

## CONFLICT OF INTEREST POLICY

This Conflict of Interest Policy of the Alliance for Telecommunication Industry Solutions (ATIS): (1) defines conflicts of interest; (2) identifies classes of individuals within the organization covered by this policy; (3) requires the disclosure of conflicts of interest and information that may help identify conflicts of interest; and (4) specifies procedures to be followed in managing conflicts of interest.

1. **Definition of conflicts of interest.** A conflict of interest arises when a person in a position of authority over the organization may benefit financially from a decision he or she could make in that capacity, including indirect financial benefits such as to family members or businesses with which the person is closely associated. This policy is focused upon material financial interest of, or benefit to, such persons. For the purposes of this policy, a conflict of interest does not include questions involving a person's competing or respective duties to the organization and to another organization, such as serving on the board of directors of both organizations, that do not involve a material financial interest in, or benefit to, covered persons.
2. **Individuals covered.** Persons covered by this policy are the organization's officers, directors, and key employees. Key employees include those that meet the definition of this term established by the U.S. Internal Revenue Service for the purposes of Form 990 reporting.
3. **Duty to disclose.** Persons covered by this policy shall disclose actual and potential conflicts of interest in writing to the Chairman of the Board of Directors and the Chair of the Finance Committee as soon as practical. In addition, persons covered by this policy shall annually disclose or update the Chairman of the Board of Directors, the Chair of the Finance Committee, and General Counsel of any interests that could reasonably give rise to conflicts of interest.
4. **Procedures to manage conflicts.** For each interest disclosed pursuant to this Conflict of Interest Policy, the Finance Committee, subject to approval of the Board of Directors, will:
  - (a) determine the appropriate course of action;
  - (b) assure full disclosure to the Board of Directors and other individuals covered by this policy;
  - (c) ensure that the person who is the subject of the disclosed potential conflict of interest is recused from participation in, and is unable to improperly influence the deliberation on, related discussions or decisions within ATIS; if necessary, ask the person to resign from his or her position in the organization; and
  - (d) ensure that the existence and resolution of any conflict be documented in ATIS' records, including in the minutes of any meeting at which the conflict is discussed or voted upon.

The organization's President and CEO and General Counsel will monitor proposed or ongoing transactions for conflicts of interest and disclose them to the Chairman of the Board of Directors and Chair of the Finance Committee in order to deal with potential or actual conflicts, whether discovered before or after the transaction has occurred.

Prior to the initial election/appointment of any director, and annually thereafter, such director shall complete, sign and submit to ATIS' Secretary a written statement identifying, to the best of the director's knowledge, any entity of which such director is an officer, director, trustee, member, owner (either as a sole proprietor or a partner), or employee and with which ATIS has a

relationship, and any transaction in which ATIS is a participant and in which the director might have a conflicting interest. ATIS' Secretary shall provide a copy of all completed statements to the Chairman of the Board and the Chair of the Finance Committee.

*Effective: June 30, 2014*