



# NEWCOM

Tech Forward, Future Ready

# Code of Ethics and Business Conduct

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Success of our business is  
dependent on trust and  
confidence



NEWCOM gains loyalty through business strategies that aims to retain customers, manufacturers, and vendors/distributors with a concentrated effort to improve on a “partner” business relationship mentality.

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# COMPANY STATEMENTS



**NEWCOM**

## **Company Description**

NEWCOM has 25+ years of experience with mobility projects and has carefully curated suppliers that are leaders in emerging technology products. Based in the metropolitan Boston area with operations nationwide, NEWCOM designs the most comprehensive systems based on our client's needs, leveraging "off-the-shelf" technology solutions with customized applications and implementation. NEWCOM provides the critical link between wireless technology and business optimization. As a system integrator, we provide customized, advanced solutions by maximizing our client's investment in the face of ongoing technological change.

## **Mission**

We offer technology products, advice, and solutions to solve our customers' challenges in the markets we serve.

## **Vision**

To redefine the possibilities of technology empowering businesses and municipalities through our unwavering commitment to excellence, creativity, and client-centric solutions.

## **Value Proposition**

Responsive to your technology needs, ensuring dependable solutions that redefine industry standards.

Technology  
Solutions

for Today

with  
Tomorrow

in Mind



# CORE COMPETENCIES



## Quality of Work

Maintains high standards despite pressing deadlines, competitive and economic pressures; regularly produces accurate, thorough, professional work. Delivering results better faster quicker than the competition.

## Reliability

One owner, so decisions can be made quickly to allow better customer service and more focused business decisions. Decisions are made in-house; friendly and knowledgeable staff customers can count on; committed to doing the best job possible for customers; keeps commitments.

## Customer Service

Listens and responds effectively to customer questions and feedback; resolves customer problems to the customer's satisfaction; respects all customers; follows up to evaluate customer satisfaction; measures customer satisfaction effectively; commits to exceeding customer expectations.

## Problem Solving

Gather information before making decision; conduct a comprehensive discovery; weighs alternatives against objectives and arrives at reasonable decisions; adapts well to changing priorities, deadlines and directions; works to eliminate all processes which do not add value; analyzes current procedures for possible improvement.

## Flexibility

Adapts and offer customers the choice, convenience and price benefits; Understand customer needs and attract new customers most efficiently. Listens to customer needs.

## Organization

Able to manage multiple projects; able to determine project urgency in a practical way; uses the goal to guide actions; creates detailed action plans; organizes and schedules people and tasks effectively. Great focus and attention to detail.

## Innovation

Able to challenge conventional practices; adapts established methods for new uses; pursues ongoing system improvements; creates novel solutions to problems; evaluates new technology as potential solutions to existing problems.

## Value & Support

NEWCOM values and supports its customers and its employees; NEWCOM employees are the biggest influence to our customers and the most valuable asset to the company.

## Ethics

NEWCOM adheres to the highest ethical standards to the communities its serves, customers, and employees.

## Quality Control

Establishes high standards and measures; tests new methods thoroughly; considers excellence a fundamental priority. Price, Quality, Service



# HONORABLE CONDUCT



## Trust & Credibility

The success of our business is dependent on the trust and confidence we earn from our employees, customers, manufacturers, vendors, and partners. We gain credibility by adhering to our commitments, displaying honesty and integrity and reaching company goals solely through honorable conduct. It is easy to say what we must do, but the proof is in our actions. Ultimately, we will be judged on what we do.

When considering any action, it is wise to ask: will this build trust and credibility for NEWCOM? Will it help create a working environment in which NEWCOM can succeed over the long term? Is the commitment I am making one I can follow through with? The only way we will maximize trust and credibility is by answering “yes” to those questions and by working every day to build our trust and credibility.

## Respect for the Individual

We all deserve to work in an environment where we are treated with dignity and respect. NEWCOM is committed to creating such an environment because it brings out the full potential in each of us, which, in turn, contributes directly to our business success. We cannot afford to let anyone’s talents go to waste.

