EXHIBIT C

DECLARATION OF THOMAS DOWDING

I, Thomas Dowding, hereby declare, affirm, and state the following:

I. Introduction

1. The facts set forth below are known to me personally, and I have firsthand knowledge of them.

2. I make this declaration in support of comments submitted by Huawei Technologies USA, Inc. ("Huawei Technologies USA") in response to a Notice of Proposed Rulemaking ("NPRM") promulgated by the Federal Communications Commission ("FCC") in Docket No. 18-89 on April 18, 2018.

II. Background and Qualifications

3. I am over the age of eighteen and I am a citizen of the United States.

4. I have been employed by Huawei since July 2003 and have held several executive positions at Huawei. My current title is Senior Vice President of Sales, Wireless Business and Smart PV Plant Solution Division of Huawei Technologies USA, Inc., which is a subsidiary of Huawei Technologies, Co., Ltd ("Huawei").

5. I have substantial experience in sales in the telecommunications sector. Prior to joining Huawei, I served as Director of Strategic Sales at Lucent Technologies.

6. In my capacity as Senior Vice President of Huawei Technologies USA, I focus on customer satisfaction and strategic opportunities for Huawei Technologies USA. I oversee key customer relationships, formulate strategies for developing business and achieving the company's sales goals, and manage sales teams and operations.

III. Huawei Products

7. Huawei provides Information Communications Technology (ICT) products and services in over 170 countries to, among others, over 500 major telecommunications operators.

8. Huawei's global operations primarily encompass four sectors. First, Huawei supports international carriers through its IoT, All-Cloud, and 5G offerings. Second, Huawei's enterprise business supports almost 200 Fortune Global 500 companies through its products in cloud, big data, compass networks, data centers, and IoT. Third, Huawei's rising consumer business group offers world-class smart devices to individual consumers. Huawei shipped 153 million smartphones in 2017 and is one of the top three phone makers internationally. Fourth, Huawei recently launched its Cloud Business Unit, which includes a service portfolio of 99 services across 14 major categories, with applications in manufacturing, healthcare, e-commerce, and connected vehicles.

9. Huawei is a global leader in innovative technologies and has been recognized multiple times as such by third-party organizations. Huawei was listed 10th in the MIT Technology Review's 50 Smartest Companies 2016. In 2017, Huawei was named one of Interbrand's Top 100 Best Global Brands, placed 15th in Fast Company's World's 50 Most Innovative Companies 2017, and was in the Top 10 on the 2017 EU Industrial R&D Investment Scoreboard. Huawei holds 74,307 patents and is a member of over 360 standards organizations, industry alliances, and open source communities. In its membership role within these groups, Huawei holds over 300 key positions and has submitted over 54,000 proposals.

IV. Huawei Operations and Governance

10. Huawei is a private company wholly owned by its employees through an Employee Shareholding Scheme Ownership Plan, implemented by the Union of Huawei Investment & Holding Co., Ltd., and its founder, Mr. Ren Zhengfei.

11. At the end of 2017, 80,818 employees were involved in the Employee Shareholding Ownership Plan[1].

12. Huawei dedicates a significant subset of its revenue to innovative research and development ("R&D"). In 2017, for example, Huawei's annual investment in R&D reached USD $13.8 billion, an increase of 17.4% compared with 2016.

13. Huawei has a corporate governance structure utilizing a number of different groups and committees with distinct foci.

14. Corporate oversight of Huawei at the highest level is carried out by the Huawei Board of Directors (the "Board"), which takes an active role in the corporate governance of Huawei.

15. The Board is responsible for, among other things, reviewing and approving all plans for entering industries or strategic changes; organizational restructuring; financial policies and business transactions; any internal controls and operational compliance systems; and the employment of senior management.

16. The Board is currently comprised of 17 members, all of whom are private citizens who hold no positions in the Chinese government.

17. Huawei's governance includes multiple provisions for ensuring that it operates with the highest level of integrity, business ethics, and compliance with laws and regulations. Examples of these provisions include Huawei's internal complaint channel, investigation

[1] Huawei Investment & Holding Co., Ltd. 2017 Annual Report, at 108

mechanism, anti-corruption mechanism, and accountability system. Huawei has also established Employee Business Conduct Guidelines ("BCG"), which outline the legal and ethical requirements that every employee should follow in conducting business activities, including requirements relating to protecting cybersecurity and privacy. All employees are required to study and electronically sign a BCG commitment letter on a yearly basis. Attached as Exhibit 1 please find the commitment letter I signed in 2017.

V. Huawei-USA Operations and Governance

18. Huawei launched U.S. operations in 2001 and maintains its U.S. headquarters in Plano, Texas.

19. Huawei currently has three operating entities in the U.S.: (1) Huawei Technologies USA, (2) Huawei Device USA Inc. ("Huawei Device USA"), and (3) Futurewei Technologies, Inc. ("Futurewei") (collectively, "Huawei-USA"). Huawei Technologies USA is comprised of the wireless and wireline carrier, enterprise, and solar business groups. Huawei Device USA focuses on Huawei's consumer business. Futurewei is the U.S. subsidiary that handles Huawei's R&D in the U.S.

20. Each of the Huawei-USA entities is incorporated under Texas law. They are governed by U.S. laws, and are not subject to Chinese laws.

21. Huawei-USA currently employs over 1,200 employees across 13 offices and six R&D centers.

22. Huawei Technologies USA is the only Huawei entity that provides infrastructure products and services to carriers in the U.S. Once Huawei Technologies USA sells a product to a customer, that customer owns the title of the product and Huawei Technologies USA has no access to that product without the customer's written permission. The services Huawei

Technologies USA provides to its customers are limited to servicing its products, including installation and maintenance. Huawei Technologies USA does not manage networks for carriers ("Managed Service") nor does it provide any other services that involves storing end user data of its carrier customers in Huawei's computer systems or that would give Huawei Technologies USA access to its customers' network information. All network and user data is entirely controlled by Huawei-USA's customers. Huawei-USA is prohibited from accessing such data without prior written consent from the customer.

