



# Bandwidth Code of Business Conduct and Ethics

## A Message from Our CEO

At Bandwidth, we are mission driven. Success in our individual and team missions hinges on being honest and fair at all times. This Code of Business Conduct and Ethics (which we'll refer to as the "Code of Conduct" or "Code") reflects our commitment to honesty and fairness, and requires each of us to take personal responsibility for 'doing the right thing' at Bandwidth.

Doing the right thing goes far beyond compliance with applicable laws, rules, and regulations. This Code of Conduct is designed to empower you to make right decisions and take right actions. While this Code cannot cover every situation you will encounter, my expectation is that it will be a useful guide for all of us.

This Code of Conduct applies to all of us at Bandwidth, including to employees of our subsidiaries. This Code also applies to consultants, contractors, directors, and any other individual conducting business on Bandwidth's behalf, regardless of title or location.

If at any time you have a concern that this Code or a law, rule, or regulation is not being followed, please speak up. Bandwidth's success depends on our mutual commitment to honesty and fairness. Inside this Code you will find details regarding the numerous ways you can raise a question or concern. In addition to those options, please know that my door is always open...if I had a door instead of a cube, but you know what I mean!

Thank you for reading this Code of Conduct at least once, for referring to sections in the future, and thank you for joining me in committing to do the right thing, to live the principles of honesty and fairness on which Bandwidth is founded.

Sincerely yours,

David Morken, CEO

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# Overview

Bandwidth Inc. (“Bandwidth” or the “Company”) aspires to achieve the highest ethical, moral and legal standards in the conduct of all aspects of the Company’s business. Bandwidth’s Board of Directors has adopted this Code of Business Conduct and Ethics (the “Code”) to help Bandwidth achieve the standards to which it aspires.

This Code applies to all employees, officers, and directors of Bandwidth and its subsidiaries, and to contractors, consultants, and any others who are authorized to represent Bandwidth or act on its behalf. The terms “you” and “Company personnel” as used in this Code refer to all such persons. In this Code, you will find: (1) the standards of conduct Bandwidth expects all personnel to adhere to in conducting Company business; (2) information regarding how compliance with Bandwidth’s standards is administered and monitored; and (3) procedures for reporting violations of this Code or other compliance concerns.

This Code outlines broad ethical principles established by Bandwidth for the conduct of the Company’s business. This Code also highlights certain key legal requirements with which all Company personnel must comply. This Code does not cover every ethical, moral or legal issue that may arise. You must act with the principles of this Code in mind and should use good judgment and common sense at all times. You also must comply with Bandwidth’s other policies and procedures. You are also encouraged to consistently look for ways to help Bandwidth achieve the standards to which it aspires.

This Code promotes:

- Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- The avoidance and management of conflicts of interest, including the disclosure to appropriate Company personnel of any material transaction or relationship that Company personnel reasonably could expect to give rise to a conflict of interest;
- Full, fair, accurate, timely, and understandable disclosures in Bandwidth’s financial statements and in documents that Bandwidth files with applicable governmental authorities;
- Compliance with all applicable laws, rules and regulations, both those mentioned herein and any others applicable to Bandwidth’s business;
- Prompt internal reporting of violations of this Code to appropriate Company personnel;
- Accountability for adherence to this Code by all Company personnel;
- Consistent enforcement of the Code, including clear and objective standards for compliance;
- Protection for persons reporting any such questionable behavior;
- The protection of Bandwidth’s legitimate business interests, including its assets and corporate opportunities; and
- Confidentiality of information entrusted to directors, officers and employees by Bandwidth and its customers.

While Bandwidth anticipates that all Company personnel will comply with this Code, Company personnel who violate the standards of this Code will face disciplinary action, including, without limitation, possible termination of employment, contract, or affiliation.

The Board of Directors has designated Emily Harlan, a Deputy General Counsel, as the Company’s Ethics and Compliance Officer. The Ethics and Compliance Officer heads the Ethics and Compliance Team

(referred to as “Ethics & Compliance”). If you have questions about this Code or any compliance matter, raised herein or otherwise, you should contact Ethics & Compliance or the General Counsel.

## **1. Conflicts of Interest**

A “conflict of interest” exists when the private interest of an employee, officer, or director interferes with or appears to interfere with Bandwidth’s interests. These situations can arise in many ways. For example, a conflict of interest can arise when the individual acts or has interests that may make it difficult for him or her to objectively and effectively perform his or her work for Bandwidth. Conflicts of interest also can arise when the individual, or a member of his or her family, receives improper personal benefits because of his or her position with Bandwidth. These personal benefits could create a conflict of interest if they affect, or are perceived to affect, the individual’s objectivity. You must comply with Bandwidth’s policy regarding accepting and offering gifts and entertainment, set forth in Section 9 below.

