Standard Operating Procedure on Corporate Hospitality

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Document ID	D530633424
Document location	Nokia Group intranet, ShareNet

Change History

Version	Status	Date	Author	Owner	Reviewed by	Reviewed date	Approver	Approval date	Description of changes
1.0	Approved	26-03-2015	Camilla Orko	Ethics and Compliance	GLT, NET LT	26-03-2015	Maria Varsellona	26-03-2015	
2.0	Approved	08-01-2016	Camilla Orko	Ethics and Compliance			Maria Varsellona	08-01-2016	
3.0	Approved	07-01-2017	L. Ferrari	Ethics and Compliance	Jeff Eglash	09-01-2017	Maria Varsellona	13-01-2017	

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1 Introduction and Purpose

Nokia supports the nurturing of proper business relations. The exchange of modest gifts or hospitality during the normal course of business is generally permissible and beneficial to Nokia by strengthening customer relationships. However, such activities must be appropriate and undertaken in accordance with applicable laws and policies.

This SOP governs the giving and receiving of gifts or hospitality by Nokia employees to/from external third parties, including government officials, customers, partners, suppliers and others who want to conduct business with Nokia. Nokia employees must never give nor receive anything that could reasonably be viewed as a bribe. Bribes of any value are always illegal, and are not limited to payments of cash. Anything of value can be a bribe. It is therefore important that every employee who is in the position of giving or receiving gifts or hospitality understands and follows this SOP. Nokia competes and wins based on the quality and value of our products and services, not on the quantity or expense of the hospitality we offer.

Non-compliance with this SOP is grounds for discipline, up to and including termination of employment.

2 Definitions

"Hospitality": Anything of value that the recipient uses, consumes or enjoys with the person giving the hospitality. Hospitality categories include, but are not limited to: meals (food, drinks), entertainment, cultural events or sporting events where both the giver and the recipient are present together.

"Gift": Anything of value that the recipient retains, uses, consumes or benefits from without the giver. Tickets to an event where the recipient attends without the giver is an example of a gift.

"GTE Tool": GTE stands for "Gifts, Travel and Entertainment". This SOP requires certain hospitality requests to be registered with and pre-approved by Compliance. The GTE Tool is the online platform where these registrations and approvals take place and are recorded.

"Government Official": This means

- Any "traditional government official", meaning any employee, officer or director of any government body or agency at any level (for example:

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municipal, county, state, city, provincial, district, canton, federal, national, country, international).

- Any employee, officer or director of a "state-owned enterprise" (SOE), meaning any company that is majority-owned by a government entity or which is otherwise controlled by a government entity. If you are unsure if the organization is an SOE, then raise the matter to Compliance for further consideration, or otherwise treat it as an SOE for the purpose of this SOP.

"Local Requirements": In some cases, local procedures add to or differ from the requirements of this SOP. In cases where local rules/laws apply and are more stringent than the requirements set in this SOP, the local laws/rules prevail and have the full force and effect of this SOP. If you are uncertain whether more strict local rules apply, contact your Regional Compliance Counsel for guidance.

3 Scope

This SOP applies to each Nokia director, officer and employee, including employees of Nokia's wholly owned affiliates and subsidiaries. This SOP also applies to directors, officers and employees of other business entities (e.g. joint ventures) in which Nokia owns a majority of the shares or exercises effective control of the entity.

In instances where Nokia owns 50% or less of the company, or does not control the company, Nokia will make good faith efforts to persuade the company to adopt this SOP, or substantially similar procedures.

4 SOP Requirements

4.1 Offering Gifts or Hospitality

Corporate hospitality can be a good way to facilitate building and strengthening legitimate business relationships. In general, hospitality (i.e., when Nokia and the recipients are together) is preferred to the giving of gifts (i.e., when something is given to a recipient for their own use). Gifts do not provide a means for developing the relationship and are more susceptible to being viewed as having an improper purpose. Sometimes gifts are customary and appropriate. In such cases, the gifts should be of modest value (i.e., ≤ 50 EUR) and, if possible, be branded Nokia items to avoid any appearances of impropriety.

