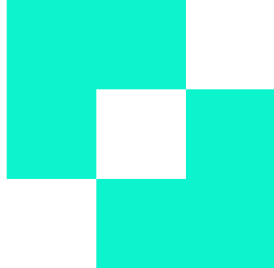
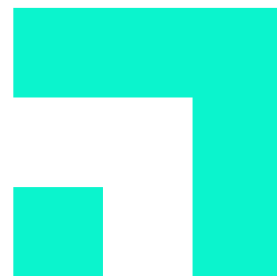


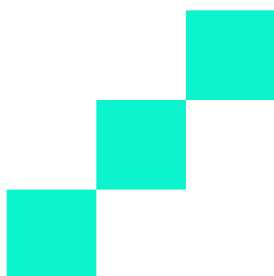
**syniverse**<sup>®</sup>



# Code of Business Conduct



Effective: October 19, 2004  
Revised: August 8, 2018



As a leading and trusted global service provider in the mobile ecosystem, Syniverse is committed to conducting business with integrity, and in a legal and ethical manner. This Code of Business Conduct is your guide for ensuring your actions support Syniverse's commitment to conducting business in accordance with the highest standards of business conduct.

Our Code applies to all employees, officers and directors of Syniverse and its subsidiaries, regardless of geographic location. Each of us is responsible for our own conduct and for abiding by Syniverse's standards, as well as taking actions that preserve and uphold our company's integrity. You are accountable for knowing and understanding this Code.

This Code cannot address every situation you may encounter and is provided as a framework to help you understand the types of ethical issues you may confront. If you have questions regarding the applicability or interpretation of the Code, you should talk to your supervisor, manager, the Compliance Officers identified in the Code or the Ethics and Compliance Manager.

Our ongoing success depends on our ability to perform to the highest standards of business conduct with each other, our customers and our many business partners.

A handwritten signature in blue ink that reads "Dean Douglas". The signature is written in a cursive, flowing style.

Dean Douglas  
President and Chief Executive Officer

## Introduction

This Code of Business Conduct (the "Code") is a general statement of policies of Syniverse Technologies, ("Syniverse" or "Company") for conducting business in a legal and ethical manner. All policies and procedures in the Code apply to all employees, officers and directors of the Company and its subsidiaries, whether operating inside or outside of the United States; provided, however, that nothing in this Code shall prohibit non-employee directors from performing services for other companies, including serving on the board of directors of other companies.

The purpose behind the Code is to prevent the occurrence of illegal or unethical behavior, to halt any illegal or unethical behavior that may occur as soon as reasonably possible after its discovery, and to discipline those who violate the Code, including individuals responsible for the failure to exercise proper supervision and oversight to detect and report any violations by their subordinate employees.

The Code is not intended as an exhaustive list of your duties and responsibilities in connection with ethical behavior. Instead it is intended to be an accessible reference to provide you with an overview of areas where you may confront ethical issues and act as a guide for how you should behave in these circumstances. For many of the areas discussed, the Company has more detailed policies and procedures that can be found at the Policy Center on the Company's intranet site.

The Code is not an employment contract in any form, although adherence to these standards is a condition of employment. It does not give you rights of any kind, and may be changed by the Company at any time without notice.

If you have a question regarding the applicability or interpretation of the Code, you should utilize the procedure specified in the section entitled "IMPLEMENTATION, ENFORCEMENT AND ACKNOWLEDGEMENT OF THE CODE."

## 1 Compliance with Laws

In performing your responsibilities, you should endeavor to comply, and take all appropriate actions within your areas of responsibility to cause the Company to comply, with applicable laws, rules and regulations in every country in which the Company does business. Applicable laws may include, but are not limited to, laws governing the purchase of our securities, laws governing interactions with vendors or competitors, laws regarding our ability to export our technology to and from certain locations or to do business at all in certain locations, laws requiring us to protect individuals' privacy and confidential information and laws governing how we interact with governmental agencies. If you are uncertain whether your actions are in compliance with applicable laws, you should contact the Syniverse legal department.

## 2 Fair Dealing

The Company will compete for business ethically and in compliance with our policies and the law, no matter how competitive the environment. The Company sells its products and services on their merits. In performing your responsibilities, you should endeavor to deal fairly with the Company's customers, suppliers, competitors and employees. You should avoid false and misleading statements about competitors, their products, and their services. And, you should be careful not to misrepresent the quality, features or availability of our products and services. In addition, you should not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair-dealing practice. We seek to win business based on the quality of our products and our people.

