

CODE OF ETHICS CODE OF BUSINESS ANTI FRAUD PROGRAM





To All IEC Telecom Group Director, Officer, Employee and Agent,

The IEC Telecom Company Code of Business Conduct, which is explained and summarized in this booklet, is a guide for every Company Director, officer, employee and agent in applying legal and ethical practices to their everyday work. The Code describes not only our standards of integrity but also some of the specific principles and areas of the law that are most likely to affect us.

There is no quality more important than integrity. This applies to a business just as it does to an individual. Integrity is a core value in our Code of Business Conduct.

Certain situations may arise which are not covered in our Code of Business Conduct. If you have any questions concerning the legality or propriety of an action, or the meaning of the Code, you should contact the Company's Law Department.

Compliance with the law and honesty and integrity in our dealings with others are not to be sacrificed in the name of profits. Management does not and will not condone any such action. Our success will be attained through compliance with the law, dealings evidencing fairness and integrity and a commitment to quality. We expect your wholehearted support of these Company values and principles.

Board of Directors

IEC Telecom Group

General Policy Regarding Laws and Business Conduct

The Code of Business Conduct of IEC Telecom Company (the "Company") consists of the policies relating to the ethical and legal standards of conduct to be followed by directors, employees and agents of the Company in the conduct of its business. The Code of Business Conduct applies to all Company directors, employees and agents and all Company activities throughout the world, except where specifically indicated.

It is the policy of the Company to comply with applicable law. Some Company policies are based on the requirements of applicable law and others are just good ethics and business sense. The Company is organized under French and EEC law. This means that the Company is primarily governed by French and EEC law, and that French and EEC law applies to some of the Company's business outside France and EEC.

The Company does business in many countries around the world and, as a good business citizen, we must observe the applicable laws of the countries in which the Company does business. Sometimes there is a conflict between French and EEC law and the law of one of the other countries in which the Company operates. In these situations the Company will resolve the conflict with the advice and counsel of the Law Department.

It is the personal responsibility of each Company directors, employees and agents to observe the standards of conduct and other requirements of the Code of Business Conduct whether or not these standards and requirements are also imposed by law. Any director, employee and agent who does not comply with these standards and requirements is acting outside the scope of his or her employment, responsibilities or agency.

The underlying formal policies themselves have more detail than is contained in this booklet. It is the responsibility of each director, employee or agent to familiarize himself or herself with the details of the policies of the Company that apply to his or her assigned duties. If an employee wishes to refer to the complete policies summarized in this booklet, they are available in electronic and written form. If a director, employee or agent has any questions about the policies summarized in this booklet, he or she should contact the Law Department.

Ethical Business Practices

Company policy requires director, employee or agent to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. Directors and employees must practice fair dealing, honesty and integrity in every aspect of dealing with other Company employees, the public, the business community, shareholders, customers, suppliers, competitors and government authorities. When acting on behalf of the Company, directors and employees shall

not take unfair advantage through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or other unfair-dealing practices.

Company policy prohibits unlawful discrimination against employees, shareholders, directors, officers, customers or suppliers on account of race, color, age, sex, sexual orientation, religion or national origin. All persons shall be treated with dignity and respect and they shall not be unreasonably interfered with in the conduct of their duties and responsibilities.

No director or employee should be misguided by any sense of loyalty to the Company or a desire for profitability that might cause him or her to disobey any applicable law or Company policy. Violation of Company policy will constitute grounds for disciplinary action, including, when appropriate, termination of employment.

Sensitive Transactions

Company policy prohibits its directors, employees and agents from entering into sensitive transactions. If such a transaction occurs, the Company and its officers, directors and employees directly involved may be subject to fines, imprisonment and civil litigation.

The term "sensitive transactions" is commonly used to describe a broad range of business dealings generally considered to be either illegal, unethical, immoral or to reflect adversely on the integrity of the Company. These transactions are usually in the nature of kickbacks, gifts of significant value, bribes or payoffs made to favorably influence some decision affecting a company's business or for the personal gain of an individual. These transactions may result in violation of various French laws and similar laws of other countries.