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Do

- Offer and give reasonable and appropriate gifts/hospitality to promote Nokia and our products and services, or to build genuine professional relationships to further our business.
- Offer and give any gifts/hospitality in an open and transparent manner, and ensure that they are recorded and described accurately in all Nokia records and systems.
- Consider offering gifts/hospitality to the customer entity and allowing it to select the particular individual employee who may receive it.
- Ask questions and discuss borderline or questionable matters concerning gifts and hospitality with your compliance leader at the earliest possible opportunity.
- Follow the approval matrix for all gifts above the minimum threshold specified in Section 6.

Do Not

- Offer any gift or hospitality that is illegal under any local laws or regulations applicable to the recipient, or which is prohibited by a contractual commitment that Nokia has with the recipient organization. For example, some customer contracts might limit or prohibit what suppliers can give to the customer's employees. If you are unsure whether any such restrictions or limits apply, contact the Legal & Compliance representative for your country or customer.
- Offer or give any gift or hospitality or any other thing of value as a means of improperly influencing a customer or other stakeholder to award business or to provide any other advantage to Nokia.
- Offer or give any cash or cash equivalents, for example, gift cards or vouchers, except in limited situations where such offers are considered customary. If you are unsure whether any such gift is appropriate under the circumstances, consult with your compliance representative in advance of providing such gift.
- Offer or give any gift or hospitality that in itself is, or the venue of such hospitality is, inappropriate, sexualized in nature (visual or physical), obscene, racist, offensive or otherwise would cause embarrassment to Nokia or the recipient if it became public. Note that there may be special guidelines applicable to specific countries or types of venues. Consult with your local Legal & Compliance representative to determine whether any special rules may apply.
- Offer or give any gift or hospitality that is extravagant or lavish. The determination of whether a gift or hospitality is extravagant or lavish may depend upon the circumstances and may require consultation to evaluate, among other factors, the recipient's position (e.g., CEO or senior executive) or what is customary in a given jurisdiction.
- Offer or give any gift or hospitality in a secretive manner, or otherwise misrepresent the courtesy in any way. Do not participate with anyone else in misrepresenting the gift or

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hospitality. If you become aware that a recipient will misrepresent your gift or hospitality in their organization's records, then do not provide the gift or hospitality.

- Attempt to circumvent any of the restrictions or requirements of this SOP by using your own money to pay for any gift or hospitality instead of seeking reimbursement from Nokia. This SOP applies regardless of the source of funds. You should not use your own money to pay for any gift or hospitality to any Nokia customer.
- Offer or give any gift or hospitality indirectly, for example, through a contractor, vendor, or other third party.
- Offer or give any gift or hospitality to spouses, partners, family members or friends of customers or other Nokia business contacts. Exceptions to this prohibition may be granted in very limited circumstances and require pre-approval by compliance.

Modest value items showcasing the company's products or logo, including technical user manuals, or other items that may be on public display, independent of the type of recipient, are not considered "gifts" and do not require compliance pre-approval under this SOP.

Non-Nokia branded items, including those given as prizes or giveaways at marketing events, are considered "gifts" under this SOP. The approval thresholds and requirements of Section 6 apply. If multiple gifts are given to any recipient, you must use the combined value of all such gifts to determine whether the approval thresholds in Section 6 are met.

4.2 Travel and Lodging for Customers and Other Non-Nokia personnel

As a general matter, offering or paying for travel or lodging for customers or any other non-Nokia personnel is prohibited. "Travel" for the purpose of this section means long-distance travel (usually air travel) and "lodging" includes any accommodation paid for by Nokia (usually hotel). "Travel" does not include reasonable and appropriate means for local transportation or in-city taxis.