## 3 Conflict of Interest

A conflict of interest exists when an individual's private interest interferes, or even appears to interfere, with the interests of the Company as a whole. You must avoid any action, investment, interest, or association that interferes, may interfere or appears to interfere with your ability to perform your responsibilities, job or duties for the Company objectively and effectively. A conflict of interest can also arise if you or a member of your family receives improper personal benefits as a result of your position with the Company. Specifically, you should deal with all suppliers, customers and other persons doing business with the Company in a completely fair and objective manner without favor or preference based upon personal or financial considerations. Some specific examples of conflicts of interest are set forth below. This is not intended to be an exhaustive list of potential conflict of interest situations, but instead is intended to provide you with examples of the most common conflict of interest situations and guidance on what you should do if you encounter any of these situations.

- 3.1 You should not accept from or give to any supplier, customer or competitor any gift or entertainment except as permitted under the "GIFTS AND ENTERTAINMENT" Section of this Code.
- 3.2 You should not do business with a close relative on behalf of the Company, unless the transaction is on arms-length terms and you have disclosed the transaction in writing to the General Counsel of the Company, and she has determined that the transaction is consistent with this Code.
- 3.3 You should not, directly or indirectly, own any material financial interest (which excludes publicly traded stocks that are purchased for personal investment purposes, so long as such ownership interest does not exceed five percent (5%) of the total outstanding stock of a public entity) in or hold any employment, managerial or advisor position with any firm or corporation which is a competitor of or which does or seeks to do business with the Company unless the interest is disclosed, in writing, to the General Counsel of the Company and she has determined that the transaction is consistent with this Code.
- 3.4 You should not, directly or indirectly, hold any employment, managerial or advisor position with any firm or corporation that might interfere in the performance of your regular duties, including performing any duties for such firm or corporation during times when you are expected to be performing duties for the Company.

- 3.5 You should not seek or accept loans or other guarantees of obligations on behalf of yourself or your family members, unless you have received the written approval of the General Counsel, or if appropriate, the Board of Directors or a committee of the board.

If you believe that any of the situations described above, or any other situations that may involve a conflict of interest, may be applicable to you, you have an affirmative duty to disclose such conflict of interest to the corporate officer responsible for your function who will review the situation with the General Counsel to determine if the transaction is consistent with the Code. If it is determined that such conduct is not consistent with the Code you are obligated to take such steps as are necessary to correct the situation.

#### **4 Corporate Opportunities**

You are prohibited from (a) taking for yourself personal opportunities that are discovered through the use of Company property, information or position without the consent of a Corporate Compliance Officer, (b) using Company property, information, or position for personal gain, or (c) competing with the Company directly or indirectly. You owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises.

#### **5 Confidential Information**

You should not during the term of your employment, or thereafter, use, directly or indirectly, for the benefit of such yourself or others, or disclose to others, any Confidential Information obtained during the course of your employment except when disclosure is authorized by the Company or legally mandated.

"Confidential Information" means all discoveries, inventions, improvements and innovations, whether or not patentable or copyrightable, methods, processes, techniques, practices, computer software, equipment, research data, marketing and sales information, personnel data, customer lists, financial data, plans and all other know-how, trade secrets and other information that may be of use to the Company's competitors or, if disclosed, may cause harm to the Company or its customers, unless such information has been made available to the general public.

The disclosure of any information regarding the Company's customers, including customer names, transaction volumes, and business strategies and practices is also strictly prohibited. Disclosure of customer information may be a breach of the customer's contract with the Company, a breach of the customer's privacy rights or a breach of securities trading laws if the information is material.

You are responsible for reviewing and adhering to the Company's Policy regarding Information Security which can be found at the Policy Center on the Company's intranet site.

## **6 Privacy and Personal Data Security**

You must take appropriate steps to protect personal data relating to individuals, including employees, customers, and business partners. You may collect, process, and transfer personal data only for legitimate business purposes. Our employees, customers and business partners have a right to privacy regarding personal data when such data may be collected, transported, processed, handled, or stored by the Company. Information privacy laws regarding the handling and classification of personal data may vary by country. If you are uncertain whether you are handling data in compliance with all applicable laws, you should contact the Syniverse legal department. You are responsible for reviewing and adhering to the Company's Policy regarding Employee Obligation to Data Privacy which can be found at the Policy Center on the Company's intranet website.

