



Title:

ATC India Code of Ethics and Business Conduct Policy

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REVISION HISTORY			
REV	Description of Change	Author	Effective Date
0	Initial Release	Corporate Law and Human Resources	01/01/03
1	Amended and Restated	Corporate Law and Human Resources	11/01/04
2	Amended and Restated	Corporate Law and Human Resources	01/01/06
3	Amended and Restated	Corporate Law and Human Resources	11/16/06
4	Amended and Restated	Corporate Law and Human Resources	11/11/08
5	Amended and Restated	Corporate Law and Human Resources	12/21/10
6	Amended and Restated	Corporate Law and Human Resources	01/01/12
7	Amended and Restated	Corporate Law and Human Resources	09/18/12
8.	Amended and Restated	Corporate Law and Human Resources	05/07/14
9	Amended and Restated	Corporate Law	09/10/14
10	Amended and Restated	Corporate Law	01/01/16
11	Amended and Restated	Corporate Law and Human Resources	07/15/16

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1. Senior Management's Message

This ATC India Code of Ethics and Business Conduct Policy sets forth policies and practices that relate to how we conduct business at the Company. It applies to each of its Directors (subject to the note below) and Employees, setting a clear expectation of the standards we must follow. Notwithstanding any provision herein to the contrary, the provisions of this Code shall not apply to any Director who: (i) is not designated by ATC, (ii) is not independent, and (iii) annually represents to the Company's Board of Directors that he or she: (x) is at such time bound by a code of conduct relative to his her employing entity that substantially encompasses the terms or provisions of this Code and referenced or related policies, (e.g., anti-bribery, anti-insider trading, anti-money laundering, OFAC, competition, moonlighting, etc.) (the "***Investor's Code***"), and (y) will conduct his or her business and relations with the Company as though the Investor's Code's restrictions and obligations were being imposed on him or her with respect to the Company (and not simply his or her employing entity).

This Code is consistent with: (a) the Code of Ethics and Business Conduct Policy developed and implemented by American Tower Corporation ("**ATC**"), and (b) in all material respects with the Tata Code of Conduct of 2008, which previously applied to the Company under its former name, Viom Networks Limited.

As our Company continues to grow and as we transform to meet the needs of today's increasingly global business environment, one thing that never changes is our commitment to operate according to the highest ethical standards. Ethics and integrity are not just woven into this Code, they are key parts of our Vision, Mission and Diversity Statements as well as our Core Principles, which collectively help define who we are and how we do business, and further provide a framework for the values that guide us. They are critical components of our Company's culture.

"Consistently meeting the highest ethical standards throughout our organization requires the active participation and commitment of all Employees, starting with me and my team, and extending throughout every office, constituent entity, and department in our global organization."
– Jim Taiclet, CEO

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While our Code is wide-ranging, it does not address every situation. Perception matters. So, it is important that we all make certain that no one observing our actions would have reason to believe that even the slightest unethical conduct exists or could be implied. You are not only responsible and accountable for compliance with this Code; you are also responsible for reporting violations of this Code.

Various internal resources for reporting concerns have been established and Employees can also confidentially contact an external third-party resource. All good faith reports of violations, as explained in this Code, will be investigated as fully as practicable depending on the particular facts and circumstances. American Tower will protect from retaliation any Employee who appropriately and in good faith reports an honest ethics concern.

Our Code will be enforced fairly and consistently, regardless of the applicable Employee's office or position in the Company. As we strive to make the Company even better, an important element is our continued commitment to ethics and integrity in everything we do. Our Code, along with other established Company policies and a robust compliance training program, will help all of us uphold this commitment.

2. Definitions

- 1.** *Authorized Spokespersons:* ATC's Chief Executive Officer, Chief Financial Officer, ATC General Counsel, Executive Vice Presidents, or their authorized designee, including, without limitation, any specifically designated member of ATC's investor relations department or communications department.
- 2.** *Code:* This ATC India Code of Ethics and Business Conduct Policy.
- 3.** *Company* ATC Telecom Infrastructure Private Limited (f/k/a Viom Networks Limited), an indirectly held subsidiary of ATC, which operates in conjunction with ATC's other indirectly held Indian subsidiaries (collectively, "ATC India"). Unless context indicates otherwise, references to (a) the "Company" shall include the Company and ATC India, and (b) "American Tower" shall include each indirectly held Indian subsidiary of ATC, including the Company.

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4. *Director:* A member of the Board of Directors of the Company or any of the ATC India entities.
5. *Employee:* An individual employed by the Company or any of the ATC India entities.
6. *Ethics Committee:* With respect to (a) ATC, the ethics committee created by ATC's Audit Committee to resolve matters relating to the ATC Code, including with respect to providing waivers under the ATC Code, and (b) the Company, the ethics committee created by the Company's Board of Directors.
7. *Family Member:* An Employee's immediate relative and/or household member including, but not limited to, a spouse, child, sibling and/or any other person whose close, personal relationship with the Employee presents an actual, or reasonably could cause a perceived, conflict of interest.
8. *Material Information:* Any information that a reasonable investor would consider important in deciding whether to buy, hold or sell ATC securities—in short, any information that could reasonably be expected to affect the price of ATC securities.

