

# Code of Conduct

Clearwire™

Team –

At Clearwire we're dedicated to making sure we conduct our business with the utmost integrity and fairness. We depend on every employee to act ethically and in accordance with our Code of Conduct when making decisions. By adhering to the Code you are doing your part to help Clearwire be a company that is recognized for its high standards – the kind of company that is a great place to work and do business with.

The Code of Conduct is more than just a list of rules. It is a source of information that guides us on how to have stronger, more professional relationships with customers, partners and each other. It is a playbook that is critical to our success.

We are a team of great people that hold high standards and keep each other accountable. I thank you for setting the bar high, for operating with integrity, and for making a continued commitment to Clearwire.

Erik Prusch

A handwritten signature in black ink, appearing to read "Erik Prusch". The signature is fluid and cursive, with a large initial "E" and "P".

President and CEO

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# Introduction<sup>1</sup>

## Our Expectations and Values

This Code of Conduct is a statement of the principles and expectations that guide ethical business conduct at Clearwire Corporation, which we refer to as “Clearwire” or the “company.” Clearwire requires all employees to use their judgment, to be accountable for their actions and to conduct business with integrity.

This Code of Conduct and Ethics (the “Code”) reflects our changing business environment and has been approved by the Clearwire Board of Directors. References in the Code to employees are intended to cover officers and, as applicable, directors and contractors. In addition to governing conduct by employees, this Code governs conduct between employees and customers, as well as competitors and the numerous business providers (including suppliers, vendors and agents) who assist Clearwire every day. Because we want our business providers, customers and investors to understand how we do business and what they can expect of us, this Code appears on the Clearwire website and is available to the public.

You may never violate this Code or any company policy even if a supervisor directs you to do so. If you receive such a request, you should advise your supervisor that the request violates the Code. If your supervisor refuses to modify his or her request, you should contact Human Resources or the Whistleblower Hotline.

Failure by an employee or business provider to comply with any provision of this Code or company policy is a serious violation and may result in disciplinary action, up to and including termination of employment, as well as in some cases civil or criminal penalties. These consequences may apply not only to employees who commit misconduct, but also to those who condone misconduct, fail to report or take reasonable measures to prevent, detect and address misconduct or seek to retaliate against those who report potential misconduct.

Action by members of your immediate family or other persons who live in your household also may result in ethical issues to the extent that they involve Clearwire’s business. In complying with the Code, you should consider not only your conduct, but also that of your immediate family members, and other persons who live in your household.

This Code should be read in conjunction with other policies Clearwire has to address conduct of employees. These policies include, but are not limited to the *Employee Resource Guide*. A chart with a list of Clearwire policies and their location can be found at the end of this Code.

The integrity and reputation of Clearwire depends on honesty, fairness and integrity brought to the job by each person associated with us. It is the responsibility of each employee to apply common sense, together with the highest personal ethical standards, in making business decisions where there is no stated guideline in the Code.

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<sup>1</sup> You are required to comply with this Code as a condition of continued employment. This Code does not give you rights of any kind, and may be changed by the company at any time without notice. Employment with Clearwire is “at will,” which means that you or Clearwire may terminate your employment, at any time, with or without cause, with or without notice, for any reason not prohibited by law. This at will employment relationship may not be modified except in a written agreement signed by the employee and an authorized representative of Clearwire. This Code sets forth policies and practices applicable to all Clearwire employees.

## Set the Tone at the Top

We earn credibility with our customers, business providers and co-workers by keeping our commitments, acting with honesty and integrity and pursuing our company goals solely through ethical and professional conduct.

If you are a supervisor, you have the added responsibility of creating an open and supportive environment where employees feel comfortable asking questions, raising concerns and reporting misconduct. Supervisors should also ensure that everyone in their organization receives proper training, completes annual i-Comply certification and clearly understands the legal and ethical expectations of working for Clearwire. This includes any aspect of the Code, policies, training or law with particular applicability to their business operations. It is incumbent upon supervisors to take every opportunity to model behaviors consistent with our values and the Code. Ethical behavior does not simply happen; it is the product of clear and direct communication of behavioral expectations, modeled from the top and demonstrated by example.

## Obey the Law

Obeying the law, both in letter and in spirit, is the foundation of this Code. Our success depends upon each of our officers, directors and employees operating within legal guidelines and cooperating with local, national and international authorities. It is therefore essential that you understand the legal and regulatory requirements applicable to your business unit and area of responsibility. While we do not expect you to memorize every detail of these laws, rules and regulations, we want you to be able to determine when to seek advice from your supervisor or the Legal Department. If you do have a question in the area of legal compliance, it is important that you not hesitate to seek answers from your supervisor or the Legal Department.

## Speak Up

At Clearwire, we have an open door policy. Everyone should feel comfortable speaking his or her mind, in good faith, particularly with respect to ethical concerns. You must report suspected and actual violations of this Code, company policy and the law. Clearwire will investigate reported instances of questionable or unethical behavior.

In deciding whether a violation of the Code has occurred or is about to occur, you should first ask yourself:

- Could this conduct be viewed as dishonest, unethical or unlawful?
- Could this conduct hurt Clearwire? Could it cause Clearwire to lose credibility with its customers, business providers or investors?
- Could this conduct hurt other people, such as other employees, investors or customers?

If the answer to any of these questions is “yes” or even “maybe,” you have identified a potential issue that you must report.

## Where to Report

Anyone may submit an anonymous or confidential complaint or inquiry by calling the Whistleblower Hotline or going on-line at <http://clearwire.intercedeservices.com>.

### **Imminent Danger or Illegal Conduct**

You must immediately report any instance of violence, hostile behavior, possession of weapons or any component of a weapon on company property, or related illegal conduct to Human Resources and a supervisor. In cases of imminent danger, you should contact 911 or local law enforcement first, and then contact Human Resources.

### **Discrimination or Harassment**

If you believe you are a victim of or a witness to discrimination or harassment, you must report it to your supervisor, Human Resources or make a confidential contact to the Whistleblower Hotline. If your complaint is about your supervisor or you are otherwise uncomfortable reporting your complaint to him or her, you should report it directly to Human Resources or the Whistleblower Hotline.

### **Accounting, Internal Accounting Controls or Auditing Complaints**

You must report any concerns or questions you have about the accuracy or integrity of Clearwire's financial statements, reporting, accounting, internal accounting controls or auditing matters to the Whistleblower Hotline.

### **Confidential Reporting and No Retaliation**

Reports and complaints will be kept confidential to the extent permitted by law and by the company's need to investigate the situation.

Clearwire prohibits retaliation against employees who submit or participate in the investigation of any complaints. If you believe you or others are the subject of retaliation for reporting suspected misconduct or participating in an investigation, you must report the matter to the Whistleblower Hotline or Human Resources.

### **Cooperation with Investigations**

You must cooperate completely in any investigation relating to Clearwire. You must be honest and forthcoming at all times during an investigation, and you must provide any Clearwire investigator with full, accurate, timely and truthful information. Misrepresenting facts or failing to disclose facts during an investigation is unacceptable and strictly prohibited. You may never interfere with or obstruct an investigation conducted by the company, by any third party on the company's behalf or any government agency. In addition, you may never disclose or discuss an ongoing investigation unless specifically authorized to do so.

If a police officer, other law enforcement personnel or government employee from any agency (except for environmental, health and safety agencies that are addressed in Section 1.4 of the Code) requests access to company premises or to company or customer information, you must immediately notify the Legal Department for appropriate guidance. Any documents, information or testimony you provide in response to a request by a government agency must be full, fair, accurate and timely, and reviewed in advance by the Legal Department. If you discover or suspect any misrepresentation, misstatement,

misunderstanding, omission or other mistake by yourself or another employee, you must immediately disclose it to the Legal Department so that the company can take prompt steps to remedy the situation. The requirements of this subsection do not apply to providing information or testimony, in your individual capacity, to a governmental body or agency on behalf of yourself or co-workers where protected by applicable law.

