



October 2019

Dear U.S. Cellular Associate,

In our Dynamic Organization, creating an environment that embodies values such as respect and empowerment begins with a strong commitment to ethics. It is through our relentless commitment to preserving the highest ethical standards that our company is able to thrive and succeed, and in turn to deliver an exceptional customer experience.

To ensure we are all maintaining our company's ethical standards, it is important that you read our Code of Business Conduct\* to both understand and acknowledge your agreement with its contents.

The Code of Business Conduct is available to you at all times through our company website. We also make our Code of Business Conduct available to those who we do business with to inform them of the high standards in which we operate, and to encourage them to do likewise.

Code violations or reports of suspected Code violations by associates or company vendors should be reported immediately to your leader or local Employee Relations team. In addition, vendors or associates may report a suspected violation by anonymously calling the Ethics Line (877-231-0869) or by visiting the website located at <http://uscellular.alertline.com>. The Ethics Line is managed by an outside third party to enhance confidentiality.

Thank you for renewing your commitment and doing your part to maintain our company's outstanding reputation with our associates, customers, shareholders and the communities we serve.

Sincerely,

A handwritten signature in black ink, appearing to read "KM", with a horizontal line extending to the right.

Kenneth R. Meyers  
President and Chief Executive Officer  
U.S. Cellular

*\*Please direct any questions on the code or its administration to your immediate leader. You may also direct questions to local leadership, your local Human Resources Representative or Human Resources Director. Questions may also be directed to the Executive Vice President and Chief Human Resources Officer, President and Chief Executive Officer of U.S. Cellular, or the Audit Committee of the U.S. Cellular Board of Directors.*

*Final interpretation of the Code is the responsibility of the U.S. Cellular Executive Vice President and Chief Human Resources Officer in conjunction with the Audit Committee of the U.S. Cellular Board of Directors.*



# Code of Business Conduct

**U.S. Cellular**  
**Code of Business Conduct**  
(Last Updated: October 2019)

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## INTRODUCTION

The key to our success has always been our associates' professionalism, performance and high standards of integrity and ethical conduct. If we are to continue building on our record of success, we must maintain these standards and preserve our well-deserved reputation for conducting our business in accordance with the highest principles of business ethics.

The cornerstone of that effort is our understanding of and compliance with the U.S. Cellular's Code of Business Conduct (the "Code"). The Code has been revised to reflect changes in the law and to increase emphasis in certain areas. The Code identifies:

- The principles by which U.S. Cellular will conduct its business and its dealings with its customers, associates, shareholders, suppliers, agents, affiliates, the communities in which we operate and the government associates and agencies with whom we interact.
- The standards of conduct U.S. Cellular expects of all associates in carrying out our assigned responsibilities and obligations to the Company, the groups mentioned immediately above and ourselves.
- The important role associates play in upholding the integrity of the Company by reporting any unlawful or unethical behavior that you see or suspect, either by an associate or a contractor/vendor with the Company. You may report such behavior to your leader or to the persons identified below under "Administration of the Code". In addition, anyone may submit an anonymous or confidential complaint or inquiry by calling the Ethics Hotline at 877-231-0869 or visit the website located at <http://uscellular.alertline.com>. If you report possible unlawful or unethical behavior you will be protected from retaliation.

With this in mind, all associates are required to abide by the standards set forth in the Code. If you have any questions regarding the Code, please contact your leader, Human Resources representative, Director, Executive Vice President and Chief Human Resources Officer, Vice President — Internal Audit, President and CEO of U.S. Cellular or the Audit Committee of the U.S. Cellular Board of Directors. Once you have a good understanding of the Code's content, please complete the online Acknowledgment Form attached to the Code. By completing the Acknowledgement Form online, associates agree to comply with all policies contained within the Code.

The Code is **not an employment** contract nor is it intended to be an all-inclusive policy statement on the part of U.S. Cellular. The Company reserves the right to provide the final interpretation of the policies it contains and to revise them as necessary. Annually, associates will be asked to review the Code and complete a new Acknowledgement Form to indicate that they understand and agree to comply with the Code. In addition, the Company will continue to advise associates of other policies, which must be followed for the good of the Company.