3. Introduction and Overview

The Company is committed to conducting business in accordance with all applicable legal requirements and strives to achieve high ethical standards. The Company and its Directors and Employees must comply with applicable laws, rules and regulations in all countries in which ATC or its subsidiaries, such as the Company, operate or hold assets. The Code also applies, as indicated herein, to customers, vendors, and suppliers (collectively, "***Business Partners***").

The Code does not specifically address every situation you might encounter. Nevertheless, it provides guidance for specific situations that may arise. It is your responsibility to comply with this Code and to exercise good judgment so as to act in a manner that will reflect favorably upon the Company and you. You should seek to comply

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with the spirit as well as the letter of this Code. You may not attempt to achieve indirectly, through the use of third parties, acts that are prohibited by the Code. Violations of law, rules, regulations or this Code will subject you to disciplinary action, which may include suspension or termination of employment or Board service and/or legal action.

The Code applies to all Employees, and Directors. The Code is designed to provide guidance on the Company’s ethical principles. The values presented in the Code must be interpreted within the framework of the minimums established by the laws and ethics wherever the Company or American Tower operate. However, this Code does not set forth all of the policies on ethical or legal matters for which you are responsible for knowing and complying (e.g., Anti-Insider Trading Policy, Communications Policy, Policy on the Foreign Corrupt Practices Act (“FCPA”), Sanctions Compliance Policy and Derivatives Policy and Procedures) and the various laws, rules and regulations applicable to your job or position.

As discussed in greater detail in Section 10, you must promptly report when you have either knowledge of, or good faith belief about, any actual or possible violation of the Code or an event of misconduct, act of misdemeanor, or any other act not in the Company’s interest

There are no acceptable reasons for either violating the Code or not reporting either a known violation or one that is suspected in good faith.

This Code is not an employment contract and nothing contained in this Code should be construed as a guarantee of continued employment. Your employment with the Company or any ATC India entity is on an “at-will” basis, as and to the extent, consistent with Indian law, which means that either you or the Company may terminate the employment relationship at any time, with or without cause with applicable notice.

Compliance with the Code is, however, mandatory, and your failure to fully comply with it at all times will subject you to discipline, up to and including termination of employment or Board service. The requirements of this Code are in addition to any other Company policies or requirements.

This Code is effective as of the date first referenced above, supersedes all previous Codes with respect to the Company or any ATC India entity, and remains in effect subject to any amendments. It will be reviewed by the Company’s Board of Directors no less frequently

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than annually to assure continuing compliance with applicable laws and stock exchange regulations. The Company's Board of Directors, at its discretion, may change, modify or otherwise alter this Code.

Failure to either read or acknowledge this Code does not exempt you from your responsibility to comply with the Code or with applicable laws and regulations.

4. Maintaining a Safe Work Environment

American Tower strives to maintain a safe work environment for its Employees. To that end, the available American Tower policies include the following: [Anti-Harassment Policy](#) and [Electronic Communication Policy](#). Employees are required to review those policies and all other policies, including their reporting procedures.

In addition to its various workplace policies as referenced above, subject to applicable privacy laws, American Tower requires that its Employees advise the Company of any developments related to an Employee's criminal background. Accordingly, (a) each Employee must disclose to the Company's or applicable ATC India entity's Human Resources Department, and (b) Directors of the Company must disclose to the Company General Counsel or ATC General Counsel, any pending felony charge against him or her, regardless of whether the charge stems from the individual's duties for the Company. While the existence of the charge and accompanying details shall be kept confidential, upon disclosure a determination will be made, based on the nature of the charge and the individual's role, whether remedial measures, up to and including termination, are warranted.

5. Maintaining Accurate and Complete Records

American Tower strives to maintain accurate business records and to protect Company funds and assets. American Tower is committed to maintaining a system of internal controls that ensures compliance with applicable laws and regulations, and that promotes the full, accurate, and timely disclosure of information in the Company's and American Tower's reporting to internal management, its Board of Directors, external auditors and external parties, including regulatory and governmental authorities.

5.1 Books and Records

American Tower's books and records should accurately reflect its transactions in reasonable detail and in accordance with its accounting practices and policies.

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American Tower prohibits unlawful, false or misleading entries in its books and records for any reason and will not condone any undisclosed or unrecorded bank accounts or assets. A contract's value must not be inflated, duplicated or made with the intention that any portion is to be used for any purpose other than what is described. All invoices must accurately reflect the products or services sold or leased at the true price and terms of the agreement. The generation of invoices containing inaccurate valuations to enable the purchasing/leasing party's ability to avoid duties, customs or other taxes is prohibited.