NEWCOM is an equal employment/affirmative action employer and is committed to providing a workplace that is free of discrimination of all types from abusive, offensive, or harassing behavior. Any employee who feels harassed or discriminated against should report the incident to his or her supervisor or to the CEO.



# HONEST COMMUNICATION



## Create a Culture of Honest Communication

At NEWCOM everyone should feel comfortable to speak his or her mind, particularly with respect to ethics concerns. Supervisors have a responsibility to create an open and supportive environment where employees feel comfortable raising such questions. We all benefit tremendously when employees exercise their power to prevent mistakes or wrongdoing by asking the right questions at the right times.

NEWCOM will investigate all reported instances of questionable or unethical behavior. In every instance where improper behavior is found to have occurred, the company will take appropriate action. We will not tolerate retaliation against employees who raise genuine ethics concerns in good faith.

Reference NEWCOM's Whistleblower Policy is as follows:

## Whistleblower Policy

A whistleblower as defined by this policy is an employee of NEWCOM who reports an activity that he/she considers to be illegal or dishonest to one or more of the parties specified in this Policy. The whistleblower is not responsible for investigating the activity or for determining fault or corrective measures; appropriate management officials are charged with these responsibilities.

Examples of illegal or dishonest activities are violations of federal, state or local laws; billing for services not performed or for goods not delivered; and other fraudulent financial reporting.

If an employee has knowledge of or a concern of illegal or dishonest fraudulent activity, the employee is to contact his/her immediate supervisor or the CEO. The employee must exercise sound judgment to avoid baseless allegations. An employee who intentionally files a false report of wrongdoing will be subject to discipline up to and including termination.



# WHISTLEBLOWER POLICY Cont.



## Whistleblower Policy Cont.

Whistleblower protections are provided in two important areas -- confidentiality and against retaliation. Insofar as possible, the confidentiality of the whistleblower will be maintained. However, identity may have to be disclosed to conduct a thorough investigation, to comply with the law and to provide accused individuals their legal rights of defense. The Company will not retaliate against a whistleblower. This includes, but is not limited to, protection from retaliation in the form of an adverse employment action such as termination, compensation decreases, or poor work assignments and threats of physical harm. Any whistleblower who believes he/she is being retaliated against must contact their supervisor and/or CEO immediately. The right of a whistleblower for protection against retaliation does not include immunity for any personal wrongdoing that is alleged and investigated.

Defend Trade Secrets Act (DTSA) Compliance: "Immunity from Liability for Confidential Disclosure of a Trade Secret to the Government or in a Court Filing:

(1) Immunity—An individual shall not be held criminally or civilly liable under any federal or state trade secret law for the disclosure of a trade secret that—(A) is made—(i) in confidence to a federal, state or local government official, either directly or indirectly, or to an attorney; and (ii) solely for the purpose of reporting or investigating a suspected violation of law; or (B) is made in a complaint or other document filed in a lawsuit or other proceeding, if such filing is made under seal.

(2) Use of Trade Secret Information in Anti-Retaliation Lawsuit—An individual who files a lawsuit for retaliation by an employer for reporting a suspected violation of law may disclose the trade secret to the attorney of the individual and use the trade secret information in the court proceeding, if the individual—(A) files any document containing the trade secret under seal; and (B) does not disclose the trade secret, except pursuant to court order."

All reports of illegal and dishonest activities will be promptly submitted to the CEO who is responsible for investigating and coordinating corrective action.

Employees are encouraged, in the first instance, to address such issues with their supervisor, as most problems can be resolved swiftly. If for any reason that is not possible or if an employee is not comfortable raising the issue with his or her supervisor, NEWCOM's Chief Executive Officer does operate with an open-door policy.



# ETHICS DIALOGUE & RESPONSIBILITY



## ❖ Set the Tone at the Top

Management has the added responsibility for demonstrating, through their actions, the importance of this Code. In any business, 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. Again, ultimately, our actions are what matters.