A Quick Reference Chart with all the important contact information appears at the end of this Code.

### **Waivers**

Waivers of any provisions of this Code for executive officers or directors of the Company must be approved by the Board of Directors or its designated committee and will be disclosed promptly to the extent required by law.

## **Section 1: Maintaining an Inclusive, Fair and Healthy Work Environment**

Clearwire employees must act with fundamental honesty and integrity in all company dealings, comply with all laws that govern our business, maintain an ethical and professional work environment and comply with all company policies. Clearwire employees are required to treat customers, fellow employees and vendors with respect, dignity, courtesy, honesty, fairness and integrity.

### **1.1 Diversity and Equal Opportunity Commitment**

At Clearwire, diversity means embracing differences and promoting an inclusive organization that values the diversity of employees, customers, suppliers and community partners because it's the right thing to do and drives business success.

Clearwire is committed to attracting, developing and retaining a highly qualified, diverse and dedicated work force. It is Clearwire's policy to comply fully with all laws providing equal opportunity to all persons without regard to race, color, religion, gender, sexual orientation, age, national origin, disability, military status, veteran status, marital status, citizenship status or any other protected category under applicable law.

### **1.2 Discrimination and Harassment**

Clearwire has a policy of zero tolerance for discrimination, sexual harassment or other harassment based on race, color, religion, gender, sexual orientation, age, national origin, disability, military status, veteran status, marital status, citizenship status or any other unlawful discrimination or harassment based on categories protected under applicable law. Harassment includes but is not limited to, racist, sexist or ethnic comments, jokes or gestures, or any conduct or statement creating an intimidating, hostile or offensive work environment.

Any unlawful discrimination or harassment must be brought to the attention of your supervisor, Human Resources or the Whistleblower Hotline. If your complaint is about your supervisor or you are otherwise uncomfortable reporting your complaint to him or her, you should report it directly to Human Resources or the Whistleblower Hotline. You may also address suspected discrimination or harassment directly with the person engaging in such conduct if you are comfortable doing so.

### **1.3 Workplace Violence**

Clearwire will not tolerate any threatening, hostile or abusive behavior in the workplace, while operating company vehicles or on company business, or by any persons on company property, and will take immediate and appropriate action against offenders, up to and including termination of employment and referral for criminal prosecution. Nor will Clearwire tolerate threatening, hostile or abusive conduct directed at employees or customers by Clearwire personnel at any time or place. Damage to property is also prohibited.

Unless local law expressly permits possession of a weapon in a locked personal vehicle on company property, you may not possess or use any weapon or any component of a weapon (e.g., ammunition) on company property. You must report any instance of violence, hostile behavior or possession of weapons on company property to Human Resources and a supervisor immediately. In cases of imminent danger, you should contact 911 or local law enforcement first, and then contact Human Resources.

## 1.4 Workplace Safety

Clearwire is committed to providing a safe workplace for all employees. You must perform your job in a safe and responsible manner in compliance with applicable law and Clearwire policies and practices and the law.

If you believe that a safety hazard exists, or that safety guidelines are not being followed, you must immediately report the situation to your supervisor and Human Resources.

If you are a supervisor, you must also ensure that your direct reports are trained on the safety practices applicable to each of their jobs and implement and enforce all applicable regulations and policies. You must escalate all safety issues that come to your attention, and refer any issues of potential noncompliance to your supervisor and Human Resources.

If you believe that your supervisor has failed to take appropriate action to remedy a condition that is unsafe or in violation of any law or safety practice, you must contact a representative of Human Resources.

Clearwire is required to record and report work-related accidents. If you are involved in a work-related accident, you must immediately report it to a supervisor and follow the company's policies for reporting accidents and injuries.

## 1.5 Substance Abuse - Illegal Drugs and Controlled Substances

Clearwire is committed to maintaining a safe and drug-free environment for all its employees. While on company time, company premises, or while operating company equipment or vehicles, you may never use, transfer, sell, manufacture or possess illegal drugs (which include any controlled substances that have not been prescribed for you by your doctor) or drug paraphernalia. You may not report to work under the influence of any illegal drug, or if testing would demonstrate that you have used or consumed an illegal drug. For the purposes of this policy, marijuana is deemed an illegal drug as described under federal law.

If you are taking any medication that creates a safety risk, you must report this to your supervisor or Human Resources, and you must not operate any Clearwire machinery or vehicle if the medication affects your perception or responsiveness.

You must immediately report any conviction for an illegal drug or controlled substance related offense to the Human Resources or the Whistleblower Hotline so that the company may determine whether this may affect your ability to perform your job or otherwise affect the company's business interests.

### 1.5.1 Alcohol

You may not possess, serve, be under the influence of, or drink alcohol while on company property, while in a company vehicle or while conducting business for Clearwire. The only exceptions are for Clearwire functions where alcohol may be served only with prior approval from a vice president or above, or external events at which you are representing Clearwire. Although alcohol may be served at such events, consumption is completely voluntary, should always be in moderation, and never occur in a manner that would embarrass or harm the company.

You must immediately report to Human Resources or the Whistleblower Hotline any conviction for an alcohol-related offense relating to conduct while on company property or business or that may

otherwise affect your ability to perform your job, or otherwise affect the company's business interests.

## **1.6 Solicitation and Fundraising**

Solicitation and fundraising distract from work time productivity, may be perceived as coercive and may be unlawful.

Clearwire prohibits the solicitation, during work time (defined as the work time of either the employee making or receiving the solicitation), of non-business literature (defined as and booklets, pamphlets, catalogs, brochures and the like that is not directly related to your employment or job function) in work areas at any time or the use of company resources at any time (emails, fax machines, computers, telephones, etc.) to solicit or distribute. Non-employees may not engage in solicitation or distribution of literature on company premises. The only exception to this policy is where the company has authorized communications relating to benefits or services made available to employees by the company, company-sponsored charitable organizations or other company-sponsored events or activities. To determine whether a particular activity is authorized by the company, contact Human Resources.

This section does not apply to political activities which are addressed separately in section 2.2 of this Code. Internal drawings promoting company products and services or team building are allowed when voluntary and involve no monetary transactions.

## **1.7 Employee Privacy**

Clearwire acquires and retains personal information about its employees in the normal course of business, such as for employee identification purposes and provision of employee benefits. You must take appropriate steps to protect all personal employee information, including social security numbers, identification numbers, passwords, financial information and residential telephone numbers and addresses.

You should never access, obtain or disclose another employee's personal information to persons inside or outside of Clearwire unless you are acting for legitimate business purposes and in accordance with applicable laws, legal process and company policies, including obtaining any approvals necessary under those policies.

### **1.7.1 Monitoring on the Job**

In order to protect company assets, provide excellent service, ensure a safe workplace, and to investigate allegations of improper use or access, Clearwire monitors employees' use of Clearwire's communications devices, computer systems and networks (including the use of the Internet and corporate and personal web-based email accessed from Clearwire devices or systems), as permitted by law. In addition, and as permitted by law, Clearwire reserves the right to inspect, monitor and record the use of all company property, company provided communications devices, vehicles, systems and facilities - with or without notice - and to search or monitor at any time any and all company property and any other personal property (including vehicles) on company premises.

You should be aware that records, including emails, instant messages, voicemail and the like, are subject to internal and external audits, and to discovery by third parties in the event of a government investigation or civil litigation. You should have no reasonable expectation for privacy in the workplace.

## **1.7.2 Use of Photography and Recording Devices**

In many jurisdictions, use of recording devices without the consent of both parties is unlawful. Unless you have obtained prior approval from Human Resources or the Legal Department, you may not audio or video record or otherwise photograph, another employee or access another employee's systems, records or equipment without that employee's knowledge and prior approval. In addition, you may never audio or video record or otherwise photograph any customer, business provider or competitor without that person's knowledge and prior approval.