Company policy prohibits the Company and its officers, directors, employees and agents from corruptly offering or giving anything of value to:

- An official, including any person acting in an official capacity for a government in France/EEC and outside France/EEC or an official of a public international organization;
- A political party official or political party in France/EEC and outside France/EEC; or
- A candidate for political office in France/EEC and outside France/EEC

directly or indirectly, for the purpose of influencing any act or decision of these officials in their official capacity or in violation of their lawful duties or to secure any improper advantage in order to help the Company obtain or retain business or direct business to any person.

Employees of government-owned companies, such as national oil companies, are considered to be government officials.

Company policy prohibits any director, employee or agent from making any payment or engaging in any transaction that is prohibited by The French Central Service for the Prevention of Corruption (SCPC) attached to the minister of Justice an autonomous interministerial structure created by the law of January 29th, 1993 and by the OECD Anti-Bribery Convention.

It may be difficult to distinguish a legal facilitating payment from an illegal bribe, kickback or payoff. Accordingly, facilitating payments must be strictly controlled and every effort must be made to eliminate or minimize such payments. Facilitating payments, if required, will be made only in accordance with the advance guidance of the Law Department. All facilitating payments must be recorded accurately as facilitating payments in the accounting records of the Company.

Commercial Bribery

Company policy prohibits commercial bribes, kickbacks and other similar payoffs and benefits paid to any suppliers or customers.

Directors, employees and agents are also prohibited from receiving, directly or indirectly, anything of a significant value (other than salary, wages or other ordinary compensation from the Company) in connection with a transaction entered into by the Company.

Bribery of suppliers or customers includes any payment for the benefit of any representative of the supplier or customer. It includes:

- Gifts of other than nominal value;
- Cash payments by directors, employees or third persons, such as agents or consultants, who are reimbursed by the Company;
- The uncompensated use of Company services, facilities or property, except as may be authorized by the Company; and
- Loans, loan guarantees or other extensions of credit.

This policy does not prohibit expenditures of reasonable amounts for meals and entertainment of suppliers and customers which are an ordinary and customary business expense, if they are otherwise lawful. Expenditures of this type should be included on expense reports and approved under standard Company procedures.

Accounting Controls, Procedures and Records

Applicable laws and Company policy require the Company to keep books and records that accurately and fairly reflect its transactions and the dispositions of its assets. In addition, the Company must maintain a system of internal accounting controls that will ensure the reliability and adequacy of its books and records. Failure to meet such requirements may constitute a violation of law.

To satisfy these requirements, the Company has adopted policies to ensure that only proper transactions are entered into by the Company, that such transactions have proper management approval, that such transactions are properly accounted for in the books and records of the Company, and that the reports and financial statements of the Company are timely prepared, understandable and fully, fairly and accurately reflect such transactions. All directors and employees

having any responsibility for such functions must be familiar with the Company's policies, accounting controls, procedures and records, and must comply with their requirements.

Use and Disclosure of "Inside Information"

The laws of France/EEC and many other countries regulate the use and disclosure of nonpublic information concerning the Company. This information is often referred to as "inside information" because it has not been publicly disclosed. The Company has policies (based in part on such laws) concerning the use and disclosure of inside information.

Company policy prohibits the disclosure of inside information to anyone other than persons within the Company whose positions require them to know such information.

If an employee or agent of the Company has inside information about the Company, he or she must wait until the end of business on the second business day after the information has been properly disclosed to the public. More restrictive rules apply to certain key employees, officers and Directors.

It is Company policy that no preferential treatment will be given with respect to the disclosure of inside information. The Company has adopted procedures to avoid improper preferential disclosures.

Confidential or Proprietary Information

Company directors, employees and agents often learn confidential or proprietary information about the Company or its customers. Company policy prohibits directors, employees and agents from disclosing or using confidential or proprietary information outside the Company or for personal gain, either during or after employment, without proper written Company authorization to do so. An unauthorized disclosure could be harmful to the Company or a customer or helpful to a competitor.