23. Huawei Technologies USA purchases equipment from Huawei International, Co. Limited, (Hong Kong), holds the title to such equipment, sells such equipment to its American customers, and provides service therefor.

24. Huawei Technologies USA does not access customer network information except with customer consent in order to provide service on our products. In these cases, Huawei Technologies USA uses a secure solution that ensures customer network information cannot be accessed by or transferred to the Huawei corporate network.

VI. Huawei in the U.S. Market

25. Huawei's entry into the U.S. Market provided much-needed competition. The U.S. infrastructure market is less competitive than that of other countries as the market is dominated by only two major telecom equipment suppliers (Ericsson and Nokia). As a result of the lack of competition, equipment prices in the US market in general tend to be about 20-30% higher than they are in other developed regions, for example in Europe.

26. Due to the higher price level in the U.S., Huawei Technologies USA is able to provide a lower-priced, high quality solution that enables smaller carriers to compete in the market, and allows consumers in rural America to share in the benefits of broadband. Ironically,

due to Huawei Technologies USA's relatively smaller size and market share compared with Huawei's subsidiaries in other countries, its operating costs are relatively higher, and we in fact have to sell products and services in the U.S. at a notably higher price than we do in other countries to maintain profitability.

27. Although European telecom equipment suppliers have dropped their prices somewhat since Huawei entered the market, it would go the opposite way if Huawei were to leave the U.S. market.[2] American consumers already pay a higher price for wireless phone services compared to the rest of the world. If equipment prices rise due to loss of competition, consumers will have to pay even more for their service. In addition, many smaller carriers will not be able to afford equipment and/or will suffer a loss of service focus, and rural consumers will be left unconnected.

28. The U.S. has a long history of investing in and building the high tech industry, especially in regards to information technology and communication technology. This is one of the main reasons that the U.S. is a global economic leader. Information Communications Technology (ICT) is fundamental to a country's continued development. However, various studies have shown that the United States' telecommunication infrastructure is falling behind those in other developed countries. For example, the Global Broadband Index published by Speedtest is widely used as an authoritative guide for gauging a country's telecommunication infrastructure wellbeing. In its April 2018 rankings, the U.S. ranked #44 for mobile network speed and #9 for fixed broadband.[3] A 2016 report shows the mobile network speed of United States is about 2/3 of China's.[4]

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[2] Light Reading, May 2018, https://www.lightreading.com/carrier-sdn/nfv-(network-functions-virtualization)/telus-cto-nfv-burden-may-cripple-telcos/d/d-id/743076, accessed in May, 2018

[3] Speedtest Global Index, April 2018, http://www.speedtest.net/global-index, accessed in May, 2018

[4] GSMA – The Mobile Economy North America 2016, at 10, https://www.gsmaintelligence.com/research/?file=28a21e457f1b516b804f8b0f6cef5815&download

29. Despite our global economic leadership, the U.S. faces unique challenges in terms of our telecommunications infrastructure, including a large rural population in need of economically feasible access to high speed internet. In response to these challenges, Huawei Technologies USA has repeatedly demonstrated that we can provide unparalleled broadband bandwidth at a faction of the current cost:

A. In 2009, Huawei was the first vendor in the U.S. to launch 4T4R Dual-mode Future-oriented LTE Single RAN products[5]. 4T4R LTE improved coverage for U.S. carriers by 30%;

B. In 2013, Huawei was the first to deploy the 700MHz LTE coverage extension feature;

C. Just last year, Huawei was the first vendor to launch 8T8R TD-LTE products to support 3.5GHz CBRS (Citizens Broadband Radio Service). 3.5GHz CBRS is a major frequency band promoted by the FCC and is critical to 5G deployment.

30. It is my understanding that currently no other equipment vendors in the U.S. are willing and/or able to bring these innovative and industry leading solutions to the U.S. market.

31. With its highly skilled engineer pool, Huawei is a leading innovator in software-defined-network (SDN) and Network Function Virtualization (NFV) technology. Huawei has and continues to help service providers around the world in their efforts to modernize their infrastructure. U.S. telecommunication service providers want to be able to use SDN and NFV to reduce CAPEX and OPEX, improve efficiency, introduce more diverse services, and to compete more effectively with OTTs, but it is difficult for them to find vendors in the U.S. to willingly participate, implement and build out their vision.

[5] Huawei pioneers the concept of 'Single Ran', which is the technology to deliver different radio technology using the same base station hardware.

32. 5G will be a major component in future efforts to modernize U.S. national telecommunication infrastructure. But with its incredibly complex nature in terms of technology development, business planning and commercial deployment, it represents a significant challenge for American service providers to achieve efficiently and cost-effectively. U.S. carriers have expressed their frustration with the current vendors' ability – or lack thereof – to bring leading edge technology to the U.S. market and to support them with the frequency band they desire. By allowing Huawei to participate in the 5G deployment in the U.S., 5G deployment in the U.S. could be accelerated, and the entire country could gain access.

33. However, as a result of the FCC's publication of the Notice of Proposed Rulemaking concerning 'National Security Threats', Huawei's customers are uncertain as to their ability to purchase Huawei products in the future. Many of Huawei Technologies USA's customers heavily rely on support from the Universal Service Fund. As a result, Huawei has suffered a loss of business. Customers have cancelled purchase orders, stopped paying for equipment and services already provided, and suspended projects and contract negotiations. This has caused huge financial losses to Huawei, resulting in reductions in its U.S. workforce.

