

# AVIAT NETWORKS CODE OF CONDUCT



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# CODE OF CONDUCT



## GOAL:

All directors and employees to demonstrate the highest ethical behavior possible.

### **AVIAT NETWORKS, INC. HAS A STRONG COMMITMENT TO A CODE OF CONDUCT THAT EXEMPLIFIES HOW WE DO BUSINESS** within our Company and throughout the world.

The Board of Directors and the Officers of Aviat Networks, Inc. have adopted this Code of Conduct to define the standards of integrity and ethics expected during your employment. The Code of Conduct applies to every director and employee of Aviat Networks, Inc. and its subsidiaries, and all references in this Code of Conduct to Aviat Networks or the Company includes all subsidiaries.

It is our goal that all directors and employees demonstrate the highest ethical behavior possible, become familiar with the Code of Conduct, and abide by it. The Code of Conduct is in addition to, and does not replace, the specific policies contained in other materials distributed by Aviat Networks. The Code of Conduct does not cover every issue that may arise but establishes basic principles and a methodology to help guide you in the attainment of this common goal.

As we move forward to achieve Company objectives and operate within this Code of Conduct, we will be successful as individuals and as a corporation. Your compliance with this Code of Conduct will assure that Aviat Networks remains a company in which all employees can take pride in the way we work together.



*Peter A. Smith*

**PETE SMITH**

PRESIDENT AND CEO

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# Compliance With Laws and Regulations



# Compliance With Laws and Regulations

Aviat Networks, Inc., and its subsidiaries world-wide (hereinafter referred to as “Aviat Networks” or the “Company”) will adhere to the highest legal, moral, and ethical standards in its relationships with its employees, customers, competitors, partners, government, media, business colleagues, suppliers, and the public. To maintain its reputation for integrity, the employees of Aviat Networks must act responsibly, fairly, openly and honestly in all business matters. The following represents summaries of Aviat Networks’ Business Conduct Policies applicable to all directors and employees.

In addition to this document, Aviat Networks has published a Financial Code of Ethics. As Aviat Networks is a publicly traded company, it is extremely important that it prepare accurate financial reports and that its filings with the Securities and Exchange Commission and other public disclosures be timely and contain accurate and complete disclosure of required matters. The Financial Code of Ethics applies to the Company’s Directors, officers, and all employees of Aviat Networks. This Financial Code of Ethics is designed to assure that Aviat Networks acts with honesty and integrity in all financial dealings and provides full, complete and accurate disclosure to its shareowners in its public filings and disclosures as required by law. The Company views violations of this code as a severe disciplinary matter. A copy of the Financial Code of Ethics is attached as Appendix A.

As a U.S. publicly-traded company, Aviat Networks is governed by and required to comply with U.S. federal legislation. In addition, Aviat Networks will conduct all its activities in compliance with all applicable national, state and local laws, regulations and judicial decrees wherever it conducts business around the world. At no time will employees take any action on behalf of the Company that they know, or reasonably should know, violates any law or regulation. The Company’s goal is for each employee to act in a manner utilizing good judgment, high ethical standards and honesty in the employee’s business dealings on behalf of the Company.

No Code of Conduct can cover all circumstances or anticipate every situation. Employees encountering situations not addressed specifically by this Code of Conduct should apply its overall philosophy and concepts to the situation, along with reference to specific Company policies on the subject in question. If a question still exists after doing so, the particular circumstances should be reviewed with the employee’s supervisor, a member of senior management, the Corporate Legal Department or Human Resources (see also Section V - Reporting Suspected Violations of the Code of Company Policies).

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## Ethical Conduct



## Ethical Conduct

### A. YOUR RESPONSIBILITY AS AN EMPLOYEE

1. Understand and comply with the Aviat Networks Code of Conduct, the Financial Code of Ethics, and Company policies that apply to your business activities.
2. Be honest, fair and trustworthy in all business activities and relationships.
3. Provide and support a culture that values integrity and ethical conduct.
4. Provide and support an environment in which equal opportunity and freedom from harassment extend to all.
5. Avoid all conflicts of interest between work and personal affairs.
6. In matters that involve Aviat Networks, report to your supervisor, the Corporate Legal Department or to Human Resources any suspected violations of law, the Aviat Networks Code of Conduct or Company Policies and cooperate in any investigation into such possible violations. (see Section V - Reporting Suspected Violations of the Code of Company Policies).
7. Managers set an example for other employees and are often responsible for directing the actions of others. Every manager and supervisor are expected to take necessary actions to ensure compliance with this Code, to provide guidance and assist employees in resolving questions concerning the Code and to permit employees to express any concerns regarding compliance with this Code. No one has the authority to order another employee to act contrary to this Code.

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**As an Aviat Networks employee you have a responsibility to provide and support a culture that values integrity and ethical conduct.**

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## Ethical Conduct

### B. BUSINESS PRACTICES

It is Aviat Networks' policy to deal with its employees, customers, business associates, partners, suppliers, competitors and the governments of all jurisdictions in which it operates in a straightforward and honest manner.

#### 1. Conduct with Employees

Aviat Networks believes its employees are a valuable resource, and our goal is for every employee to be personally involved and share in the Company's success. Aviat Networks shall strive to treat all employees honestly and fairly in all aspects of the employer-employee relationship.



#### 2. Conduct with Customers

Serving customers is the focal point of our business. Exceeding customer expectations is the best way to ensure business success. It is the policy of Aviat Networks to work with customers to understand and anticipate their needs, identify and remove obstacles customers may perceive when doing business with our Company, and to respond promptly and courteously to customer inquiries and requests.

In addition, employees of Aviat Networks are to accurately represent our products and services in marketing, advertising and sales efforts. Aviat Networks will strive to provide products and services of the highest quality and continuously improve quality.

#### 3. Conduct in the Community and Environmental Matters

Aviat Networks' Environmental, Health and Safety (EHS) policy is to comply with international, federal, provincial, state and local EHS laws and regulations, as well as to prevent occupational illnesses and injuries, conserve natural resources, minimize waste and limit environmental impacts.

The first part of this policy affirms the Company's absolute commitment to legal compliance. The second, preventing illnesses and injuries, conserving resources and minimizing waste, contributes to improving the Company's efficiency and profitability while reducing or eliminating environmental impacts and protecting employee health and safety.