## **1.7.3 Co-worker Relationships**

If you are engaged in a romantic relationship with a co-worker, regardless of reporting relationship, the relationship must be promptly reported to your supervisor or Human Resources.

## **1.8 Misconduct Outside of Clearwire**

Employees must avoid conduct off the job that could impair work performance or affect the company's reputation or business interests. In order for the company to determine whether off-the-job conduct could impair work performance or affect the company's reputation or business interests, you must promptly report to the Whistleblower Hotline: (1) any conviction for any felony (or state or local law felony equivalent); (2) any conviction for a crime involving dishonesty, assault or battery; or (3) any other conviction that may affect your ability to perform your job or otherwise affect the company's business interests.

## **1.9 Relationship with and Obligation of Departing and Former Employees**

Your obligation to abide by company standards exists even after your employment with Clearwire ends. The following requirements apply to all current, departing or former Clearwire employees:

- When leaving the company, you must ensure that you return all Clearwire property in your possession, including all records and equipment.
- You may not breach any employment agreement you have with Clearwire including but not limited to the Clearwire Employee Confidentiality and Intellectual Property Agreement. You may not disclose Clearwire non-public information in any subsequent employment.
- You may not provide any Clearwire non-public information to current or former employees, unless authorized.

If you are concerned that a former Clearwire employee is benefitting unfairly from information obtained while employed at Clearwire, or may be inappropriately receiving Clearwire non-public information, report the matter to the Whistleblower Hotline.

## Section 2: Maintaining Integrity and Fairness in the Workplace

Clearwire's reputation depends heavily on the actions and integrity of its employees. It is imperative that you avoid any relationships or activity that might impair, or even appear to impair, your ability to make objective and fair decisions when performing your job. You owe a duty to Clearwire to advance its legitimate interests when the opportunity to do so arises. You must never use Clearwire property or information for personal gain or take personal advantage of any opportunity that arises in the course of your work for Clearwire.

### 2.1 Avoiding Conflicts of Interest

A "conflict of interest" occurs when an individual's personal interest may interfere in any way with the performance of his or her duties or the best interests of Clearwire. A conflicting personal interest could result from an expectation of personal gain now or in the future or from a need to satisfy a prior or concurrent personal obligation. We expect our employees, officers and directors to be free from influences that conflict with the best interests of Clearwire. Even the appearance of a conflict of interest where none actually exists can be damaging and should be avoided. Whether or not a conflict of interest exists or will exist can be unclear. Your supervisor with Human Resources will evaluate any potential conflicts of interest.

If you have any questions about a potential conflict or if you become aware of an actual or potential conflict, you should discuss the matter with your supervisor or Human Resources. If the supervisor is involved in the potential or actual conflict, you should discuss the matter directly with Human Resources. Executive officers and directors should seek authorization from the Audit Committee of the Board of Directors.

Factors that may be considered in evaluating a potential conflict of interest are, among others:

- whether it may interfere with the employee's job performance, responsibilities or morale;
- whether the employee has access to confidential information;
- whether it may interfere with the job performance, responsibilities or morale of others within the organization;
- any potential adverse or beneficial impact on our business;
- any potential adverse or beneficial impact on our relationships with our customers or suppliers or other service providers;
- whether it would enhance or support a competitor's position;
- the extent to which it would result in financial or other benefit (direct or indirect) to the employee;
- the extent to which it would result in financial or other benefit (direct or indirect) to one of our customers, suppliers or other service providers; and
- the extent to which it would appear improper to an outside observer.

We recognize that a conflict of interest may arise without any willful action on our part or that changes in circumstances may create a conflict or appearance of a conflict in situations where previously none existed. If you become aware of a possible conflict of interest, disclose it immediately to your supervisor, making a full report of all pertinent facts and circumstances. The supervisor will determine, in consultation with Human Resources, whether a conflict of interest exists, what needs to be done to resolve the conflict, or whether you may proceed. Disclosure is mandatory; failing to disclose a conflict of interest is a violation of the Code which could result in disciplinary action up to and including termination.

### **2.1.1 Personal Conflicts of Interest**

You may not supervise someone or provide input into the terms and conditions of employment, directly or indirectly, with whom you share a close personal relationship, such as anyone in your family or household, someone with whom you have or had a romantic relationship or other close personal relationship. You may not participate in the selection process for, or supervise Clearwire's relationship with a company that does business with Clearwire if it employs someone with whom you have such a close personal relationship.

If you supervise someone, even indirectly, with whom you have one of the relationships described above, or if you have such a relationship with an employee of a company that does business with Clearwire, you must disclose the relationship promptly to your supervisor or Human Resources.

In addition, you should not use your position at the company to advance your personal interests or those of a friend or relative at the expense of the company's interests. You may not conduct Clearwire business transactions with your family member or person who shares your household or a business in which you have a significant financial interest.

We understand that you may establish dating relationships with your co-workers. While it is expected you will exercise good judgment in pursuing romantic relationships with co-workers, you should recognize that romantic relationships between co-workers can, depending on the work roles and respective positions of the dating co-workers, create an actual or apparent conflict of interest. If a dating relationship does create an actual or apparent conflict, it may require changes to work arrangements.

Finally, employees in Human Resources have a special responsibility to report any close personal relationships with employees to the Head of Human Resources due to their involvement in personal and confidential matters.

### **2.1.2 Employment Outside Clearwire**

Unless you receive the prior written approval of your supervisor and Human Resources, you may not - with or without compensation - be self-employed or employed by, consult with, own, perform services for or aid a company or organization (including a charitable organization) that is a vendor, supplier, contractor, subcontractor or competitor of Clearwire, or that provides services that are provided by Clearwire, or that Clearwire is seeking to provide. Outside work should not interfere with your work for Clearwire. This limitation also applies to simultaneous employment by Clearwire and its subsidiaries and affiliates.

### **2.1.3 Employment While On Leave of Absence**

Unless you receive the prior written approval of your supervisor and Human Resources, you may not

engage in any outside employment or self-employment or perform any commercially-related services – with or without compensation – while absent from work on any company-approved leave of absence, absence due to sickness or disability, Family Medical Leave or comparable leave provided for by applicable law.

#### **2.1.4 Corporate Opportunities**

You may not take personal advantage of opportunities that are presented to you or discovered by you as a result of your position with us or through your use of Clearwire’s property or information, unless authorized by the Legal Department or, with respect to issues raised by executive officers or directors, the Audit Committee, or as otherwise permitted by Clearwire’s Certificate of Incorporation. Even opportunities that are acquired privately by you may be questionable if they are related to our existing or proposed lines of business. Participation in an investment or outside business opportunity that is related to our existing or proposed lines of business must be pre-approved. You cannot use your position with us or our property or information for improper personal gain, nor can you compete with us in any way.

### **2.2 Political Conflicts of Interest**

Clearwire encourages its employees to participate in the political process. It is the responsibility of every Clearwire employee to comply fully with all laws and regulations relating to interactions with government officials, including laws governing campaign finance, government ethics and lobbying.

#### **2.2.1 Personal Political Interests**

Your personal political contributions and activities must be kept separate from the company. If you make political contributions, you may not refer in any way to your employment or use the company’s assets, including its name, in connection with your contributions, unless required to do so by law. Also, you may not solicit contributions for any political candidate from any of your direct reports or for an improper purpose from any person or entity that does business or seeks to do business with us.

If you are appearing before a government body or engaging in contact with a public official outside of your ordinary work duties regarding a business in which Clearwire is engaged or a business issue in which Clearwire has an interest, you must advise your supervisor and the Legal Department in advance and you must make it clear that you are not representing Clearwire.

#### **2.2.2 Contributions of Corporate Assets**

You may not make payments of corporate contributions, whether monetary or non-monetary assets, to any domestic or foreign political party, candidate, campaign or public official. In addition, you may never reimburse anyone for any political contribution.

