

Vendor Code of Conduct

This is the Vendor Code of Conduct associated with that certain Master Services Agreement (“Master Agreement”) between WaveDivision Holdings, LLC (“Wave”) and Contractor. All capitalized terms not defined herein shall have the meanings that are ascribed in the Master Agreement.

INTRODUCTION

Wave is committed to promoting a positive work environment. It expects its vendors and their employees, agents, and subcontractors (collectively, “representatives”) to adhere to the same standards of conduct and behavior while they are on Wave property or doing business with Wave that Wave expects from its own employees. This code of conduct is not a contract. It is intended solely to provide general guidance to vendors and their representatives to assist them in functioning smoothly and efficiently while performing work for Wave.

The information outlined below is important and should be read carefully. All third party vendors will be required to educate and, when appropriate, train their representatives to ensure they are aware of Wave’s expectations regarding their behavior.

The policies summarized below are not all-inclusive, and there may be other conduct not specifically listed that would be unacceptable. Wave expects that vendors and their representatives will conduct themselves in a professional manner at all times while on Wave property or while doing business with Wave. **Wave may request the immediate removal of any vendor representative who behaves in a manner that is unlawful or inconsistent with any Wave policy or that is otherwise deemed unacceptable to Wave.**

EQUAL OPPORTUNITY EMPLOYER

Wave promotes a cooperative and productive work environment by supporting the cultural and ethnic diversity of its workforce.

Wave is committed to providing equal opportunity to all employees and applicants for employment. This commitment is reflected in all aspects of our daily operations. Wave recruits, hires, trains, pays, promotes, and disciplines employees without regard to race, color, sex, sexual orientation, religion, national origin, marital status, age, disability, or veteran status. Equal employment opportunity is required by local, state, and federal laws, as well as by Wave policy.

Wave expects its contractors to share its commitment to Equal Opportunity. Contractor’s commitment may include identifying, procuring, and paying for any reasonable accommodation that may be required for a disabled representative of the vendor to perform his or her essential job functions while on Wave property or working on Wave-related business.

CREATING A HARASSMENT-FREE ENVIRONMENT

Wave is committed to providing a working environment free of sexual and other forms of harassment. Harassment or intimidation of any kind toward any person at Wave, or toward a Wave employee conducting business on a vendor’s premises, will not be tolerated. The below policies and procedures apply not only to sexual harassment and intimidation, but to all other forms of harassment and intimidation.

Wave Corporation’s Vendor Sexual Harassment Policy is set forth below. **Wave asks that the vendor review this Policy and distribute it to all of vendor’s representatives who are currently working with Wave, and to those who may do so in the future.** Vendor’s representatives need to understand that, while on Wave property or conducting Wave related business, they will be expected to adhere to the policy below. Wave also expects that vendor will fully cooperate with Wave in any investigation of a harassment complaint involving one of vendor’s representatives. Wave anticipates that any such investigation would proceed as follows:

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1. The Wave Human Resources representative responsible for the group or business unit in which the complainant is working will conduct interviews of pertinent persons with knowledge of the allegations made by the complainant. Wave prefers that vendor's designee be present at any interview of the representative. Out of respect for the complainant's privacy, Wave will provide vendor with a summary of the interviews only if vendor has a strict business need to know the information.

2. If vendor's representative has been identified as the "harasser," vendor will determine the appropriate disciplinary action, if any. Vendor is encouraged to provide a written memo to its representative outlining the results of the investigation and stating the discipline imposed, if any. The Wave Human Resources representative should receive a copy of any such memo given to vendor's representative. Separate and apart from any discipline vendor may impose against its representative, and regardless of whether the complainant was a Wave employee or not, Wave may require that the representative be removed immediately from Wave property and may prohibit the representative from thereafter returning to Wave property or working on Wave related business. In that event, vendor's representative will have e-mail and cardkey privileges immediately revoked. Where a Wave employee has been identified as the "harasser," Wave will determine the appropriate action, if any, and will issue any written memo outlining the results of the investigation and the action taken.