## Ethical Conduct

Aviat Networks is committed to protecting the health and safety of its employees, visitors and the public. It is Aviat Networks' policy that all of its facilities and products comply with all national, state, and local health and safety laws and with the laws and regulations of the countries in which the Company operates. Aviat Networks has established programs, procedures, internal controls and training to meet or exceed these requirements.

### 4. Interaction with Competitors

Aviat Networks is a vigorous competitor in the marketplace. However, employees may not engage in illegal or improper acts to acquire a competitor's trade secrets, customer lists, and information about its facilities, technical developments or operations. In addition, Aviat Networks will not hire competitors' employees for the purpose of obtaining confidential information, urge competitors' personnel, customers or suppliers to disclose confidential information, or seek such information from competitors' employees subsequently hired by the Company.

### 5. Supplier/Vendor Relationships

When purchasing goods and services in the conduct of its business, Aviat Networks will select suppliers on the basis of ability, performance and value, irrespective of their political affiliations or positions on public policy issues. Procurement decisions are to reflect the best judgment of the Aviat Networks employee with regard to technology, quality, responsiveness, as well as cost.

Those acting on behalf of Aviat Networks and/or involved with vendors shall refrain from any business or professional activities that would create a conflict between personal or vendor interests and the interests of the Company (see also Section II.D - Conflicts of Interest.). Suppliers are expected to obey all laws in the country of manufacture or sale of products purchased by the Company.

### 6. The Use of Consultants

Consultants and agents retained by the Company must adhere to the principles of the Aviat Networks Code of Conduct in the course of their work on behalf of the Company. Before entering into a consulting relationship, the Company must ensure that a) no material conflict of interest exists; b) the consultant is genuinely qualified for the proposed work; c) the compensation is reasonable, and d) there is a written agreement outlining the work to be performed if the Company's financial commitment is greater than USD \$5,000 (or equivalent) or the services are material to the business of Aviat Networks and e) the Consultant commits, in writing, that it along with its employees and agents will also comply with the Code of Conduct.

## Ethical Conduct



### 7. Media Contact

News media contact, responses and public discussion of the business and financial status or outlook of Aviat Networks should only be made by the (“CEO”), Chief Financial Officer who is our Principal Financial Officer and Principal Account Officer (“CFO”), our investor relations consultants or our designated investor relations personnel. Inquiries from the press, including trade press, regarding new products, technology, services, sales conferences, trade shows or local issues should be directed to the Vice President of Marketing or a designated Company spokesperson. If reporters question you, you should immediately refer them to one of these employees. To protect Aviat Networks, as well as yourself, assume that all Company information is confidential unless you have seen it in a written public announcement.

### 8. International Presence

Because Aviat Networks is a global company and does business in numerous countries, all employees are required to be aware of and comply with the United States Foreign Corrupt Practices Act of 1977, as well as other national and international laws and conventions. For more detail, read a summary of the “Foreign Corrupt Practices Act,” attached as Appendix B.

### 9. Export Laws

#### a.) Export Control Regulations

Aviat Networks conducts its international business in compliance with U.S. Export laws and regulations and those of the countries in which it does business. U.S. law, for example, prohibits the export of certain commercial products, strategic goods, defense articles and their related technologies, and the furnishing of defense services, unless licensed by the appropriate federal agency - either the Department of Commerce or the Department of State. The same laws and regulations may apply to the re-export of goods and services from another country.

In the export of certain defense articles, technical data, or the furnishing of defense services, prior approval is needed from the U.S. Department of State, pursuant to the Arms Export Control Act and the International Traffic in Arms Regulations. These laws also apply to international subsidiaries of Aviat Networks.

## Ethical Conduct

### **b.) Contacts With Foreign Nationals**

An export can occur anywhere when equipment or technical data is released or made available to a foreign person, whether within the U.S. or abroad. Exports of technical data can take place in a variety of ways, including document shipments, proposals to foreign customers; technical publications and presentations; demonstrations and promotional literature; trade and air shows and plant tours. Exports can take place in person-to-person conversations, letter, telexes, facsimiles, technical meetings, email, providing of assistance, and training to foreign persons via the Internet.

### **c.) Foreign Business Travel**

Aviat Networks employees traveling internationally need to fully understand applicable export requirements before departure. Hand-carrying equipment and technical data overseas is generally discouraged. However, if a hand-carry cannot be avoided, contact your Export Control Manager to determine what export documentation may be needed. This requirement also applies to laptop computers.

Employees doing business internationally should become familiar with the particular business customs and practices of the countries in which we do business. What may be acceptable in the U.S. may not be appropriate in another country.

### **d.) Foreign Visitor**

Visits by foreign persons to Aviat Networks facilities where U.S. export-controlled articles or technical data is present are strictly regulated and must be monitored and controlled. Aviat Networks employees who are not U.S. citizens visiting the U.S. are generally subject to the same export controls as non-Aviat Networks persons, as are representatives of international organizations and foreign Governments, even though they may be a U.S. citizen.

### **e.) International Boycotts**

It may be illegal to enter into agreements with representatives of another country or to provide information that could be construed as furthering boycotts of third countries or restricting international trade practices. The U.S. Government may impose criminal or civil penalties on U.S. companies, their international subsidiaries and employees for violating U.S. boycott laws.

Illegal boycott language can find its way into many different transaction documents, including letters of credit, purchase orders, invoices and shipping receipts, to name a few. Because the mere receipt of a request to engage in illegal boycott activity may require a report to the U.S. Government, all employees must immediately preserve any documents containing such language and consult your Corporate Legal Department.

## Ethical Conduct

### 10. Political Contributions

Except as approved in advance by the Chief Executive Officer or Chief Financial Officer, no political contribution shall be made by or on behalf of the Company. This includes contributions of Company funds or other assets, the use of Company facilities in support of a candidate or political measure, any contributions made through trade associations, encouraging individual employees to make any such contribution out of their own funds and reimbursing an employee for any contribution.

Individual employees are free to make personal contributions as they see fit. In addition, employee participation in the political process must be carried out on the employee's own time and at the employee's own expense.