#### **2.2.3 Seeking Public Office**

Before you seek any elected or appointed public office, including a local position, such as school board president, you must obtain the approval of your director level or above supervisor and the Legal Department. This approval will not be unreasonably withheld.

### **2.3 Insider Trading and Financial Interests**

Insider trading occurs when a person trades in a company’s securities using material inside information – that is, information that is not publicly available and that could reasonably affect a person’s decision

about whether to buy or sell the securities. It also occurs when a person gives material inside information to someone else who trades on it. Insider trading is a serious violation of the law and can result in severe civil or criminal penalties, including imprisonment.

As a Clearwire employee, you may become aware of material inside information about Clearwire or other companies with which Clearwire does business. You must never use material inside information (even if you acquired it as a “tip” from others) to trade in Clearwire’s or any other company’s securities. This prohibition also includes trading in derivative securities, such as calls and puts, and engaging in short selling or other hedging transactions. In addition, you may not provide material inside information to any other person, including members of your family or your friends, or assist any other person in buying, selling or entering into any other transaction using material inside information.

The rules that relate to insider trading are complex. You should refer to the *Clearwire Corporation Policy Regarding Confidential Information and Insider Trading*. If you are not sure whether these restrictions apply to you, you should consult the Legal Department before making any decision to buy, sell or trade in a security, or before you disclose any information to another person. As a general rule, non-public information concerning a company’s business, financial prospects, regulatory or legal matters, or management issues, is often considered “material.”

### **2.3.1 Investments in Companies with Which You Conduct Business on Clearwire’s Behalf**

If you conduct or supervise business on Clearwire’s behalf with a company, you must not transact any business in that company’s securities or derivatives of those securities. If you already own stock in a company, and your position at Clearwire requires you to conduct or supervise business with this company, you must disclose your ownership interest to a vice president level or above supervisor, and seek approval from the Legal Department prior to trading in that company’s securities.

### **2.3.2 Significant Financial Interests in Companies**

You may not take a significant financial interest in a company that is a business provider or that competes with or is in one of the same lines of business as Clearwire. A significant financial interest is any financial interest that: (a) is more than one-tenth of one percent of a company’s publicly traded securities or other financial instruments and (b) exceeds twenty-five percent of an employee’s Clearwire annual base salary and bonuses.

### **2.3.3 Transactions in Securities**

You must not engage in any financial transaction that permits you to benefit from the devaluation of Clearwire’s stocks, bonds or other securities, including, but not limited to, short selling or buying “put” options on Clearwire stock.

In addition, you may not participate in financial transactions in the stock or other securities of business providers or prospective business providers, including “friends and family” deals or initial public offerings (IPOs), if these opportunities may influence, or appear to influence, your business judgment on behalf of Clearwire.

### **2.3.4 Loans**

Personal loans from the company to any executive officer (as defined by securities law) are unlawful and strictly prohibited. Personal loans from the company to any other employee must be approved in writing in advance by the Legal Department or in accordance with an approved Clearwire program. Loans

greater than twenty-five dollars between employees who are in a direct or indirect reporting relationship are prohibited.

## **Section 3: Protecting Clearwire's Assets and Reputation**

### **3.1 Preparing, Disclosing and Maintaining Accurate Records**

Clearwire is committed to maintaining and providing truthful information that fully satisfies applicable legal requirements, including the Sarbanes-Oxley Act of 2002 and generally accepted accounting principles.

#### **3.1.1 Creating Accurate Records**

You must create accurate records that reflect the true nature of the transactions and activities that they record (including, but not limited to, books of account, reporting of time, documenting attendance and absence and commissions). You must resolve discrepancies in any records and make appropriate corrections. If you suspect or learn that records are misleading or contain errors, you must promptly inform either your supervisor or the Whistleblower Hotline. Because even a minor error can affect the truthfulness of a record, you must report all errors, regardless of their size or how long ago they may have occurred. If your supervisor fails to address a report about a record's accuracy, you must report your concern to the Whistleblower Hotline.

Clearwire does not tolerate falsification or improper alteration of records. It is never appropriate to direct someone else to prepare or approve a false or misleading record and it is no defense to say that someone else directed you to make a record that you knew or had reason to suspect was false or misleading. It is also improper to intentionally take any action that leads to the creation of false or misleading records, such as withholding information from, or providing incomplete information to, someone who is preparing a record. If you believe that a record was intentionally falsified or created to be misleading, you must report your concern to the Whistleblower Hotline.

Our financial records serve as a basis for managing our business and are important in meeting our obligations to stockholders, customers, suppliers, creditors, employees and others with whom we do business. As a result, it is important that our books, records and accounts accurately and fairly reflect, in reasonable detail, our assets, liabilities, revenues, costs and expenses, as well as all transactions and changes in assets and liabilities. We require that:

- no entry be made in our books and records that intentionally hides or disguises the nature of any transaction or of any of our liabilities, or misclassifies any transactions as to accounts or accounting periods;
- transactions be supported by appropriate documentation;
- the terms of sales and other commercial transactions be reflected accurately in the documentation for those transactions and all such documentation be reflected accurately in our books and records;
- employees comply with our system of internal controls; and
- no cash or other assets be maintained for any purpose in any unrecorded or "off-the-books" fund.

#### **3.1.2 Promoting Transparent and Complete Disclosure**

Clearwire is committed to transparency in financial reporting to enhance investors' understanding of the company's business and to facilitate informed investment decisions. All disclosures made in financial

reports and public documents filed with the Securities and Exchange Commission, and other public communications, must be full, fair, timely, accurate and understandable.

Our accounting records are also relied upon to produce reports for our management, stockholders and creditors, as well as for governmental agencies. These reports must provide full, fair, accurate, timely and understandable disclosure and fairly present our financial condition and results of operations. Employees who collect, provide or analyze information or otherwise contribute in any way in preparing or verifying these reports should strive to ensure that our financial disclosure is accurate and transparent and that our reports contain all of the information about Clearwire that would be important to enable stockholders and potential investors to assess the soundness and risks of our business and finances and the quality and integrity of our accounting and disclosures. In addition:

- no employee may take or authorize any action that would cause our financial records or financial disclosure to fail to comply with generally accepted accounting principles, or other applicable laws, rules and regulations; and
- all employees must cooperate fully with our accounting department and internal auditors, as well as our independent public accountants and legal counsel, respond to their questions with candor and provide them with complete and accurate information to help ensure that our books and records, are accurate and complete.

You must not selectively disclose (whether in one-on-one or small discussions or meetings) any material information regarding Clearwire, its securities, business operations, plans, financial condition, results or any development or plan. You should be particularly careful not to disclose such information if you make presentations or proposals to customers, business providers, investors or to any other third party.

To ensure accurate reporting, Clearwire employs both internal and outside auditors. You must cooperate with and provide any auditor or investigator accurate, timely and truthful information. You must not improperly influence, manipulate or mislead any auditor or investigator. Failure to cooperate with any audit or related investigation will result in discipline, up to and including termination of employment.

Any employee who becomes aware of any departure from these standards has a responsibility to report his or her knowledge promptly to a supervisor or the Whistleblower Hotline.

### **3.1.3 Special Provisions Applicable to Senior Officers**

The Company's Chief Executive Officer (CEO), President, Chief Financial Officer (CFO), Chief Operating Officer (COO), Senior Vice Presidents, senior finance and accounting officers and all other senior officers (collectively, the "Senior Officers"), hold an important and elevated role in corporate governance in that they are uniquely capable and empowered to ensure that all stakeholders' interests are appropriately balanced, protected, and preserved. Because of this special role, the Senior Officers are bound by the following principles and responsibilities, and by accepting the Code, each agrees that he or she will, in his or her capacity as an employee of the company:

- Act with honesty and integrity, avoiding actual or apparent conflicts of interest in personal and professional relationships.
- Provide information that is accurate, complete, objective, relevant, timely, and understandable to ensure full, fair, accurate, timely, and understandable disclosure reports and documents that the company files with, or submits to, government agencies and in other public

communications.