The Company also works with proprietary data of customers, suppliers and joint venture partners. This is an important trust and must be discharged with the greatest care for the Company to merit the continued confidence of its customers, suppliers and joint venture partners. No Director, employee or agent shall disclose or use confidential or proprietary information outside the Company without Company authorization, nor shall any Director, employee or agent disclose such information to other employees except on a need-to-know basis.

Conflicts of Interest

Company policy prohibits conflicts between the interests of its Directors or employees and the Company. A complete definition of what constitutes a conflict of interest is difficult. There are some situations, however, that will always be considered a prohibited conflict of interest. These situations occur when a Director or employee or any person having a close personal relationship with the Director or employee:

- Obtains a significant financial or other beneficial interest in one of the Company's suppliers, customers or competitors without first notifying the Company and obtaining written approval from the Chief Executive Officer or his or her designee;
- Engages in a significant personal business transaction involving the Company for profit or gain, unless such transaction has first been approved in writing by the Chief Executive Officer or his or her designee;
- Accepts money, gifts of other than nominal value, excessive hospitality, loans, guarantees of obligations or other special treatment from any supplier, customer or competitor of the Company (loans from lending institutions at prevailing interest rates are excluded);
- Participates in any sale, loan or gift of Company property without obtaining written approval from the Chief Executive Officer or his or her designee;
- Learns of a business opportunity through association with the Company and discloses it to a third party or invests in or takes the opportunity personally without first offering it to the Company;
- Uses corporate property, information, or position for personal gain; or
- Competes with the Company.

A conflict of interest may arise because of outside directorships, personal use of Company property or obtaining Company services for personal benefit.

"Person having a close personal relationship with the Director or employee" refers to the Director's or employee's spouse, parents, children, siblings, mothers- and fathers-in-law, sons- and daughters-in-law, brothers- and sisters-in-law, any person living in the same house with the Director or employee or any business associate of the Director or employee.

Periodically the Company requires certain employees to certify to the Company that they have complied with all requirements of the Code of Business Conduct. Disclosure of a particular situation that may be a conflict of interest does not mean that the Company will consider it to be substantial enough to be prohibited. Each situation will be considered on an individual basis.

Fraud and Similar Irregularities

Company policy prohibits fraud and establishes procedures to be followed concerning the recognition, reporting and investigation of suspected fraud. Fraud includes, but is not limited to:

- Dishonest or fraudulent act;
- Embezzlement;
- Forgery or alteration of negotiable instruments such as Company checks and drafts;
- Misappropriation of Company, employee, customer, partner or supplier assets;
- Conversion to personal use of cash, securities, supplies or any other Company asset;

- Unauthorized handling or reporting of Company transactions; and
- Falsification of Company records or financial statements for personal or other reasons.

Directors and employees are obligated to protect the Company's assets and ensure their efficient use. Theft, carelessness and waste of Company assets by Directors and employees are prohibited since such actions and conduct have a direct and negative impact on the Company's profitability. All Company assets shall only be used for the legitimate business purposes of the Company.

Any director, employee or agent who suspects that any fraudulent activity may have occurred is required to report such concern to the Law Department, Audit Services, Security Department, or the Company's Chief Financial Officer. All fraud investigations will be conducted under the direction of the Law Department.

Export Matters and International Business Relationships

Export Administration and International Economic Sanctions

Although the Company operates in many countries throughout the world, as a French Holding Company it must comply with the export administration and international economic sanctions laws of France and EEC. Company policy requires that the Company conduct all of its business and export its services, products and technology in compliance with such laws. There are no exceptions to this policy.

The Company has established a comprehensive internal monitoring program to ensure compliance with such laws. The requirements of these laws are complex and sometimes difficult to understand. Any questions concerning the requirements of this policy or the applicable law should be addressed to the export control manager or the Law Department. All Company Directors, employees and agents must observe all requirements of the internal controls program and act in compliance with these laws.

Boycotts

Applicable laws and Company policy prohibits cooperation with certain boycotts imposed by the laws of other countries. Applicable French laws also require that the Company not provide certain information concerning the identity and nationality of its employees, Directors, shareholders, subcontractors and suppliers, or information about where the Company does business when such information is requested to support a prohibited boycott. The Company is also required to report requests it receives to support such boycotts even though it does not comply with such requests.

