policy and do not receive required approvals in advance. They are not appropriate if they are being used for the purpose of influencing business actions or decisions. They cannot be used to obtain or retain business or to direct business to another person or company, including governments, government officials and political parties (local or foreign). Our policy prohibits **receiving** any Gift from a Government Official. In addition, the only Gifts that can be **given** to Government Officials are Promotional Items as defined in the Gift Policy.

Our Gift Policy requires that we report any receipt of gifts from customers, vendors, contractors and other business contacts. Having an honest and respectable reputation is important to our company and its culture. As stated above, employees should consult Brightstar's Gift Policy for further guidance.



Travel & Entertainment

Travel is a business resource and a means to achieve business goals. All employees must follow Brightstar's policy and approval process for all worldwide business travel, business entertainment and expense reporting.

All employees are expected to use their professional business judgment when incurring expenses on behalf of the Company. Employees should consult Brightstar's Travel and Entertainment Policy for further guidance.

Related Party Transactions

A related party transaction is a business deal or arrangement between two parties who have a special relationship that exists prior to the contractual relationship. For example, let's say a board member of Brightstar owns a separate business and decides to have his business perform services for Brightstar. This would be a related party transaction. The special relationship inherent between the involved parties creates potential conflicts of interest because there may be actions that benefit one or both of the parties. We must properly disclose if any related parties enter into transactions on behalf of Brightstar.



Anti-Bribery & Anti-Corruption

No matter where in the world you do work on behalf of Brightstar, there is an anti-bribery or anti-corruption law that applies to you. Most countries have anti-bribery or anti-corruption laws that prohibit bribing a government official, similar to the Foreign Corrupt Practices Act (FCPA) in the United States. Further, under some local laws, such as the United Kingdom's Bribery Act (UKBA), bribing anyone (also known as "commercial bribery") can be both a civil and criminal act, whether or not a Government Official (as defined by the UKBA) is involved. Commercial bribery involves exchanging something of value with an intermediary, such as a customer, representative, or supplier, with the intent of influencing commercial conduct. As an employee of Brightstar, you must never engage any improper activity involving bribery or corruption.



Notably, because Brightstar is a U.S. based company that is also doing business in other countries, all employees at Brightstar, regardless of personal location or place of business, must fully comply with the FCPA in addition to other local anti-bribery or anti-corruption laws that apply to Brightstar when it operates in that country.

The FCPA applies to U.S. individuals, companies, and businesses, including their controlled international subsidiaries. The Act requires that we refrain from directly or indirectly offering, paying, or promising anything of value to foreign government officials, political parties, or candidates for the purpose of obtaining or retaining business. We are prohibited from trying to obtain an unfair advantage by taking part in these actions. In addition, fair and accurate records and accounts are required to assure that there are no FCPA violations within the company.

In addition, we do not make any payments directly or indirectly to government officials, political candidates, political parties, officers, or employees of customers, suppliers, or competitors if the payments are designed to secure favored treatment for our company or if the payment would violate applicable laws.

Improper payments may include unearned commission or refunds, the donation or loan of the company's property, or services of the company's personnel. They can also include the incurring or paying of expenses on behalf of another and the reimbursing of officers, employees, or agents of the company for payments made by them on the company's behalf. Employees should consult Brightstar's Gift Policy for further guidance on how to treat Gifts that are intended to be given and Gifts received by Government Officials.



Additionally, corrupt arrangements of any kind with customers, suppliers or other third parties are strictly prohibited. "Corruption" generally refers to obtaining, or attempting to obtain, a personal benefit or business advantage through improper or illegal means. Corruption may involve payments or the exchange of anything of value. We make sure that our third parties understand our policies regarding commercial bribery, including bribery of Government Officials, because we work as a team and are collectively responsible for the consequences resulting from non-compliance.

Don't panic. We realize that it may not always be easy to know what constitutes a "bribe" or who constitutes a "foreign official." That is why we offer a policy and trainings with examples that allow you to become more familiar with the best way to handle a situation you may encounter involving the FCPA, the UKBA or any other applicable anti-bribery or anti-corruption laws.