- Comply with rules and regulations of federal, state, provincial and local governments, and other appropriate private and public regulatory agencies.
- Act in good faith, responsibly, with due care, competence and diligence, without misrepresenting material facts or allowing his or her independent judgment to be subordinated.
- Respect the confidentiality of information acquired in the course of his or her work except when authorized or otherwise legally obligated to disclose. Confidential information acquired in the course of his or her work will not be used for personal advantage.
- Share knowledge and maintain skills important and relevant to stakeholders' needs.
- Proactively promote and be an example of ethical behavior as a responsible employee among peers, in the work environment and the community.
- Achieve responsible use of and control over all assets and resources employed or entrusted.
- Be responsible for implementing and maintaining adequate internal control structure and procedures for financial reporting, including disclosure controls.
- Promptly report Code violations to the Whistleblower Hotline.

## 3.2 Retaining Company Records

Company records must be retained according to applicable laws, Clearwire's *Records Management Policy* and the *Clearwire Records Retention Schedule*. You may never destroy, alter, mutilate or conceal any record if you have been directed to retain it or if you know - or reasonably believe there is a possibility - of any litigation or any internal or external investigation concerning that record. If any person directs you to violate this policy, you must immediately contact the Legal Department and use all reasonable measures to protect the record.

## 3.3 Safeguarding Company Information

You must protect confidential company information and non-public information entrusted to Clearwire, as well as publicly available information in which Clearwire or others have intellectual property rights. Confidential information may include, but is not limited to, business, marketing and service plans; financial information; databases; customer data (including, for example, customer financial information); pricing strategies; personnel data; personally identifiable information pertaining to our employees, customers or other individuals (including, for example, names, addresses, telephone numbers and social security numbers); and similar types of information provided to us by our customers.

### 3.3.1 Protecting Non-public Company Information

Except when disclosure is authorized or legally mandated, you must not share our or our customers' confidential information with third parties or others within Clearwire who have no legitimate business purpose for receiving that information. Unauthorized use or distribution of this information could also be illegal and result in civil liability and/or criminal penalties. In determining whether a matter is authorized or legally required to be disclosed, you must first coordinate with the Legal Department.

You should also take care not to inadvertently disclose confidential information. Materials that contain confidential information, such as memos, notebooks, computer disks and laptop computers must be stored securely. Unauthorized posting or discussion of any information concerning our business, information or prospects on the Internet or in other public or private forum is prohibited. You may not discuss our business, information or prospects in any "chat room," regardless of whether you use your

own name or a pseudonym. Be cautious when discussing sensitive information in public places like elevators, airports, restaurants and “quasi-public” areas within Clearwire, such as lobbies, retail areas, cafeterias or lunch rooms. All Clearwire emails, voicemails and other communications are presumed confidential and should not be forwarded or otherwise disseminated outside of Clearwire, except where required for legitimate business purposes.

In addition to the above responsibilities, if you are handling information protected by any privacy policy published by us, such as confidential customer information, then you must handle that information solely in accordance with the applicable policy.

If you suspect or are aware of any improper disclosure of non-public company information, you must immediately report it to the Whistleblower Hotline.

### **3.3.2 Acquiring Non-public Company Information of Others**

You cannot accept non-public information belonging to a third party (including information from a former employer) unless the person disclosing the information is authorized to do so, Clearwire has the owner’s written permission to receive it and the information is provided according to a written agreement that has been approved in advance by your supervisor and the Legal Department.

## **3.4 Proper Use of Clearwire’s Property and Property Owned by Others**

You must always protect Clearwire’s tangible and intangible property and any property entrusted to your care by customers or business providers. Company property and the property of co-workers, customers and business providers may not be taken, sold, loaned, given away or otherwise disposed of, regardless of its condition or value, without specific authorization. Property includes, but is not limited to, tangible property, data, records and all communications.

Property such as office supplies, automobiles, computer equipment, phones and offices are expected to be used only for legitimate business purposes, although incidental personal use may be permitted. Use of the company’s electronic media and services must conform to the procedures outlined in the company’s *Employee Resource Guide* and the *Electronic Communications Policy*. Employees should be mindful of the fact that we retain the right to access, review, monitor and disclose any information transmitted, received or stored using our electronic equipment, with or without an employee’s or third party’s knowledge, consent or approval. You should have no reasonable expectation for privacy in the workplace. Any misuse or suspected misuse of our assets must be immediately reported to your supervisor or the Legal Department.

### **3.4.1 Company Benefits**

Clearwire’s benefits plans and programs are provided as compensation and must be used honestly. You must not misrepresent your health status, your covered members, your beneficiaries, or any other facts, including reasons for absence, in order to claim benefits to which you or others are not entitled.

### **3.4.2 Company Property and Funds**

Company property and funds - which include anything that has or represents financial value - must be handled responsibly, honestly and in accordance with applicable company policies. Personal or unauthorized use of company funds is strictly prohibited. Company p-cards must be used solely for authorized business purposes and may not be used for personal charges. You should refer to the *P Card Policy* for more information.

### 3.4.3 Work Time

Non-exempt employees must report all time worked. Exempt employees are not required to report the hours they worked, however, they are required to submit their time off for vacation/sick/floating holiday through the timesheet system. By submitting your time, you are representing that you have accurately reported your time and that you have not failed to report any time worked. You may not instruct another employee to misreport or fail to report any time worked. You may report any questions about time reporting, or any concerns you have about the accuracy of your wages, including any claim that you have not been paid for all hours worked, or that any deductions from your wages are improper or in error, to Human Resources, the Clearwire Payroll Department or to the Whistleblower Hotline.

## 3.5 Protecting Company Communication and Information Systems

Communication and information systems, including company computers and mobile devices, are provided to employees to conduct Clearwire business and are valuable assets that must be protected by all employees. You must protect company information and data from accidental or unauthorized disclosure, misuse, improper alteration or destruction. Limited personal use of communications equipment is permissible so long as it does not interfere with work responsibilities or business operations, incur inappropriate costs, violate the law, this Code or Clearwire policy.

Due care and common sense should govern the use of our computer systems, and access to our electronic data, so please observe the following guidelines:

- Do not use or access computer facilities and records without authorization. Protect passwords, IDs and access to computer systems and facilities.
- Do not alter or destroy software, data or files without authorization.
- Do not download, copy or install software or data without appropriate authorization. Protect against the spread of viruses and spy-ware by using only legally licensed software. Restrict access to data based on a need-to-know basis.
- Report to your supervisor any change in job duties that would affect your need for access to systems data.

### 3.5.1 Prohibited Activities

You may never use company systems (such as e-mail, instant messaging, the Intranet or Internet) to engage in activities that are unlawful, violate company policies or result in Clearwire's liability or embarrassment. Some examples of inappropriate uses of the Internet and e-mail include:

- Pornographic, obscene, offensive, harassing or discriminatory content;
- Chain letters, pyramid schemes or unauthorized mass distributions;
- Communications on behalf of commercial ventures;
- Communications primarily directed to a group of employees inside the company on behalf of an outside organization;
- Gambling, auction-related materials or games;
- Large personal files containing graphic or audio material;
- Violation of others' intellectual property rights; and
- Malicious software or instructions for compromising the company's security.

Also, you may not send e-mail containing non-public company information to any personal e-mail or messaging service unless authorized to do so by your supervisor and you comply with company

requirements relating to the encryption of information. You should refer to the *Clearwire Enterprise Security Policy* for additional information. You should have no reasonable expectation for privacy in the workplace.

### **3.6 Security of Facilities**

Clearwire's operations must be appropriately secured to protect our customers and each other. This includes customer and employee personal information, network operations and facilities, computer systems and passwords, security procedures, company facilities and their locations, technical and marketing research data, product development information and business plans and strategies.