## **7 Gifts and Entertainment**

Neither you nor your family members shall seek or accept, any payments, fees, loans, services or gifts from any person or firm as a condition or result of doing business with the Company. This policy is intended to permit, with appropriate approvals, (a) gifts of reasonable value; (b) normal business meals and entertainment; (c) the exchange of customary reciprocal courtesies between employees of the Company and their business associates; and (d) similar customary and reasonable expenditures to promote general business goodwill. No gift or entertainment should ever be accepted by you or your family members unless the gift (a) is not cash; (b) is consistent with customary business practices; (b) is not excessive in value; (d) cannot be considered as a bribe or payoff and (e) does not violate any laws or regulations. If you are uncertain whether it is permissible to accept a payment, fee, loan service, gift or offer of entertainment, you should contact any of the Corporate Compliance Officers.

Expenditures for gifts to and the entertainment of business contacts by you are also covered by this Code and must be appropriately authorized and correctly recorded on the books of the Company. You are responsible for reviewing and adhering to the Company's Global Travel and Expense Policy which can be found at the Policy Center on the Company's intranet site.

## **8 Protection and Proper Use of Company Assets**

You should protect the Company's assets and ensure their efficient use. Company assets are intended and should be used for legitimate business purposes. However, limited personal use may be permissible, if deemed appropriate by local customs or laws and if such use does not (a) interfere with your work responsibilities, (b) involve interest in personal outside business and/or other non-authorized organizations and activities (which may include soliciting or promoting personal commercial ventures and political or religious causes), or (c) lead to inappropriate costs to the Company.

## **9 Insider Trading**

In the course of performing your duties for Syniverse, you may have material, non-public information relating to Syniverse or its business. You, your family members, or any entities controlled by you or your family members, may not buy or sell securities of Syniverse or engage in any other action to take advantage of, such information. This policy also applies to trading in the securities of any other company, including our customers, suppliers, vendors or other business partners, if you have material, non-public information about that company which you obtained by virtue of your position at Syniverse. There are no exceptions regardless of personal circumstance. Trading while in possession of material, non-public information is known as “insider trading” and is both unethical and illegal and will be dealt with decisively.

Besides the obligation to refrain from trading while in possession of material, non-public information, you are also prohibited from “tipping” others. The concept of unlawful tipping includes passing on information to friends or family members under circumstances that suggest that you were trying to help them make a profit or avoid a loss. This is a serious breach of corporate confidentiality and another form of insider trading.

The Company has implemented trading restrictions to reduce the risk, or appearance, of insider trading. These restrictions are set forth in the Company’s Securities Trading Policy which can be found at the Policy Center on the Company’s intranet website. You are responsible for reviewing and adhering to this Policy.

## **10 External Public Disclosures**

It is important that all external public disclosures made on behalf of the Company or intended to reflect the official position of the Company be accurate, complete and timely; clearly reflect the Company’s actual position on a matter; and if financial in nature, fairly present the Company’s financial condition in all material respects. To ensure this, all disclosures made to the Company’s security holders, lenders or the investment community, must be approved by either the Company’s Chief Executive Officer or Chief Financial Officer. In addition, all endorsements or testimonials on behalf of the Company, or any statement of support, including support for any industry initiative, should be approved by the Marketing Department. You should not make any public disclosures or statements on behalf of the Company, or which give the appearance of being on behalf of the Company, including statements on social media, without first obtaining consent as described above.

## **11 Non-Discrimination, Equal Employment Opportunity and Harassment**

It is the policy of the Company to provide employment opportunities without regard to sex, race, color, age, national origin, religion, disability, genetic information, marital/family status, sexual orientation, gender identity/reassignment, citizenship, pregnancy, veteran status, or any other status protected by applicable national, federal, state, local or international laws, and to maintain a work environment free from harassment. Decisions as to hiring, promotion and other aspects of the employment relationship must be based solely upon job-related qualifications. You are responsible for reviewing and adhering to the Company’s Policies regarding Global Equal Employment Opportunity and Global Harassment, which can be found at the Policy Center on the Company’s intranet site.

## **12 Drug Free Workplace**

It is the policy of the Company to provide a Drug Free Workplace and all employees shall comply with all applicable policies regarding the maintaining of a drug free work environment.