## GUIDING PRINCIPLES OF BUSINESS CONDUCT FOR ASSOCIATES

The Company is committed to conducting all of its business affairs in a professional and ethical manner; to treating all groups, individuals and firms in accordance with the highest standards of honesty and integrity; to complying with all laws, rules and regulations affecting its business; and to using its assets and human resources only for legal and proper purposes. Among the guiding principles that the Company has developed to carry out these commitments are the following:

## **Customers**

The Company's growth and progress have been achieved by providing high-quality services and products to our customers at reasonable prices. In accordance with this commitment, we will do everything possible to understand our customers' requirements and to satisfy them in a manner that fully meets or exceeds their expectations.

While we are dedicated to being vigorous, effective competitors, we are also committed to conducting our marketing and sales efforts in accordance with the law and with the highest ethical standards. This means that all customers and potential customers will be treated professionally. None will be given gifts or entertained in a way that exceeds accepted and legal business practices, and, hence, might unduly influence them to do business with the Company. This commitment also means that the Company will not knowingly make any misrepresentation to customers, or engage in any other activities, which might illegally or unethically limit competition or otherwise serve to unfairly improve our competitive position.

## **Associates**

All Associates will be treated fairly and equitably. This commitment includes:

- Providing our associates with fulfilling work and competitive compensation and benefits.
- Valuing diversity and ensuring that there is no discrimination in any aspect of employment based on gender, age, race, color, sexual orientation, religion, ancestry, national origin, marital status, disability, genetic information, military status, veteran status, citizenship status or any other status protected by law of individuals authorized to work in the United States.
- Encouraging open communications and empowerment.
- Rewarding productivity, innovation, creativity, and teamwork.
- Administering our policies, compensation programs and benefit plans in an equitable and consistent manner.
- Assuring that all associates are treated with dignity and respect, and have their rights as individuals protected.
- Encouraging an atmosphere that fosters cooperation, understanding and trust. Suggestions and ideas for improving any area of the business will be welcomed.
- Offering our associates, consistent with business needs, appropriate opportunities for education, training, self-improvement and individual growth.
- Providing a safe, pleasant and healthy working environment that will fully comply with all environmental laws and regulations.
- Providing our associates with effective and responsible supervision.
- Encouraging our associates to live healthy lives.

## **Shareholders**

One of the Company's most important responsibilities is to build shareholder value. We accomplish this by focusing our efforts on maximizing long-term profitable growth and development.

## **Communities We Serve**

The Company is dedicated to good corporate citizenship as reflected internally and externally with the communities it serves. Hence, we will support, consistent with available resources, worthwhile civic, charitable and educational activities in the areas in which the Company's business units operate. We will also encourage our associates to exercise their rights and duties as citizens, and to become involved in efforts to help advance the communities in which the Company's business units conduct business. Such activities, however, must not involve time expenditures that may result in reduced on-the-job effectiveness or involve conflict of interest situations.

With regard to such activities that involve political contributions or activities, see "Political Contributions and Activities" below.

Our commitment to good corporate citizenship also requires that we comply with all federal, state and local environmental protection laws, and carefully monitor the environmental aspects of our products, services, buildings, equipment and property.

## **Suppliers**

The Company will select and continue to do business with suppliers, including agents, based on the price, quality and timeliness of the products and services they offer. Where appropriate, however, preference may be given to reasonably priced, high-quality suppliers located in the areas in which the Company conducts business, and to TDS business units that submit closely competitive bids. The Company will also consider establishing and maintaining multiple sources of supply to better ensure continued deliveries and reasonably priced high-quality products and services. The Company welcomes the opportunity to partner with minority, women, disabled and veteran business enterprises as certified vendors, where such vendors are competitive on price, quality and timeliness. In the event of supplier relationships with foreign-based companies, see the section of the Code below relating to the Foreign Corrupt Practices Act.

## **GUIDELINES OF CONDUCT EXPECTED OF ALL ASSOCIATES**

Among the Company's most important assets is our reputation for conducting our business in accordance with the highest ethical standards. Maintaining this reputation will require all associates to act with honesty and integrity, and in a manner that reflects favorably on the Company. While no written policies or Code of Conduct can instill personal integrity or honesty, or cover all situations that associates may encounter, the following guidelines set forth the conduct that is expected of all U.S. Cellular associates as we carry out our duties and responsibilities for the Company:

### **General**

All associates are expected to conduct themselves in a manner that is conducive to the long-term growth and development of the Company. Such conduct will include:

- Demonstrating a considerate, helpful and friendly attitude toward coworkers, customers and product and service providers; and helping to promote and maintain a cordial, collaborative, and inclusive work environment.
- Reporting to work punctually and as scheduled. Absenteeism and tardiness increase the workload on colleagues, interfere with the flow of business, adversely affect morale and the quality of service to customers, and decrease productivity.