Because we operate in a global marketplace, and have a wide variety of social customs and cultures, it is imperative that we ensure all members of our community understand and cooperate with these laws. If you are in a situation and are still unsure whether or not there is a potential anti-bribery concern, don't be afraid to ask for assistance before you act. In addition, all employees are required to complete the anti-corruption e-Learning at the start of employment.



Anti-Competition

We comply with the applicable antitrust laws of each country in which we do business. These laws generally limit business practices that restrict competition. They prohibit activities such as price fixing, dividing markets between competitors and limiting product outputs or business activities. To avoid penalties of fines or imprisonment, you must never directly or indirectly engage in anti-competitive activities.

Anti-Boycotting

As a U.S. based global company, it is important for us to comply with all U.S. anti-boycotting laws. As such, we refuse to participate in any international boycotts unless they are sanctioned by the U.S. More specifically, we do not provide information to **anyone** or make statements that could be viewed as participation in or cooperation with an illegal foreign boycott. If you ever have any questions about potential boycotting issues, please contact the Legal Department.

Trade Compliance

Because we operate in some high-risk environments, we are devoted to complying with all import and export laws and regulations applicable to us around the world. These laws give specific guidelines on where we can do business and with whom we can do business. With so many laws currently in place, it is important to realize that laws may overlap and that more than one law may apply. That is why it is imperative for us to familiarize ourselves with the laws that apply to our import and export transactions, and to understand how they affect our business.

Unless there is prior written approval, including proper licensing when necessary, we do not do business directly or indirectly with countries or individuals that are restricted by the U.S. Government. Our subsidiaries, affiliates, employees, agents, and representatives throughout the world are also responsible for complying with these laws and regulations.

If you suspect or know of someone in the Brightstar community who is not complying with trade laws and regulations, you must promptly notify a department supervisor. Also, if you are unsure if you are involved in an activity that does not comply with trade laws and regulations, contact one of our resources.

Anti-Money Laundering

“Money laundering” is the act of moving money from illegal or unlawful sources into legitimate businesses or activities. It also includes moving money from legitimate businesses into those sources. These acts can range from accepting money from illegal businesses, to indirectly funding terrorists through seeming legitimate businesses. We do our due diligence on all business transactions by verifying identities to assure that we are not conducting business with terrorists, drug traffickers, and other illegal entities including their affiliates. We also encourage every member of our community to identify “red flag” activities that may involve illegal actions or expose us to illegal actions.

We do not engage in money laundering for any reason because we are dedicated to maintaining an honest and credible business in all our transactions.

Obligations in Connection with Government Contracts

It is imperative that you pay extra attention when dealing with any government related contracts. Brightstar is committed to adhering to the regulations set out in the Procurement Integrity Act. The Procurement Integrity Act protects the process by which U.S. federal agencies acquire goods or services by using competitive procedures to award a contract. Under the Act, Brightstar employees may not receive “source selection information” from current or former government officials who attempt to improperly influence the bidding process. Such information includes:

- Bid prices for sealed bids or lists of prices
- Source selection plans
- Technical evaluation plans
- Technical evaluation of competing proposals
- Competitive range determinations
- Rankings of bids, proposals or competitors
- Cost or price evaluations
- Source selection board reports and evaluations
- Source selection Advisory Board recommendations
- Proposed costs or prices submitted
- Any other information marked as “Source Selection Information”



In addition, under the Act, Brightstar employees are prohibited from improperly obtaining contractor bids and/or proposal information (i.e. non-public information submitted to a federal agency as part of, or in connection with, a bid or proposal). Such information includes:

- Cost or pricing data
- Indirect costs and direct labor rates
- Information about manufacturing processes, operations and techniques when marked “proprietary” or “source selection information” in accordance with applicable law or regulation
- Information marked as “contractor bid or proposal information”
- Any other material or information related to specific procurement that a company making a bid deems proprietary

Note: Once awarded, all government (and non-government) contracts must be performed in compliance with applicable law, rules, regulations, specifications, requirements and clauses.

REALITY CHECK

Mr. Chen is the head of sales in his Chicago office. He is currently in the process of contract negotiations with a customer in Ethiopia called "Lexico." Lexico is also government-owned company. After setting up a face to face meeting, he learns that it is customary to bring a gift to business meetings in Ethiopia.

