



NGMN MEMBERSHIP AND PARTICIPATION GUIDELINES

NGMN Ltd. (“NGMN”)¹ has been established to provide a platform for innovation by moving towards an integrated network for each individual mobile network operator for the seamless introduction of mobile broadband services. In particular, NGMN will develop a set of recommendations to enhance the ability of mobile network operators in offering cost-effective wireless broadband services for the benefit of their customers by:

- (i) Guiding or contributing to the activities of equipment developers and standardisation bodies and other stakeholders;
- (ii) establishing clear performance targets, fundamental requirements, operator specific requirements and deployment scenarios; and
- (iii) involving new partners from suppliers, technology providers, standards bodies, mobile network operators and other interested stakeholders.

NGMN seeks to gather the views of all interested stakeholders in the telecommunications industry to join an open and transparent process to realise its ambition to develop and implement these recommendations. Participation in NGMN is limited to two categories of stakeholder, Members and Participants. Participants are further sub-divided into two categories, Sponsor and Advisor, each having different rights (as detailed further in paragraphs 8 and 9 below). Only mobile network operators can be members of NGMN, whilst most other interested stakeholders in the telecommunications industry may apply for Participant status.

The NGMN Board may establish and specify the scope of various working groups on issues relevant to the achievement of its objectives and goals, and invite contributions to the work of such groups from Members and Participants of NGMN. These Guidelines provide an overview of

¹ The words and expressions defined in the Company’s Articles of Association and/or Application Forms shall have the same meanings in these Guidelines.



the role that the two classes of stakeholder in NGMN, Members and Participants (Sponsors and Advisors), are able to play in NGMN workstreams.

In establishing any working group, making its decisions and setting any further rules and procedures relating to their structure or organisation, the NGMN Board will adopt the following principles:

1. NGMN is an inclusive organisation that values the contributions made by both its Members and Participants in achieving its goals and objectives. Therefore, all NGMN Members and Participants shall be entitled to make contributions to working groups or other technical groups of NGMN by, at least, receiving and being given the opportunity to submit written comments on NGMN proposals and/or recommendations before a decision on the relevant matter is taken.
2. In order for NGMN's objectives to be realised, it must produce realistic deliverables on time so that the results can be presented to standardisation organisations, to technology providers and to manufacturers to enable these parties to deliver in time to mobile network operators what they require for the envisaged services to be offered to customers.
3. As stated in NGMN's articles of association, working groups will be created at the direction of the NGMN Board. Each working group will have a leader, who will be responsible for the coordination of the efforts and outputs of that working group. Working groups will consist of Members, Sponsors and, if invited by the NGMN Board, Advisors, with relevant expertise in the subject matter being explored by the working group in question.
4. All Members and Participants shall be able to propose new projects or amendments to existing projects for any working group at any time, provided that the proposal falls within the ambit of the NGMN objectives. All new projects must ultimately be submitted



to the NGMN Board for approval including a project plan, detailing *inter alia* required resources, tasks, timelines and targets of the proposed project. Following any significant amendment to a project plan, it must be re-submitted to the NGMN Board for approval.

5. Each project plan will identify those Members and Participants who have committed to provide resources to the relevant project. Those who have not committed such resources will still be entitled, at appropriate times or upon achievement of certain milestones, to receive relevant documentation and provide input and feedback on the project.
6. All proposals and/or recommendations produced by a working group will be subject to initial review by an Operating Committee, which will consist of Members (and, specifically with regard to the Vendor Forum, Sponsors), to ensure, *inter alia*, quality of deliverables and consistency with the achievement of NGMN's objectives. The Operating Committee will be a "process-level" body and not a formal committee of the NGMN Board. The final decision on such proposals and/or recommendations shall be taken by the NGMN Board, taking into account the views of all Members and Participants (including any dissenting Members or Participants). In any such decision, the NGMN Board will include a clear statement setting out the objective reasons for its decision in accordance with NGMN's objectives and goals.
7. Working groups will, so far as it is possible to do so, seek to work and, in particular, formulate their proposals and/or recommendations by unanimous consent of all Members and Participants within that working group.
8. As stated above, there shall be two distinct categories of Participant – Sponsor and Advisor. Admission as an Advisor shall be reserved to academic institutions, non-industry affiliated research institutes and, at the NGMN Board's discretion, other non-profit making organisations. Admission as a Sponsor shall be open to any commercial or trading entities which, in the opinion of the NGMN Board, have a relevant interest in and commitment to the objectives and initiatives of NGMN.



9. The rights of Sponsors and Advisors shall be as follows:

- **Sponsors** shall have the right to participate fully in each working group and may partake in the Vendor Forum, which is a formal part of the Operating Committee specifically designed to enable full engagement with the Sponsors at a proposal/recommendation approval level. Sponsors can raise proposals for new projects or amendments to existing projects, and may volunteer to lead projects within working groups, subject to NGMN Board approval. Furthermore, Sponsors will be entitled to review and comment on the draft deliverables of working groups. Sponsors may also be named in relevant press releases and on the NGMN website. These rights will ensure that key industry partners have the opportunity to play a significant role in the management and activities of NGMN and also have full public visibility.
- **Advisors** shall have the right to review and comment in writing on the draft deliverables of working groups. Advisors may be permitted by the NGMN Board, in its absolute discretion, to take a greater role in working groups. Advisors can also raise proposals for new projects or amendments to existing projects. Advisors will not, as a matter of course, be named in press releases, but may be named on the NGMN website as an Advisor.

10. These Guidelines will be reviewed from time to time by the NGMN Board to ensure that they remain effective in furthering NGMN's objectives and goals. For further detail on the Operating Committee (and its membership structure and voting procedures), the specific operation of the working groups and any other process related matters, please refer to the NGMN Process document, which is available from the Operating Officer of NGMN.

11. In case of conflict between this document and NGMN's articles of association, the articles of association will prevail.