### 11. Gifts, Gratuities & Other Payments

Aviat Networks believes that our interests are best served when the acceptance of a product or service is based solely on its merits. Personal gifts offered to our employees by companies doing business with us could, even if innocently given, could be interpreted or motivated by the desire for undue favoritism in future dealings.



Aviat Networks' employees, their respective family members and our third-party agents may not give, offer, or accept any gift, entertainment, travel or other business courtesies that are intended or may be perceived as an attempt to improperly influence the business relationships between Aviat Networks and any current or prospective supplier, customer or other party doing business with the Company. Gifts and gratuities shall not be given or received except of nominal value. Where local custom is so strong that to refuse a gift, or to not reciprocate with a gift, would be considered an insult, a gift can be received or given if permitted by local law and only upon proper approval of the department manager or functional vice president.

## Ethical Conduct

Any gift or benefit (including hospitality) over \$50 USD must be approved in writing by the department manager and a representative from the Human Resources or Legal Department prior to receipt or giving of such gift. Gifts or benefits of any value to a government employee must have prior written authorization from the leader of the Legal Department. Any gift or benefit provided must be for official purposes and be linked to a strategy of Aviat Networks.

Any gift or benefit received or value to a government employee must be recorded in a gift registry by the Legal Department.

Aviat Networks' employees are not authorized to pay or receive any bribe, kickback or other similar unlawful payment to or from any public official, or government, or other individual, whether foreign or domestic, to secure any concession, contract or other favorable treatment for Aviat Networks and its subsidiaries or the employee. This prohibition extends to the payment or receipt of money or anything else of substantial value when the employee has reason to believe that some part of the payment or "fee" will be used for a bribe, kickback or other illegal activity. Any corrupt payment or attempt at making a bribe or other conflict of interest will not be tolerated and may lead to disciplinary action, up to including termination. For more detail and guidance, see the "Foreign Corrupt Practices Act," in Appendix B of the Code of Conduct.

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**Any gift or benefit (including hospitality) over \$50 USD must be approved in writing by the department manager and a representative from Human Resources or Legal prior to receipt or giving of such gift.**

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## Ethical Conduct

### 12. Product Integrity

All products shall be manufactured in strict compliance with company-approved assembly instructions and manufacturing processes. Products will be tested in accordance with company-approved and/or contractually required test procedures. Factual results of all tests shall be recorded and documented as required. The individual conducting such test(s) shall be personally responsible for the proper conduct of the test(s) and the authenticity of the data recorded.

### 13. Books, Records, & Information Management

Aviat Networks requires full compliance with the spirit and letter of applicable laws and regulations requiring books of account and records be accurately maintained and fully disclose the nature of transactions reflected in them. Accordingly, employees are reminded of the following record-keeping requirements:

- All books, records and accounts must be kept in reasonable detail and must accurately and fairly reflect all transactions, acquisitions, and dispositions of the Company's assets.
- All disbursements of funds and all receipts must be properly and promptly recorded.
- No undisclosed or unrecorded fund may be established for any purposes.

- False or artificial entries must never be made in any of the books or records of the Company, or in any public record for any reason, nor should permanent entries in the Company's records be altered in any way.
- A system of internal accounting controls shall be maintained which is sufficient to provide reasonable assurances that transactions:
  1. Are executed in accordance with management's general or specific authorization.
  2. Are recorded as necessary a) to permit preparation of financial statements in conformity with generally accepted accounting principles or any other criteria applicable to such statement, and b) to maintain accountability for assets.
  3. Access to assets is permitted only in accordance with management's general or specific authorization.

We should all be aware that penalties for violating the laws and regulations in this area could be severe for the Company and the employees involved. Additional information dealing with this subject is contained in published Corporate and financial policies.



Great people have great values and great ethics.

—JEFFREY GITOMER





## Ethical Conduct

### 14. Time and Labor Records

All employees required to prepare and submit job/time cards must do so in a complete, accurate and timely manner.

The employee's signature on a job or time card is a personal representation that the job or time card accurately reflects the number of hours worked on the specified project or job.

The supervisor's signature is a representation that the job or time card has been reviewed. Where appropriate, electronic completion and approval of job or time cards is acceptable.

### 15. Retention of Records

Legal and regulatory practice requires the retention of certain records for various periods of time, particularly those relating to taxes, personnel, health and safety, environmental matters, contracts and corporate structure. In accordance with the Company's record retention policy, disposal or destruction of Aviat Networks' records and files of this nature is not discretionary with any employee, including the originator of such records. In addition, when litigation or a government investigation or audit is pending or imminent, relevant records must not be destroyed until the matter is closed. Destruction of records to avoid disclosure in a legal proceeding may constitute a criminal offense.

Questions on record retention should be directed to the Corporate Legal Department, particularly if any litigation, investigation or administrative action involving the Company or any of its officers, suppliers, or customers is pending.

### 16. The Internet, Voicemail, Electronic Mail & Computers

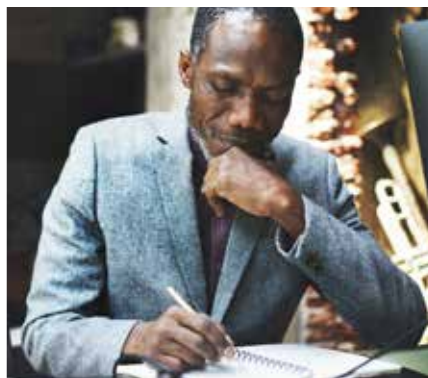
Use of the Internet, voicemail, electronic mail and computers requires responsible judgment, supervisory discretion and compliance with applicable laws and regulations. Users must be aware of information technology, security and other privacy concerns, including the use of social media. Users must also be aware of and follow management policies for the Internet, voicemail, electronic mail and computer usage. A full description of such policies can be found in Aviat Networks' policies and procedures.

Individuals are not guaranteed privacy while using Company voicemail, e-mail and computers and should not expect it. To the extent that employees wish their private activities to remain private, they should avoid using Company equipment, voicemail, electronic mail, Internet connection(s) or computers for such activities.