WAVE VENDOR SEXUAL HARASSMENT POLICY

Sexual harassment or intimidation of any person at Wave is detrimental to the maintenance of a supportive, positive working environment. Because such behavior may have serious consequences, Wave will not tolerate unwelcome sexual advances, requests for sexual favors, other offensive verbal or physical conduct of a sexual nature, or any other act of harassment or intimidation.

Sexual harassment is defined as unwelcome verbal or physical conduct that is sexual in nature or that is directed at the person because of his or her gender. Types of sexual harassment may include:

- Explicit or implicit pressure for sexual acts as part of a successful business or professional relationship.
- Creation or perpetuation of a hostile or offensive environment through verbal or physical conduct of a sexual nature such as:
 - Propositioning another person.
 - Touching another person in an unwelcome way.
 - Making sexual comments, jokes, or innuendoes.
 - Displaying offensive pictures, calendars, bitmaps, or cartoons.

If vendor's representative experiences any harassing behavior, the representative should immediately:

- If feasible, identify the offensive behavior to the "harasser," and request that it stop.
- Contact the representative's vendor employer or the Wave Human Resources representative assigned to the Wave group in which the representative is working.

E-MAIL

Vendor and its representatives are expected to meet all Wave requirements for maintenance of passwords, confidentiality and security procedures. For assistance on password guidelines or other security issues contact Wave's Project Manager identified in the Work Order applicable to the Services provided by Contractor.

Electronic mail or "e-mail" provides an easy-to-use efficient means of communicating with other people at Wave. Violations of Wave's e-mail policy are potential grounds for vendor's agreement with Wave to be terminated. E-mail is not personal or confidential and may be accessed by Wave at any time. E-mail may be

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monitored by Wave for security purposes. Wave e-mail names are confidential. Do not give e-mail names to anyone outside of Wave. Do not share passwords with anyone, attempt to gain access to anyone else's e-mail account, or use another's e-mail account without permission. The following e-mail guidelines are designed to ensure that each person uses the e-mail system in a similar manner.

- E-mail is not to be used for personal purposes. E-mail should not be used as a forum for political or religious debate, or as a form of entertainment (e.g., chain letters).
- Use of e-mail should be limited to Wave business related purposes. All e-mail group aliases (a predefined group of users) must be for Wave business.
- Wave prohibits obscene, profane, or otherwise offensive material from being accessed, stored on or transmitted via Wave equipment or networks.
- When writing e-mail, keep your messages as brief and to the point as possible.
- Make sure the subject line of your message provides a brief, clear description of the contents of the message. For example, if the mail regards an action item include the due date.
- Make sure you know to whom your e-mail is being sent before sending it. If you are sending to an entire e-mail alias, think about whether every member of the group needs to read your message. You can access information on your intended recipient by selecting the "properties" option from the Outlook toolbar.
- Be selective when forwarding or replying to an e-mail message. Think about who really needs to see the message; forward it only to those who need the information.
- Vendor or its representatives may not use Wave systems to solicit by electronic communication or distribute electronic communications for any purpose during work time. This includes the work time of the individual sending an electronic communication and the party receiving an electronic communication. Work time is that portion of the day when a vendor and its representatives are performing duties associated with vendor's agreement with Wave. (Non-working time includes meal periods, rest periods, or before or after periods when an individual is performing duties associated with vendor's agreement with Wave.) If on Wave premises for any reason vendor and its representatives may not distribute electronic or written communications in work areas (such as offices, cubicles, copy rooms, or conference rooms) at any time.
- E-mail should not be used to solicit business or to receive information about regular positions at Wave.
- E-mail and its contents, as well as any other data stored on or transmitted by Wave-owned or leased equipment, is the property of Wave. Wave may access this data as needed and without prior notice; accordingly, do not assume that e-mail and other communications are private.

