

# Uniti Group Inc.

## Code of Business Conduct and Ethics and Whistleblower Policy

(Effective January 6, 2021)

### 1. Introduction

It is the policy of Uniti Group Inc. (together with its subsidiaries, “Uniti” or the “Company”) that its business shall be conducted in accordance with the highest moral, legal and ethical standards. The Company’s reputation for integrity is of the utmost importance and each officer, director and employee must contribute to the care and preservation of that asset.

This Code of Business Conduct and Ethics and Whistleblower Policy (this “Code”) covers a wide range of business practices and procedures and provides guidance to enable and encourage the reporting of any conduct that appears to raise ethical or legal concerns, including conduct in connection with the Company’s accounting, internal accounting controls, financial reporting or other auditing matters (collectively, “Accounting Matters”) or conduct that violates federal securities law (“All of our officers, directors and employees must conduct themselves in accordance the principles of this Code and seek to avoid even the appearance of improper behavior.

If a law conflicts with a policy in this Code, you must comply with the law; however, if a local custom or policy conflicts with this Code, you must comply with the Code. If you have any questions about these conflicts, you should ask your supervisor or the General Counsel how to handle the situation.

Those who violate the standards in this Code, other Company policies or any applicable laws or regulations, will be subject to disciplinary action up to and including termination of employment. *If you are in a situation that you believe may violate or lead to a violation of this Code or is potentially detrimental to the Company, follow the guidelines described in Section 3 of this Code.*

In view of our constantly changing business environment, the Company reserves the right to modify employment guidelines or policies and to address individual situations on a case-by-case basis. Accordingly, this Code should be read as a general guide and not as an employment contract or other form of legal contract.

This Code is intended to meet the standards for a code of ethics and whistleblower procedures under rules and regulations of the Securities and Exchange Commission (the “SEC”), the Sarbanes-Oxley Act of 2002, as amended, and the listing standards of the NASDAQ Stock Market (“NASDAQ”).

### 2. Compliance with Laws, Rules and Regulations

Obeying the law, both in letter and in spirit, is the foundation on which this Company’s



with the Audit Committee, the employee should indicate this in the submission and include a telephone number at which they might be contacted if the Audit Committee deems it appropriate.

In addition to the communication methods described above, a person may contribute any concern or complaint regarding Accounting Matters or Securities Lawmrs or Sd[wt]6.3 (i)-4.7 (vmr)ndirsaha.7 (e) os524M

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appropriate by the Audit Committee, notice of any corrective action taken will be given to the person who submitted the Accounting and Securities Complaint.

*B. Review of Conduct Complaints and Corrective/Remedial Action*

Conduct Complaints will be reviewed by the Genera

auditor during his or her review of any financial statements or operations of the Company. Examples of improper influence include purposefully providing misleading information to an auditor or arranging with another person to provide misleading information to an auditor, offering incentives implicitly or explicitly linked to the outcome of the audit or purposefully providing an auditor with an inaccurate legal analysis or business rationale.

## **6. Expense Reporting**

When incurring expenses in the course of your duties as an employee, officer or director of the Company, you are expected to act reasonably and in the best interests of the Company and in full compliance with any applicable Company policies, procedures and directives.

Expense reports must never seek reimbursement of expenses that are not incurred in, and related to, the course of your duties as an employee of the Company. This means that an expense report must never seek reimbursement for personal spending. Expense reports must be completed accurately and in a timely manner, showing the true purpose and correct amount of each expense item and, if applicable, the persons in attendance.

## **7. Fair Employment Practices**

The Company hires, evaluates and promotes employees based on their talents, skills and performance. The Company will not tolerate discrimination in employment on the basis of race, color, age, sex, sexual orientation, gender, gender identity, religion, disability, national origin, social or ethnic origin,



The U.S. government has a number of laws and regulations regarding business gratuities that may be accepted by U.S. government personnel. The promise, offer or delivery to an official or employee of the U.S. government of a gift, favor or other gratuity in violation of these rules would not only violate Company policy but could also be a criminal offense. State and local governments, as well as foreign governments, may have similar rules. The Company's General Counsel can provide guidance to you in this area.

The U.S. Foreign Corrupt Practices Act (the "FCPA") prohibits giving anything of value, directly or indirectly, to officials of foreign governments or foreign political candidates in order to obtain or retain



accidents, injuries and unsafe equipment, practices or conditions. Violence and threatening behavior are not permitted.

Employees should report to work free from the influence of illegal drugs or alcohol. The use of illegal drugs in the workplace will not be tolerated.

#### **10. Use and Protection of Company Assets**

All officers, directors and employees should endeavor to protect the Company's assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on the Company's profitability.

Any suspected incident of fraud or theft should be immediately reported to the Company's General Counsel for investigation. Company equipment should not be used for non-Company business, though incidental personal use may be permitted with the approval of your supervisor or an officer of the Company.

The obligation of officers, directors and employees to protect the Company's assets includes its proprietary information. Proprietary information includes intellectual property such as trade secrets, patents, trademarks and copyrights, as well as business, marketing and service plans, ideas, designs, databases, records, salary information and any unpublished financial data and reports. Unauthorized use or distribution of this information would violate Company policy and may also be illegal and result in civil or even criminal penalties.