## Ethical Conduct

### C. FULL, FAIR, ACCURATE, TIMELY AND UNDERSTANDABLE DISCLOSURE

It is of paramount importance to the Company that all disclosure in reports and documents that the Company files with, or submits to, the United States Securities Exchange Commission (SEC), and in other public communications made by the Company are full, fair, accurate, timely and understandable. You must take all steps available to assist the Company in these responsibilities consistent with your role within the Company. In particular, you are required to provide prompt and accurate answers to all inquiries made to you in connection with the Company's preparation of its public reports and disclosure. Any attempt to enter inaccurate or fraudulent information into the Company's accounting system will not be tolerated and will result in disciplinary action, up to and including termination of employment.



If an employee has information leading him or her to believe that there are accounting improprieties or violations or weaknesses of internal financial controls, that financial statements, or information created for the purpose of generating financial statements, are materially misleading, or are created to fraudulently influence, coerce, manipulate, or mislead any independent accountant engaged in the performance of an audit of the Company's financial statements, or that the Company has violated or is about to violate any securities laws, or if any employee receives a complaint or allegation of any of the foregoing, he or she must report it pursuant to the procedures stated in Appendix A: Financial Code of Ethics.

### D. CONFLICTS OF INTEREST

Employees of Aviat Networks have the right to engage in outside personal, financial and business transactions or other activities that do not interfere with the performance of their duties for the Company or that could act against the interests of Aviat Networks. Activities should not involve the misuse of Company property, facilities, influence or other resources.

Employees of Aviat Networks shall not:

- Engage in any activity through which such employee stands to benefit personally from any sale or purchase of goods and services by the Company. This provision does not apply to benefits arising out of an employee's employment.

## Ethical Conduct

- Engage in any activity, including acting as an employee or advisor for any entity that directly or indirectly competes with Aviat Networks.

All employees must promptly disclose in writing any actual or potential conflicts of interest to his/her manager in the first instance. Aviat Networks will review the matter and communicate its position to the employee in writing.

### **E. DISHONESTY AND THEFT**

No employee shall knowingly:

- Engage in fraud or embezzlement affecting Company property, funds, securities or other assets;
- Willfully damage or destroy property or materials belonging to the Company, its employees or customers.

No employee shall knowingly and without proper supervisory authorization:

- Remove property, material or money from the Company, its employees, or its customers for personal gain, personal use, resale or to give to another party;
- Receive property, materials or money belonging to the Company, its employees or its customers for personal gain, personal use, resale or to give to another party;

- Utilize Company equipment or property for non-Company purposes or activities;
- Access, remove, publish, destroy or alter private or confidential information existing in physical Company records or electronically stored information;
- Remove, publish, destroy or alter other physical Company records or electronically stored information affecting the Company, its employees or customers; or
- Copy, reprint, duplicate, recreate in whole or in part, computer programs or related systems developed or modified by Aviat Networks' personnel, or acquired from outside vendors.

Acts involving embezzlement, theft, improper purchases, pilferage, commercial bribery, improper disbursements or reimbursements, wrongful reporting, improper use of electronically stored information, conflict of interest or other internal frauds should be reported immediately to your supervisor, manager, Corporate Legal Department or Human Resources.

## Ethical Conduct

### F. ANTITRUST LAWS/ANTI-COMPETITIVE PRACTICES

Aviat Networks will fully comply with the applicable antitrust or competition laws in all jurisdictions in which it conducts business. Anti-trust laws are complex. Their premise is that the economy and public will benefit most if businesses compete vigorously, free from unreasonable restraints. Their application is heavily dependent on the particular facts about a company's products, markets and activities. Generally, antitrust laws prohibit combinations of entities from acting together for the purpose or effect of controlling prices or reducing competition. Among the types of activities which are prohibited are:

1. Conspiracies and understandings between Aviat Networks and its competitors regarding prices, bids, customers, territories and other competitive matters. Precautions should be taken to avoid giving even the appearance of such conspiracies or understandings in industry meetings, discussions, correspondence and other communications with competitors.
2. Agreements or understandings with competitors or customers not to deal with a particular customer or supplier.
3. Distributor arrangements, which unduly limit selection or pricing available to their customers or to ultimate consumers of our products and services. All resale pricing agreements, group boycotts, and product tying arrangements are prohibited.

4. Use of financial or other strengths of Aviat Networks to gain an unfair advantage in competitive businesses.

Examples include but are not limited to:

- Deception
- Intimidation
- Disparagement
- Bribery
- Misappropriation of trade secrets



## Ethical Conduct

In addition to being inconsistent with the Aviat Networks standards of business practice, violations of antitrust laws can result in lawsuits and substantial civil and criminal penalties, including imprisonment of the responsible employees. Decisions and transactions that raise antitrust issues should be reviewed for compliance by the Corporate Legal Department.

### **G. INSIDER TRADING AND DUTY TO MAINTAIN CONFIDENTIALITY OF COMPANY-SENSITIVE AND PROPRIETARY INFORMATION**

As an employee, you may have access to both: (a) material nonpublic information about Aviat Networks or about companies with which Aviat Networks does business, including customers and suppliers; and (b) other information that while not material, may nonetheless be sensitive, confidential and/or proprietary information, which includes trade secrets, competition-sensitive data, computer programs, and other technical business and financial information regarding the affairs and business of Aviat Networks, employee records, personnel and medical records and other records, files and information. This information must be kept confidential and used solely for legitimate Aviat Networks business purposes. Employees are prohibited from (i) disclosing such information to any third person except to the extent required by their duties, whether or not the employee receives any

consideration or benefit for such disclosure, and (ii) using such material, nonpublic information or other sensitive or confidential information for personal gain or advantage.

Employees are also required to fully comply with securities laws governing transactions in Aviat Networks securities or the securities of any company with which Aviat Networks does business, as well as Aviat Networks' policies relating to insider transactions. These laws provide substantial civil and/or criminal penalties for individuals who fail to comply. Employees who are aware of material nonpublic information relating to Aviat Networks or companies with which Aviat Networks does business may not buy or sell stock, bonds, options or other derivatives of Aviat Networks or such other companies or pass that information on to others. Both material nonpublic and other sensitive or proprietary information about Aviat Networks should be kept strictly confidential and all reasonable efforts should be undertaken to prevent unauthorized disclosure of, or access to, this information. Employees in possession of such material information may not trade in Aviat Networks securities until such material nonpublic information has been disclosed broadly to the marketplace and the public has had time to fully absorb the information (generally 48 hours following a press release or public filing).