VII. Conclusion

34. Huawei offers innovative technical solutions to U.S. service providers at a competitive price point, thereby benefiting U.S. consumers. Huawei has never posed a security threat to any of our numerous customers around the globe and no evidence has ever been presented to the contrary. Huawei will continue to strive towards cyber excellence and

remains open and willing to cooperate with the U.S. government and other industry partners to develop real and tangible security solutions.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on May 29, 2018.

Thomas Dowding

DECLARATION OF THOMAS DOWDING EXHIBIT 1

Huawei Technologies Co., Ltd

Official Corporate Document

Huawei Corp. CP No.【2014】001 Approved by:Ren Zhengfei

Employee Business Conduct Guidelines （V3.0）

May, 2014

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Outline

Huawei always insists on balanced growth and commits to fulfilling our social responsibilities rather than blindly pursuing maximum commercial benefits and scale.

As a leading global ICT solutions provider, we provide information network products and services. The global network needs to be stable at all times. It is our primary social responsibility to support stable and secure networks for customers, including in times of natural disasters, such as earthquake and tsunami, and other emergencies like war.

Huawei's Employee Business Conduct Guidelines set out the legal and ethical requirements that every Huawei employee should follow in conducting business activities. This means that in addition to abiding by all applicable laws and regulations, we should also have a great sense of social responsibility and fulfill our corporate social responsibility.

1.0 Introduction

Adherence to laws and ethics by each – employee of the Company (the "Employee", collectively, the "Employees") is one of the solid bases that ensures the Company's long-term and

sound development. After studying the cases that have happened in the Company and the global environment in which the Company operates, and discussing in depth what regulations with which our employees should comply while conducting business activities, we has developed the Employee Business Conduct Guidelines (BCG). BCG provides guidance and assistance for us to comply with laws and ethical standards.

The BCG is general business conduct guidelines to which all Employees should adhere. In addition to the BCG, Employees should comply with other rules of the Company, departments that Employees work for and business industries that Employees are engaged in. If there are any internal rules and regulations of the Company that conflict with the BCG, the BCG takes precedence. The world is constantly changing, and business of the Company and the world are undergoing continuous development. As a result, new ethical and legal issues continue to emerge. There is no single guideline that fits every situation. Company will regularly review and update the BCG. As new issues emerge, the BCG or specific business rules may have new interpretations and applicability within the scope of their basic principles. If you have any doubt as to the interpretation or applicability of the BCG or business rules, consult your manager. If you feel that your manager cannot provide clarification, or you are doubtful of the answers provided by your manager, you or your manager can consult the Employee Relations Department of Huawei Human Resources Department by mail at BCGinquiries@Huawei.com.

The Company's business is global. BCG is developed to be compliant with the local laws of the countries where Company does business. However, the laws, regulations and religious customs vary significantly from country to country. Therefore, if any item in the BCG is in conflict with local mandatory provisions of law, regulation or religion, Employees should adhere to those mandatory provisions.

BCG is applicable to all Employees who are contracted with Huawei Investment & Holding Co., Ltd. or any of its directly or indirectly controlled subsidiaries (for the purposes of this document the "Company" shall mean the legal entity, among these companies, with which the Employee establishes an employment relationship). For other personnel, relevant business departments can refer to and use the BCG. BCG is very important to the Company. Each employee should sign, learn, understand and comply with the requirements in the BCG. Any violations of the

BCG will be subject to appropriate disciplines (including the termination of the employment contract, pursuit of legal liability, etc.).

If you discover any behaviorthat violates the BCG, please submit an allegation through the following channels:

NOTES: BCG complain/Huawei

Email: BCGcomplain@Huawei.com

Company will investigate allegations and will not allow threats or retaliation toward employees who make the allegations.

Human Resources Department owns the interpretation and regular maintenance of the BCG.

2.0 Basic Guidelines

All Employees shall keep their commitments, adhere to BCG, work honestly, be diligent in the job and avoid fraud. Every Employee should adhere to the following guidelines：

- The responsibility to protect the security of customers' network and business will never be outweighed by the Company's own commercial interests.
- Be honest and reliable in all business activities and relationships of the Company.
- Comply with laws and regulations that are applicable to the Company and provide guidance to the Company's business operations.
- Protect and appropriately use assets of the Company and respect the intellectual property rights of others.
- Protect the Company's interest and appropriately manage conflicts between corporate and private interests.
- Treat with respect and fairness the differences in cultures and religious beliefs of customers, suppliers, business partners, and employees from all over the world.

3.0 Internal Business Conducts

3.1 Maintaining Work Environment

3.1.1 Prohibiting Discrimination or Harassment

Company does not allow the following conducts in the workplace:

- Discrimination in regard to race, color, religion, gender, age, national origin, genetics, disability or other factors unrelated to legitimate business interests.
- Sexual harassment in word or deed.
- Inappropriate comments, jokes, or behaviors.

3.1.2 Prohibiting Illegal Conduct

The following conduct is prohibited because it may be illegal or have an adverse impact on the workplace environment:

- Threat.
- Violent behavior.
- Conduct in the workplace that creates, encourages, or permits intimidation or an offensive environment.
- The possession of weapons of any type.
- The possession, use, distribution, or sale of illegal drugs or other controlled substance, except for approved medical purposes.

3.1.3 Prohibiting Alcoholic Beverages

Employees should not be on Company premises or in the Company workplace if they are under the influence of or affected by illegal drugs, controlled substances used for non-medical purposes, or alcoholic beverages. Consumption of alcoholic beverages on Company premises is not permitted.