Mr. Chen knows that in order to abide by the applicable anti-bribery laws, he cannot bring anything of value with the intent of obtaining business from the Lexico. However, he does not want to offend his new potential business partners. He decides to bring one of his favorite bottles of red wine valued at \$50 USD.

Was Mr. Chen's conduct proper?

This is a tricky hypothetical. Although it is acceptable to bring customary gifts, it is against Brightstar's Gift Policy to give any Gifts other than Promotional Items (such as a "Brightstar" pen or mug) to Government Officials. Therefore, Mr. Chen may still bring a Gift, but it must be a Promotional Item as defined in Brightstar's Gift Policy.

Of course, if Mr. Chen was unsure about the gift, he could have sought the advice of his HR representative or the head of Ethics & Compliance before offering any gift. He also could have consulted Brightstar's Gift Policy.



ELECTRONICS, SOCIAL MEDIA & SOFTWARE

The only time we're not creative is in following the law.

Proper Use & Protection of Company Systems

Our electronic media, such as computers, devices and accessories, and communications systems such as voice mail, e-mail, commercial software, and access to the Internet through Microsoft Internet Explorer or any other Internet service providers are company property. We use these systems, as well as social media sites (such as Facebook, Twitter, Google Plus and Orkut), responsibly. All of our policies, such as those regarding harassment and privacy of company information, apply to our communications through electronic media.

We understand that electronic and social media communications allow us to show off our creative and dynamic characters, both as individuals and as a company. However, such communications can blur the lines between our professional and personal lives. That is why we expect good judgment to be used when activities are performed outside of work. We are all responsible for the information we post online and for the reputation it helps create – both as an individual and its reflection on Brightstar. In addition, to the extent you participate in internet postings and social media either during your work day in an authorized manner or after hours using company property, your activities are considered legitimate business interests of the company.

If you are ever unsure if something you discussed or posted online was inappropriate, we urge you to seek the advice of one of our resources.

Remember: Communications on these systems are not private. Rather, they are public records that are both permanent and searchable.

Most importantly, we urge you to be respectful to your readers, coworkers, and Brightstar. Please familiarize yourself with the requirements and guidelines set forth in our Social Media Policy.

Intellectual Property

We are dedicated to protecting our intellectual property. This includes any information that is protected by patent, copyrights or trademarks. In compliance with applicable intellectual property laws such as illegal copying, we always make sure that our information is identified or affixed with a trademark, service mark or copyright symbol. We also make sure to comply with all applicable laws that pertain to the intellectual property of others. We obtain consent to use the property of others, and notify them when we are using it.

If you are unsure of what type of protection is necessary, or are aware of misuse by someone internally or externally, do not hesitate to contact one of our resources.

REALITY CHECK

Mr. Gonzalez works in the marketing department at his office with three other co-workers. He is in charge of updating various media sites for his company, including the company's Facebook page. He also keeps a personal blog where he updates viewers on his daily work life.

One morning, Mr. Gonzalez is assigned to work on a new website project with one of his co-workers, Luis. Later that afternoon, Mr. Gonzalez overhears Luis complaining about the amount of work he is going to have to put into the new project. Fed up with Luis' negative attitude, Mr. Gonzalez immediately goes onto his blog site. He writes an angry entry about lazy co-workers and how they have no work ethic.

Luis, who is one of Mr. Gonzalez's blog followers, sees the entry that night and is deeply offended. He knows the blog must be about him because he is the only other co-worker in the department who was assigned to the project with Mr. Gonzalez. Luis decides to speak with the head of Ethics & Compliance and report Mr. Gonzalez's entry.

Will Mr. Gonzalez be held accountable for his actions?

Yes. Not only did Mr. Gonzalez use company property to update his personal blog, but also he made inappropriate remarks about a co-worker. This is clearly not acceptable behavior. Just because Mr. Gonzalez thinks Luis is lazy, doesn't give him the right to speak poorly of Luis on a personal website.

This could result in termination of Mr. Gonzalez's employment, or even worse, legal complications. All from a little blog post!

So, what could Mr. Gonzalez have done?