There are four exceptions to the general prohibition on payment for travel:

1. Travel is required under a contractual commitment with a specified scope and purpose directly related to performance of the contract (e.g. training, etc.). Before entering into such commitment, the clause/commitment must be approved by Legal & Compliance.
2. Travel is an express requirement of a formal bidding process.
3. Travel is for a guest speaker invited by Nokia where the event and/or topic of the speech is related to Nokia's business.
4. Travel is provided to a prospective or current customer or other stakeholder for the specific purpose of promoting or demonstrating Nokia's products, services and solutions and where bringing the customer/stakeholder to Nokia's premises or to a private

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marketing event is more effective or cost efficient than sending Nokia personnel to the recipient's location. A private marketing event is understood as an event where only Nokia products are showcased and no competitors are present.

Requirements for granting any of the four exceptions to the general prohibition for travel:

- All travel requires review and pre-approval via GTE by the Line Manager and Regional Compliance Counsel or delegate.
- Nokia will not pay for nor provide any personal trips or extra travel time beyond the dates reasonably required to support the legitimate business purpose of the travel. The dates of travel, and any associated letter of invitation for visa purposes, must therefore be closely tied to the dates of the Nokia business event(s). In most cases, arrival the day before an event begins and departure the day following the conclusion of the event will be appropriate. In the case of long-haul travel, arrival up to two days before the beginning of the event and departure up to two days after its conclusion may be allowed. You must follow any applicable local procedure for obtaining letters of invitation for your visitors. Separate compliance approval via the GTE tool for letters of invitation that conform to travel time as stated above is not required under this SOP.
- Nokia will not pay for any travel expenses for spouses, partners, family members or friends.
- If exceptional travel and lodging expenses for your customer have been pre-approved by Compliance, you are accountable to ensure that the business trip is compliant and does not deviate from the intended purpose.

NOTE: There may be other limited circumstances requiring exceptional approval of travel and/or lodging for customer events that do not meet the four exceptions listed above. These situations must be reviewed and pre-approved by both the Line Manager and the Regional Compliance Counsel and, where appropriate, by the Chief Compliance Officer.

4.3 Accepting Gifts or Hospitality

In addition to providing gifts or hospitality, accepting business courtesies is also a means for developing professional business relationships. However, these activities may carry compliance risks. Provided below are guidelines for receiving gifts or hospitality. In case of doubt, refer to your supporting Regional Compliance Counsel for advice.

Do:

- Accept reasonable hospitality from stakeholders as a means of building and maintaining your professional relationships and profile within our industry and/or your profession.
- Discuss potential gifts/hospitality with your supervisor, manager and local compliance leader.

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Do not:

- Accept any hospitality that is frequent or lavish and which could call into question your objectivity in the performance of your job and your duty of loyalty to Nokia. Be particularly cautious when accepting any hospitality from current or potential suppliers of Nokia.
- Accept any gifts of more than nominal value (approximately 50 EUR). If it is not professionally appropriate to decline a gift of significant value, then the gift must be accepted on behalf of Nokia and will become the property of Nokia.

  Note: Receipt of gifts and/or hospitality does not need to be recorded in the GTE tool.

4.4 Red Flags and Key Considerations

All gifts and hospitality must be appropriate in the context in which they are given. Even low value gifts or hospitality could be improper if there are warning signs that would indicate or suggest to a reasonable person that the gift or hospitality is meant to improperly influence the recipient. Below are some key red flags and considerations you must consider for any gifts or hospitality that you give or accept. This list is not exhaustive. Good judgement is always required for these activities.

- **Proportionality:** The value and nature of a gift/hospitality must be appropriate for the situation and seniority level of the recipient. For example, a fine dinner with a customer's CEO might be appropriate, but the same dinner with a junior procurement person at the customer could appear lavish and lead to improper influence or the appearance of impropriety.
- **Timing:** If the gift or hospitality is offered at a time when the recipient must make or can influence a decision critical to the giver's business (for example, the award of a contract), it is more likely the gift or hospitality could be a bribe or could be viewed by others as a bribe. For this reason, you should generally avoid giving hospitality when the recipient is presently responsible for making or influencing a decision that is important to Nokia.
- **Secrecy:** It is a strong warning sign anytime a giver or recipient of a gift/hospitality suggests that the gift/hospitality not be disclosed to others in their organization, or that its nature or value be misrepresented or obscured. Always insist on full transparency for and accuracy of any offer/receipt of a gift/hospitality.
- **Pressure:** If the recipient of the gift/hospitality specifically asks the giver to provide it, or otherwise creates pressure to get it, then the risk that the gift/hospitality is or could be seen to be improper is greatly increased.