Ethics is knowing the difference between what you have a right to do and what is right to do. —**POTTER STEWART**

## Ethical Conduct

Material information is any information that a reasonable investor would likely consider important in making a decision to buy, hold, or sell securities. While it is not possible to list all types of information that might be “material”, information related to the following subjects is often regarded as material:

- Financial information, including sales, orders or income results;
- Financial projections, forecasts or budgets;
- Mergers, tender offers or acquisitions of other companies or major purchases or sales or assets;
- Awards or cancellation of major contracts;
- The gain or loss of a significant customer or supplier;
- Changes in senior management;
- A change in dividend policy, the declaration of a stock split, stock repurchases or an offering of additional securities
- Major litigation or government investigations or the threat thereof;
- Write-downs or restructuring charges; and
- Major transactions or negotiations with other companies, regarding joint ventures, alliances or licensing agreements.

In addition to the prohibition on trading while aware of material nonpublic information, a) all Directors, officers and director level and above employee, and b) all other employees who are aware of or have access to material inside financial information relating to quarterly or annual financial results of Aviat Networks or its divisions or business units are also prohibited from directly or indirectly trading in Aviat Networks securities during the period commencing 14 calendar days prior to the end of a financial quarter and ending at the close of market on the second full business day following the date of public disclosure of the financial results for that fiscal quarter (the “Quarterly Black-out Period”). Directors and executive officers are also prohibited from undertaking short sales of Aviat Networks securities or undertaking any transaction in Aviat Networks puts, calls, or other derivative securities on an exchange or in any other organized market.

If you are planning to buy or sell Aviat Networks securities and believe you may be in possession of material information, or you are unsure whether restrictions apply to you, consult with Aviat Networks’ Vice President of Legal, who is also designated as the Insider Trading Compliance Officer, before entering into any transaction.

## Ethical Conduct

### H. HEALTH AND SAFETY

Safety is a Company value and must be our top priority. There is no job we do or service we perform that is so urgent we cannot take the time to recognize hazards, and use the proper tools, equipment, and processes to do the work safely.

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**Safety is a Company value and must be our top priority.**

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All employees and consultants are expected to constructively participate in Aviat Networks' safety activities on- site, to maintain an awareness of worksite hazards, to maintain the worksite and the facility in a safe condition, to understand and strictly comply with all safety rules and safe work practices, and to perform each task safely. Employees are expected to resolve safety concerns that are within their control, and to bring concerns not in their control up to management for resolution before proceeding with any work in question.

It is the goal of Aviat Networks to provide a safe, clean, neat, orderly and healthful workplace for employees. Aviat Networks will act in such a way that ensures:

- We comply with all safety and health laws;
- We maintain each facility and all equipment in a safe condition;
- We encourage the safety and health of our employees through the activities of a safety program; and
- Our employees, supervisors, and managers have ownership, responsibility, and the ability to be proactive in safety, to maintain a safe and healthful workplace, and to take appropriate action to prevent accident and injury.

If you have any questions about safe work practices or rules, consult your supervisor, manager, local Safety Committee Representative, Corporate Legal Department, or Human Resources.

### I. INTELLECTUAL PROPERTY

In addition to Aviat Networks' tangible assets, Aviat Networks' employees use a great variety of intangible intellectual property. Generally speaking, intellectual property refers to proprietary information, ideas, writings, designs, artworks, processes, and the like.



## Ethical Conduct

Common types of intellectual property used by Aviat Networks' employees include:

- Product designs
- Market data
- Business plans and strategies
- Employee data
- Manufacturing processes and improvements
- Computer software
- Trade names and logos
- Research

Intellectual property may be part of:

- Business records
- Employee records
- Books, magazines and other publications
- Procedure and training manuals
- Electronic mail and data



### 1. Intellectual Property of Aviat Networks

Much of the intellectual property used by Aviat Networks' employees is owned by Aviat Networks. This property is a Company asset and employees must take appropriate steps to protect it. Employees who use or have access to confidential Aviat Networks information and trade secrets must not disclose that information or those secrets to anyone outside the Company, unless required as part of a business transaction. Confidential information and trade secrets should not be shared with others inside the Company unless the information is needed for the others to properly do their jobs.

## Ethical Conduct

In the event it becomes necessary to disclose intellectual property as part of a business transaction, all employees are required to inform the parties that the information being disclosed is confidential and is provided to them on the basis they maintain the confidentiality of the information. In certain cases, a signed non-disclosure agreement (“NDA”) may be required prior to discussion or presentation of confidential information to third parties. Prior to disclosing confidential information, employees should consult with their supervisor, manager, or the Corporate Legal Department to determine whether an NDA is required.

Confidential information should never be used for an employee’s personal benefit or for the profit or benefit of persons outside of Aviat Networks without the express written approval of management.

Your obligation to protect the intellectual property of Aviat Networks will not end when you leave our Company. First, when you leave Aviat Networks, you must return all Aviat Networks’ correspondence, notes, reports, and other documents, whether written, electronic or otherwise, in your possession. Second, after you leave, you must continue to protect Aviat Networks’ confidential information and trade secrets until they either become publicly available or until Aviat Networks determines they no longer require protection.

### 2. Intellectual Property of Others

Some of the intellectual property used by Aviat Networks’ employees is owned by others. This property may be subject to one or more of a variety of legal protections which must be respected. Those legal protections include federal laws on copyright, trademarks and patents, as well as state trade secret laws and Aviat Networks’ contractual obligations.

Often, the fact that the property is protected will be obvious. For example, copyrighted writings usually bear the © symbol, protected trademarks are marked with the ® symbol, and machines using patented processes will bear a patent number or a reference to patents pending. Employees who use intellectual property created by others must be careful to limit themselves to permitted uses only. Unless permission is clearly not required, the protected intellectual property of others must be used only with permission of the owner.

Employees who have a question about proper use of intellectual property should, for their own protection, as well as the Company’s, consult the Corporate Legal Department.

## Ethical Conduct

### 3. Computer Software

The Company has invested substantial amounts of money in its software products and tools.

Copyright laws help protect this investment. We expect other companies to honor our copyrights and we do the same for other software developers and companies.