You must take all appropriate precautions to protect Clearwire's systems and premises. Do not leave visitors unescorted or sensitive areas unattended or unlocked.

When on company property (or, if appropriate, while on company business) wear your identification badge and request identification from others whom you do not recognize. Most importantly, you must immediately report all suspicious activity to Clearwire Human Resources.

### **3.7 Intellectual Property**

Intellectual property includes information protected by Clearwire's patents, trademarks or copyrights, the use of which is restricted by applicable intellectual property laws. To safeguard Clearwire's intellectual property from illegal copying or other misuse, employees must ensure it is affixed with or identified by trademark, service mark or copyright symbols. You should promptly identify any innovative processes, methods and technologies that may be eligible for patent protection.

If you're unsure whether or what protection is necessary or appropriate, or if you believe disclosure or use by a third party is improper, contact the Legal Department.

#### **3.7.1 Proper Use of Others' Intellectual Property**

You must respect the proprietary rights of others by complying with all applicable laws and agreements that protect the intellectual property rights of others, including all business providers, competitors or customers. Unless you obtain the intellectual property owner's specific prior consent, you may not copy, distribute, display, perform, or modify third-party copyrighted materials or conduct peer-to-peer or other file sharing of copyrighted materials. A work may be protected by a copyright even if there is no notice on the work.

#### **3.7.2 Information of Former Employers**

Former employers may have required you to sign non-disclosure or other agreements that may affect your work at Clearwire. If you have not disclosed these to your supervisor and Human Resources by the time of hire, you must do so immediately.

### **3.8 External Communications**

Only authorized employees may make any public statements on behalf of Clearwire, whether to the media, investors or in other external forums, including the Internet. As a publicly traded company, Clearwire must comply with a variety of regulations that govern public communications to investors and the public and promote transparency in financial markets. Clearwire has specific requirements for financial reports and documents that the Company files with or submits to the U.S. Securities and

Exchange Commission and in other public communications. This includes disclosing new or confidential information regarding Clearwire through social media applications and websites. If an Employee receives a request for information, they should forward the request to the Corporate Communications team.

## Section 4: Maintaining Integrity and Fairness in the Marketplace

Clearwire's integrity in the marketplace is a key component of our reputation for trustworthiness and service.

### 4.1 Customer Relationships

Clearwire's customers expect and deserve fair, honest and respectful service. You are accountable for your role in the delivery of that standard of service.

#### 4.1.1 Customer Privacy and Communications

You must not - and must not permit any other individual(s) to - access, listen to, monitor, record, tamper with, disclose or intrude upon any customer conversation or communication, except solely in those situations where the Legal Department has approved in writing such action on your part in order to comply with (1) a valid service, equipment or troubleshooting order, (2) a valid legal order or applicable law or regulation, or (3) internal quality control and training procedures. Even where these exceptions may apply, you must announce at the outset of any conversation with a customer if such conversation is being recorded or monitored. Prior, authenticated written consent of the customer, or prior written approval of the Legal Department, is required in each instance in order for any customer communications (including voice and data) or records to be able to be disclosed to any person or entity outside of Clearwire.

In addition to protecting customer communications, you also must protect customer information. Employees such as Customer Care representatives, who communicate directly with customers about their accounts, must properly authenticate a caller (or e-mail author) in order to ensure protection of the customers' confidential information and Clearwire's compliance with all relevant laws and regulations. Employees or vendors involved in such communications will receive additional information on authentication from their supervisor or through training. If you suspect a customer is using Clearwire's products or services for an unlawful purpose, please contact the Legal Department immediately. If you receive a subpoena, court order or other request for information (e.g., a request for a customer's invoices, usage records, etc.) from a law enforcement agency or other governmental entity, you immediately should contact the Legal Department.

Clearwire's contractors and vendors similarly are required to safeguard customer information. You should work with the Legal Department to ensure that contracts with these third parties fully and properly protect customer information. If you are aware of or suspect unauthorized access to, disclosure of, or loss or compromise of customer information, you immediately must notify the Legal Department or the Whistleblower Hotline.

#### 4.1.2 Fair Dealing

We strive to outperform our competition fairly and honestly. Advantages over our competitors are to be obtained through superior performance of our products and services, not through unethical or illegal business practices. Acquiring proprietary information from others through improper means, possessing improperly obtained trade secret information, or inducing improper disclosure of confidential information from past or present employees of other companies is prohibited, even if motivated by an intention to advance our interests. If information that may constitute a trade secret or other confidential information of another business is obtained by mistake, or if you have any questions about the legality of proposed information gathering, you must consult your supervisor or the Legal

Department.

You are expected to deal fairly with our customers, suppliers, employees and anyone else with whom you have contact in the course of performing your job. No employee may take unfair advantage of anyone through misuse of confidential information, misrepresentation of material facts or any other unfair dealing practices.

Employees involved in procurement have a special responsibility to adhere to principles of fair competition in the purchase of products and services by selecting suppliers based exclusively on normal commercial considerations, such as quality, cost, availability, service and reputation, and not on the receipt of special favors. Even the appearance of impropriety must be avoided, for more information reference sections 4.3 and 4.4 of this Code.

Antitrust laws, sometimes also called competition laws, govern the way that companies behave in the marketplace. Antitrust laws encourage competition by prohibiting unreasonable restraints on trade. The laws deal in general terms with the ways companies deal with their competitors, customers, and suppliers. Violating antitrust laws is a serious matter and could place both the company and the individual at risk of substantial criminal penalties. In all regions and countries where Clearwire does business, we are committed to competing vigorously but fairly for suppliers and customers. To adhere to antitrust laws, we must not:

- Communicate with any competitor relating to price, any term that affects pricing, or production levels,
- Divide or allocate markets or customers,
- Agree with a competitor to boycott another business, or
- Put inappropriate conditions on purchases or sales.

When questions arise, contact the Legal Department for guidance.

#### **4.1.3 Selling with Integrity**

Clearwire policy requires that we fully, clearly and directly inform our customers of the terms and conditions of our services. Any attempt to deceive a customer will not be tolerated and may result in disciplinary action up to and including termination of employment. The following guidelines must be followed at all times:

- All advertising and sales materials must be truthful and accurate. Materials must not be false, misleading, or deceptive in any way. All claims must be substantiated in advance with indisputable facts (e.g., objective test results). No advertising or sales materials will be released without the advance review and written approval of the Legal Department.
- When the price of Clearwire's products and services is advertised, the customer must be clearly informed of all one-time, monthly and other use-related fees (including any applicable taxes and surcharges) and any other material terms and restrictions for obtaining the advertised rate. There will be no "hidden" charges of any type.
- Comparisons to competitors must be accurate, substantiated at the time they are made, and regularly monitored. The comparison must be updated promptly if any competitor's pricing or plan features have changed.

- Do not disparage competitors. You should promote Clearwire’s products and services through fair and accurate comparisons with its competitors, and you should sell on the strength of Clearwire’s products, services and reputation. Do not: (a) make misleading or inaccurate comparisons with competitors’ products and services; (b) comment on competitors’ character, financial condition, or potential legal or regulatory problems; or (c) make negative remarks about entire groups of competitors and their products and services.
- There are strict laws, regulations and rules regarding sales and promotions. They must be followed without exception. For example, you cannot use the word “free” to describe a regularly included component of a service plan offering. Moreover, many types of pricing offers (including rebate and other discount offers) require the disclosure of all material conditions in close proximity to the price point in the main ad copy.

## **4.2 The Government as a Customer**

When dealing with government agencies that are customers, you must consult with the Legal Department to identify additional laws, regulations and procedures that you must follow, including those related to gifts, entertainment, accuracy in billing and limitations on contacts with government officials during active government procurements.