ON-LINE COMMUNICATIONS

Wave's various on-line systems (e-mail, intranet and Internet access, etc.) are vital business resources in providing efficient communication and information exchange. For access to any external service or resource (including but not limited to: the Internet, Google, America Online, MSN, etc.) approval to connect to external services off of the Wave network must be obtained by contacting Wave's Project Manager identified in the Work Order applicable to the Services provided by Contractor. Approval will be based on business justification and requires Wave manager sponsorship. Vendor and its representatives may not use IT systems to solicit by electronic communication or distribute electronic communications for any purpose during work time. This includes the work time of the individual sending an electronic communication and the party receiving an electronic communication. Work time is that portion of the day when a vendor or its representative is performing duties associated with vendor's agreement with Wave. (Non-working time includes meal periods, rest periods, or before or after periods when an individual is performing duties associated with vendor's agreement with Wave.) If on Wave premises for any reason vendor and/or its representatives may not distribute electronic or written communications in work areas (such as offices, cubicles, copy rooms, and/or conference rooms) at any time.

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In all cases, distribution or storage of obscene, profane, abusive, or otherwise offensive material on Wave owned computer equipment or systems is prohibited. Forgery or tampering with Wave on-line systems is also a violation of Wave company policy. Examples include:

- Intentionally impersonating someone else and/or misrepresenting yourself.
- Modifying a message and forwarding it without noting the changes (i.e., deletions, removal of recipients, content modification, etc.).
- Fabricating a message and/or sender of a message.
- Bypassing the user-security mechanisms of the mail system in a malicious manner (such as creating bogus accounts).
- Modifying the internal mail transport header to forge a routing path that a message takes through the Internet.

Violations of the above policy are subject to disciplinary action, up to and including immediate termination of the vendor's agreement with Wave and/or legal action.

E-mail and Electronic Bulletin Boards should never be used in any of the following ways:

- As a forum for political or religious debate.
- As a form of entertainment.
- To solicit for any private business or cause.
- To harass, intimidate, or threaten Wave employees, contingent staff, other vendors or their representatives or any other person.

Vendor and its representatives must always disclose its/their identity on any internal and external networks, including clearly identifying their vendor affiliation with Wave and should not engage in an external discussion about Wave while performing duties associated with vendor's agreement with Wave without prior approval from the Wave manager sponsoring the vendor agreement and unless your vendor affiliation with Wave has been disclosed. For additional obligations on communication regarding Wave, vendor and its representatives should refer to the non-disclosure section of the agreement signed prior to the time vendor and its representatives started performing duties associated with vendor's agreement with Wave.

NON-SOLICITATION AND NON-DISTRIBUTION

Wave wants to provide a work environment that allows completion of assigned tasks in a safe and secure manner with the least amount of disruption. Therefore, this non-solicitation and non-distribution policy for vendor and its representatives must be followed to help maintain Wave project site efficiency and security.

Individuals who are not a vendor or its representatives with an agreement for services with Wave, contingent staff at Wave or Wave employees are not allowed on Wave premises (such as any property, parking lots, walkways or building space owned, leased or controlled by Wave) for solicitation or distribution of literature or materials (such as brochures, publications, advertisements, surveys, announcements, or flyers), or for other reasons not related to Wave business purposes. This policy prohibits all individuals who are not a vendor or its representatives with an agreement for services with Wave, contingent staff at Wave or Wave employees from soliciting or distributing literature or materials for any purpose at any time on Wave premises.

Vendor and its representatives and contingent staff are prohibited from distributing any form of literature or materials (such as brochures, publications, advertisements, surveys, announcements, or flyers) unrelated to Wave business related purposes in work areas (such as offices, cubicles, copy rooms, and/or conference rooms) at any time. During work time, vendor and its representatives and contingent staff are prohibited from such distribution anywhere at Wave or soliciting for any cause. Work time is that portion of the day when a vendor or

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its representatives are performing duties associated with vendor's agreement with Wave. (Non-working time includes meal periods, rest periods, and before or after periods when vendor or its representatives are performing duties associated with vendor's agreement Wave.) This rule on vendor's and its representatives' solicitation and distribution covers vendor and its representatives who are soliciting or distributing materials, as well as intended recipients. Any materials left unattended will be disposed of.

Vendor and its representatives agree that it/they will not utilize other vendors or its/their representatives, temporary personnel or other staff assigned to Wave to solicit for hire any Wave employees.