To make our Code work, supervisors must be responsible for promptly addressing ethical questions or concerns raised by employees and for taking the appropriate steps to deal with such issues. Supervisors should not consider employees' ethics concerns as threats or challenges to their authority, but rather as another encouraged form of business communication. At NEWCOM, we want the ethics dialogue to become a natural part of daily work.

## ❖ Uphold the Law

NEWCOM's commitment to integrity begins with complying with laws, rules, and regulations where we do business. Further, each of us must have an understanding of the company policies, laws, rules, and regulations that apply to our specific roles. If we are unsure of whether a contemplated action is permitted by law or NEWCOM policy, we should seek the advice from the resource expert. We are responsible for preventing violations of law and for speaking up if we see possible violations.





# COMPETITION & DISCLOSURES



## Competition

We are dedicated to ethical, fair, and vigorous competition. We will sell partner products and NEWCOM's services based on their merit, superior quality, functionality, and competitive pricing. We will make independent pricing and marketing decisions and will not improperly cooperate or coordinate our activities with our competitors. We will not offer or solicit improper payments or gratuities in connection with the purchase of goods or services for NEWCOM or the sales of its products or services, nor will we engage or assist in unlawful boycotts of particular customers.

## Proprietary Information

It is important that we respect the property rights of others. We will not acquire or seek to acquire improper means of a competitor's trade secrets or other proprietary or confidential information. We will not engage in unauthorized use, copying, distribution, or alteration of software or other intellectual property.

## Selective Disclosure

We will not selectively disclose (whether in one-on-one or small discussions, meetings, presentations, proposals, or otherwise) any material nonpublic information with respect to NEWCOM, its securities, business operations, plans, financial condition, results of operations, or any development plan.

We should be particularly vigilant when making presentations or proposals to customers to ensure that our presentations do not contain material nonpublic information.

## Health and Safety

NEWCOM is dedicated to maintaining a healthy environment. Workplace Safety policy and procedure is located in the Employee Handbook - Chapter 9.



## Employee Handbook

HR Policies and Procedures



Code of Ethics and  
Business Conduct

# BUSINESS COURTESIES



## Gifts, Gratuities, and Business Courtesies

NEWCOM is committed to competing solely on the merit of our manufacturer's products and NEWCOM's services. We should avoid any actions that create a perception that favorable treatment of outside entities by NEWCOM was sought, received, or given in exchange for personal business courtesies. Business courtesies include gifts, gratuities, meals, refreshments, entertainment, or other benefits from persons or companies with whom NEWCOM does or may do business. We will neither give nor accept business courtesies that constitute, or could reasonably be perceived as constituting, unfair business inducements that would violate law, regulation, or policies of NEWCOM or customers/vendors/partners, or would cause embarrassment or reflect negatively on NEWCOM's reputation.

## Accepting Business Courtesies

Most business courtesies offered to us in the course of our employment are offered because of our positions at NEWCOM. We should not feel any entitlement to accept and keep a business courtesy. Although we may not use our position at NEWCOM to obtain business courtesies, and we must never ask for them, we may accept unsolicited business courtesies that promote successful working relationships and good will with the companies that NEWCOM maintains or may establish a business relationship with.

Employees who award contracts or who can influence the allocation of business, who create specifications that result in the placement of business or who participate in negotiation of contracts must be particularly careful to avoid actions that create the appearance of favoritism or that may adversely affect the company's reputation for impartiality and fair dealing. The prudent course is to refuse a courtesy from a supplier when NEWCOM is involved in choosing or reconfirming a supplier or under circumstances that would create an impression that offering courtesies is the way to obtain NEWCOM business.

## Meals, Refreshments, and Entertainments

We may accept occasional meals, refreshments, entertainment, and similar business courtesies that are shared with the person who has offered to pay for the meal or entertainment, provided that:

- They are not inappropriately lavish or excessive.
- The courtesies are not frequent and do not reflect a pattern of frequent acceptance of courtesies from the same person or entity.
- The courtesy does not create the appearance of an attempt to influence business decisions, such as accepting courtesies or entertainment from a supplier whose contract is expiring in the near future.
- The employee accepting the business courtesy would not feel uncomfortable discussing the courtesy with his or her supervisor or co-worker or having the courtesies known by the public.