5.2 Release of Material Non-Public Information

American Tower strives to ensure that all information released to outside parties is accurate and in accordance with applicable legal requirements. Accordingly, non-public information that reasonably could be considered to be Material Information must be approved for release only by an Authorized Spokesperson in accordance with the American Tower Communications Policy. All inquiries from security or financial analysts, brokers or traders, individual shareholders or from media representatives should be directed to the Senior Vice President, Investor Relations or an Authorized Spokesperson. Certain non-public information that is Material Information and related to American Tower's business may not affect American Tower's stock price, but may affect the stock price of another company or the value of other investment opportunities. You may neither use such information to gain personal benefit nor tip off another person to act, whether or not for your personal benefit.

6. Conflicts of Interest

American Tower strives to encourage and promote objectivity in business decision-making. Employees and Directors have a duty of loyalty to the organization and are expected to make business decisions with the Company's best interests in mind and to exercise business judgment independent of external influences such as personal financial interests, external business relationships, outside employment and familial relationships. Avoiding conflicts of interest is critical to maintaining integrity and honesty in the way American Tower conducts its business.

6.1 Conflict of Interest Defined

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A conflict of interest occurs when your private interest interferes or has the potential to interfere with the Company's interests. This can arise when you take actions or have interests that make it difficult to perform your work objectively and effectively or when you or a Family Member receive improper personal benefits as a result of your position with American Tower. You are expected to use good judgment, adhere to high ethical standards, and avoid situations that create an actual or potential conflict of interest.

6.2 Conflicts Must Be Disclosed

You must disclose to the Company's Ethics Committee actual and potential conflicts of interest, including any material transaction or relationship that reasonably could be expected to give rise to a conflict of interest or situations in which you believe that it may not be possible to avoid a conflict of interest. Officers and Directors of the Company may disclose such matters to the General Counsel of the Company or Chairman of the Board of Directors, and Directors may disclose such matters to the ATC General Counsel.

The Company reserves the right to terminate or transfer you if you have a conflict of interest, or require you to take steps to eliminate the conflict of interest as a condition of continued employment. In the case of a Director, a conflict of interest could be grounds for removal from the Board. The following sections detail common examples of situations that may involve conflicts of interest and for which you should be prepared to consider a disclosure as stated above.

6.3 Moonlighting and Outside Interests and Employment

It is an express condition that the Company's personnel are whole- time employees and accordingly, you shall devote your full time and attention to the Company's business and affairs. You shall not, without express prior written permission of the Company, directly or indirectly, undertake any other business, work, employment or public office, or render advisory or other services on payment or otherwise in connection with any other business enterprise or any other entity. In the event of breach of this condition on your part, you shall be subject to immediate termination without notice or compensation. During your employment or service with the Company, ATC India or ATC, you may not knowingly, directly or indirectly: (a) maintain any outside business, financial interest or activity that conflicts with Company's, ATC India's or ATC's interests or activities; (b) engage in any activity

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or business that materially interferes with your ability to properly and fully discharge your duties to the Company, ATC India and/or ATC; (c) sell your own products or services that are competitive to the Company, ATC India and/or ATC; or (d) engage in activities that enhance marketability or constitute support of a competitor's products or services. You may also not work for a competitor of the Company, ATC India or ATC. Directors of the Company must notify the General Counsel for the Company if they change employment.

6.4 Outside Relations with Customers, Vendors, and Suppliers

To the extent you plan to perform work, directly or indirectly, with any customer, vendor or supplier of the Company, ATC India or American Tower you must obtain prior written approval from the Company's Ethics Committee to confirm whether such outside activity presents an actual or potential conflict of interest with your duties.

For example, if in your role at the Company you regularly supervise and do business with a vendor (e.g., Maharashtra Marketing) that provides marketing services to the Company, a potential conflict may arise if your spouse becomes employed by Maharashtra Marketing and is assigned to work on the Company account.

6.5 Work Activities by Family Members

Your Family Members may create actual or potential conflicts of interest by virtue of their employment or work-related activities.

In order to confirm that a Family Member's work activities do not create an actual or potential conflict for your employment with the Company, you should disclose to the Company's Ethics Committee any direct or indirect work activities or employment by a Family Member with companies that compete or do business with the Company.

6.6 Business with Former Employees

The Company or American Tower or one of its other entities may enter into a business arrangement with a former Employee, a company that employs a former Employee, or a company with which a former Employee has a significant ownership interest only if the arrangement is in American Tower's best interest and

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in no way brings into question American Tower’s ethical standards. All potential business arrangements with former Employees must be disclosed to the Company’s Ethics Committee.

Business arrangements with former Employees who were so employed within the most recent 24 months must be approved in writing in advance by the Company’s Ethics Committee. Inadvertent business dealings with former Employees shall not be considered a violation of this Code if, upon learning of the individual’s status as a former Employee, you notify the Company’s Ethics Committee and obtain approval by the Company’s Ethics Committee, if required by this Section.