3.2 Protecting Company's Assets

Company has a large variety of assets that consist of tangible (physical) and intangible assets (proprietary information). Company's intellectual property, especially the technology and business secrets are the most important assets of the Company. They are the output of the hard work of all Company employees. Protecting all of these assets is critical. Their loss, theft, or misuse jeopardizes the future of the Company. Employees are responsible for protecting the Comany's tangible assets, intellectual property, technology secrets, business secrets, and other intangible assets. Moreover, Employees should be alert to any exposures of the Company assets. They should report to their direct manager or the appropriate department any abnormal situation that may come to light.

There have been significant instances where the Company's physical or intellectual property assets were used illegally or without authorization. In some of these instances, certain individuals (including former Huawei employees) have been prosecuted for such activities, and have been found criminally liable for their participation in the theft of Company assets.

3.2.1 Physical Assets

Company's physical assets, such as facilities, equipment, systems, corporate credit cards, and supplies, must be used only when conducting business on behalf of the Company or for purposes authorized by management of the Company.

3.2.2 Information and Communication Systems of the Company

The Company's information and communication systems, including the Company’s connections to the Internet, are vital to Company's business. Company has the right to monitor its information and communication systems to ensure that they are secure. Any inappropriate use of

Company's systems is a misuse of Company's assets.

- Employees can use information and communication systems only to conduct business on behalf of the Company or for other incidental purposes authorized by management of the Company.
- Without authorization, Employees should not use information and communication systems to visit websites that are irrelevant to their work.
- Employees are responsible to ensure that the use of information communication systems is appropriate for proper purpose. It is also inappropriate to use information and communication systems in a manner that interferes with another employee's productivity or the productivity of others.

3.2.3 Proprietary Information of the Company

Proprietary information is information that is owned by the Company, including information in databases. Proprietary information includes such things as the Company's technical or scientific information relating to current and future products, services or research; business or marketing plans or projections; earnings and other financial data; personnel information including executive and organizational changes; software in object or source code form; and consultancy deliverables, documents, and training materials that are obtained by the Company from a third party such as a consulting company. This information, particularly the Company's confidential information, gives Company a competitive advantage in the marketplace. Company would be damaged if it's proprietary information is disclosed without authorization, or is used by competitors or others in the industry.

3.2.3.1 Employees must adhere to the Company's information security policies. Without authorization, Employees should not disclose proprietary information, or use the information outside of the Company. No matter whether the proprietary information is developed by an employee, Employee must preserve the confidentiality of the information, even after the employee leaves the Company.

3.2.3.2 Employees should be careful to avoid the inadvertent disclosure of the Company's proprietary information. To avoid inadvertent disclosure, never discuss with any unauthorized person proprietary information that the Company considers confidential or that Company has not made public. Furthermore, an Employee should not discuss such information even with authorized Employees if in the presence of others who are not authorized, for example, at a trade show reception or in a public area, such as an airport, or when using a cellular or wireless telephone or an electronic bulletin board or database. Employees should also not discuss such information with family members or with friends, who might innocently or unintentionally pass the information on to someone else.

3.2.3.3 A harmful disclosure may start with the smallest leak of bits of information. Fragments of information that employees disclose may be pieced together with fragments from other sources to form a fairly complete picture.

3.2.4 Intellectual Property Rights of the Company

The Company's intellectual property rights include, but are not limited to patents, trademarks, copyrights, business secrets and other information. Employees should adhere to corporate policies concerning intellectual property rights and information security, protect and legally use corporate intellectual property.

Employees assign to the Company all of their rights and interests in intellectual property that they developed while they are employed as managers, technicians, product planners, programmers, scientific researchers, trainers, educators, or in other professional capacities. The intellectual property includes such things as ideas, inventions, designs, computer programs and technical documents that relate to the Company's actual or anticipated business, research or development or that are suggested by, or result from, work or tasks employees perform for, or on behalf of, the Company. Employees must report the intellectual property to the Company.

While employed by the Company Employees must adhere to the following:

- Before developing new products or services or using new products or service names, employees must determine whether this development or use may give rise to any issue of intellectual property rights.
- Before applying for patents, employees should seek advice from the Intellectual Property Rights Department of the Company and provide that department with copies of any patents that have been applied for or obtained.
- Before the patents are obtained by the Intellectual Property Rights Department of the Company, Employees should not introduce or disclose information about the new products or services.
- If Employees believe that their ideas, inventions, computer programs or other materials neither fall within the business scope of the Company's actual or anticipated business interests, nor resulted from, nor was suggested by, any of their work assignments in the Company, they should discuss it with the Intellectual Property Rights Department.

3.2.4.1 Participation in External Standards Organizations

Before Employees participate or commit the Company in any external standards organization or activity, employees must receive approval from management of the Company and advice from departments that manage intellectual property rights and standards. Employees who participate in standards-related activities must accept the following responsibilities:

- Understand and comply with the commitments that they and the Company have to the standards organization.
- Understand the responsibility to protect the Company’s intellectual property rights, especially when making a commitment or a contribution to an organization.
- Avoid conflicts of interests.

3.2.4.2 Open Source Software

Involvement with Open Source Software may potentially lead to a conflict of interests with Company and the inappropriate transfer of the Company's Intellectual Property rights. Therefore, Employees involved with or who want to use Open Source Software are required to consult with

their management and the Intellectual Property Rights Department, and to comply with the Company's regulations and requirements for the participation/involvement of Open Source Software activities.

3.2.4.3 Handover before Leaving the Company

If Employees leave the Company for any reason, they must return all Company's property, including, but not limited to, documents and media that contain proprietary information, and they may not disclose or use proprietary information. the Company's ownership of intellectual property that Employees created while the employed by the Company continues after Employees leave the Company. When leaving the Company, employees cannot take away or use any Company assets, documents, codes, technologies and other proprietary information, even though they were generated or created by the Employees while they were employed by the Company.