### **4.2.1 Court Orders and Other Legal Documents**

Clearwire may receive court orders seeking information about its customers. You may neither confirm nor deny to any unauthorized person the existence of, or any information concerning, a subpoena, warrant or court order. You should immediately refer to the Legal Department any inquiries or requests of this kind.

If you receive any legal documents in the workplace, including court orders and subpoenas, warrants, summons and correspondence from any government or law enforcement agency, or any attorney, you must forward them immediately to the Legal Department.

### **4.2.2 Classified and National Security Information**

You must take all necessary steps to protect classified and national security information and you must coordinate all activities related to this information with Legal Department personnel who have appropriate clearance. It is never appropriate to disclose this information to another person without explicit approval from the Legal Department.

## **4.3 Selecting and Maintaining Relationships with Business Providers**

You must use care and good judgment in selecting and maintaining relationships with all of Clearwire’s business providers. Employees who participate in the selection of any business provider must:

- Use a selection process that is fair, lawful, does not improperly discriminate and complies with all company policies and procedures;
- Put all agreements in writing and obtain all required approvals before signing; and
- Never reveal confidential information about one vendor to another vendor or to anyone outside of Clearwire. Disclosures of such information, even within Clearwire, should be limited to those with a need to know the information.

## 4.4 Gifts and Entertainment

The exchange of gifts and entertainment can promote successful working relationships and good will. However, failure to follow applicable laws as well as company rules and procedures can harm Clearwire's reputation or result in civil or criminal penalties.

Regardless of value, the appearance of influence or impropriety must always be considered before accepting any gift, entertainment or other business courtesy. You may not use your own money or resources to offer gifts or entertainment to a customer or vendor if these activities otherwise would be prohibited using Clearwire's resources. In addition, when you offer gifts or provide entertainment to others consistent with this Code, you must also ensure that these courtesies are properly reflected on Clearwire's books and records.

### 4.4.1 When Gifts Are Appropriate

A "gift" is anything of value, including promotional trinkets, food, beverages and tickets to cultural or sporting events, that you or someone in your family or household - or a person with whom you have a close personal relationship - either give or receive.

To be appropriate, a gift (whether it is given or received) must be in compliance with applicable laws and must be:

- Unsolicited;
- Not cash or usable as cash (including gift cards and gift certificates, unless they have been approved as part of an authorized Clearwire program and approved by the Legal Department); and
- No more than \$500 in face value in a calendar year to or from the same organization, unless approved in writing by a vice president level or above supervisor.

### 4.4.2 When Entertainment Is Appropriate

Entertainment includes meals and cultural or sporting events that you attend with a customer or business provider. If you do not attend the event with the customer or business provider, the tickets to such an event are not entertainment, but rather "gifts," which are subject to the gift restrictions in this Code.

To be appropriate, entertainment must be in compliance with applicable laws and:

- Offered or accepted in the normal course of business;
- Attended by both a Clearwire employee and a business provider's employee and be an occasion where business is discussed;
- No more than \$500 in face value in a calendar year to or from the same organization, unless approved in writing by a vice president level or above supervisor; and
- At a venue and conducted in a manner that does not violate other provisions of this Code or harm the company's reputation (e.g., an event at an adult entertainment venue is not acceptable).

### 4.4.3 Prohibited Exchanges

Even if the gift or entertainment meets the above standards, you must not exchange if: (a) it is intended to improperly influence another person's business judgment; (b) it might create the appearance of

undue influence, unfairness or impropriety; or (c) you are participating in, conducting or directly supervising a formal Clearwire procurement process (such as a request for bids). Under some statutes, giving anything of value to a government official to obtain or retain business or favorable treatment is a criminal act subject to prosecution and conviction.

Employees are not permitted to receive tips and you should politely decline any that are offered to you.

#### **4.4.4 Gifts Involving Travel or Lodging**

You are prohibited from receiving gifts of travel or lodging unless it is approved in writing by a vice president level or above supervisor.

#### **4.4.5 Returning Gifts**

If a gift exceeds the standards set forth in this Code, you should return the gift with an explanation that company standards do not permit you to accept such gifts. If returning a perishable item is not feasible, it should be anonymously donated to charity or accepted on behalf of Clearwire and shared among all employees in the office. If shared, the gift's value per person should not exceed the \$500 calendar year limit.

If you receive a gift that falls outside of the Clearwire standards and you are unable to return it, you must contact the Whistleblower Hotline for appropriate documentation, safeguarding and disposition of the gift.

#### **4.4.6 Gifts Outside the Workplace**

Employees who are personal friends of customers or business providers might wish to exchange gifts outside of the workplace for appropriate events (such as a wedding or baby shower). These exchanges should be infrequent, disconnected from any work activities and disclosed to a supervisor beforehand to ensure that they do not improperly influence or appear to influence business decisions.

### **4.5 International Business**

We must abide by the laws, rules and regulations of countries where we do business. We are committed to following not only U.S. laws that deal with foreign business transactions (such as the Foreign Corrupt Practices Act), but also with the laws of the host countries in which we operate. Because cultural differences and local customs or laws may raise issues, prior to engaging in any international business, you should discuss these issues with your supervisor and the Legal Department.

Payments we make in the course of doing business internationally must reflect the value of the services actually provided, be directed to proper business purposes, made to legitimate business service providers and meet the requirements of the laws of the U.S. and of other countries where we do business.

One key law governing our conduct of business in other countries is the Foreign Corrupt Practices Act (FCPA), which governs payments from U.S. companies and some foreign companies to foreign government officials. Generally, it is a violation of the FCPA to make payments or related offers, or to provide any other benefit, to or for the benefit of a foreign official. Regardless of the particular customs of a foreign country, you must be particularly careful to follow company standards, local laws and U.S. laws regarding doing business with non-U.S. officials or their family members.

You must never make payments to a third party that you suspect may be passed to officials outside the U.S. or other persons to improperly influence any person's decision making to secure, retain or direct business for Clearwire. You must not use an agent to make any payment that Clearwire itself cannot make. Whenever you retain any agent in connection with foreign business, you must receive pre-approval from the Legal Department and make sure that you can properly trace any funds provided to the agent to ensure that they are not used to make improper payments to government officials or their representatives.

## Section 5: Compliance Standards and Procedures

To facilitate compliance with this Code, we have implemented a program of Code awareness, training and review. We have established the General Counsel as the Ethics Compliance Officer to oversee this program. The Ethics Compliance Officer is a person to whom you can address any questions or concerns. In addition to fielding questions or concerns with respect to potential violations of this Code, the Ethics Compliance Officer is responsible for:

- investigating possible violations of the Code;
- training new employees in Code policies;
- conducting annual training sessions to refresh employees' familiarity with the Code;
- monitoring compliance with the Code on both an informal and a formal basis, placing particular emphasis on the relationships between employees and third parties;
- distributing copies of the Code annually to each employee with a reminder that each employee is responsible for reading, understanding and complying with the Code;
- updating the Code as needed to reflect changes in the law, Clearwire operations and recognized best practices, and to reflect Clearwire experience, and alerting employees to any updates, with appropriate approval of the Board of Directors; and
- otherwise promoting an atmosphere of responsible and ethical conduct.

Your most immediate resource for any matter related to the Code is your supervisor or Human Resources. They may have the information you need, or may be able to refer the question to another appropriate source. There may, however, be times when you prefer not to go to your supervisor. In these instances, you should feel free to discuss your concern with the Ethics Compliance Officer. If you are uncomfortable speaking with the Ethics Compliance Officer because he or she works in your department or is one of your supervisors, please contact either of the Chief Executive Officer or the Chief Financial Officer.

Clearwire has established a Whistleblower Hotline at 1-877-301-7247 for those who wish to ask questions about Clearwire policy, seek guidance on specific situations, or report violations of the Code. There is no need to identify yourself, if you prefer not to. Whether you identify yourself or remain anonymous, your telephonic or e-mail contact will be kept strictly confidential to the extent reasonably possible within the objectives of the Code.