If Mr. Gonzalez was experiencing difficulties working with Luis on the project, he could have contacted one of his company's resources or his direct supervisor about the issue.



PROMOTING A HEALTHY, RESPECTFUL & SAFE ENVIRONMENT

The best ideas grow from difference with dignity.

Health & Safety

At Brightstar, we are committed to safeguarding the health and safety of our employees, customers, visitors, contractors and communities by complying with all applicable health and safety laws and regulations. Our health and safety policies and procedures are designed to help you work safely and keep our workplace free from hazards. You should always communicate any concerns if:

- You are asked to do a task you believe is unsafe or you are not properly trained to do.
- You see someone you believe is doing a task you believe is unsafe or that person is not properly trained to do.
- You observe or become aware of an unsafe condition or a potentially dangerous situation.

Safety is everyone's responsibility. If you ever believe your safety or a co-worker's safety is at risk, please reach out to your local HR representative.

Diversity, Equal Opportunity & Fair Treatment

Understanding diversity makes us a unique and attractive team. We strive to develop and retain a workforce that is as diverse as the markets we serve, and to ensure an inclusive work environment. We celebrate the fact that we are all different. We embrace cultural differences between employees, customers, suppliers and any other business partners around the globe. We are all responsible for ensuring diversity and fair treatment and making sure the company complies with all laws providing equal opportunities to everyone.

Third Party Relationships

We value our relationships with third parties. As such, it is important that we create a uniform system amongst our community that results in fairness and compliance with applicable local and global laws and regulations. That is why our company and its third parties are obligated to follow our Code and our company policies when conducting business transactions. It is also important for us to be familiar with international laws when doing business in other countries because of legal and cultural differences across nations.

Discrimination & Harassment

Brightstar seeks to provide a work environment that is free from discrimination and harassment of any kind and/or any other offensive or disrespectful conduct. It is simple—such conduct will never be tolerated at Brightstar. We do not discriminate against anyone on the basis of race, color, religion, age, gender, sexual orientation, disability, citizenship status, veteran status or any other protected status. We do not engage in or tolerate any type of harassment based on these categories or as more fully described below. Our practice applies to anyone in our community, including all of our third parties. We follow this practice because we are committed to treating each other with respect.

If you or someone else is experiencing discrimination or harassment, please contact one of our available resources for assistance.



“Harassment” is unwelcomed verbal, visual, physical or other conduct that creates an intimidating, offensive or hostile work environment; including, but not limited to:

- Sexual harassment
- Offensive language or inappropriate jokes
- Degrading comments
- Racial, ethnic, gender or religious slurs
- Intimidating or threatening behavior
- Hostility towards another person because of individual characteristics



Note: Sexual harassment can take many forms, including:

- Sexual advances, requests for sexual favors or unwelcomed demands
- Sexually oriented jokes, pictures, text or emails
- Explicit or degrading comments about appearance
- Display of sexually suggestive pictures or pornography

Privacy & Data Protection

We believe in respecting each other's privacy. We do not access, obtain, disclose or modify each other's information whether in hard-copy or electronic format. The only time this is permitted is when there is a legitimate business purpose that is in accordance with applicable laws and policies.

We respect each other's personal belongings and work space. We are each responsible for protecting our own information, including our passwords, financial information and any personal information that is in our control.

We strictly adhere to the requirements of the data protection laws and regulations of the countries where we do business. We are careful whenever we use, transfer or disclose any employee information. In addition, we secure all customer, supplier and business partner information and refrain from accessing, obtaining, disclosing, or modifying it without prior notice and consent where necessary. We are committed to working as a team to maintain privacy in the workplace, regardless of where we operate in the world.

No information about customers or employees should be transferred internally or externally unless it is absolutely necessary.

Violence

We do not tolerate any type of violence in the workplace. This includes, but is not limited to, threatening, hostile, or abusive behavior. This type of behavior should never be directed at anyone, including customers, suppliers or any other third party we are doing business with. Employees or contractors of our company are prohibited from having weapons or firearms in their possession on company property unless these weapons are necessary to perform the job for the company and management (including the general manager, HR Department, & Legal Department) approves this in advance and in writing.

If you experience or are aware of any type of violence or are aware of weapons and firearms being brought on Brightstar premises, you should immediately contact one of our resources and/or the police when necessary.