Sometimes requests to support a prohibited boycott are hard to detect. All employees and agents who are likely to come in contact with such requests must be fully aware of the details of this policy.

International Business Relationships

The Company often enters into business relationships with other persons and companies outside France and EEC. These "International Business Relationships" take the form of reseller, distribution, agency agreements, joint ventures and other forms of business combinations. Company policy governs the manner in which it will enter into and manage these business relationships.

The term "International Business Relationships" includes the following:

- Employment of an agent, sales representative, sponsor or any other party to assist the Company to obtain business or promote the distribution, marketing or sales of its products and services, including a licensing agreement where another party distributes, markets or sells the products, services or technology of the Company;
- Entering into a joint venture, consortium, partnership, shareholder agreement or any other arrangement where another party obtains an equity interest in an entity owned by the Company, or a share of the profits from the business of a joint venture, consortium, partnership or entity owned by the Company;
- Entering into a contract or subcontract where another party will perform the majority of the work to be performed under the Company's contract.

While International Business Relationships are useful in the conduct of the Company's business, they must be adequately subject to the Company's systems of control to protect the Company's assets against unauthorized use. Also, the Company may be held accountable for actions taken by agents and others on its behalf. Thus, Company policy requires that selection of other parties with whom the Company will join in International Business Relationships must be subject to appropriate management control and investigation.

All proposed agreements establishing or amending such relationships must be carefully reviewed by legal, financial and management personnel prior to signing the agreement.

Further, these agreements must require that the other parties agree to comply with the Company's Code of Business Conduct for International Business Relationships. This separate code of conduct applies to International Business Relationships. It includes many of the same requirements as the Company's Code of Business Conduct. Any employee who has responsibilities with respect to International Business Relationships must be familiar with the more detailed applicable Company policies.

Antitrust and Competition

The antitrust laws of France and EEC and other countries prohibit agreements or actions that might eliminate or discourage competition, bring about a monopoly, abuse a dominant market position, artificially maintain prices or otherwise illegally hamper or distort commerce.



Antitrust lawsuits have frequently resulted in judgments against companies amounting to tens of millions and, on occasions, hundreds of millions of dollars.

The Company does not tolerate any business activity that violates antitrust laws that apply to the Company's business. Company policy requires that no Director, employee or agent of the Company shall enter into any understanding, agreement, plan or scheme, express or implied, formal or informal, with any competitor in regard to prices, terms or conditions of sale or service, production, distribution, territories or customers; nor exchange or discuss with a competitor prices, terms or conditions of sale or service, or any other competitive information; nor engage in any other conduct which violates any of the antitrust laws. However, subcontracting arrangements or joint proposals with competitors which are not in violation of applicable antitrust laws and which have been approved by the Law Department are not prohibited. Any discussion with competitors in connection with a project in which the competitor is an alliance partner, joint venturer, or subcontractor must be precleared and coordinated with the Law Department.

Antitrust laws are complex and sometimes difficult to understand. Any Director, employee or agent of the Company who has responsibility for business conduct that might be subject to antitrust laws must be guided by the advice of the Law Department. Any questions concerning antitrust implications must be referred to the Law Department before taking any action. There are no exceptions to this policy and no one is authorized to approve any action in violation of this policy.

Employment and the Workplace

Equal Employment Opportunity

Company policy prohibits all unlawful discrimination against any employee or applicant for employment. The Company is committed to providing equal opportunity to all qualified individuals in its hiring and promotion policies. The Company will endeavor to create a workforce that is a reflection of the diverse population of the communities in which it operates.

With respect to operations governed by French and EEC law, this policy relates to all phases of employment, including recruitment, hiring, placement, promotion, transfer, compensation, benefits, training, educational, social and recreational programs, and the use of Company facilities. It covers all other personnel actions in all job categories and at all levels, including employment of qualified disabled individuals, disabled veterans. It is intended to provide employees with a working environment free of discrimination, harassment, intimidation or coercion relating directly or indirectly to race, color, religion, sex, sexual orientation, age, disability or national origin.