## Gifts

Employees may accept unsolicited gifts, other than money, that conform to the reasonable ethical practices of the marketplace, including:

- Flowers, fruit baskets, and other modest presents that commemorate a special occasion.
- Gifts of nominal value, such as calendars, pens, mugs, caps, and t-shirts (or other novelty, advertising, or promotional items).

Generally, employees may not accept compensation, honoraria or money of any amount from entities with whom NEWCOM does or may do business. Tangible gifts (including tickets to a sporting or entertainment event) that have a market value greater than \$100 may not be accepted unless approval is obtained from management.

Employees with questions about accepting business courtesies should talk to their supervisor or the CEO.

# SET METRICS & REPORT



## Offering Business Courtesies

Any employee who offers a business courtesy must assure that it cannot reasonably be interpreted as an attempt to gain an unfair business advantage or otherwise reflect negatively upon NEWCOM. An employee may never use personal funds or resources to do something that cannot be done with NEWCOM resources. Accounting for business courtesies must be done in accordance with approved company procedures.

Other than to our government customers, for whom special rules apply, we may provide non-monetary gifts (i.e., company logo apparel or similar promotional items) to our customers. Further, management may approve other courtesies, including meals, refreshments, or entertainment of reasonable value, provided that:

- The practice does not violate any law or regulation or the standards of conduct of the recipient's organization.
- The business courtesy is consistent with industry practice, is infrequent in nature and is not lavish.
- The business courtesy is properly reflected on the books, budgets, and records of NEWCOM.

## Accurate Public Disclosures

We will make certain that all disclosures made in financial reports and public documents are full, fair, accurate, timely, and understandable. This obligation applies to all employees with any responsibility for the preparation for such reports, including drafting, reviewing, and signing or certifying the information contained therein. No business goal of any kind is ever an excuse for misrepresenting facts or falsifying records.

Employees should inform supervisor and the CEO if they learn that information in any filing or public communication was untrue or misleading at the time it was made or if subsequent information would affect a similar future filing or public communication.

# RECORD KEEPING



## Corporate Record Keeping

We create, retain, and dispose of our company records as part of our normal course of business in compliance with all NEWCOM policies and guidelines, as well as all regulatory and legal requirements.

All corporate records must be true, accurate and complete, and company data must be promptly and accurately entered in our books in accordance with NEWCOM's and other applicable accounting principles.

We must not improperly influence, manipulate, or mislead any unauthorized audit, nor interfere with any auditor engaged to perform an internal independent audit of NEWCOM books, records, processes, or internal controls.

## Promote Substance Over Form

At times, we are all faced with decisions we would rather not have to make and issues we would prefer to avoid. Sometimes, we hope that if we avoid confronting a problem, it will simply go away.

At NEWCOM, we must have the courage to tackle the tough decisions and make difficult choices, secure in the knowledge that NEWCOM is committed to doing the right thing. At times this will mean doing more than simply what the law requires. Merely because we can pursue a course of action does not mean we should do so.

Although NEWCOM's guiding principles cannot address every issue or provide answers to every dilemma, they can define the spirit in which we intend to do business and should guide us in our daily conduct.

# CONFLICT OF INTEREST



## Avoid Conflict of Interest

We must avoid any relationship or activity that might impair, or even appear to impair, our ability to make objective and fair decisions when performing our jobs. At times, we may be faced with situations where the business actions we take on behalf of NEWCOM may conflict with our own personal or family interests. We owe a duty to NEWCOM to advance its legitimate interests when the opportunity to do so arises. We must never use NEWCOM property or information for personal gain or personally take for ourselves any opportunity that is discovered through our position with NEWCOM.