- Refraining from any form of discrimination, racism, violence, abusive behavior or harassment, including sexual harassment; the use, possession, sale, purchase or transfer of unauthorized or illegal drugs (under either federal or state law) or substances; and the misuse of drugs/substances. Drinking alcoholic beverages while performing work functions is prohibited, whether on or off Company property, except when specifically permitted in moderation at Company sanctioned events. Performing work functions while under the influence of illegal drugs/substances (under either federal or state law) or alcohol is prohibited. For clarity, performing work functions while under the influence of marijuana is illegal under federal law.
- Performing all responsibilities conscientiously and efficiently, and seeking ways, as appropriate, to contribute in areas other than those specifically assigned.
- Observing safety and security practices, rules and standards to ensure the safety and security of all. No associate may possess or permit others to have explosive devices, firearms or other dangerous weapons, whether licensed, concealed or otherwise, on Company premises, in Company vehicles or while engaged in any Company activity, unless any such restrictions are specifically prohibited under applicable law. In addition, the security of Company and customer premises, systems and proprietary or confidential information must be safeguarded at all times.
- Not accepting outside employment or becoming partially self-employed if this would or is reasonably likely to i) compromise the Company's interests or create a conflict of interest (for example, as would be the case if Company resources were used in such an endeavor), ii) adversely affect job performance and/or ability to fulfill all responsibilities to the Company, or iii) adversely affect the Company's image.
- Not stealing company assets, including but not limited to cash, inventory, equipment and customer information and proprietary information.
- Not attempting to justify an improper or illegal behavior by claiming it was ordered by someone in higher authority. No one, regardless of position, is permitted to direct an associate to commit a wrongful act, and any such direction must be rejected and reported to a higher authority.

### **Applicable Laws and Regulations**

It is the Company's policy to obey local, state, federal and international laws, rules and regulations that apply to any aspect of the Company's operations, as well as to comply with standards of the New York Stock Exchange and other applicable self-regulatory organizations. This includes compliance with the United States Government's requirements relevant to federal contractors and subcontractors, if applicable, including its policy prohibiting trafficking in persons. Associates must comply fully with all such applicable laws, rules and regulations; any violations of this section of the Code will subject the associate to appropriate disciplinary action, up to and including discharge.

Since the laws governing our activities are often complex, any questions concerning their applicability and interpretation should be referred to U.S. Cellular's Executive Vice President and Chief Human Resources Officer or President and CEO of U.S. Cellular. It will be up to this individual to work with U.S. Cellular's General Counsel to ensure that competent legal counsel is provided to the appropriate parties.

### **Equal Employment Opportunity**

The Company is fully committed to equal employment opportunity for all associates and applicants for employment. The Company will seek to ensure that there is no unlawful

discrimination in hiring/recruitment practices, employment, transfer, promotion, training, working conditions, wages and salary administration, associate benefits, application of policies, termination or any other condition of employment or career development.

#### **Copyright Laws and License Agreements**

The violation of any copyright laws or the terms of any license agreement, including the unlawful duplication of copyrighted materials, is strictly forbidden. Some form of licensing agreement that describes the terms, conditions and allowed uses cover most of the software products purchased by the Company. Associates must be aware of the restrictions on the use of software and abide by those restrictions.

#### **Antitrust Laws**

The Company is committed to a policy of vigorous and lawful competition based on the merits of the products and services we provide. The Company will fully comply with the federal and state antitrust laws that prohibit companies from engaging in anti-competitive or potentially anti-competitive practices.

Any plans or activities, which would or might limit competition, such as pricing discussions with competitors, are strictly forbidden and are to be immediately reported to U.S. Cellular's Executive Vice President and Chief Human Resources Officer or President and CEO of U.S. Cellular. Additionally, any questions of what constitutes legal competition in the areas of sales and marketing, and legally permitted activity in the areas of competitor, customer or supplier relations, must be referred to one of these individuals. It will be up to this individual to work with U.S. Cellular's General Counsel to ensure that any such above mentioned plans, activities and issues are appropriately addressed.