## **13 Foreign Corrupt Practices Act; Anti-Bribery and Corruption Policy; Money Laundering Prevention**

The U.S. Foreign Corrupt Practices Act (FCPA) prohibits any individual from authorizing, offering or providing payments or any other benefit to improperly influence a foreign official in order to obtain or retain business, or to obtain any improper advantage. The FCPA defines foreign official broadly to include, for instance, employees of foreign state-owned companies. Other countries where the Company does business have also adopted laws regarding corrupt payments or practices. These laws generally prohibit you from offering or providing anything of value to customers or potential customers in exchange for or to influence customers or potential customers to engage in business with the Company. You must comply with the provisions of the FCPA and the similar anti-bribery statutes of other countries and immediately report any suspected violations to the Company's legal department.

Under certain circumstances, the Company may be held responsible for actions of its external representatives, such as agents, distributors, consultants, joint venture partners or other business partners, who violate the FCPA or other anti-corruption statutes. Therefore it is important that these representatives be chosen carefully, with appropriate due diligence and monitored on an ongoing basis.

The Company has implemented detailed procedures to reduce the risk of violating the FCPA and other anti-corruption statutes. These procedures are set forth in the Company's Anti-Bribery and Corruption Policy which can be found at the Policy Center on the Company's intranet site. You are responsible for reviewing and adhering to this Policy.

Additionally, many countries, including the United States, have anti-money laundering laws that prohibit the acceptance or transfer of the proceeds of criminal activities. You must comply with these laws, including performing appropriate due diligence relating to payments or transfers of funds. The Company has implemented detailed procedures to reduce the risk of violating these laws which are set forth in the Company's Third Party Screening Policy which can be found at the Policy Center on the Company's intranet site. You are responsible for reviewing and adhering to this Policy.

## **14 Implementation, Enforcement and Acknowledgement of the Code**

### **14.1 Corporate Compliance Officers**

The General Counsel and Chief Human Resources Officer are the Corporate Compliance Officers responsible for implementation of the Company's Code of Business Conduct. The Senior Risk and Compliance Director assists to ensure that compliance with the Code of Business Conduct is enforced and to help prevent and detect violations of misconduct.



## **14.2 Questions Regarding the Code**

You should direct question regarding the applicability or interpretation of the Code to either of the Corporate Compliance Officers or the Senior Risk and Compliance Director.

## **14.3 Reporting Illegal or Unethical Conduct**

It is your responsibility to report any observed or suspected illegal or unethical behavior or violations of this Code. To encourage you to do so, the Company has established a hotline number that you can call on an anonymous basis.

THE CONFIDENTIAL HOTLINE NUMER IS +1-888-779-5778 (in the US and Canada) and +1-407-965-3654 (outside the US and Canada).

All calls received by the hotline will be handled in accordance with the Company's Whistleblower Policy which can be found at the Policy Center on the Company's intranet site.

You may also contact any the Corporate Compliance Officers or Senior Risk and Compliance Director to report observed or suspected illegal or unethical behavior or violations of the Code.

## **14.4 No Retaliation**

The Company will not permit retaliation of any kind by or on behalf of the Company and its employees, officers and directors against good faith reports or complaints of violations of this Code or other illegal or unethical conduct.

## **14.5 Corrective Action and Discipline**

Those who violate the Company's standards or the provisions of this Code may be disciplined up to and including dismissal, as well as be subject to civil and criminal charges. If misconduct occurs, the Company is committed to taking prompt and responsive action to correct the situation and discipline responsible individuals.

Management employees may be disciplined if they condone misconduct, do not report misconduct, do not take reasonable measures to detect misconduct, or do not demonstrate the appropriate leadership to ensure compliance. Managers who have supervisory responsibility must use appropriate measures to ensure that disciplinary action for their employees is consistent and appropriate to the situation.

## **15 Waiver of Provisions of the Code**

Waivers of the provisions of this Code that are granted to any non-employee director or executive officer may be made only by the Company's Board of Directors, or by a committee designated by the Board of Directors. Any such waiver that is granted to a director or executive officer (i) will be made only when circumstances warrant granting a waiver, and then only in conjunction with any appropriate monitoring of the particular situation and (ii) will be disclosed as required under applicable law and regulations.

## **16 Acknowledgement**

The Company requires that all employees confirm that they have received, read, understand, and agree to abide by the Code. This confirmation may occur either by the signing of the Acknowledgment Form or by completing the Company's on-line Code of Business Conduct training course.

## Acknowledgment Form

The undersigned acknowledges that he/she has received, read, understands and agrees to abide by Syniverse Technologies' Code of Business Conduct.

Signature:

---

Print Name:

---

Date:

---