6.7 Participation on Boards of Not-For-Profit and For-Profit Organizations

American Tower generally encourages Employees to be involved in community organizations and to support not-for-profit organizations. Your participation on a not-for-profit board as a director should not create a conflict of interest with your American Tower position. You should, however, confirm that the related time commitments do not interfere with your day-to-day job duties. If you have any questions or concerns about such activities, please discuss them with your supervisor or Human Resources. Employees, Directors and officers of the Company must notify the Chairman of the Company’s Board or the Company’s General Counsel about any such not-for-profit board positions.

Any service on the board of directors of a for-profit organization may, however, create significant conflicts of interest with your American Tower position. Employees and Directors must advise the Company’s Ethics Committee, in advance, if they are considering accepting a director-level position on the board of directors of any for-profit organization. Generally, the Company’s Ethics Committee will not approve an Employee’s request to join the Board of a competitor, customer, supplier or any other Business Partner of the Company or American Tower.

6.8 Outside Financial Interests

A conflict of interest may arise if you or a Family Member has a financial interest in a customer, supplier, vendor, or other Business Partner of the Company or American Tower.

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For example, if you are a part owner in the Maharashtra Office Supply company and your American Tower duties include purchasing office supplies for the Company, your ownership interest in Maharashtra Office Supply may affect the impartiality of your decision-making and your selection of office supply vendors. At the very least there is a potential conflict of interest as well as the appearance of a conflict of interest.

For this reason, your financial interest, and potentially that of your Family Members, in any Business Partner may need to be reviewed by the Company's Ethics Committee to determine whether there is a conflict of interest between your American Tower job and your financial interest, or that of your Family Member's, in a Business Partner.

You are required, therefore, as a condition of employment, to report any financial interest of yours or a Family Member in a Business Partner where: (1) such financial interest is with an organization that does business with American Tower; and (2) your American Tower position is involved in American Tower's business dealings with such Business Partner.

The reporting of such financial interests to the Company's Ethics Committee is only required if the financial interest is (1) greater than 1% of a publicly traded company; or (2) of any percentage in a privately held company. Mutual fund investments and/or blind trusts, where investment decisions are not made under your specific direction, do not need to be reported. The Company's Ethics Committee will evaluate these matters on a case-by-case basis. As a general matter, the Company's Ethics Committee will not approve of an Employee's financial interest in a Business Partner if the Employee's job duties in any way relate to working or interacting with that customer, supplier, or vendor. If such a conflict of interest occurs, the Company's Ethics Committee will determine whether the Company or American Tower is able to make any changes related to the Employee's position or function so as to remove the conflict.

6.9 Hiring of Family Members

American Tower seeks to employ the most qualified candidates for every position and to encourage all Employees to seek advancement opportunities. A Director's or Employee's Family Member may be considered for employment if the individual

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possesses all of the qualifications for employment and as long as the employment of the Family Member does not create an actual conflict of interest or the appearance of one. Accordingly, Family Members cannot work in positions that are directly or indirectly associated or in a managerial relationship. One Family Member cannot supervise or influence the pay, benefits, duties or job evaluation of the other Family Member.

Employees who marry or become members of the same household may continue employment as long as there is not a direct or indirect managerial relationship between them. Employees who marry, become members of the same household, or otherwise develop a personal relationship must disclose the relationship to Human Resources so that the managerial relationship between the two individuals can be evaluated and adjusted if necessary.

6.10 Solicitation of Employees

You may not solicit an Employee to leave the Company or American Tower for other employment.

6.11 Corporate Opportunities

You have a duty to advance the Company's business interests when the opportunity to do so arises. You are prohibited from taking for yourself, personally, opportunities that are discovered through the use of American Tower's property, information or position; using American Tower's property, information or position for personal gain; or competing with American Tower.

7. Maintaining Integrity in the Marketplace

7.1 Gifts and Entertainment

American Tower requires all Employees to manage their business relationships with Business Partners with the utmost integrity. The offer or acceptance of gifts and entertainment by you or a Family Member may present a conflict of interest as described herein. Gifts and entertainment must be appropriate and in line with Company practices. No gift or entertainment should ever be offered or accepted by you or a Family Member unless it (i) is not cash, (ii) is reasonable and consistent with customary business practices, (iii) is valued less than Rs. 10000 (Rupees Ten Thousand Only), (iv) cannot reasonably be construed as a bribe or payoff, and (v)

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does not violate any law or regulation. Absent prior written approval from the Company's General Counsel no gift or entertainment may ever be offered by you or a Family Member if the recipient is employed by any local, state, or federal government agency.

Notwithstanding the foregoing, commercial business entertainment and transportation that is reasonable in nature, frequency and cost is permitted. Reasonable business entertainment or transportation includes, without limitation, a lunch, dinner, or occasional athletic or cultural event; gifts of modest value; entertainment at American Tower or other authorized facilities; or authorized and reasonable transportation in the Company's vehicles. In addition, reasonable business entertainment covers traditional promotional events sponsored by American Tower. Because it may not always be clear what is reasonable, you are strongly advised to consult with your supervisor prior to incurring business entertainment or transportation expenses.