#### **Foreign Corrupt Practices Act**

This law prohibits giving, paying, promising, offering or authorizing the payment of anything of value to foreign officials, political parties or candidates for foreign political office, in order to secure, retain or direct business. Payments made indirectly through an intermediary (for example, through a vendor with whom the Company is doing business), under circumstances indicating that such payments would be passed along for prohibited purposes, are also illegal. Associates of the Company must strictly comply with this law. Additionally, any questions of what constitutes legally permitted activity with respect to giving, paying, promising, offering or authorizing the payment of anything of value to foreign officials, political parties or candidates for foreign political office in order to secure, retain or direct business must be referred to the Executive Vice President and Chief Human Resources Officer, Vice President, Legal & Regulatory Affairs or President and CEO of U.S. Cellular. It will be up to this individual to work with General Counsel to ensure that any such above mentioned plans, activities and issues are appropriately addressed. All transactions with foreign vendors must be conducted in compliance with Company policy.

#### **Federal Communications Commission (FCC) and State Regulatory Commission Regulations**

The Federal Communications Commission (FCC) and state regulatory commissions have established rules that govern the way the Company and its subsidiary operations provide many of the Company's products and services. The Company and its subsidiary operations will comply with all federal and state commission rules and regulations applicable to their businesses.

#### **Insider Trading**

The use of inside information for personal gain is forbidden by Company policy and may be a violation of Securities and Exchange Commission regulations. These regulations make it illegal to buy or sell Company securities, or influence others to trade the Company's securities, based on information not generally known to the public. This also includes trading in the securities of another company on the basis of insider information involving that

company. All securities transactions must be conducted in compliance with the Company's statement of Policy Regarding Insider Trading and Confidentiality (the [Insider Trading Policy](#)). While all associates must abide by the Insider Trading Policy, those associates subject to the [Earnings Blackout Policy](#) must obtain clearance from the appropriate individual designated in the Insider Trading Policy prior to entering into certain transactions. Any associate with a question regarding the appropriateness of any prospective trade should contact the TDS Investor Relations Department.

### **Confidentiality of Customer Communications**

The Company has the responsibility to protect the privacy and confidentiality of customer communications, including customer conversations and customer data, which are protected by federal and state laws that impose severe criminal and civil penalties on those who are in violation of the applicable statutes.

More specifically, every customer communication transmitted through or stored in Company facilities or by third parties on behalf of the Company is protected. This includes voicemails, text messages, videos/pictures, instant messages, electronic chats and emails. The substance, content or nature of any communication, or even the fact that there has been a communication, must not be divulged, except as allowed under applicable law or as may be legally required to government personnel. Any unauthorized use of customer information is strictly forbidden. Any requests that might appear to cause an associate to violate these rules should be referred to a leader, Human Resources representative, or the Executive Vice President and Chief Human Resources Officer.

### **Safeguarding of Confidential Personal Information**

The Company and its associates are committed to compliance with all legal obligations and responsibilities to protect Confidential Personal Information.

The Company, through its [Privacy, Social Media, Information Classification, Information Handling, HIPAA and Security Policies](#) is committed to maintaining the privacy and security of Confidential Personal Information, which includes, but is not limited to, customers, associates suppliers, agents and other individuals' names, postal addresses, e-mail addresses, phone numbers, social security numbers, payment card information, financial institution information, Proprietary Network Information, Protected Health Information or other data. The Company restricts access to Confidential Personal Information to individuals who need to know such information for legitimate business or other purposes. The Company and its associates understand that if Confidential Personal Information is wrongfully disclosed, this could violate the privacy of individuals, break laws, and cause the Company to be in violation of the law, which in turn could cause significant reputational and financial damage to the Company.

Nothing in this Section is intended to prohibit any legally protected disclosures, such as associates' communications about wages, hours, and other terms and conditions of employment.

### **Safeguarding of Company Information**

The Company defines Company Information as information used by the Company in its business that is the result of some effort, expense, or investment by the Company. The Company, through its [Privacy, Social Media, Information Classification, Information Handling, HIPAA and Security Policies](#) is committed to maintaining the security of Company Information. Company Information must only be used for the proper conduct of the Company's business.

Company Information includes, but is not limited to, Confidential Personal Information (as described under "Safeguarding of Confidential Personal Information"); technical data about products, equipment or services; improvements; discoveries; inventions; pricing information;

Privacy, Social Media, Information Classification, Information Handling, HIPAA and Security Policies information; computer programs; flowcharts; financial results; budgets; marketing plans; data analysis; sales records; personnel records; systems, procedures and methods; and contracts with customers or suppliers (internal or external). Disclosing Company Information to unauthorized persons outside the Company is prohibited and may constitute a violation of law. Company Information should only be disclosed within the Company on a need-to-know basis and when there is no legal or internal rule against such disclosure.