3.3 Recording, Reporting and Retaining Information

Employees must record and report all information accurately and honestly. Every Employee records information of some kind and submits it to the company. For example, a product engineer fills out a product test report; a sales representative completes a sales report; an accountant records revenues and costs; an R&D person prepares a research report; and a customer service engineer completes a service report.

3.3.1 One very important report that many Employees use is the expense account. Employees are entitled to reimbursement for reasonable expenses, but only if those expenses were actually incurred. To submit an expense account for any expense not incurred or for any expense not used for business is dishonest and prohibited.

3.3.2 Under relevant laws, Company is required to maintain books and records reflecting the Company's transactions. It is essential that these books and records are accurate. It is strictly prohibited to provide dishonest reporting to management, monitoring departments, or auditors.

3.3.3 Employees must ensure that they do not make false or misleading statements in external financial reports, environmental monitoring reports, and other documents submitted to or maintained for government agencies, or status reports on contracts, particularly in situations where the Company is selling goods or providing services to a government client. Dishonest reporting can lead to civil or criminal liability for Employees or the Company.

3.3.4 Employees must also comply with the Company policies of records management and retain or dispose documents properly. The policies apply to information in any media, including hard copy and electronic records （such as e-mail）.

3.4 Personal Information and Property

3.4.1 Personal Information

Company and individuals authorized by the Company collect and maintain personal information that relates to Employees' employment. Company is a global organization with business processes, management structures, and technical systems that cross country borders, Employees acknowledge that, to run its business, Company may transfer personal information about them as an Employee to any of the countries where the Company does business. The access to Employees' personal information is restricted to people with a need to know.

Employees who have access to personal information should not disclose the information without prior approval from management.

3.4.2 Personal Property

Personal items, messages or information that Employees consider private are not advisable to be placed or kept anywhere in the Company workplace, such as in telephone systems, office systems, electronic files, desks, cabinets, lockers, or offices. Management of the Company has the

right to access those areas and any other Company furnished facilities. Additionally, in order to protect its employees and assets, the Company may ask to search an Employee's personal property, including briefcases and bags, located on or being removed from Company locations; the Employee is expected to cooperate with such a request. Employees, however, should not access another Employee's work space, including electronic files, without prior approval from management.

4.0 External Business Conducts

Employees must be ethical and lawful in all of business dealings whether they are selling, buying, or representing the Company in any other capacity. Company is engaged in a variety of business relationships with other companies, organizations, and individuals, including customers, authorized business partners, alliance companies and original equipment manufacturers, government departments, etc. No matter what type of organization Employees are dealing with or what its relationship is to the Company, Employees should always observe the following general standards.

4.1 Support the secure operation of customers' networks and business

It is Huawei's important social responsibility to support the secure operation of customers' networks and business. Laws in different countries are consistent in that they require to enhance the security and resilience of national critical infrastructure and to maintain a cyber environment that encourages efficiency, innovation, and economic prosperity while promoting safety, security, business confidentiality, privacy, and civil liberties.

Huawei employees should be aware of, and comply with, all applicable laws, regulations, customers' operational standards as well as Huawei's internal processes and policies. Failure to do so may result in disciplinary action within Huawei and may result in civil or even criminal liabilities.

Huawei will never tolerate any of the following conduct:

- Accessing, without customers' authorization, customers' systems and equipment to collect, possess, process or modify data and information in customers' networks and equipment, or disclose and disseminate customers' data and information.
- Embedding malicious code, malware or backdoors in products and services, developing and/ or distributing viruses, or conducting other illegal behavior.
- Attacking, destroying or damaging customers' networks or taking advantage of customers' networks to steal or destroy information or commit any activity that endangers national security, the public interest, or the legal rights and/or interests of other parties.
- Soliciting or helping any third party to do any of the above.

4.2 Protect End Users' Privacy and Communication Freedom

The Universal Declaration of Human Rights states that no one shall be subjected to arbitrary interference with their privacy and correspondence. Many countries have implemented, or are planning to implement, privacy or personal data protection laws.

When conducting their legitimate business activities, some employees may come into contact with individuals' personal data, such as end users' telephone number, content of their communications (e.g., text messages, or voicemails), traffic and location logs which are within the customers' networks. It is universally required by law that when collecting and processing personal data, one should comply with the principles of fairness, transparency, relevancy, appropriateness and secure protection.

Huawei employees should be aware of and comply with all applicable laws, regulations, customers' operational standards as well as Huawei's internal processes and policies with respect to the handling of data. Failure to do so may result in disciplinary action within Huawei and may result in civil or even criminal liabilities.

Huawei will never tolerate any of the following conduct:

- Illegal collection, disclosure, distortion, impairment, sale or provision of end users' personal data and information.
- Misuse of information and telecommunication technology to conduct surveillance on end

users' communications and / or movements, or to block or disrupt communications, or to restrict the free flow of unbiased information.

4.3Authority to Make Company Commitments

Company's contract signing processes and delegation mechanisms are designed to help the Company protect its assets and provide the appropriate controls needed for the Company to run its business effectively with Company clients, business partners, suppliers, and other third parties.

Employees should not make any oral or written commitments that create a new agreement or that will modify an existing Company agreement with a third party without compliance with appropriate processes or approval from the appropriate organizations of the Company.

4.4 Avoiding Misrepresentation

Honesty based on clear communication is integral to ethical behavior. The resulting trustworthiness is essential to forming and maintaining sound, lasting relationships. While conducting external business, Employees should not make misrepresentations or dishonest statements to anyone. If an Employee believes that the other person may have misunderstood him/her, the Employee should promptly correct the misunderstanding.