You are responsible for complying with the copyrights for software installed on your desktop computer, laptop computer, PDA, pager, phone or network computer storage areas under your control. Under no circumstances may you copy, install or otherwise use software in a manner that violates the license agreement for that software or the copyright laws. These restrictions apply to software developed or licensed by Aviat Networks, as well as to software licensed by third parties.



# 3

## Your Personal Commitment to Aviat Networks



## Your Personal Commitment to Aviat Networks

A fundamental obligation of all employees is to perform their responsibilities efficiently, courteously, openly, honestly, and with integrity. Internal cooperation and goodwill build the foundation for external relations.

### A. DRUG AND ALCOHOL POLICY

Aviat Networks is committed to maintaining a drug-free workplace and a work force that is unimpaired by drugs, including alcohol.

Further, the unlawful manufacturing, distribution, possession or use of a controlled substance on company premises or while conducting company business is absolutely prohibited.

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**A fundamental obligation of all employees is to perform their responsibilities efficiently, courteously, openly, honestly, and with integrity.**

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The Company recognizes that drug or alcohol abuse or dependency can affect an employee's job performance and/or health. Employees desiring confidential assistance with alcohol or drug dependency problems are encouraged to contact the Employee Assistance Program through their local Human Resources Department.

Aviat Networks also recognizes the safety and counter-productive aspects of alcohol or drug abuse in conjunction with work. Therefore, any employee unlawfully possessing, distributing, selling or under the influence of drugs on Company property or while conducting Company business will be subject to disciplinary action, up to and including termination. Any employee under the influence of alcohol on Company property or while conducting Company business, such that his/her ability to perform the necessary duties of the job is impaired, shall be subject to disciplinary action, up to and including termination. Supervisors and managers are responsible for monitoring their areas of responsibility and taking action in any situation involving alcohol or drug possession, sale, or usage on Company property.

## Your Personal Commitment to Aviat Networks

Under the Company's Drug-Free Workplace program, employees may be requested to submit to a urine and/or blood test if:

- they appear unfit for duty and the Company has a reasonable suspicion that drugs and/or alcohol are causing the condition; or
- the Company believes that drugs and/or alcohol may have caused an accident.

While an employee will not be required to consent to a urine and/or blood test, refusal to provide such consent does not restrict the Company from commencing disciplinary action, up to and including termination, if the Company has a reasonable suspicion that drugs and/or alcohol are causing an employee to appear unfit for duty, or may have caused an accident at work.

As mandated by the United States Drug-Free Workplace Act of 1988, all US employees must report any conviction under a criminal drug statute for violations occurring on or off Company premises while conducting Company business. A report must be made to your Human Resources Department within five (5) days following a conviction.



### **B. EQUAL EMPLOYMENT OPPORTUNITY**

The fundamental basis for Human Resources policies of Aviat Networks is that there shall be equal treatment and opportunity for all our employees and applicants for employment within our Company without regard to race, color, religion, creed, sex, age, national origin, ancestry, physical or mental disability, medical condition, marital status, sexual orientation, veteran status, or any other classes protected by law. This is a worldwide policy applicable in all locations where the Company does business.



Integrity is doing the right thing, even when no one is watching. —**C. S. LEWIS**



## Your Personal Commitment to Aviat Networks

Aviat Networks has been and will continue to be committed to the policy of considering each individual on merit and potential and will not unlawfully discriminate in any employment decisions. The Company will ensure that both the spirit and the intent of laws prohibiting discrimination are fully implemented in all our working relationships.

### C. HARASSMENT

Aviat Networks prohibits the harassment of any of our employees. Ethnic slurs, racial epithets (names), and derogatory jokes are considered harassment. Harassment also includes unwelcome requests for sexual favors or other conduct of a sexual nature when:

1. Such requests are made part of the terms and conditions of employment or form the basis for an employment decision, or
2. The requests and/or conduct unreasonably interfere with an individual's work performance or creates a hostile or offensive working environment.

Sexual harassment may include explicit sexual propositions, sexual innuendoes, suggestive comments, sexually-oriented "jokes" or "teasing," foul or obscene language, displays of sexually provocative items or printed material, and physical conduct. This policy pertains to everyone employed by the Company and all of our contractors, visitors, customers and suppliers.

Employees violating this policy will be subject to disciplinary action up to and including termination. If you believe you have been the victim of sexual harassment or any other type of harassment from fellow employees, contractors, visitors, customers and suppliers, you should immediately report the matter to your supervisor or Human Resources. Retaliation or reprisal toward any party involved in reporting harassment is prohibited and will result in disciplinary action up to and including termination of employment.

The Human Resources Department will promptly investigate all reports of harassment. The confidentiality and privacy of our employees will be respected during the investigation. To ensure that the harassment stops, we will take corrective action, up to and including termination of employment of the offender.

### D. WORKPLACE VIOLENCE POLICY

It is the goal of Aviat Networks to provide a safe and secure working environment for its employees that is free of violence or potential threats. Workplace violence includes, but is not limited to:

- Physically harming, or attempting to harm another or oneself, or Aviat Networks or customer property;
- Threatening to harm another or oneself, or Aviat Networks or customer property;



## Your Personal Commitment to Aviat Networks

- Harassment, intimidation, coercion or stalking of another;
- Shoving, pushing, grabbing and all forms of nonconsensual physical contact;
- Bringing dangerous tools, firearms or weapons into the workplace (this excludes company-issued tools and equipment necessary to do your job);
- Acts, gestures or threats of reprisal for another's compliance with this policy;
- Threats or any other statement or conduct that would cause a reasonable person to believe violence is imminent or may occur.

If an employee is confronted with workplace violence, or public protest, the employee should avoid confrontation, immediately retreat to a location of safety and report the incident to his/her manager or Human Resources. Except when necessary for self-defense, deviation from these recommended actions will not be tolerated.

Employees who are the recipients or observers of workplace violence should contact their supervisor, Human Resources or any member of management. In cases where immediate law enforcement assistance is needed, the employee should contact law enforcement, then his/her supervisor, Human Resources or a member of management.

Reports of workplace violence will be investigated as quickly as possible. Information reported or discovered in the investigation, as well as the resolution, will be kept as confidential as possible. Substantiated acts of workplace violence will be met with appropriate corrective action, up to and including discharge. Failure to report instances of workplace violence could subject an employee to disciplinary action. Retaliation or reprisal toward any party involved in reporting an incident is prohibited and will also result in disciplinary action up to and including termination of employment.