Proper Use of Company Property

We take proper care of all company property. This includes company assets, information systems, machinery, furniture and facilities. We use property responsibly by protecting it from loss, damage or misuse.

We get approval for software we download or share with others. We do not make illegal downloads because they can violate copyright laws and may allow others to steal our intellectual property.

We understand that company resources may need to be used for personal obligations. This is permitted, but limited. It should not affect our ability to stay focused and get work done. We must also make sure our personal use does not result in any extra costs, expose Brightstar networks and equipment to viruses, malware, hacking, or other electronic attacks or violate any applicable laws or policies.

Substance & Alcohol Abuse

We are responsible for maintaining a drug and alcohol free workplace. We abide by the U.S. Federal Drug and Alcohol Policy and all other applicable local laws. We do not possess, distribute, manufacture or use any illegal controlled substance or alcohol while on company property, or while conducting company business. Prescription medications are allowed as long as they are prescribed by your doctor to you, and do not affect your ability to perform your job safely and efficiently.

Moderate consumption of alcohol after work hours or during dinner meetings or events of a similar nature is acceptable, subject to Brightstar's Travel and Entertainment Policy. We trust that you will use your best judgment when participating in such activities.

Work Time & Benefits

We are each responsible for accurately recording our work time and time off. By doing this, we verify that we reported all of the time we have performed work or time off. We do not misrepresent or instruct anyone to misrepresent any time worked or time off. If someone is eligible for overtime, extra hours of work must be reported.

We honestly use compensation and benefit plans that are provided by our company. We are truthful when reporting our health statuses, beneficiaries, covered members and other facts related to benefits.

Misconduct off the Job

We do not engage in any misconduct off the job that could harm our personal or company reputation, or that could negatively affect our performance. We encourage you to use your best judgment when you participate in activities.



Remember,
we represent
our company both
in and out
of the workplace.

Environment

We are responsible for complying with all applicable laws that safeguard the environment, our communities and conserve natural resources. Each of us is obligated to conduct business in accordance with these laws to ensure a healthy planet and to reduce any potential liability. We are also committed to reducing harmful substances that may come from our products and manufacturing facilities.

REALITY CHECK

Mohamed works in the Human Resources department at his company. He is busy updating new employee information in the computer system. A few hours later, he gets hungry and decides to take a break. After coming back from the snack machine with a bag of chips, Mohamed realizes that two of his new employees have missing social security numbers in the system. He concludes that he simply forgot to input the numbers and gets back to work.

A few weeks later, the identities of the two employees are stolen. Even though he is unsure if the identity theft is linked to the incident that happened a few weeks prior, Mohamed feels guilty.

What should Mohamed do?

Mohamed should contact a Brightstar resource immediately. It is imperative that someone is informed when situations such as Mohamed's occur because there may be someone who is stealing or modifying information internally. If Mohamed waits, there is potential for more incidents to occur. This is why it is so important to keep information protected and secure at all times, especially when it is personal and non-privileged.