4.5 Dealing with Suppliers

In deciding among competing suppliers, the Company weighs the facts impartially to determine the best supplier for its interests. Employee should do so whether Employees are in a purchasing job, a local office, or any other part of the business--and whether employees are buying many or just a few.

4.5.1 Whether or not Employees are in a position to influence decisions involving the evaluation

or selection of suppliers, Employees must not exert or attempt to exert influence to obtain "special treatment" for a particular supplier. Even to appear to do so can undermine the integrity of our established procedures. Employees should not enter into transactions with suppliers based on nepotism, especially a supplier owned or managed by a family member or close friend of an Employee. If an Employee's family member or closed friend is involved in a beneficial relationship with one of the Company's suppliers, the Employee should proactively report and avoid transactions with that supplier.

4.5.2 Prices and other information submitted by suppliers and the Company's evaluation of that information are confidential to the Company. Employees and former employees may not use any of this information outside of the Company without written permission from management. It is essential that suppliers competing for the Company's business have confidence in the integrity of our selection process.

4.6 Competing in the Field

The Company will compete vigorously for business. If Employees are involved in marketing or service activities, Employees should compete fairly, operate with integrity and comply with all applicable laws and ethical business codes. Employees must not make any false, misleading or disparaging statements about competitors, their products, or their services.

4.7 Lawful Acquiring and Using Information about Competition

In the normal course of business, it is not unusual to acquire information about other organizations, including competitors, from legitimate sources for such purposes as evaluating suppliers and evaluating the relative merits of our own products, services, and marketing methods against those of competitors. Doing so is not necessarily illegal or unethical in and of itself. However, there are limits to how that information should be acquired and used, especially information about competitors. It is prohibited to use any illegal or unethical means to acquire and use another’s trade secrets or other confidential information, including but not limited to improper

solicitation or receipt of confidential information from clients, a competitor's employees, suppliers or any other party, whether such information is owned by the competitor or the third party. In addition, information about other organizations and individuals should be treated with sensitivity and discretion. When information is obtained accidentally or is provided by unknown sources, it may be illegal or unethical to use the information, and the Employee should immediately consult with the Legal Affairs Department of the Company.

4.8 Relationships with Other Organizations

4.8.1 Business Contacts with Competitors

Employees may often meet, talk and attend the same industry or association meetings with competitors. These contacts are perfectly acceptable as long as established procedures are followed. Acceptable contacts include sales to other companies in the same industry and purchases from them; approved participation in joint bids; and attendance at business shows, standards organizations and trade associations.

- In all contacts with competitors, do not discuss pricing policy, contract terms, costs, inventories, marketing and product plans, market surveys and studies, production plans and capabilities--and, of course, any other proprietary or confidential information.
- Discussion of these subjects or collaboration on them with competitors can be illegal. If a competitor raises any of them, even lightly or with apparent innocence, Employees should object, stop the conversation immediately, and tell the competitor that under no circumstances will they discuss these matters. If necessary, Employees should leave the meeting.

4.8.2 Relationships with Government and Government Employees

Government departments may procure products or services from Company. When dealing with the government, Employees must be aware of, and adhere to, the relevant laws and

regulations that apply governmental procurement.

Employees must be careful when dealing with the government. Employees must not give money to an official or an employee of a governmental entity if doing so could be reasonably construed as having any connection with the Company's business relationship.

4.8.3 Contact with Media, Judicial Authorities and Others

- With the globalization of Huawei, we should have fact-based communication with media in an open and transparent manner.
- When employees, acting in the name of Company, accept interviews or visits from journalists, consultants, etc., make statements or release information in the news media, or attend public activities, they must get the prior authorization from relevant department.
- When employees, in their own name, convey or release information associated with Huawei, they should be responsible for their words, and ensure that the information is fact-based, personally experienced, and in addition, employees should comply with Huawei's information security policy and other policies, to avoid undermining the reputation of Huawei or impairing Huawei's interests.
- If Employees receive a request for information regarding the Company's business from lawyers, judicial authorities, investigators, regulatory authorities, governmental agencies or law enforcement officials, they should refer the request to the Legal Affairs Department; requests from government officials or agencies should be referred to the Public Affairs and Communications Department.

4.9 Respecting Intellectual Property Rights Owned by Others

It is Company's important policy to respect the intellectual property rights owned by others. Employees should understand and comply with local laws and regulations about business secrets, proprietary information, or other intellectual property rights; respect the intellectual property

rights owned by others; and avoid penalty or punishment against individuals or Company due to improper use of intellectual property rights owned by others.

4.9.1 Information Owned by Others

Other companies and organizations, like the Company, have intellectual property that they want to protect, including confidential information. Other companies and organizations are sometimes willing to disclose and allow others to use their proprietary information for business purpose. If receiving another party's proprietary information, Employees must proceed with caution to prevent any accusations that Company misappropriated or misused the information owned by others. If necessary, Employees should seek guidance from the Intellectual Property Rights Department of the Company.

Without authorization from a third party and approval from Company, Employees should not bring into Company any proprietary information or other intellectual properties owned by a third party or use them in Company’s business.

Employees should comply with any agreement signed between Company and a third party relating to the protection of confidential information, and adhere to such agreements while working for the Company and after leaving the Company.

4.9.2 Receiving Information that May Be Confidential or Have Restrictions on Its Use

To avoid the risk of the Company being accused of misappropriating or misusing someone's confidential or restricted information, Employees should carefully deal with the information once another party's confidential or restricted information is legally in Employees' possession. Employees must not use, copy, distribute, or disclose that information unless Employees do so in accordance with the terms of the agreement. If Employees possess information that they believe may be confidential to a third party or may have restrictions on its use, Employees should consult immediately with the Legal Affairs Department of the Company.