# 4

## Consequences of Violating Aviat Networks' Code of Conduct



## Consequences of Violating Aviat Networks' Code of Conduct

Employees who violate the law or the Aviat Networks' Code of Conduct or Aviat Networks' policies may be subject to disciplinary action, up to and including termination. If necessary, employees may be suspended from their employment during an investigation into an alleged breach. Additional actions may include reassignment of work duties and limitation in future job opportunities. Violations of law may be referred to local law enforcement authorities for possible prosecution.

Employees shall endeavor to comply, and to cause Aviat Networks to comply, with applicable governmental laws, rules and regulations of the United States and of the jurisdictions in which the Company conducts business. In addition, each employee shall promptly



report any information concerning evidence of a material violation of securities laws, or other laws, rules or regulations applicable to Aviat Networks and the operation of its business by it or any agent thereof.

Aviat Networks will not intentionally retaliate in any manner against any employee who provides truthful information to Aviat Networks or state or federal authorities in furtherance of this policy. Persons who retaliate may be subject to civil, criminal and administrative penalties, as well as disciplinary action, up to and including termination of employment.

If an investigation determines that the alleged violation(s) or events of non-compliance of the Code of Conduct occurred, then the Company shall determine the appropriate corrective actions to deter wrongdoing and to promote accountability for adherence to this Code of Conduct. This may be disciplinary action up to, and including, termination of employment.

Employees who deliberately withhold information concerning another employee's violation of law or Aviat Networks' policies may, in certain circumstances, also may be subject to appropriate discipline. To avoid such discipline, employees may report violations to Human Resources anonymously if they are concerned about retaliation.

# 5

## Reporting Suspected Violations of the Code and Company Policies



## Reporting Suspected Violations of the Code and Company Policies

You have an affirmative obligation as a Aviat Networks employee to report suspected violations of law, the Aviat Networks' Code of Conduct or Company policies. Matters covered by the Financial Code of Ethics must be reported using the procedures stated in Appendix A. If you believe that another Aviat Networks employee, contract worker, consultant, or Aviat Networks supplier or subcontractor, or any Aviat Networks organization is violating the law, the Aviat Networks Code of Conduct or Company policy or is engaged in activities on behalf of the Company that may damage its reputation, you must bring your concerns to your manager, the Vice President of Legal, the Vice President of Human Resources, the CFO or to the CEO. Reporting suspected violations is the only way to comply with this policy. In all cases, your confidentiality will be maintained to the fullest extent possible. Retaliation or reprisal toward any party involved in reporting an incident is prohibited and will also result in disciplinary action up to and including termination of employment.

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**You have an affirmative obligation as a Aviat Networks employee to report suspected violations.**

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Aviat Networks has also established an anonymous third-party reporting system through which any employee can report violations of this policy by calling 1-800-266-0633 (for all countries except European Union countries) and 1-866-317-6340 (for all European Union countries). Messages left at this number will be transcribed and forwarded to the Aviat Networks' Corporate Legal Department. You may, but are not required to, provide your identity. If you choose to do so, management will follow up with you.

# A

## Appendix A: Financial Code of Ethics

# A

## Appendix A: Financial Code of Ethics

### 1.0 PURPOSE

Aviat Networks is committed to the highest standards of ethical business conduct. The Company has adopted this Financial Code of Ethics as a set of guidelines pursuant to which members of the Board of Directors, our Chief Executive officer (“CEO”), Chief Financial Officer who is our Principal Financial and Accounting Officer (“CFO”), members of senior management, and all of our employees worldwide should perform their duties. The Financial Code of Ethics is intended to deter wrongdoing, foster confidence in management and promote adherence to the standards set forth below.

### 2.0 POLICY

In carrying out our respective duties, we shall all endeavor to act with honesty and integrity, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships.

As individuals and a corporation we shall promote fair, accurate, timely and understandable disclosure in the periodic reports that Aviat Networks files with, or submits to, the Securities and Exchange Commission (“SEC Filings”) and in other public communications made by Aviat Networks (“Public Communications.”) We must take all available steps to assist Aviat Networks in these responsibilities consistent with his or her

role within the Company. In particular, individuals are required to provide prompt and accurate answers to all inquiries made to them in connection with Aviat Networks’ preparation of its public reports and disclosure.

### 3.0 PROCEDURE

**3.1** Aviat Networks’ CEO and PFO are responsible for designing, establishing, maintaining, reviewing and evaluating on a quarterly basis the effectiveness of Aviat Networks’ disclosure controls and procedures (as such term is defined by applicable SEC rules).

**3.2** The CEO, CFO, and other members of senior management shall take all steps necessary to ensure that all disclosure in reports and documents filed with or submitted to the SEC, and all disclosure in other public communication made by the Aviat Networks is full, fair, accurate, timely and understandable.

**3.3** Corporate Officers are also responsible for establishing and maintaining adequate internal controls over financial reporting to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. Officers will take all necessary steps to ensure compliance with established accounting procedures, Aviat Networks’ system of internal controls and

# A

## Appendix A: Financial Code of Ethics

generally accepted accounting principles. Officers will ensure that Aviat Networks makes and keeps books, records, and accounts which, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of Aviat Networks.

**3.4** Aviat Networks has established an anonymous reporting system by which an individual can report violations of this policy or other financial impropriety. Any employees who has reason to believe that there are accounting improprieties or violations or weaknesses of internal financial controls, that financial statements, or information created for the purpose of generating financial statements, are materially misleading, or are created to fraudulently influence, coerce, manipulate, or mislead any independent accountant engaged in the performance of an audit of the Company's financial statements, or that the Company has violated or is about to violate any securities laws, or if any employee receives a complaint or allegation of any of the foregoing, must report their concerns as set forth in this Policy. Reports may be submitted in any of the following ways:

- By calling 1-800-266-0633 (for all countries except European countries) and 1-866-317-6340 (for all European countries).

- In writing with post office mail to the following address:

Aviat Networks, Inc.  
C/o VP Legal  
200 Parker Drive  
Suite 100a  
Austin, Texas USA 78728

- Through the following email address:  
Business.Ethics@aviatnet.com
- Through the following website: <https://investors.aviatnetworks.com/index.php/corporate-governance/whistleblower>

**3.5** Reports and other information submitted will be anonymous unless the individual submitting the report and/or information chooses to provide his or her identity. All reports and information submitted will be forwarded to the Chairperson of the Board of Directors, Audit Committee, External Audit, Internal Audit (if applicable), and the Vice President of Legal.

