



# **SUPPLIER STANDARDS OF BUSINESS CONDUCT**

**Revised October 15, 2017**

## **Overview and Goals**

Ceragon's success is built upon its commitment to act with the highest ethical standards and to conduct business honestly and legally. These Standards of Business Practice (the "Standards") are created to establish the framework for legal and ethical compliance by Ceragon's suppliers ("Suppliers"). We expect not only our employees to act ethically and to comply with the law, but also that all of our Suppliers understand the importance of combining best business practices with the highest of ethical standards. These Standards are intended to raise awareness of, and sensitivity to, ethical concerns, and while detailed, are not exhaustive.

It is your responsibility to safeguard against legal and ethical violations and to take appropriate action if you suspect that illegal or unethical business conduct has occurred or is occurring. Engaging in illegal or unethical business conduct can have serious consequences for you, including adverse action up to and including termination of Ceragon's relationship with you, and even criminal or civil penalties.

## **Anti Bribery Laws**

Although Ceragon is an Israeli company, by virtue of its securities being registered with the United States Securities and Exchange Commission ("SEC") and being publicly traded on the NASDAQ stock exchange, Ceragon is subject to the anti-bribery provisions of the U.S. Foreign Corrupt Practices Act ("FCPA") and is otherwise committed to the OECD Convention on Combating Bribery of Foreign Public Officials in International Business Transactions. Suppliers working on behalf of Ceragon must comply with the FCPA, as well as relevant local laws dealing with bribery of government officials.

The anti-bribery provisions prohibit payment of any money, offer, gift, promise to give, or authorization of the giving of "anything of value" to: (i) an official for purposes of influencing any act or decision of such official in his official capacity, inducing such official to do or omit to do any act in violation of the lawful duty of such official, or securing any improper advantage; (ii) any political party or official thereof or any candidate for political office for any of the purposes mentioned above; or (iii) any person, while knowing that all or a portion of such money or thing of value will be offered, given, or promised to an official for any of the purposes mentioned above.

"Anything of value" under the FCPA is any advantage and is not limited to property. It can be non-monetary or non-tangible inducement and it can include such items as travel expenses, donations to charity, loans and gifts above a reasonable amount. Additionally, the use, directly or indirectly, of Company funds for political contributions to any organization or to any candidate for public office is strictly prohibited.

### **Export Controls**

The United States and Israel are among a number of countries maintaining controls on the destinations to which products or software may be exported. Both the U.S. and Israeli regulations are complex and apply both to exports from the United States and sometimes to exports of products from other countries. No products or software may be sold in and no business or other dealing on behalf of the Company may be done with any person, entity or property related to certain embargoed countries, these countries currently are Cuba, Syria, Lebanon, Sudan, North Korea or Iran, including nationals thereof wherever located. The Company reserves the right to expand or contract the list of prohibited or restricted countries as appropriate at any time to comply with applicable law or otherwise.

### **Gifts, Hospitality and Expenses**

Employees of Ceragon may not accept anything more than modest gifts, meals and entertainment from Suppliers. You should avoid offering, promising or giving anything of value to any Ceragon employee. Customary or seasonal gifts of modest value such as congratulatory flowers or fruit baskets are permitted as are moderately and reasonably priced meals in the framework of conducting business. Cash, gift certificates, loans etc. may **never** be given.

Anything of value may be any advantage and is not limited to tangible property. It can be non-monetary or non-tangible inducement and it can include such items as travel expenses, donations to charity, flight upgrades, hiring a family member, free tickets to events, free use of facilities, free provision of goods and services etc.

Hospitality or free-of-charge equipment or training for customers or contractors is permitted provided that it is clearly specified in writing in a sales or services contract with the customer or the contractor. If so specified in a contract, such free items will not be considered illegal or unethical gifts.

Any other tips, gratuities, hospitality, gifts and promotions that are not standard or customary require advance written approval by Ceragon's Chief Executive Officer, Chief Financial Officer or General Counsel.

### **Avoiding Conflict of Interest**

Conflicts of interest should be always avoided. Employees may not participate in any activities that could conflict with their responsibilities at Ceragon. Therefore, employees may not work for, or have any relationship, financial or otherwise, with any Supplier while working for Ceragon or do any work for, or provide assistance to, a Supplier that may adversely affect their performance or judgment to act in Ceragon's best interests. If a Supplier employee is a family relation (spouse, parent, sibling, grandparent, child, grandchild, mother- or father-in-law, or same or opposite sex domestic partner) to a Ceragon employee, or if a Supplier has any other relationship with a Ceragon employee that might represent a conflict of interest, the Supplier should disclose this fact to Ceragon or ensure that the Ceragon employee does so.

### **Business Partners**

Our aim in conducting our operations is to assure continuing, reliable sources of supply, whether it be for components, accessories, assembly, services or for any other of the products supplied through our complex supply chain or services required to run our business. Honest dealing with our business customers and suppliers is essential to sound, lasting relationships. We view our suppliers as our business partners. We give all potential suppliers fair and uniform consideration and expect the same in return. Decisions from both parties shall always be based on objective criteria such as price and quality as well as reliability and integrity. Kickbacks, bribes or similar payments of any sort are prohibited. Ceragon and the Supplier

should always act in a manner that demonstrates the highest level of integrity, honesty and fair dealing.

**Confidential Information**

Ceragon’s assets include confidential information relating to its present or planned business that has not been released publicly by Ceragon. Confidential information includes, for example, trade secrets and know-how, inventions, research and development programs, products, pricing, personnel information, financial data, customer, reseller and supplier information as well as sales and marketing programs. Suppliers should protect the confidential information of Ceragon. Suppliers who have been given access to confidential information as part of the business relationship should not share this information with anyone unless authorized to do so by Ceragon. If a Supplier believes it has been given access to Ceragon’s confidential information in error, the Supplier should immediately notify its contact at Ceragon and refrain from further distribution of the information.

**Insider Trading Prohibited**

No Supplier may buy or sell shares or other Ceragon securities, or give advice thereon, if he or she has access to any material, non-public information relating to Ceragon or any other company, including a customer or supplier, that has a significant relationship with Ceragon. Trading by Suppliers of Ceragon’s securities is permitted only in accordance with the Company Policy Statement: Staff Restrictions on Trading the Company Stock and Insider Trading, as well as applicable laws and rules promulgated by the SEC and NASDAQ.

**Reporting Unethical or Illegal Conduct**

**The Obligation to Report**

Compliance with these Standards includes the responsibility to report promptly any violation or apparent violation of the standards of conduct detailed herein. Whether you are uncertain as to the legality or appropriateness of specific conduct or certain that such conduct violates the law or Ceragon's policies, you should seek assistance and report such conduct. Failure to report may constitute grounds for termination.

When you suspect a violation of these Standards, you may contact the Ceragon’s General Counsel: Mrs. Michal Lavee Machlav at [michallm@ceragon.com](mailto:michallm@ceragon.com)

**Changes and Updates**

Ceragon reserves the right to make any necessary changes and/or updates to these Standards.

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