Advance written approval from your supervisor is required before you may accept an invitation to attend any entertainment event as the guest of a current or potential American Tower customer, vendor or supplier or of any other party with whom American Tower is or is likely to engage in business if the price of admittance to that event is greater than Rs. 10,000. Advance written approval from your supervisor is also required before you may invite a current or potential American Tower customer, vendor or supplier or any other party with whom American Tower engages or is likely to engage in business to any entertainment event if the price of admittance to that event is greater than Rs. 10,000.

7.2 Political Contributions; Legislative Activities

American Tower's relationship with governmental agencies and their officials and personnel in each country where American Tower conducts business should be maintained (i) in accordance with high ethical standards, (ii) in compliance with applicable legal requirements, and (iii) such that a public disclosure of such relationship would not be expected to impugn or jeopardize American Tower's integrity or reputation.

7.3 Contributions to Political Parties, Candidates, or Action Committees

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American Tower generally does not make political contributions in support of any party or candidate in any election, whether federal, state or local, except as stated in this Code. You may not direct, urge or require any Employee or Director to contribute to any political party, cause, organization or candidate. This Code does not prevent an Employee or Director, acting on his/her own behalf, and who is representing him/herself, from participating in the political process.

7.4 Participation in the Legislative Process

American Tower may authorize certain Employees or professional representatives to publicly support or oppose any existing or proposed legislation, regulation or interpretation of law at the local, state or federal level. You do not, in the course of your employment or service as a Director or in any other manner that would imply such action is on American Tower’s behalf, have the authority to advocate for or against any existing or proposed legislation, regulation or interpretation of law, or to engage in negotiations of any kind (including dispute resolution) with government officials unless expressly authorized pursuant to either your job description or the applicable Delegation of Authority Policy.

Discussions with government officials regarding the design or implementation of a specific project are permissible if done in the ordinary course of your duties pursuant to either your job description or the applicable Delegation of Authority Policy; however, explicit advanced written approval and oversight by the Company’s General Counsel is required in order for you to: (i) propose at any level of government changes to any law or regulation; (ii) provide before any elected body or committee thereof testimony regarding proposed legislative changes, regulation or interpretation; (iii) provide to non-elected government officials or agencies written comments regarding proposed legislation, regulation or interpretation; (iv) challenge an interpretation requested or received by the Company during the normal course of Company business; or (v) hire on the Company’s behalf any third party to engage in any of the activities described in items (i)–(iv) above.

Applicable law may require individuals who engage in what is commonly referred to as “lobbying” (*i.e.*, all attempts including personal solicitation to induce legislators to vote in a certain way or to introduce legislation) to register and file regular reports detailing all lobbying activities. You are prohibited from lobbying

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on American Tower’s behalf absent explicit advanced written approval from the ATC General Counsel.

Provided that doing so is consistent with your regular job responsibilities, working with, and participating in, events sponsored by recognized trade groups and associations is not prohibited by this Code.

Questions concerning participation in the legislative process should be referred to the Legal Department.

8. Protecting Company Assets

8.1 Protecting Proprietary and Confidential Information

American Tower expects undivided loyalty to the interests of the Company, including protection of the Company’s trade secrets and its private and confidential client information. “***Confidential Information***” refers to all non-public information, in any form, emanating at any time from American Tower, its Business Partners or any other person or organization that relates in any way to American Tower’s business or operations. Confidential Information includes information labeled “confidential” as well as information not labeled “confidential” but that by its nature should be reasonably construed as being confidential. Examples of Confidential Information include American Tower business plans, operating plans, strategy plans, financial data, product and service information, client data, sales data, Company reports, contracts, estimating cost structures and related information, and personnel or Employee information.

Employees shall preserve and protect trade secrets and Confidential Information and all physical and non-physical forms of that information. Employees may not share such information with people outside of the Company or discuss such matters with other Employees unless such Employees have a clear business need for the information. Any inquiries from outside sources that claim to have a “need to know” should be referred to your Company General Counsel.ⁱ

ⁱ Nothing in this Code is designed to interfere with, restrain, or prevent Employee communications regarding wages, hours or other terms and conditions of employment. Employees have the right to engage in or refrain from such activities.

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Employees who terminate employment with American Tower are obligated to continue to maintain the confidentiality of proprietary information obtained or developed while employed by American Tower. Upon termination of employment, or earlier, if requested to do so by American Tower, and regardless of the timing, reasons or circumstances of the termination, Employees must deliver to the Company all materials, documents, passwords, and other tangible or intangible storage media containing any form of Confidential Information, whether located on the Company's premises or elsewhere.