#### **11. Customer Information**

Customer account information, customer communications and customer call records are considered proprietary and confidential in nature. As such, all officers, directors and employees of the Company should protect the use and access to this information. Only those who need to know such information in the course of employment should access customer information. Falsifying or altering customer accounts or customer transactions is prohibited. Accessing your own personal billing account informatio

Officers, directors or employees may learn information about the Company, or other publicly traded companies, that is not generally known to the public and that could affect a person's decision to buy, sell or hold that company's stock. Such information is known as "material non-public information." Examples of material non-public information include financial results, financial forecasts, possible mergers, acquisitions or dispositions, significant financial developments, and significant business plans or programs. Any non-public information that would influence your own decision to buy or sell that company's stock probably is material, non-public information.

Material non-public information must be held in the strictest confidence. You must not disclose such information to anyone unless such disclosure is necessary to carry on the Company's business in an effective and proper manner and appropriate steps have been taken by the Company to prevent the misuse of the information.

If you know material nonpublic information about the Company or another publicly traded company, you are prohibited from trading in that company's stock until such information has been publicly disclosed. You are also prohibited from recommending or suggesting that another person buy, sell or retain stock in the company until such information has been publicly disclosed.

The Company also imposes specific insider trading compliance procedures on its directors and certain officers to prevent such individuals from violating the insider trading policy described in this Section. These procedures also are designed to prevent the covered individuals from violating, or causing the Company to violate, certain securities laws applicable to such individuals or the Company. For more information, please refer to the Company's *Insider Trading Policy*. If you have any questions, please consult the Company's General Counsel.

#### **14. Confidentiality**

The information gathered and developed in the management and operation of the Company's business is a valuable asset. Some of this information is considered confidential and is not known to the public or the Company's competitors. Additionally, in the conduct of business, the Company will, from time to time, receive and use proprietary information of others pursuant to specific nondisclosure obligations. This information must be held in confidence and used only in accordance with the agreements under which the information is received. You must not use the information for your own or someone else's benefit. Confidential information about the Company and its clients should not be discussed with anyone except when necessary in connection with work. Accidental or intentional disclosure of such confidential information to other persons could have very serious repercussions for the Company and/or its clients and therefore could be the basis for disciplinary action, including if appropriate, termination of employment.

For the purposes of this Code, confidential information includes all non-public information and information entrusted to us by suppliers, customers or other third parties that might be of use to competitors, or harmful to the Company or its customers, if disclosed. Examples of confidential information include corporate records, lists, trade secrets, business processes, methods of pricing, financial conditions or results and information related to the Company's actual or anticipated business not generally available to or used by the public. Confidential information also includes personally identifiable information received from employees, customers, suppliers and third parties, which if misused, could result in identity theft or other fraud.

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entrusted to them by the Company or its customers, except when disclosure is authorized in accordance with the Company's *Regulation FD Corporate Disclosure Policy* or as required by other laws or regulations. You may not use for any personal purpose confidential information that belongs to the Company, its customers, suppliers, employees or other persons. Company technology and equipment should not be used in a manner that would reasonably result in the disclosure of confidential information to a third party. The obligation to preserve such confidential information continues even after your employment ends.

Employees should raise questions about the appropriate treatment of personal or confidential information with the Company's General Counsel.

Unless compelled to do so by law, current or former employees of the Company may not disparage or defame the Company, its officers or its directors during or after employment or take any action that would reasonably be expected to lead to unwanted or unfavorable publicity to the Company.

Nothing in this policy is designed to interfere with, restrain, or prevent employee communications regarding wages, hours or other terms and conditions of employment. Company employees have the right to engage in or refrain from such activities.

If you have any questions regarding confidentiality, including doubts as to what confidentiality is or whether information qualifies as proprietary, please consult the Company's General Counsel.

## **15. Competition and Fair Dealing**

We seek to outperform our competition fairly and honestly. We seek competitive advantages through superior performance, never through unethical or illegal business practices. Each officer, director and employee should endeavor to respect the rights of and deal fairly with the Company's customers, suppliers, competitors and employees. No officer, director or employee should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other intentional unfair-dealing practice.

To maintain the Company's valuable reputation, compliance with the Company's quality processes and safety requirements is essential. In the context of ethics, quality requires that the Company's services be designed to meet the obligations of the Company's customers. All services must be performed in accordance with all applicable regulations.

## **16. No Contractual Right or Fair Procedure Created**

Nothing in this Code shall interfere with or limit in any way the right of the Company to terminate any individual's employment with the Company or modify or change the "at will" employment relationship of any person's employment with the Company. The policies contained in this Code are not intended to create any contractual rights, express or implied, with respect to employment, or termination thereof, and shall not be construed to create any type of right to a "fair procedure" prior to termination or other disciplinary action.

## **17. Waivers & Amendments**

Any waiver of this Code for executive officers or directors may be made only by the Board and will be promptly disclosed to the Company's shareholders as required by law or stock exchange rules

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