WAVE ACCESS TO INFORMATION AND PROPERTY

E-mail and its contents, voicemail, and any other data of any kind stored on or transmitted by Wave-owned or leased equipment are the property of Wave and may be accessed by Wave at any time without further notice. Such data remains Wave's property, and Wave retains its right to access or retrieve such data, even if the data has been transferred to equipment that is not owned or leased by Wave. Vendor is expected to cooperate with and expedite Wave's access to facilities and equipment when requested, and this may include promptly turning over equipment or keys to an authorized Wave representative or divulging to such representative passwords or other means for disabling any non-Wave created security devices. Wave property and equipment are maintained and made available for the purpose of conducting Wave business, and vendor should not regard as private any Wave premises, facility or equipment or any property stored on or in those premises, facilities or equipment.

Additionally, in order to evaluate and improve customer service, Wave may monitor, as necessary, the telephone calls of vendors and their representatives who work in customer service positions.

Any facilities or equipment, including but not limited to offices, desks, computers, electronic media, motor vehicles, or lockers used by vendors and their representatives while on Wave property or while conducting Wave related business, may be accessed by Wave at any time without notice. Accordingly, vendor should not consider protected by any personal right of privacy anything brought onto or stored on Wave property, stored on Wave equipment, or used while working on Wave related business. Any Wave property used by vendors and their representatives while performing Wave related business remains the property of Wave.

GIFTS

Wave employees cannot accept payments of any amount or gifts or favors valued in excess of \$100 from persons or firms with which Wave has business dealings, unless prior approval is obtained from a vice president or more senior Wave official. Accordingly, vendor and its representatives should refrain from giving to Wave employees gifts with a value of more than \$100. Wave employees are strictly prohibited from soliciting gifts of any value.

PROPER USE OF SOFTWARE

The unauthorized duplication and use of software and/or documentation by Wave vendors or contractors is a violation of the copyright laws of the United States and all the other countries in which Wave and its subsidiaries maintain offices. This applies equally to Wave-created software, whether a Beta or a final version, and to non-Wave software. Violation of copyright laws can subject vendors and Wave to liability for significant civil and criminal penalties.

The following practices, unless granted by a specific license, are among those prohibited by this policy:

- Making additional copies of third-party software products for your use on other computers.

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- Making copies of software (third-party or Wave-created) for friends or associates.
- Distributing software over a network.
- Providing copies of software to bulletin board services.

Wave's IT department maintains a list of software products that have been licensed to Wave for network use or on a site-license basis. Each department that acquires third-party software is responsible for retaining proof of proper licensing of that software, such as end user license agreements, original disks and manuals, and receipts. Any vendor representative who has questions regarding the terms of any third-party license agreement should contact Business and Legal Affairs.

Failure to follow this policy can result in action against vendor and its representative, including termination of the representative's services and/or termination of Wave's contract with vendor.

CONFIDENTIALITY

All information supplied by Wave to vendor and its representatives should be regarded as confidential unless otherwise specified. Vendor and its representatives are not authorized to speak to the press on Wave's behalf, unless expressly authorized in writing to do so by Wave. Prior to performing any work for Wave, vendor will be required to sign a contract that includes a non-disclosure agreement.

HEALTH AND SAFETY

Wave observes all applicable health and safety regulations under local, state and federal laws, including OSHA, Cal/OSH and WSHA. In addition, Wave is a Drug Free Workplace, and a non-smoking environment. While on Wave property or conducting Wave business, all vendors and their representatives will be expected to observe all applicable health and safety laws and policies that, in addition to the above, may include motor vehicle laws and traffic signage both inside and outside any Wave workplace.

VENDOR STANDARDS

Wave expects its chosen vendors to operate in the best interests of Wave at all times. It is expected that all equipment, manpower and services will be provided at the highest quality level while maintaining flexibility and cost effectiveness.

It is the responsibility of the vendor to inform its Wave contact (or a member of Wave's management team) if and when any situation develops that requires the vendor to operate in violation of the guidelines set forth in this document.

Additionally, in the event a Wave employee has a relationship (spouse or other family relation, friend, domestic partner, etc.) with a vendor that might create a conflict of interest or the appearance of a conflict of interest, Wave senior management approval is required prior to contracting for the services of said vendor.