8.2 Safeguarding American Tower Assets

You should protect the Company's assets and ensure their efficient use. Theft, loss, damage, carelessness and waste have a direct impact on the Company's or American Tower's profitability. American Tower assets and services should be used solely for the Company's legitimate business purposes. The misuse or unauthorized removal of American Tower's property from the Company's facilities is prohibited. Any original works of authorship created by an Employee, whether alone or jointly with others, within the scope and during the period of employment with the Company, shall be deemed the Company's property or otherwise as a "work made for hire" as may be and to the extent recognized and protected by the applicable law, including U.S. law. The Company may, in its sole discretion, assign or transfer such works to any of its subsidiaries or affiliates, including ATC IP LLC. Any inventions or improvements, whether or not patentable, made by a Company Employee, alone or jointly with others, during the period of employment with American Tower and that are within the scope of the Company's business or resulting from work performed for the Company shall be the sole property of and assignable to the Company.

8.3 The Use of American Tower Assets for Outside Interests

American Tower's assets, including its facilities, materials, information technology, equipment, computers, telephones and other resources are for the sole use of the Company's business needs. Accordingly, you are prohibited from using these American Tower assets or any other Company assets for any purpose beyond the performance of your job duties and on behalf of American Tower.

American Tower recognizes that on occasion you may need to use such assets for nominal/incidental use. Such use of these assets is permitted to the extent

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your use of these assets does not violate the American Tower's Electronic Communications Policy or Motor Vehicle Use Policy or any other American Tower policy. In addition, you may not use or sell any asset belonging to American Tower, even those that may no longer be deemed useful to American Tower and/or that may be identified by American Tower as scrap or obsolete.

9. Compliance with Laws

American Tower is committed to complying with any and all applicable laws. Some of the laws that are more pertinent to our industry and our business are discussed below.

9.1 Competitive Intelligence

American Tower requires all Employees to comply with all applicable laws in acquiring competitive intelligence. American Tower prohibits acquiring competitive intelligence by means of theft, blackmail, wiretapping, electronic eavesdropping, bribery, improper inducement, receiving stolen property, threats or other improper methods. Employees must respect the confidentiality of competitors' information and must not misrepresent who they are or for whom they work in obtaining such information. You should immediately notify your manager whenever you believe you have received information that you believe may be confidential or proprietary to another organization.

9.2 Anti-trust

American Tower strives to conduct business with Business Partners and competitors with complete honesty and integrity. American Tower is committed to upholding all laws, including competition and anti-trust laws that exist to promote vigorous competition and open markets. American Tower prohibits Employees from (a) making false statements about competitors or their products or services, and (b) illegally obtaining competitors' confidential information. Certain discussions with competitors may be illegal under anti-trust laws. In contacts with competitors, you must not discuss product prices, terms of sales, customers or allocation of marketplace. If a competitor, trade association member, social contact, friend or acquaintance employed or working for an American Tower competitor raises any one of the above topics, in seriousness or jest, you should object, refrain from discussing such matters and report such instance promptly to the Company's General Counsel.

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9.3 Foreign Corrupt Practices Act

The FCPA prohibits, among other things, bribery of foreign government officials or agents, directly or through intermediaries, for any business-related purpose. In addition to the U.S. FCPA prohibition against bribery, other countries have their own laws restricting or prohibiting bribery in relation to conducting business or seeking to obtain a business advantage or a business-related favor. Employees must adhere to any and all legal requirements that apply to the Company's business dealings. If you conduct American Tower business outside of the United States, you are responsible for understanding any additional constraints imposed by local laws or customs in that country. If you are unsure of how the law applies to your position or your duties, and you are conducting business abroad on American Tower's behalf, it is your responsibility to contact American Tower's law department and/or the ATC General Counsel for guidance.

9.4 Unfair Business Practices Act

You must deal honestly, ethically and fairly with Employees, suppliers, vendors, customers and competitors. Statements regarding American Tower's products and services should be truthful and must not be misleading, deceptive or fraudulent in any material way. 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.

9.5 Accepting Bids; Vendor Fairness

Discussions or prior arrangements with vendors or suppliers may be illegal and will violate this Code if there is collaboration or agreement on prices to be quoted to a customer, bids to be submitted or other bid rigging, agreements not to compete or other similar anticompetitive or trade-restraining practices involved.

9.6 Sanctions and Trade Embargoes

The U.S. Treasury Department's Office of Foreign Assets Control and the U.S. Department of Commerce's Bureau of Industry and Security require, among other things, compliance with U.S. governmental regulations implementing sanctions and trade embargoes. The Company may not engage in any transactions, including providing services or goods to, or acquiring services or goods from, any individuals against whom, or entities or jurisdictions against which the United

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States government has imposed sanctions. Employees are responsible for ensuring that they undertake reviews of all Business Partners who will benefit from our services, in light of applicable sanctions prohibitions. The initiation of new business requires that the customer (and its directors and principal officers) and any majority non-affiliated shareholder in any Company joint venture be screened against the sanctions lists and, prior to initiating any commercial relationship with a vendor or other service provider, the name of the party must be screened against the sanctions lists. Finally, Employees must be screened against the applicable sanctions lists at the time of hiring, and periodically thereafter, to ensure that no Employee is a sanctions target. An updated Sanctions List is available at and must be mandatorily viewed by concerned stakeholders by accessing the following link <http://www.treasury.gov/resource-center/sanctions/SDN-List/Pages/default.aspx>. to ensure compliance.”