To make our Code work, supervisors must be responsible for promptly addressing ethical questions or concerns raised by employees and for taking the appropriate steps to deal with such issues. Supervisors should not consider employees' ethics concerns as threats or challenges to their authority, but rather as another encouraged form of business communication. At NEWCOM, we want the ethics dialogue to become a natural part of daily work.

Ways in which conflict of interest could arise:

- Being employed (you or a close family member) by, or acting as a consultant to, a competitor or potential competitor, supplier or contractor, regardless of the nature of the employment, while you are employed with NEWCOM.
- Hiring or supervising family members or closely related persons.
- Serving as a board member for an outside commercial company or organization.
- Owning or having a substantial interest in a competitor, supplier or contractor.
- Having a personal interest, financial interest, or potential gain in any NEWCOM transaction.
- Placing company business with a firm owned or controlled by a NEWCOM employee or his or her family.
- Accepting gifts, discounts, favors, or services from a customer/potential customer, competitor or supplier, unless equally available to all NEWCOM employees.

Determining whether a conflict of interest exists is not always easy to do. Employees with a conflict of interest question should seek advice from management. Before engaging in any activity, transaction or relationship that might give rise to a conflict of interest, employees must seek review from their supervisor or the CEO.



# ACCOUNTABILITY & LOYALTY



## Accountability

Each of us is responsible for knowing and adhering to the values and standards set forth in this Code and for raising questions if we are uncertain about company policy. If we are concerned whether the standards are being met or are aware of violations of the Code, we must contact the CEO.

NEWCOM takes seriously the standards set forth in the Code, and violations are cause for disciplinary action up to and including termination of employment.

## Confidential and Proprietary Information

Integral to NEWCOM's business success is our protection of confidential company information, as well as nonpublic information entrusted to us by employees, customers and other business partners. Confidential and proprietary information includes such things as pricing and financial data, customer names/addresses, or nonpublic information about other companies, including current or potential supplier and vendors. We will not disclose confidential and nonpublic information without a valid business purpose and proper authorization.

## Use of Company Resources

Company resources, including time, material, equipment and information, are provided for company business use. Nonetheless, occasional personal use is permissible as long as it does not affect job performance or cause a disruption to the workplace.

Employees and those who represent NEWCOM are trusted to behave responsibly and use good judgment to conserve company resources. Supervisors are responsible for the resources assigned to their departments and are empowered to resolve issues concerning their proper use. *Continued on next page...*



# COMPANY RESOURCES




**NEWCOM**

## Company Resources Cont.

Generally, we will not use company equipment such as computers, copiers, and fax machines in the conduct of an outside business or in support of any religious, political, or other outside daily activity, except for company-requested support to nonprofit organizations. We will not solicit contributions nor distribute non-work related materials during work hours.

In order to protect the interests of the NEWCOM network and our fellow employees, NEWCOM reserves the right to monitor or review all data and information contained on an employee's company-issued computer or electronic device, the use of the Internet or NEWCOM's email. We will not tolerate the use of company resources to create, access, store, print, solicit, or send any materials that are harassing, threatening, abusive, sexually explicit, or otherwise offensive or inappropriate.

 Questions about the proper use of company resources should be directed to your supervisor.

## Media Inquiries

NEWCOM is a high-profile company, and from time to time, employees may be approached by reporters and other members of the media. In order to ensure that we speak with one voice and provide accurate information about the company, we should direct all media inquiries to the marketing department. No one may issue a press release without first consulting with the marketing department .

## Do the Right Thing

Several key questions can help identify situations that may be unethical, inappropriate or illegal. Ask yourself:

- Does what I am doing comply with the NEWCOM guiding principles, Code of Conduct and company policies?
- Have I been asked to misrepresent information or deviate from normal procedure?
- Would I feel comfortable describing my decision at a staff meeting?
- How would it look if it made the headlines?
- Am I being loyal to my family, my company, and myself?
- What would I tell my child to do?
- Is this the right thing to do?





TECH

FORWARD,

FUTURE

READY



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