All Directors, members of management and other employees shall actively support this policy.

Harassment

The Company believes that all employees should be treated with dignity and respect. It is the policy of the Company to provide a work environment which is free from harassment.

As used in this policy, harassment includes sexual, racial, ethnic, and other forms of harassment, including harassment based upon disability. Some examples, depending on the facts and circumstances, include:

- Verbal or Written Harassment — unwelcome or derogatory comments regarding a person’s race, color, sex, sexual orientation, religion, ancestry, ethnic heritage, mental or physical disability, age or appearance; threats of physical harm; or the distribution of material having such effects, including by electronic mail or display in any Company work area.
- Physical Harassment — hitting, pushing or other aggressive physical contact or threats to take such action, or inappropriate gestures.
- Sexual Harassment — unwelcome sexual conduct, whether verbal or physical, including sexual advances, demands for sexual favors, or other verbal or physical conduct of a sexual nature, whether or not it was designed or intended to promote an intimate relationship.

It is not considered harassment for supervisors and other members of management to enforce job performance and standards of conduct in a fair and consistent manner.

Any employee who believes she or he is being harassed should consider telling the offending party that she or he objects to that conduct. This often solves the problem. However, if an employee is not comfortable confronting the offending party (or if the offending party’s unwelcome conduct continues), the employee should advise his or her immediate supervisor of the offending conduct. If the employee is more comfortable discussing the issue with someone other than his or her immediate supervisor, or if the immediate supervisor has not taken what the employee regards as appropriate action to solve the problem, the employee should contact a Human Resources or Law Department representative.

Reports of harassment will be investigated promptly and discreetly.

Any employee who reports any act of harassment in good faith, including sexual harassment, will not be retaliated against because of such report.

Health, Safety and Environment

Protection of health, safety and the prevention of pollution to the environment are primary goals of the Company. The Company will strive to develop and provide products and services that have no undue environmental impact and are safe in their intended use, efficient in their consumption of energy and natural resources and can be recycled, reused or disposed of safely.

All employees must conduct their duties and responsibilities in compliance with applicable law and industry standards relating to health and safety in the workplace and prevention of pollution to the environment.

The Chief Health, Safety and Environment Officer of the Company is the Managing Director of each Group’s Business Unit and shall oversee the administration of this policy in its territory.

Political Activities

The Company believes strongly in the democratic process. Its Directors and employees should take an active interest in fostering principles of good government in the countries and communities in which they live. Directors and employees may spend their own time and funds supporting political candidates and issues, but they will not be reimbursed by the Company. Directors and employees should ensure that their personal political contributions and activities are in compliance with applicable law.

Further, some political conduct which is permitted and encouraged for individuals is unlawful for corporations.

Company policy requires Directors, employees and agents who represent the Company in political and governmental matters to comply with all laws regulating corporate participation in public affairs. To assure that these requirements are met and as guidance to them, the following policies have been adopted:

- No Director, employee or agent shall apply any pressure on any other employee that infringes that individual's right to decide whether, to whom and in what amount a personal political contribution is to be made;
- No contributions of Company funds, property or services shall be made in support of political candidates in France or in other countries where such contributions are prohibited.
- No political contribution of Company funds, property or services can be made by the Company.
- When permitted by law and authorized by the Chief Executive Officer, expenditures of Company funds may be made to inform or influence the voting public on an issue of importance to the business of the Company and its shareholders.

If an employee or Director is requested to make a political contribution or to provide assistance on behalf of the Company, whether personal or corporate, and such employee or Director has any questions regarding this Company policy or applicable law, the employee or Director should contact the Company's Chief Executive Officer.

Our French and EEC, UK, United Arab Emirates, Kazakhstan, Singapore and Malaysia, Afghanistan, Sweden, Norway Business units and all territories under our Business Unit's regional management complies with Government and UN contracting

To ensure that the Group complies with regulations on *French and EEC, UK, United Arab Emirates, Kazakhstan, Singapore and Malaysia, Afghanistan, Sweden, Norway and all territories under our Business Unit's regional management* governmental contracts and UN contracts, all employees involved in the performance of work under governmental contracts and UN contracts are to be adequately informed and sufficiently trained in the policies and practices contained in the Code of

Business Conduct and other Company policies specifically relating to government contracting and UN contracting. Each business unit manager with contracts with the above listed governments and UN is responsible for ensuring that training sessions regarding these policies are conducted and that the training sessions are properly documented.