9.7 Derivative Instruments

American Tower may, from time to time, utilize derivatives to hedge interest rate risk or foreign currency risk. As a result of recent increased regulation of derivatives pursuant to the Dodd-Frank Wall Street Reform and Consumer Protection Act, the implementation of any derivative instrument generally requires approval by ATC’s Chief Executive Officer or Chief Financial Officer, in consultation with the Corporate Treasury and Corporate Tax departments and in compliance with ATC’s Derivatives Policy and Procedures.

9.8 Insider Trading

As a Director or Employee of the Company, you should be aware of your responsibility to know and comply with the Company’s Anti-Insider Trading Policy, which prohibits you from purchasing, selling or engaging in other transactions involving or relating to ATC securities while aware of material, non-public information concerning ATC or disclosing such information to others who may then trade on it. You should also be aware that ATC’s Anti-Insider Trading Policy prohibits you from speculating in any ATC securities, which includes, but is not limited to, engaging in hedging transactions or other types of arrangements that have a similar economic effect.

10. Reporting Code Violations

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When you have either knowledge or a good faith belief or perception of any actual or possible violation of the Code or an event of misconduct, act of misdemeanor or act not in the Company's interest, you must report it. The failure to do so will subject you to discipline, up to and including termination of employment or Board service.

Reports should be made only when you have a genuine belief of an actual or likely violation of the Code. Reports should not be made to deal with grievances pertaining to any other issues, including but not limited to personnel-related issues.

10.1 Good Faith Reporting

An Employee making a disclosure in good faith shall be protected by the Company and any attempts to intimidate the Employee will be treated as a violation of the Code. However, an Employee who knowingly makes a false disclosure or report or who deliberately omits exculpatory facts or circumstances will be subject to discipline, up to and including termination of employment.

When in doubt about the best course of action in a particular situation or when it is not clear whether your proposed conduct is subject to laws, rules or regulations, you must (i) seek advice from your supervisor, the Company/ATC India or ATC General Counsel, the Human Resources Department, or the Company's Ethics Committee; (ii) report your concern in accordance with Section 10.4 below.

In the event the situation in question concerns your supervisor's behavior, actions, or failure to act, you must (i) seek advice from the Company General Counsel, the Human Resources Department, or the Company's Ethics Committee for the Company; (ii) seek advice from the American Tower equivalent officer or Department; or (iii) report your concern in accordance with Section 10.4 below.

10.2 Anonymous Reporting

Reports or disclosures concerning accounting, internal accounting controls, or auditing matters under ATC's policies applicable to whistleblower reporting may be made anonymously, which such disclosures being referred to the person or people, whether internal or external, best equipped to handle whatever actions are subsequently needed. The whistle blower's identity shall be protected and kept confidential to the extent reasonably practicable; however, it is possible that the subject matter being disclosed may legally obligate the Company to take actions that may result in identifying the disclosing person.

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Although disclosures concerning accounting, internal accounting controls, or auditing matters can be made anonymously, it is considered advantageous for review and investigation purposes for you to identify yourself, and your failure to do so may limit the Company's ability to address the subject matter and take appropriate action. If you come forward directly and identify yourself, you will receive confidential treatment and protection from any retaliation. If the information you disclose or report anonymously lacks sufficient detail for the Company's Ethics Committee to proceed with a substantive review or consideration, the Company will request additional information or detail, and if you neither acknowledge nor respond to such request, the Company may, based on the evidence before it, conclude that you are not acting in good faith and consequently determine that further consideration of the matter is not warranted. Also, there may be circumstances when anonymous complaints are made that facially lack substance or repeat allegations previously determined to be baseless, ill founded, or restated rumor, in which case the Company's Ethics Committees may elect not to proceed further.

10.3 Disclosures or Reports Not Made in Good Faith

If it is determined that an Employee is using the reporting procedures as a pretext or to support the Employee's own agenda and/or make assertions about others for which there is evidence that same are false, or if the Employee has materially misrepresented the operative facts, the Company may, based on the evidence before it, conclude that the Employee is not acting in good faith and consequently determine that further consideration of the matter is not warranted.

In addition, an Employee who knowingly makes a false disclosure or report or deliberately omits exculpatory facts or circumstances will be subject to discipline, up to and including termination of employment.

10.4 How to Make a Report

Reports may be made directly to management or by:

- (a) Sending an email report to the Company's Ethic Committee at:

ATCIndiaEthicsCommit@americantower.com

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- (b) Calling toll-free Company's independent third-party service provider, **GLOBAL COMPLIANCE SERVICES**, at the following telephone number:

000-800-100-1075 (India)
- (c) Submitting an online report to Global Compliance Services at:
<https://americantowereu.alertline.com/gcs/welcome>; or
- (d) Contacting (i) the Company's Human Resources Department, (ii) the Company's General Counsel, (iii) the ATC General Counsel, or (iv) the ATC Human Resources Department.