4.9.3 Acquiring Software Owned by Others

Employees must ensure that the use of third-party software is legal and authorized and complies with terms and conditions in license agreements.

- Before accepting software, access software or data on a network or signing a license agreement, Employees must follow established procedures that may include a review with Legal Affairs Department of the Company.
- If Employees acquire software for their personally owned equipment, they should not use such software in any development work they do for Huawei, install such software on any Company-owned computer system, or generally bring such software onto the Company's premises.

4.9.4 Using Trademarks Owned by Others

Company and many other companies have trademarks (including words, names, symbols, logos, or devices) that are used to identify and distinguish the company's products and services. Trademarks consist of registered trademarks and unregistered trademarks.

In the countries and regions where we are doing business, Employees must acknowledge and appropriately use the trademarks of other companies. Specifically, Employees should always ensure that the use of trademarks comply with the trademark use policy regulated by the trademark owners. Employees should consult Intellectual Property Rights Department of the Company for questions on the proper use of a trademark.

4.10 Gifts and Amenities

Gifts offered by employees of different companies vary widely. They can range from widely distributed advertising novelties of nominal value, which you may give or accept, to bribes, which you unquestionably may not give or accept. Gifts include not only material goods, but also services, promotional premiums, and discounts.

Employees should not give or accept gifts and business amenities that exceed normal value. The following are the Company's general guidelines on giving and receiving gifts and business amenities.

4.10.1 Business Amenities

Employees may give or accept common and customary business amenities, such as meals, provided the expenses involved are kept at a reasonable level and are not prohibited by law or known client, business partner, or supplier business practice.

Frequent acceptance of business amenities may influence Employees' objective judgment on behalf of the Company. Employees must carefully deal with invitations to meals and amenities offered by other companies. If Employees feel that some invitations are inappropriate, they should turn down the invitations or pay on their own.

4.10.2 Restrictions on Receiving Gifts

Employees must not take bribes or participate in any activities that may be interpreted as bribery.

Neither Employees nor their family members can accept gifts that could influence the Company's business relationships.

It is prohibited to directly or indirectly solicit gifts or benefits from organizations that have business relationship with the Company.

It is prohibited to accept any kickbacks, commissions, tips, etc.

In some special cases, if employees cannot reject the offered money or non-customary gifts, employees must immediately report this to their manager and hand in the received money or gifts.

4.10.3 Prohibition on Receiving Referral Fee, Commission or Compensation

In Company, only the Procurement Department can refer suppliers or partners to clients and

other companies or organizations, such as referring Company authorized distributors, Company authorized dealers, software organizations or financing institutions. Employees should not make referral without authorization or accept any referral fee, commission, or other compensation for referral.

4.10.4 Adhering to Laws and Customs of Gift Giving

Company requires all Employees to adhere to all applicable local laws, regulations, and customs regarding gift giving. Employees should not offer money or high-value gifts to managers or employees of suppliers, clients or any other organizations that could influence or reasonably give the appearance of influencing the Company's business relationship with that organization. However, Employees can give common-value gifts that are compliant with laws or known client, business partner, or supplier business practices.

4.11 Complying with Laws

Company conducts a global business, and Employees come from different countries. It is the Company’s policy to comply with local, regional, or economic community laws; international practices; and agreed upon standards. These laws or standards involve investment, trade, import and export, foreign exchange, labor, environment, contract, consumer protection, intellectual property right, accounting, tax, etc.

4.11.1 Competition Laws

Laws governing competition exist in most of the countries where Company does business.

Company's policy is to comply with these laws in these countries and regions. Employees must adhere to the Company's business conduct guidelines and legal requirements under competition laws. Any concerns should be directed to the Legal Affairs Department of the Company.

4.11.2 Import and Export Laws

Company is a global business with import and export business in most of the world's countries. Employees, who are engaged in import and export activities, should be aware of import and export laws, regulations, requirements, and export control laws, and must not violate any of these laws. A failure to comply with these laws can result in fines, penalties, loss of import or export privileges, and/or even criminal liabilities for the Company.

Employees should not take advantage of import and export business operations to smuggle goods, whether goods of the Company or personal goods.

4.11.3 Environmental Protection Laws

Company is committed to environmental protection and complies with environmental laws and regulations where applicable. Each Employee should comply with environmental protection laws and Company's environmental protection policies, enhance environmental protection awareness, make environmental protection a habit, and to become a protector rather than a destroyer of the environment.

If Employees are involved in work that affects the environment, such as measuring, recording, or reporting discharges and emissions into the environment or handling hazardous wastes, Employees must be sure to comply with environmental regulations and permits and ensure that reports are accurate and complete.

4.11.4 Accounting and Financial Reporting Laws

Each Employee must adhere to the following guidelines:

- Follow financial reporting laws and regulations.
- Understand and adhere to these rules if the Employee has responsibility for or any

involvement in these areas.

- Never assist others in improper accounting or making false or misleading financial reports.
- Record and report all information accurately and completely; and never assist anyone in recording or reporting any information inaccurately or in a way that is misleading.
- Never provide advice to anyone outside of the Company, including clients, suppliers, and business partners about how they should record or report their own revenues, expenses, costs, and other assets and liabilities.

Violations of laws associated with accounting and financial reporting can result in fines, penalties, and imprisonment. If Employees become aware of any accounting or financial reporting irregularities, they must immediately communicate such information to Company through internal complaint channels of the Company.

5.0 Personal Conduct

Activities in Employees' work and life should not conflict with their duties as employees of the Company. Employees cannot abuse resources and influence in the Company to damage the Company's good reputation.