The Company takes appropriate, timely action to correct violations of *French and EEC, UK, United Arab Emirates, Kazakhstan, Singapore and Malaysia, Afghanistan, Sweden, Norway and all territories under our Business Unit's regional management* governmental standards and UN standards. If any employee has a question on the propriety of a transaction, the employee must report the transaction to the immediate supervisor. If the supervisor finds the question to have substance, the supervisor must report the transaction to the General Counsel or his or her designee. The supervisor must advise the employee of the action the supervisor has taken. If the employee disagrees with the supervisor or if the employee is not comfortable reporting the transaction to the supervisor, the employee may contact the General Counsel or his or her designee directly.

When cost and pricing data are required to respond to a government solicitation or UN RFP/RFQ/RFI, the cost and pricing data must be current, accurate, and complete at the time of submission. All costs are to be properly recorded, documented, and retained in compliance with *French and EEC, UK, United Arab Emirates, Kazakhstan, Singapore and Malaysia, Afghanistan, Sweden, Norway and all territories under our Business Unit's regional management* governmental and UN procurement regulations. Each business unit doing business with the *French and EEC, UK, United Arab Emirates, Kazakhstan, Singapore and Malaysia, Afghanistan, Sweden, Norway and all territories under our Business Unit's regional management* governmental and UN must invoice the government and UN in strict compliance with *French and EEC, UK, United Arab Emirates, Kazakhstan, Singapore and Malaysia, Afghanistan, Sweden, Norway and all territories under our Business Unit's regional management* governmental standards and UN standards.

Confidential Reporting of Alleged Code Violations

If you need advice or assistance or know of a violation of the Code of Business Conduct, you should contact management or the Law Department in person or by telephone.

To consult the Code of Business Conduct you can also go to: <http://www.iec-telecom.com/corporate/about-us/>

1. You may refrain from identifying yourself (although, in the absence of such identification, the Company may have insufficient information to investigate the allegations).
2. No retribution shall be imposed on you for making the report in good faith unless you are one of the violators.
3. Your confidentiality shall be maintained unless disclosure is:
 - Required or advisable in connection with any governmental investigation or report;
 - In the interests of the Company, consistent with the goals of the Code; or

- Required or advisable in the Company's legal defense of the matter.

The Ethics e-mail address is not intended to be used for personal grievances. All matters that do not appear to constitute violations of the Code of Business Conduct will be referred to the appropriate department; for example, reports concerning personnel grievances will be sent to the Human Resources Department.

The address of the Mailbox for making Code reports is:

Director of Business Conduct

IEC Telecom

immeuble Le Cerame - Hall 4

47 Avenue des Genottes - 95800 CERGY PONTOISE

France

Contact the Board of Directors

You may report concerns about the Company's accounting, internal accounting controls or auditing matters to the Company's Audit Committee, or other concerns to the Board of Directors, by choosing one of the following options.

By writing to: Board of Directors

c/o Director of Business Conduct

IEC Telecom

Immeuble Le cerame - Hall 4

47 Avenue des Genottes - 95800 CERGY PONTOISE

France

By calling: +33 1 40 17 08 60

You may report concerns anonymously and confidentially. Your confidentiality shall be maintained unless disclosure is:

- Required or advisable in connection with any governmental investigation or report;
- In the interests of the Company, consistent with the goals of the Code; or
- Required or advisable in the Company's legal defense of the matter.

Distribution

The Company's Code of Business Conduct is a very important part of the governance of the Company. A summary of the Code is published in a number of languages and is distributed to employees in hard copy and on the Company's intranet. The Code of Business Conduct is also published on the Company's Internet home page at <http://www.iec-telecom.com>. To obtain a full copy of the Company's Code of Business Conduct, contact the Director of Business Conduct.