Computing devices, cellphones including smartphones, tablets, software and information generated and stored electronically or otherwise must be adequately safeguarded. This includes safeguards against disruption, damage, loss, alteration, theft, fraudulent manipulation and unauthorized access to, modification of and disclosure of Company Information, regardless of the ownership of the computing or communication device. Additionally, this includes safeguards against disclosure of Company Information through social media. Security, pass access and authorization codes and procedures must be adequately safeguarded. Strict adherence to the Company's [Privacy, Social Media, Information Classification, Information Handling, HIPAA and Security Policies](#) and other standards that address the protection of Company Information resources and communication networks is required of all associates.

In the event that any Company Information (including but not limited to Confidential Personal Information) is disclosed, or suspected of being disclosed, to an unauthorized person or party, or lost, misplaced or stolen (including the loss, misplacement or theft of desktop or laptop computers, cellphones including smartphones, tablets or other devices in which such information may be stored), such event should be immediately reported in accordance with the documented data security event reporting process, or to a leader or Human Resources representative or Executive Vice President and Chief Human Resources Officer who will then report the matter in accordance with the data security event reporting process.

Inventions, discoveries, innovations, secret processes and trademark designs that are conceived during an associate's tenure with the Company, and which relate to the Company's business, are the Company's property. Consequently, they and any related patent applications must be promptly disclosed to a leader or Human Resources representative or Executive Vice President and Chief Human Resources Officer.

Associates may not engage in unauthorized access, use, or disclosure of Confidential Information. In addition, associates who leave the Company continue to have an obligation to protect Company Information. Further, Company Information must remain at the Company or be promptly returned to the Company when an associate leaves the Company.

Nothing in this Section is intended to prohibit any legally protected disclosures, such as associates' communications about wages, hours and other terms and conditions of employment, or protected disclosures of trade secrets to a Federal, State or local government official or to an attorney for the purpose of reporting or investigating a suspected violation of law.

### **Retention of Records, Recording Information and Protecting Company Funds**

Accurate, reliable, and complete Company records are required to efficiently manage the business and to meet the Company's legal and financial obligations. In particular, various regulatory and governmental bodies require the retention and preservation of certain reports and records dealing with Company business.

Accordingly:

- Records, files, correspondence and other information pertaining to Company affairs should be maintained and disposed of in compliance with applicable instructions and upon proper authorization as outlined in the Enterprise [Business Records Retention and](#)

[Disposal Policy](#) and the Business Records Retention Schedule, and applicable statutory and legal requirements. Unauthorized destruction, removal or otherwise misappropriating such materials is a violation of law and is as serious as misappropriating Company funds or other property. Associates must not tamper with or alter records, files, correspondence and other information, nor remove or destroy them prior to the specified date in the Enterprise Business Records Retention and Disposal Policy and the Business Records Retention Schedule, and associates must comply with any notices to suspend destruction due to threatened or pending litigation or investigation.

- All reports and records, including those involving time spent or material used, vouchers, customer accounts, bills, payrolls, expense reports, P-Card statements, service indices and measurement plans must be accurate and complete. Close scrutiny is required to determine that the above items cover legitimate and appropriate Company expenses and that proper approvals have been given.
- Expense reports must be completed in a timely and accurate manner. Expenses must be properly documented, and only those that are reasonable, necessary to the Company's business and in accordance with the Company's reimbursement policy will be reimbursed.
- All assets, liabilities, revenues and expenses must be timely, fully and accurately recorded on the regular books of the Company. The creation of undisclosed or unrecorded funds, assets or liabilities and/or their maintenance, for any purpose, is strictly prohibited.
- All internal and external reporting of financial and other information must be complete, timely and accurate.

### **Use of Company Facilities, Equipment and Property**

It is vital that the Company's property and any property leased by or under management of the Company only be used for the proper conduct of the Company's business. Also, the Company's investment in software, hardware, equipment, materials, tools, supplies, vehicles and other resources must be protected from damage, misuse, vandalism and unauthorized removal or disposal. This requires that associates do not:

- Misuse or waste Company-owned, leased, or managed property, such as by using it or permitting others to use it for personal gain or some other unethical or unlawful purpose.
- Sell, transfer, remove or dispose of Company-owned, leased, or managed property without obtaining maximum consideration for such property or without appropriate authorization.
- Violate any Company policy or instruction for protecting Company software, hardware, equipment, materials, tools, supplies, vehicles and other resources against loss, theft, damage, misuse, vandalism and unauthorized removal or disposal.
- Fail to immediately report any real or likely loss, theft, damage, misuse, vandalism or unauthorized removal or disposal of Company property.