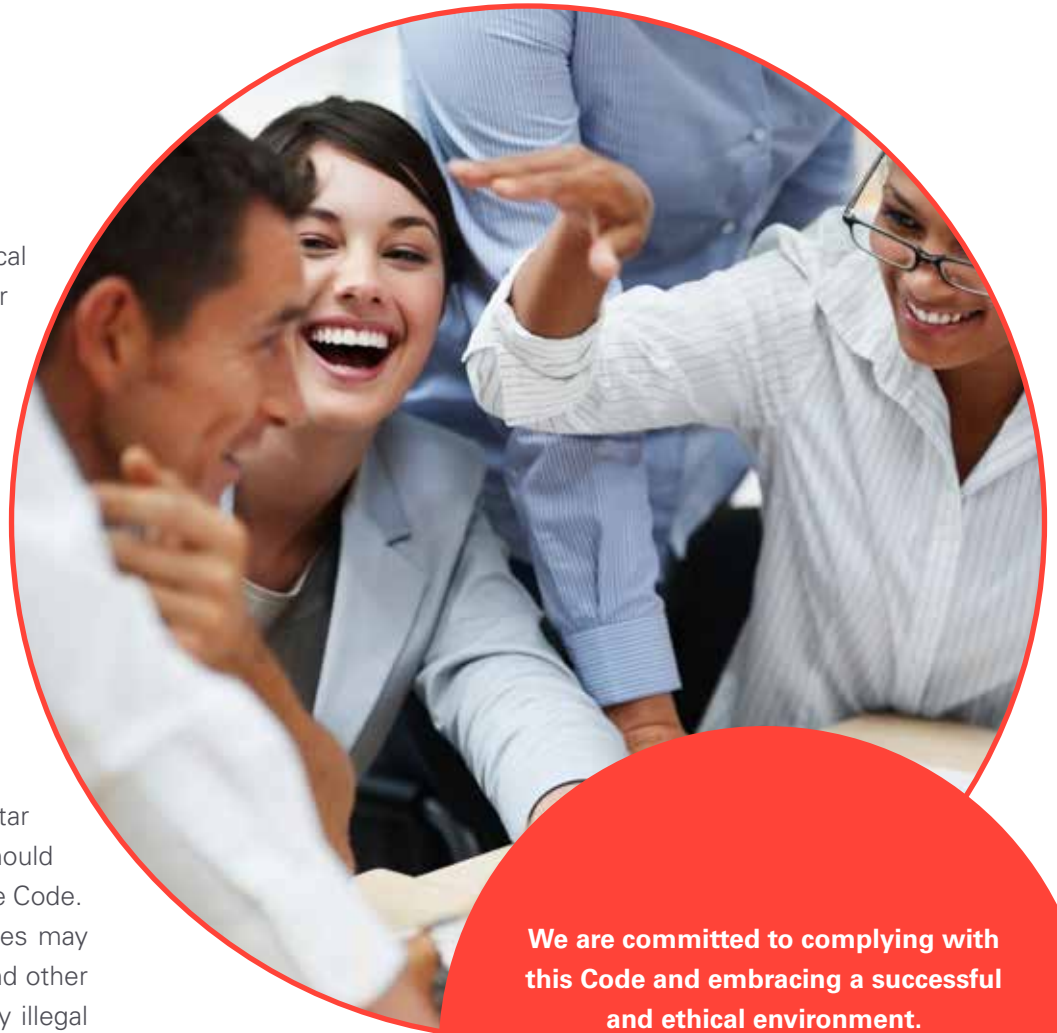


CONCLUSION

We understand that it is impossible to describe every legal and ethical violation. We trust you to count on your most reliable tools: your conscience, good judgment and common sense. Of course, we are always here to offer further assistance.

Remember, if you become aware of a violation or believe a violation has taken place, you must contact one of our available resources: an HR representative, General Counsel, Internal Audit, head of Ethics & Compliance or any other officers or managers you feel comfortable speaking with. Our confidential website and helpline are also available to you. Again, any actual or attempted retaliation for reports made in good faith of suspected violations of the law or our Code will not be tolerated under any circumstances.

We ask each manager to distribute this Code to all members of Brightstar for whom the manager is responsible. In addition, each manager should work to ensure that everyone read, understand, and comply with the Code. Violations of this Code or any other company policies or procedures may result in disciplinary action, including termination of employment and other civil and criminal actions if necessary. In addition, we do not justify illegal or improper acts if they are "ordered by someone in higher management." Action will be taken against higher management if they permit or have knowledge of illegal or improper conduct. Each of us may be responsible for the actions we do—and do not—take.



We are committed to complying with this Code and embracing a successful and ethical environment.

With the guidance and support of each other, we are confident this can be achieved and we will continue the great success at Brightstar!

NUMBER 1

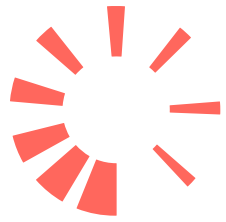
**MOBILE
SERVICES LEADER**

**BOLDLY
SERVING
WIRELESS**

**2020
STRATEGY**

**THINK
CUSTOMER
FIRST
EARNED
TRUST**

**INSPIRED TEAMWORK
RELENTLESS PURSUIT OF EXCELLENCE
BRIGHTSTAR**



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