### 5.1 Clarifying Questions and Concerns and Reporting Possible Violations

It is Clearwire's policy that each of its employees, officers and directors have open opportunities to bring to the attention of any supervisor or the Ethics Compliance Officer allegations of wrongdoing of any officer, director or employee, including but not limited to violations of this Code, laws or regulations, any actions considered unsafe or any unsound business practices that jeopardize the welfare and safety of employees or customers. Other allegations may include but are not limited to corruption, violations of this Code, bribery, and acceptance of gifts beyond established limits, theft of Clearwire property, misuse of Clearwire property and facilities or any activities that involves fraud or misconduct. If you encounter a situation or are considering a course of action and its appropriateness is unclear, discuss the matter promptly with your supervisor or the Ethics Compliance Officer; even the appearance of impropriety can be very damaging and should be avoided.

If you are aware of a suspected or actual violation of Code standards by others, you have a responsibility to report it. You are expected to promptly provide a compliance resource with a specific description of the violation that you believe has occurred, including any information you have about the persons

involved and the time of the violation. Whether you choose to speak with your supervisor or the Ethics Compliance Officer, you should do so without fear of any form of retaliation. We will take prompt disciplinary action against any employee who retaliates against you, up to and including termination of employment.

Supervisors must promptly report any complaints or observations of Code violations to the Ethics Compliance Officer. The Ethics Compliance Officer will investigate all reported possible Code violations promptly and with the highest degree of confidentiality that is possible under the specific circumstances. Your cooperation in the investigation will be expected. You must be honest and forthcoming at all time during an investigation, and you must provide any investigator with full, accurate, timely, and truthful information. Misrepresenting facts or failing to disclose facts during an investigation is strictly prohibited. You may never interfere with or obstruct an investigation conducted by the company, by any third party on the company's behalf or any government agency. In addition, you may never disclose or discuss an ongoing investigation unless specifically authorized to do so. As needed, the Ethics Compliance Officer will consult with the Human Resources department or the Audit Committee of the Board of Directors.

If the investigation indicates that a violation of the Code has probably occurred, we will take such action as we believe to be appropriate under the circumstances. If we determine that an employee is responsible for a Code violation, he or she will be subject to disciplinary action up to, and including, termination of employment and, in appropriate cases, civil action or referral for criminal prosecution. Appropriate action may also be taken to deter any future Code violations.

## **5.2 Documentation**

Each officer, director and employee will be provided with this Code of Conduct and Ethics; as the same may be amended from time to time by the Board of Directors of Clearwire Corporation, and will be required to sign a written acknowledgement of its receipt and an agreement to comply with this Code.

## Conclusion

It is not possible to describe all unethical or illegal business practices in detail. The best guidelines are individual conscience, common sense and unwavering compliance with all company policies, applicable laws, regulations and contractual obligations. Seek guidance if you are unsure of what to do, ask questions and report wrongdoing. Company policy strictly forbids any retaliation against an employee who reports suspected wrongdoing.

Violations of the law, the Code and other company policies, procedures, instructions, practices and the like can lead to disciplinary action up to and including termination of employment. Such disciplinary action may also be taken against supervisors or executives who condone, permit or have knowledge of improper conduct or fail to take action to prevent and detect violations, such as failure to provide training and failure to supervise subordinates' work. No one may justify an illegal or improper act by claiming it was ordered by someone in higher management. The following are examples of actions considered illegal or unacceptable:

- Theft or unauthorized access, use or disclosure of company, customer or employee records, data, funds, property or information (whether or not it is proprietary);
- Speculative or insider trading;
- Working under the influence of alcohol or illegal substances or abusing legal substances;
- Improperly operating a vehicle for company business, or driving while on company business with a suspended or revoked license, or while under the influence of drugs or alcohol;
- Using any program or promotion in an unauthorized manner;
- Engaging in any form of workplace violence, including, but not limited to, any act of physical intimidation or assault, including threats of violence;
- Discrimination, sexual harassment or other harassment based on race, color, religion, gender, sexual orientation, age, national origin, disability, military status, veteran status, marital status, citizenship status or any other unlawful discrimination or harassment based on categories protected under applicable law;
- Soliciting or giving the impression that you would expect gifts or gratuities from suppliers or customers;
- Disparaging or misrepresenting the company's products or services or its employees; and
- Falsifying a company record.

## Sources of Help

Clearwire provides many resources to help you make ethical decisions. In addition to your supervisor, you may consult with Human Resources or call the Whistleblower Hotline. Individuals skilled in responding to your questions and concerns staff the Whistleblower Helpline. Callers have the option to remain anonymous and will be advised if additional information is required before an effective investigation can take place. If necessary, the Whistleblower Helpline will refer concerns to the appropriate department, such as Legal, Internal Audit or Human Resources, and will monitor the results of any investigations. Callers to the Whistleblower Helpline are protected by Clearwire's prohibition of retaliation for either reporting a suspected violation or assisting in an investigation.

MAX (Clearwire's Intranet) - <https://max.clearwire.com/Pages/home.aspx> - contains expansive helpful contact and subject matter information. In addition, please reference the chart below for some important resources.

## Quick Reference Charts

Resource	Phone	Website/Email
Whistleblower Hotline	1-877-301-7247	<a href="http://clearwire.intercedeservices.com">http://clearwire.intercedeservices.com</a>
Human Resources Dept.	1-877-750-4748	<a href="https://max.clearwire.com/support/HumanResources/Pages/default.aspx">https://max.clearwire.com/support/HumanResources/Pages/default.aspx</a>
Legal Dept.		<a href="mailto:legaldepartment@clearwire.com">legaldepartment@clearwire.com</a>

Clearwire Policy	Website
Employee Resource Guide	<a href="https://max.clearwire.com/Documents/ERGFINALMar2012.pdf">https://max.clearwire.com/Documents/ERGFINALMar2012.pdf</a>
Insider Trading Policy	<a href="https://max.clearwire.com/support/legal/Documents/InsiderInformationTrading_policy.pdf">https://max.clearwire.com/support/legal/Documents/InsiderInformationTrading_policy.pdf</a>
P Card Policy	<a href="https://max.clearwire.com/support/Documents/Policy%20and%20Guidelines%20Site/PCard%20Policy%20052011.doc">https://max.clearwire.com/support/Documents/Policy%20and%20Guidelines%20Site/PCard%20Policy%20052011.doc</a>
Enterprise Security Policy	<a href="https://max.clearwire.com/support/Documents/Policy%20and%20Guidelines%20Site/ENTERPRISE_SECURITY_POLICY_.pdf">https://max.clearwire.com/support/Documents/Policy%20and%20Guidelines%20Site/ENTERPRISE_SECURITY_POLICY_.pdf</a>
Records Management Policy	<a href="https://max.clearwire.com/support/Daily%20News/Clearwire%20Records%20Management%20Policy%205.2.12.pdf">https://max.clearwire.com/support/Daily%20News/Clearwire%20Records%20Management%20Policy%205.2.12.pdf</a>
Records Retention Schedule	<a href="https://max.clearwire.com/support/Daily%20News/Clearwire%20Record%20Retentions%20Schedule%205.2.12.pdf">https://max.clearwire.com/support/Daily%20News/Clearwire%20Record%20Retentions%20Schedule%205.2.12.pdf</a>

## Acknowledgement of Code of Conduct and Ethics

I acknowledge receipt of a copy of the Clearwire Corporation Code of Conduct and Ethics on \_\_\_\_\_, 20\_\_\_\_.

Furthermore I understand the intent and conditions within this Code of Conduct and Ethics and agree to abide by the terms of this Code of Conduct and Ethics.

I understand that these guidelines will be used and modified at the discretion of Clearwire Corporation.

Signed: \_\_\_\_\_

Printed Name: \_\_\_\_\_

Date: \_\_\_\_\_