Associates must use the Company's electronic communication devices such as computers, telephones, cell phones including smartphones, tablets and other devices in an appropriate manner and in accordance with the Company's Information Handling and Security Policies and any related policies that prescribe electronic communication devices. Associates should have no expectation of privacy in any content they create, store, access or receive while using company-owned or leased electronic communication devices, systems or networks.

## **Conflict of Interest Between Associates' Responsibilities as Associates and Their Private Interests**

All associates must be able to carry out their duties and responsibilities on behalf of the Company without impairment or the appearance of impairment, by virtue of some activity, interest or relationship. In particular, associates must avoid relationships with others that could conflict with their effectively carrying out their Company duties and responsibilities, might affect their independence or judgment, or which could otherwise give rise to a conflict of interest or the appearance of one. This includes but is not limited to hiring a family member into an operation supervised at any level by another member of the family, unless specific authorization is given by the Executive Vice President and Chief Human Resources Officer or President and CEO of U.S. Cellular. In addition, TDS' Vice President of Human Resources must be informed of such hiring.

With respect to non-Company relationships, associates must avoid entering into any associations with any other person or business enterprise that could or might give the appearance of conflict with their Company duties or responsibilities, or that might tend to affect their independence or judgment with respect to transactions between the Company or one of its business units and any other person or business enterprise.

More specifically, relationships with outside vendors, suppliers, agents, contractors and other personnel that the Company does or seeks to do business with, or competitors and their personnel, must be disclosed in writing to the President and CEO of U.S. Cellular (who shall promptly inform the President and CEO of TDS) and must not, in the view of the Company, adversely affect the business interests of the Company, create or appear to create a situation of divided loyalty, or reflect unfavorably on the associate and/or the Company.

Accordingly:

No associate or immediate family member of an associate shall personally benefit, either directly or indirectly, from Company sales, purchases or other activities of the Company, except when such a transaction has been specifically approved in writing by the President and CEO of U.S. Cellular. This prohibition does not apply to normal incentive compensation programs and sales of used equipment, furniture or other property that have been approved by U.S. Cellular's Executive Vice President and Chief Human Resources Officer or President and CEO of U.S. Cellular.

- No associate shall have any material personal involvement with, or financial interest in, any business enterprise with which the Company competes or does business, except as follows:
  - An investment representing less than one percent of the outstanding securities of a publicly owned corporation;
  - A loan from an established financial institution at normal rates for such loans; or
  - The Company determines after full disclosure of all the facts that the personal involvement or financial interest reported does not conflict with the interests of the Company or could not reasonably be expected to influence the associate's actions for or obligations to the Company.
- No associate shall hold a position with, or perform work for, a competitor, customer, supplier, or agent, or shall provide any services to outside business enterprises that could adversely affect the proper performance of his/her work for the Company or that might jeopardize the interests of the Company. This prohibition includes but is not limited to, acting as an officer, director or consultant or other comparable capacity with an organization that the Company is currently doing or is seeking to do business with, or is

in competition with, without the specific written approval of the President and CEO of U.S. Cellular.

- Associates must use good judgment and act with moderation in all of their dealings with outside concerns with which the Company does business. More specifically, the guidelines below must be followed:
  - Associates may accept entertainment, but only if the entertainment involves reasonable expenditures, occurs infrequently and would enhance or maintain a legitimate business relationship. This would include occasional attendance at athletic, theatrical and cultural functions.
  - Associates may accept occasional meals or refreshment from outside concerns, should that be appropriate in the normal course of conducting business. Whenever possible, alternating meals and refreshments should be paid for by the Company on a reciprocal basis.
  - Associates may only accept gifts of nominal value. An item has “nominal” value when it is promotional in nature, imprinted with corporate advertising and is also distributed to others in the Company as a promotional item. To be considered “nominal,” any gift must have a retail value of \$200 or less. Any gift over \$200 must be approved by your next level leader, at minimum a Vice President.

Hence, associates may not accept anything of value that is primarily intended to gain favor or influence. Rather, all gifts, entertainment, etc. must be reasonably related to a business relationship and be consistent with social norms and business customs. Things that associates are prohibited to accept include bribes, “kickbacks”, gifts of other than nominal value (as discussed immediately above), loans, money, special privileges, personal favors, services or benefits, and unusual hospitality or entertainment.