Good faith concerns regarding questionable accounting or auditing matters or complaints regarding **accounting, financial reporting, internal accounting controls or auditing matters** must be submitted in either one of the ways listed above or you may communicate such a concern anonymously either directly to the Chairman of the Company's Board of Directors, or the ATC General Counsel on behalf of the ATC Audit Committee of the Board of Directors:

American Tower Corporation
 Attention: Audit Committee c/o General Counsel
 116 Huntington Avenue, 11th Floor
 Boston, MA 02116

While it is American Tower's desire to address matters internally, nothing in this Code should discourage any Employee or Director from reporting any perceived illegal activity (including any violation of securities laws, anti-trust laws, environmental laws or any other Government of India or U.S. federal, state, local or foreign law) to the appropriate Government of India or U.S. federal, state, local or foreign authority.

Notwithstanding any section herein to the contrary, to the extent a matter relates to questionable auditing matters or complaints regarding the accounting, financial reporting, internal accounting controls, auditing matters or an officer or member of the Company's key management personnel, the department or committee to which such matter has been reported shall, as contemporaneously as feasible, share such matter with the ATC General Counsel.

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11. Policy Against Retaliation

In accordance with, and to the extent required by applicable law, American Tower will take all appropriate action to protect Employees from any form of workplace retaliation resulting from the Employee’s (1) good faith reporting of a violation of this Code or any conduct reasonably perceived by the Employee to be a violation of applicable laws and regulations; (2) cooperation with an investigation or inquiry regarding any such matters; or (3) information disclosure or assistance in connection with any governmental proceeding or inquiry.

Retaliation in the form of adverse employment merely because an Employee engages in any of the conduct or cooperation activities mentioned herein is prohibited pursuant to applicable law.

12. Waivers

Waivers of certain provisions of this Code may be obtained from the Company’s Ethics Committee. In addition, the Company’s Ethics Committee should be contacted when you are: (i) disclosing a matter required to be disclosed under the Code; (ii) requesting a waiver of the Code; (iii) reporting a suspected past or present violation of the Code, applicable laws or other American Tower policies; or (iv) reporting a suspected past or present actual or potential conflict of interest. Once a matter is disclosed to the Company’s Ethics Committee, it will determine whether a waiver is necessary under the Code or whether other action is appropriate.

If you believe that disclosure is required or that a waiver is appropriate in your case, you must contact the Company’s Ethics Committee for the Company via email at:

ATCIndiaEthicsCommit@americantower.com

The Company’s Ethics Committee will review each disclosure and each waiver request under the Code and take such action that it believes is appropriate under the circumstances. You should be prepared to disclose all pertinent facts and circumstances, respond to inquiries for additional information, and if applicable, explain why a waiver is necessary, appropriate or in American Tower’s best interests, and be willing to comply with any procedures that may be required to protect American Tower in connection with

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the waiver. The Company's Ethics Committee will retain written records of its actions as required by American Tower's records management policy and applicable law.

If you have previously made a disclosure or submitted a waiver request to the Company's Ethics Committee, including granted waivers and disclosures where no waiver was deemed necessary, and if the facts and/or circumstances associated with your disclosure or waiver request have changed, you must resubmit your disclosure to the Company's Ethics Committee and identify all facts and/or circumstances that have changed. The Company's Ethics Committee may alter its treatment of any waiver request or disclosure at its discretion.

The failure to promptly disclose a potential or actual conflict of interest or to seek a waiver of a potential violation of the Code by an Employee, the Employee's manager (if he/she is aware of such conduct or situation) or a Director or the failure to cooperate in any inquiry by the Company's Ethics Committee may result in discipline including, but not limited to, termination of employment or Board service.

13. Acknowledgement of This Code

The Certification page of this Code must be signed and returned to the Company's Human Resources Department. It will thereafter be filed in each such Employee's personnel file and each such Director's corporate file. Each Employee and Director will be required annually to certify that he or she has read, understands and will continue to comply with the Code.

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14. Certification

CERTIFICATION FORM

I, _____ do hereby certify that:
(Print Name Above)

1. I have received and carefully read the ATC India Code of Ethics and Business Conduct Policy, effective June 1, 2016.
2. I understand this Code.
3. I have complied and will continue to comply with the terms of the Code.
4. I have disclosed any potential violation of the Code or conflict of interest arising under this Code to the applicable Ethics Committee established in coordination and/or to other appropriate parties as set forth in this Code.

Date: _____
(Signature)

RETURN THIS CERTIFICATION TO THE COMPANY HUMAN RESOURCES DEPARTMENT AT:

Plot 14 A, Sector 18, Maruti Industrial Complex, Gurgaon 122015, India

EACH DIRECTOR, UPON ELECTION TO THE BOARD OF DIRECTORS, IS REQUIRED TO SIGN, DATE AND RETURN THIS CERTIFICATION TO THE COMPANY LEGAL DEPARTMENT AT:

Plot 14 A, Sector 18, Maruti Industrial Complex, Gurgaon 122015, India

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