5.1 Avoiding Conflicts of Interest

Company respects each Employee’s private life. However, a conflict of interest arises if the activities of an employees may damage Company’s interests, or an employee takes advantage of the Company's resources and influence for personal benefits. Employees must avoid the possibility of any conflict of interest. The most common types of conflicts are addressed here to help you make an informed decision.

5.1.1 Assisting a Competitor

An obvious conflict of interest is to provide assistance to competitors of the Company of any current or potential product or service offering. Employees may not, without Company's written consent, work for such competitors in any capacity, such as an employee, a consultant, or member

of its board of directors, or provide any services or information to competitors.

5.1.2 Competing Against the Company

No Employee, as an individual, may sell products or services that compete with Company's current or potential product offerings in any manner. If an Employee cannot clearly judge whether the activities in which they are engaged are in conflict with interests of the Company, the Employee must consult with his manager or the Legal Affairs Department of the Company before conducting such activities.

5.1.3 Work for Suppliers of the Company

Unless approved in advance by senior management, an Employee may not be a supplier to the Company; represent a supplier to the Company; work for a supplier to the Company; or act as an employee of, consultant to or board member of a supplier. In addition, Employees may not accept money or benefits of any kind for any advice or services they may provide to suppliers in connection with their business with the Company.

5.1.4 Using Company’s Time and Assets

Employees may not perform non-Company work or solicit such business on Company premises or while working on Company time. Also, Employees are not permitted to use Company assets, including equipment, telephones, materials, resources or proprietary information for any outside work.

5.1.5 Abusing Influence in Company

Employees should not abuse their positions or influence in Company to facilitate or assist their or others' activities. Without Company's authorization or approval, Employees should not conduct surveys, negotiations, contract signings, tendering and bidding, auctions, etc., or provide a guarantee or authentication for themselves or others in the name of the Company or Employees of

the Company.

5.1.6 Participating in Part-time Jobs

A part-time job may detract from an Employee's work at the Company, negatively influence their professional judgment, or negatively impact their ability to fulfillment their employment obligations to the Company. A part-time job may infringe on the Employee's work schedule and Company resources. Therefore, Company usually does not allow Employees to participate in part-time jobs. If Employees have such concerns or requirements, they should inform their managers in advance and get approval from the Company.

5.1.7 Personal Financial Interests

Employees should not have a financial interest in any organization with which the Company does business or competes, if that interest represents a conflict of interest with the Company. Such organizations include, but are not limited to, suppliers, competitors, clients, and distributors.

It may be that an Employee's spouse, or another who is close, is a competitor of or supplier to the Company or is employed by a competitor or supplier. While everyone is entitled to choose and pursue a career, such situations call for extra sensitivity to security, confidentiality and conflicts of interest. The closeness of the relationship might lead to inadvertently compromising Company's interests. If an Employee encounters such a situation, he should inform the Company to assess the nature and extent of any concerns and how these concerns can be resolved. In some instances, a change in the job responsibilities of one of the people involved may be necessary.

5.2 Using Inside Information and Insider Trading

In the course of performing duties for the Company, Employees may become aware of information about the Company or other companies that has not been made public. Employees and

their family members must not utilize such inside information to obtain financial benefits as this is unethical, and may be a violation of law.

Employees and their family members must avoid the following:

- Utilize inside information about the Company or other companies to obtain financial benefits.
- Evade these guidelines by investing in the name of another.
- Disclose inside information to anther person, including Employees, who do not need to know.

5.3 Participating in Political Activities or Community Activities

Employees' participation in political activities or community activities should not infringe on their Company schedule, assets, or resources; influence the fulfillment of their job duties; or influence their professional judgment. These activities may be misunderstood as being identified with the Company, which may reflect negatively impact on the Company.

Company is a business oriented company. Therefore, without authorization, an Employee must not, in the name of the Company or as an employee of the Company, participate in any political activities, voice any political opinions, or participate in any community activities. If Company is negatively impacted by such activities, the Employee must resign from the Company to avoid any further conflict of interest.

5.4 Guidelines of Personal Ethical Practices

5.4.1 The personal ethical practices of Employees directly influence the Company's image and reputation. It is difficult to imagine that a person with bad ethical practices can accept key position with the Company and gain the trust of customers and colleagues. Employees should not conduct any activities that violate ethical standards or local laws, which may negatively impact Company's reputation.

5.4.2 Employees may often pass through customs due to overseas business travel. Therefore, they must understand and adhere to local laws and regulations related to smuggling and contraband

goods, in order to avoid violations. For example, in some countries, carrying ivory, diamonds, animal fur, or gold through customs may result in criminal liabilities.

5.4.3 In addition to adherence to local laws and regulations, Employees must understand and respect local religious beliefs and customs and avoid any religious offensive.

I confirm that I have carefully read and fully understand the contents of the BCG, and will comply with them.

Signature:

Identity Number:

Employee ID:

Date:

To: Members of Board of Directors， Members of Supervisory Board

Cc: All dept. of the company, and regional offices

Huawei Technologies Co., Ltd May 8 ,2014

Version Record

Version	Prepared/Modified by	Preparation /Modification Date	Content/Reason for Modification
V1.0	Qian Qi/ 00133420	October, 2008	New Development
V2.0	Ming Luo/00159912	April, 2013	Add the “Outline”, “Support the secure operation of customers’ networks and business” and “Protect End Users’ Privacy and Communication Freedom ”; Amend the “Contact with Media, Judicial Authorities and Others”

V3.0	Ming Luo/00159912	May, 2014	Add the “Lawful Acquiring and Using Information about Competition”; Amend the “Competing in the Field”, Employees must not make any false, misleading or disparaging statements about competitors, their products, or their services