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- **Frequency:** Even modest gifts/hospitality can become improper if they are given too often to the same recipient. The gift/hospitality can then be, or appear to be, part of a pattern of giving designed to improperly influence the recipient. See Section 6.2 for further detail.

4.5 Government Officials

Most countries apply strict criminal sanctions restricting the provision of any type of gift or hospitality to a Government Official. Before you give or commit to giving any gift or hospitality to a Government Official, you must:

- Verify with your local or customer Legal & Compliance representative whether rules that are more strict than this SOP apply to the intended recipient;
- Obtain pre-approval from Compliance before giving any gift or hospitality worth 50 Euros or more to a Government Official.

4.6 Marketing Events

Nokia's participation in marketing events or recognized industry events does not require pre-approval by compliance.

A marketing event is a promotional strategy involving face-to-face contact with our customers at private or public special events. It is aimed to reach customers through direct hand-to-hand sampling or interactive displays, engaging them while they are in a willing and participatory position.

A recognized industry event is any conference, seminar, awards dinner or other similar event, which is hosted by a known association or organization in an industry relevant to Nokia's businesses and which is advertised to and attended by participants of that industry. For further guidelines on participation in recognized industry events, refer to the Nokia SOP on Donations, Other Contributions & Sponsorships available on the Ethics & Compliance intranet.

Other gifts or hospitality associated with marketing events, recognized industry events, or other events (i.e., meals, gifts, entertainment, etc.) are still subject to this SOP and may require Compliance pre-approval.

Note - Conference Passes: Giving conference passes and reasonable upgrades (for example, Silver or Gold upgrades for Mobile World Congress) to customers does not require pre-approval under this SOP and does not need to be registered in the GTE tool. But, you should seek guidance from Compliance for any pass/upgrade that includes personal benefits that could be considered lavish or not commensurate with the seniority level of the recipient. Platinum passes

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for Mobile World Congress are an example of the kind of passes that should not be offered without first seeking guidance from Compliance.

5 Approval Procedure

Certain gifts and hospitality must be approved in advance by Compliance and properly recorded. If you give a gift or provide hospitality without obtaining pre-approval where approval was required, then you must submit the required information for approval and describe fully why approval was not sought in advance. The procedure for determining and obtaining approvals under this SOP is as follows:

1. Ensure that your proposed gift or hospitality meets the requirements of this SOP.
2. Determine whether Line Manager and/or Compliance pre-approval is required per Section 6 of this SOP.
3. If pre-approval is required, submit your request in the GTE Tool. GTE tool can be accessed through the GTE link. If the GTE tool is not available to you, locate the appropriate form and submit the completed form to your regional compliance organization. Offline forms are located on the intranet at the following LINK, or from your supporting Regional Compliance Counsel.
4. Ensure that you fill out all forms, whether in the GTE tool or offline, with complete and accurate information. Respond to any requests for clarification needed to support the application.

When giving an approved gift, or providing approved hospitality, ensure that you remain within the limits and conditions of the approved request. If the actual event exceeds the approved value, or otherwise deviates from the conditions of the approval, then submit a detailed explanation of, and reason for, the deviation to the Compliance Department. Whenever there is a material change implying different approval levels, a new approval application must be submitted.

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6 Approvals

The table below shows when and what pre-approvals are required by this SOP. This SOP does not replace, but is in addition to, any other approvals that may be required within your business, function or geography. It is your responsibility to know and follow any such requirements. If you believe that the requirements of another policy or procedure conflict with this SOP, please contact your supporting Regional Compliance Counsel for clarification.