**3.6** We must all endeavor to comply, and to cause Aviat Networks to comply, with applicable governmental laws, rules and regulations of the United States and of the jurisdictions in which the Company conducts business. In addition, an individual must promptly report any information concerning evidence of a material violation of securities laws, or other laws, rules or regulations applicable to Aviat Networks and the operation of its business by it or any agent thereof.



# A

## Appendix A: Financial Code of Ethics

**3.7** Any attempt to enter inaccurate or fraudulent information into the Company's accounting system will not be tolerated and will result in disciplinary action, up to and including termination of employment.

**3.8** Aviat Networks will not intentionally retaliate in any manner against anyone providing truthful information to Aviat Networks or state or federal authorities in furtherance of this policy. Persons who retaliate may be subject to civil, criminal and administrative penalties, as well as disciplinary action, up to and including termination of employment.

**3.9** If an investigation determines that the alleged violation(s) or events of non-compliance of the Financial Code of Ethics have occurred, the Company shall determine the appropriate

corrective actions to deter wrongdoing and to promote accountability for adherence to this Financial Code of Ethics.

### **4.0 RESPONSIBILITY**

Board of Directors, the CEO, PFO, PAO, corporate officers and members of senior management, and all employees worldwide.

### **5.0 EXCEPTIONS**

There will be no exceptions to this policy.

Aviat Networks shall, as required by the rules and regulations of the Securities and Exchange Commission and NASDAQ, appropriately disclose any substantive amendment to, or any waiver or violation of, any provision of the Aviat Networks Financial Code of Ethics.



# B

## Appendix B: Foreign Corrupt Practices Act

# B

## Appendix B: Foreign Corrupt Practices Act

The Foreign Corrupt Practices Act (FCPA) prohibits U.S. companies from making improper payments or gifts to foreign officials. Company policy requires all officers, managers, employees, agents and consultants of Aviat Networks comply with the FCPA.

### 1. DEFINITION OF FOREIGN OFFICIAL

Under the FCPA, the term “foreign official” includes elected and appointed governmental officials, candidates for public office, foreign political parties, officers and employees of government owned or controlled enterprises, and public international organizations. When in doubt, Aviat Networks’ employees should consult the Corporate Legal Department for advice on whether a potential recipient of a payment is a “foreign official.”

### 2. PROHIBITED ACTS

The following acts are prohibited by the FCPA:

1. Authorizing, paying, promising or delivering any payment, gift or favor intended to influence any foreign official on a matter within that person’s responsibilities. For example, any payment to any foreign official for the purposes of obtaining or retaining sales of products or services to Aviat Networks, sales by Aviat Networks of Aviat Networks’ products or services, to win a bid or contract, or to obtain favorable tax treatment is prohibited.

2. Any indirect payment to a third party if the payor knows the third party may make a prohibited payment. For example, any payment to an Aviat Networks’ agent or consultant where the payor is aware or has firm belief that such agent or consultant may make an improper payment to a foreign official is prohibited. The Aviat Networks’ payor may not avoid this prohibition by deliberately ignoring or purposefully avoiding knowledge that a bribe may be paid.

3. Establishing any undisclosed or unrecorded “slush” funds or assets; making any false or artificial entries in Company books or records; failing to keep books, records and accounts in reasonable detail to reflect accurately the handling of money and other assets; and failing to maintain internal accounting controls sufficient to verify that no improper payments have been made.

### 3. PERMISSIBLE PAYMENTS

Prior written approval by the leader of the Legal Department is required before making any facilitative payments.

## Appendix B: Foreign Corrupt Practices Act

### **4. A PAYMENT MAY BE PERMISSIBLE IN THE FOLLOWING CIRCUMSTANCES:**

Except where prohibited by local law or international convention, payments to a foreign official for the purpose of expediting or securing the performance of a routine governmental action may be permissible. Payments for the following routine governmental actions are permissible: obtaining permits, licenses or other official documents to qualify to do business in a foreign country; processing governmental papers, such as visas and work orders; assuring police protection, mail pickup and delivery, or scheduling, inspections associated with contract performance or inspections related to the transit of goods across country; and providing phone service, power and water supply, loading and unloading cargo or protecting perishable products or commodities from deterioration. Routine governmental action does not include any decision by a foreign official to encourage, award, continue or modify the terms relating to any business with any Aviat Networks entity.

### **5. PENALTIES**

Violations of the anti-bribery provisions of the FCPA may result in criminal fines of up to \$2,000,000 for corporations and \$100,000 and five (5) years imprisonment for individuals. Violations of the accounting provisions may result in fines of up to \$2,500,000 for corporations and \$1,000,000 and ten (10) years imprisonment for individuals. Under alternative fine provisions, a violator may be fined up to twice the amount of the gain or loss resulting from a violation.

### **6. PAYMENTS AND THE FCPA**

Neither Aviat Networks nor any officer, manager, employee, agent or consultant of the Company will directly or indirectly make or promise illegal payments or contributions, or engage in any other illegal conduct in order to influence customers, suppliers, or governmental entities, including their officials or employees, to secure or retain business, to encourage any such employees or officials to fail to perform or to perform improperly their official functions or to influence legislation, nor undertake any of the acts prohibited by the FCPA, as summarized above. Neither Aviat Networks nor any officer, manager, employee, agent, or consultant of the Company will submit to extortion as a condition of doing business.

# C

## Appendix C: Statement of Commitment



C

## Appendix C: Statement of Commitment

I have received and been provided with a reasonable opportunity to read and understand the purpose, application and contents of Aviat Networks' Code of Conduct.

I recognize my continued employment at Aviat Networks is subject to compliance with the standards and rules for employee conduct as set forth in the Code of Conduct, including my responsibility to report any violations thereof.

My signature indicates I have received a copy of the Aviat Networks Code of Conduct. I have had reasonable opportunity to seek independent advice about the contents of the Code where I believe that it is necessary.

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Name

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Signature

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Office Location

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Date (MM/DD/YYYY)