If there is any doubt as to whether what is being offered is appropriate in light of the above guidelines, it should not be accepted or the decision should be referred to the Executive Vice President and Chief Human Resource Officer or President and CEO of U.S. Cellular.

- No associate shall place any Company business of any kind with another business enterprise in which the associate, a member of his/her family or a close relative has a significant ownership position or serves in a leadership capacity, without the specific prior written approval of the President and CEO of U.S. Cellular.
- Company business shall be awarded to suppliers or agents based on competitive bidding wherever feasible and on quality, cost, multiple sources of supply and timeliness considerations, and not on the basis of personal friendship or favor. At least three qualified bidders shall be obtained whenever feasible and the lowest possible price shall be obtained for a given quality level.

In summary, all associates are expected to avoid any investment or involvement that could adversely influence their actions on behalf of the Company, or give the appearance of doing so. Any actual or potential conflict of interest situation, relating to the Company or Company business, should be immediately reported by the associate to a member of U.S. Cellular leadership for resolution.

### **Corporate Opportunities**

Associates are prohibited from taking for themselves opportunities that properly belong to the Company or are discovered through the use of Company property, information or position. Associates owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises.

## **Political Contributions and Activities**

No Company funds or assets shall be used for federal political contributions; nor shall such assets or funds be used for state or local political contributions, even where permitted by applicable state or local laws, without the prior written approval of the President and CEO of U.S. Cellular.

The above prohibitions are in no way intended to discourage associates from making personal contributions to candidates, parties or political action committees of their choice. However, political contributions must not be made with Company funds or reimbursed with Company funds by any means, direct or indirect, except as discussed in the preceding paragraph. Without the approval of the VP-Legal and Regulatory Affairs associates shall not solicit contributions for political candidates from other associates. However, associates may provide information regarding contributions to a Company-sponsored political action committee. In addition, associates who elect to become involved in partisan political activities must also make it clear that they are not speaking or acting for the Company.

Every jurisdiction in which the Company operates has a variety of rules that prohibit or severely restrict giving gifts to public officials/associates and political candidates. There are exceptions, and the rules vary greatly between jurisdictions. Under no circumstances should an associate either provide to or receive from a public official or political candidate any payment, gift or entertainment that might possibly be construed as improper or illegal, such as a bribe or kickback. Associates should take care to avoid even the appearance of improper conduct in their relationships with public officials/members of their staffs and political candidates. Hence, any entertainment of, or other contact with, a public official or member of their staff, or political candidate must comply with the policies and limits set by applicable local, state and federal laws and regulations. Before any gift is made, an associate must discuss the planned gift with his/her VP or Executive Vice President and Chief Human Resource Officer or Vice President, Legal & Regulatory Affairs and obtain approval. It is the responsibility of the VP or the Executive Vice President and Chief Human Resource Officer to work with the VP-Legal & Regulatory Affairs or with the General Counsel of TDS or U.S. Cellular or TDS Telecom to ensure that competent legal advice is provided to the appropriate parties.

## **ACCOUNTING, INTERNAL ACCOUNTING CONTROLS AND AUDITING MATTERS**

The Audit Committees of the TDS and United States Cellular Boards of Directors are committed to ensuring full compliance by the Company with all applicable securities laws and regulations, accounting standards, accounting controls and audit practices. In that regard, each Audit Committee has established procedures for (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and (ii) the confidential, anonymous submission by associates of concerns regarding questionable accounting or auditing matters. A further explanation of such matters can be found in this Code, under the headings "Retention of Records, Recording Information and Protecting Company Funds" (see above) and "Use of Company Facilities, Equipment and Property" (see above). Any associate wishing to submit a report of the type contemplated in the procedures shall be free to do so without fear of dismissal or retaliation.

The term "questionable accounting or auditing matters" includes, without limitation, (i) fraud, deliberate error or misrepresentation in the preparation, evaluation, review or audit of any financial statement of the Company, (ii) fraud, deliberate error or misrepresentation in the recording and maintaining of financial records of the Company, (iii) deficiencies in or noncompliance with the Company's internal accounting and disclosure controls, (iv) misrepresentation or false statements to or by a senior officer or accountant regarding a matter

contained in the Company's financial records, financial reports or audit reports, or (v) deviation from full and fair reporting of the Company's financial condition or results of operations.

Complaints and reports arising under this procedure may be made in the same manner as other complaints and reports arising under the Code, as described below in the section captioned "Administration of the Code." In addition, such complaints and reports may be made directly to the Company's Ethics Line (877-231-0869), or to the website located at <https://uscellular.alertline.com>, which is staffed by an independent outside service provider and to which contact may be made anonymously. Retaliation against any person who reports an unlawful or unethical act will not be tolerated.