				REQUIRED APPROVALS		
			Thresholds *Per Recipient – Per Person*	**Line Manager***	**Regional Compliance Counsel or Delegate**	**Chief Compliance Officer**
HOSPITALITY	Per day – Per Category	**PRIVATE**	< EUR 200	NO	NO	NO
			≥ EUR 200 but < EUR 500	YES	NO	NO
			≥ EUR 500 but < EUR 1000	YES	YES	NO
			≥ EUR 1000	YES	YES	YES
		GOVERNMENT OFFICIAL	< EUR 50	NO	NO	NO
			≥ EUR 50 but < EUR 500	YES	YES	NO
			≥ EUR 500	YES	YES	YES
GIFTS	Per event	**PRIVATE**	< EUR 50	NO	NO	NO
			≥ EUR 50 but < EUR 500	YES	YES	NO
			≥ EUR 500	YES	YES	YES
		GOVERNMENT OFFICIAL	< EUR 50	NO	NO	NO
			≥ EUR 50 but < EUR 500	YES	YES	NO
			≥ EUR 500	YES	YES	YES

* **Note:** Per this SOP, and as reflected in the chart above, the Line Manager is acting as an approver for compliance review purposes. In instances where Line Manager approval is not required for compliance purposes, Line Manager approval may still be required by your business, function or geography for financial, budgeting or other purposes. It is your responsibility to know and follow such requirements.

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6.1 Travel

Please refer to Section 4.2 for requirements for exceptional travel pre-approval.

6.2 Frequent or Recurring Hospitality

The limits and thresholds in this SOP apply to each instance wherein gifts or hospitality are provided. Although this SOP does not establish overall cumulative limits applicable to multiple events (e.g., taking customers to dinner every month), a rule of reason should apply. Hospitality may be provided occasionally or intermittently rather than regularly, respecting the intent of this SOP to limit such incidents to avoid the appearance of impropriety. Any time hospitality is provided to the same individual recipient four or more times per year, the matter should first be discussed with your Business or Regional Compliance Leader. It is the responsibility of the employee seeking to provide such hospitality to determine whether the recipient has previously received hospitality from the Company.

7 Finance Review and Reimbursement

The Finance Organization is responsible for reviewing and validating that relevant documentation related to the approval request is accurate. All supporting documentation (expense vouchers, detailed receipts, etc.) must be submitted to the Finance Organization for reimbursement together with the corresponding GTE Request Number and approval, or the approved offline form.

The Finance Organization will review such documentation. If the actual expenses exceed the approvals by more than ten percent (10%), or are otherwise inconsistent with the approval, the Finance Organization will inform the Compliance Organization and withhold the reimbursement unless and until the reimbursement is approved by the Compliance Organization. If the Finance Organization later determines that a reimbursement has been made to an employee where a required prior approval was not correctly obtained or was rejected in accordance with this SOP, Nokia reserves the right, where permitted by applicable law, to reclaim the incorrect reimbursement from the employee in addition to any other remedial or disciplinary measures that are determined to be appropriate under the circumstances.

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8 Records

All Nokia employees must ensure that the company's books, records and accounts are kept in reasonable detail, accurately, and fully and fairly reflecting the transactions and dispositions of the assets of the Company. The requirement to be accurate and complete applies to all forms required for processing or recording gifts or hospitality, whether in the GTE tool or in offline formats. The requirement also applies to records that must be kept outside of the GTE tool or Compliance department records, including records and approvals related to the reimbursement of expenses or records related to gifts/hospitality that does not require approval under this SOP.

9 Resources and References

9.1 Related Documents or Web Sites

Resource Title
Anti-Corruption program web page
Offline compliance forms
Donations and Sponsorships SOP
GTE Tool link
Ethics & Compliance Intranet
Nokia Code of Conduct

9.2 Contacts

For questions related to this SOP, in particular related to the Compliance review and approval of Hospitality and Gifts, please contact your Regional or Business Compliance Counsel.

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