## ADMINISTRATION OF THE CODE

In order for U.S. Cellular to operate its various businesses according to the highest possible ethical standards, all associates must take their responsibilities under this Code seriously, with respect to both their own personal conduct and that of their fellow associates. Violations of the standards and policies contained in the Code will subject the associate to appropriate disciplinary actions, up to and including discharge.

Therefore, every associate must:

- Understand the policies and practices contained in the Code and observe them at all times.
- Bring any substantive questions related to the Code, or its applicability to a given situation, or any other relevant ethical question or concern, to the attention of U.S. Cellular leadership. This Code will provide guidance on many issues, but it does not cover all of the situations with which associates will be confronted.
- Report any violation of the Code as well as any perceived irregularities in ethics or accounting transactions that may not be specifically covered by its policies and standards.

The associate should refer such ethical questions and concerns to his/her immediate leader for resolution. If for any reason the associate chooses not to do so, the matter may be referred to his/her director, Human Resources representative, Executive Vice President and Chief Human Resources Officer, Vice President - Internal Audit, or the President and CEO of U.S. Cellular or the Audit Committee\* of the U.S. Cellular Board of Directors. No waiver of any provision of the Code may be authorized by anyone unless such waiver is made in writing by one of the officers listed in the previous sentence (or as otherwise expressly provided in the Code) and is immediately copied to the Audit Committee of the U. S. Cellular Board of Directors. No waiver of the "Accounting, Internal Accounting Controls and Auditing Matters" section of this Code may be authorized by anyone except the Board of Directors, acting as group. Associates may also report concerns or questions concerning possible violations of the Code to the Company's Ethics Line at 877-231-0869 or to the website located at <https://uscellular.alertline.com>. Such reports may be made anonymously, but should contain sufficient information to allow the Company to take appropriate action.

Company management is committed to administering the Code fairly, objectively and conscientiously. Reasonable efforts will be made to keep confidential the identity of associates about whom or against whom an alleged violation of the Code has been made unless or until it has been determined that a violation has occurred that requires disciplinary action.

\*Information for contacting the Audit Committee members is available by contacting the Ethics Line at 877-231-0869 or the website located at <https://uscellular.alertline.com>.

Associates reporting a possible violation of the Code will be protected from retaliation, such as being demoted, suspended, threatened, harassed, mistreated or terminated. Confidentiality of the identity of the associate reporting a possible violation will be maintained to the greatest extent possible.

Any associate who has initiated, participated in or encouraged retaliation against an associate who reports known or suspected Code violations will be subject to disciplinary action up to and including discharge. An act of retaliation against any reporting associate is, in and of itself, a violation of the Code and must be reported.

To ensure that the Code and its enforcement receive appropriate ongoing attention from Company management, U.S. Cellular will undertake various activities to ensure compliance with the Code, to include:

- Requiring all new associates to read the Code and complete an online Acknowledgment Form, as a condition of employment.
  - Requiring annually that all current associates review the Code and complete an online Acknowledgment Form more frequently than annually when there are revisions to the Code or as management determines is necessary to help ensure that associates remain knowledgeable about the Code's standards and policies.
  - Ensuring that all actual or alleged violations of the Code have been thoroughly reviewed and that appropriate action has been taken.
- The U.S. Cellular Executive Vice President and Chief Human Resource Officer and the Internal Audit department will periodically remind all U.S. Cellular associates of their responsibilities with respect to the U.S Cellular Code of Business Conduct.
  - The Internal Audit department, under the direction of the Audit Committee of the U.S. Cellular Board of Directors, will periodically monitor compliance with the Code.
  - The Audit Committees of both the TDS and United States Cellular Boards of Directors will annually review the Internal Audit department's monitoring activities in connection with the Code. The Committees will also review any other material Code-related activities that occurred during the year, including any significant events concerning the standards and policies it contains. The Audit Committees' findings will be reported to the respective Company's Board of Directors.

## **CONCLUSION**

The continued success of U.S. Cellular, and associated service companies, requires that they retain the trust of their major constituencies: customers, associates, shareholders, suppliers, agents, affiliates, communities in which we operate and the government associates and agencies with whom we interact. To accomplish this goal, all associates must conduct themselves with the highest standards of honesty, integrity, and business ethics. To ensure this result, all associates must read, understand and comply with this Code of Business Conduct.