Conflicts of interest can also occur indirectly. For example, a conflict of interest may arise when an employee, officer, or director is also an executive officer, a major shareholder, or has a material interest in a company or organization doing business with Bandwidth. Also for example, a conflict of interest may arise if an individual hires for Bandwidth, or influences others to hire for Bandwidth, a supplier or vendor that is owned by the individual’s relative or close friend.

Unless Bandwidth’s Board of Directors approves, neither you nor any member of your immediate family can acquire a financial interest in, or accept employment with, an entity doing business with Bandwidth if the interest or employment could conflict with your duties to Bandwidth and the performance of your duties. For example, it usually would constitute a conflict of interest for you to work simultaneously for one of Bandwidth’s competitors, customers, or suppliers. While working for Bandwidth, you cannot work for one of Bandwidth’s competitors as an employee, consultant, director, or officer.

Because conflicts of interest can arise in many different ways, we cannot list every example in this Code. You must evaluate transactions, relationships, and situations on an individual basis, keeping in mind the general principles illustrated by these examples.

You have an obligation to conduct Bandwidth’s business in an honest and ethical manner, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships. Any relationship, transaction, or situation that presents an actual, potential, or apparent conflict of interest must be promptly reported to the Ethics and Compliance Officer or the General Counsel. This includes situations in which you are directly involved as well as situations you observe. If you have any question about whether particular circumstances present a conflict of interest, you should bring the matter to the attention of your immediate supervisor, Ethics & Compliance, or the General Counsel. Bandwidth’s Ethics and Compliance Officer will conduct an evaluation, and shall report any conflict of interest to the Board of Directors or the Audit Committee.

## **2. Company Records**

Bandwidth’s success requires accurate and reliable records. Bandwidth’s records serve as the basis of financial statements and documents that Bandwidth files with applicable governmental authorities. Bandwidth’s records also guide the Company’s decision-making and strategic planning.

All of Bandwidth’s books, records, accounts, and financial statements must be maintained in reasonable detail, must appropriately reflect the Company’s transactions and must conform to applicable legal requirements and the Company’s system of internal controls. Undisclosed, unrecorded or “off the books” assets, funds or transactions cannot be maintained unless expressly permitted by applicable laws or regulations and approved by Bandwidth’s Chief Executive Officer or General Counsel.

All Company personnel must comply with Bandwidth's Document Retention Policy. You should direct any questions regarding the Document Retention Policy to Bandwidth's Ethics and Compliance Officer or General Counsel.

You must avoid exaggeration, derogatory remarks, guesswork or inappropriate characterizations of people and companies in all Company records and communications. This prohibition applies to all forms of communication, including, but not limited to, email, internal memos and formal reports.

### **3. Disclosures**

The information in Bandwidth's public communications, including in all reports and documents filed with or submitted to the Securities and Exchange Commission, must be full, fair, accurate, timely and understandable.

To ensure that Bandwidth meets this standard, all Company personnel (to the extent they are involved in the Company's disclosure process) are required to maintain familiarity with the disclosure requirements, processes, and procedures applicable to Bandwidth commensurate with their duties. You are prohibited from knowingly misrepresenting, omitting, or causing others to misrepresent or omit material facts about Bandwidth to others, including the Company's independent auditors, governmental regulators and self-regulatory organizations.

### **4. Confidentiality**

You must maintain the confidentiality of all confidential and non-public information received from Bandwidth or its customers and suppliers, unless the Company's Chief Executive Officer, Chief Financial Officer, or General Counsel authorizes the disclosure, or applicable law compels disclosure by you. Confidential information includes all information that, if disclosed, might be useful to Bandwidth's competitors or otherwise harmful to Bandwidth or its customers and suppliers. Confidential information also includes all information that Bandwidth's customers and suppliers entrust to the Company. Confidential information includes, but is not limited to, financial information, pricing and other vendor information, corporate development documents, cost of goods and services, personnel files, manuals and procedures, computer software, design documents, internal reports, memoranda and/or videos. Confidential information does not include information made public by Bandwidth, including press releases, advertisements, or documents filed with applicable governmental authorities, unless Bandwidth files such documents under seal, subject to a confidential treatment request or subject to another similar provision intended to preserve the confidentiality of such documents.

Your obligation to preserve the confidentiality of confidential information extends after the termination of your employment (or any other relationship) with Bandwidth. You also must abide by the terms and conditions of any nondisclosure agreement, noncompetition agreement, inventions agreement, or other similar agreement with Bandwidth.

### **5. Corporate Opportunities**

You may not take personal advantage of opportunities discovered using Bandwidth's property, information, or position. You may not use Bandwidth's property, information, or position for personal gain or to compete with Bandwidth directly or indirectly. All Company personnel must advance the Company's legitimate interests.

### **6. Fair Dealing**

Bandwidth will outperform its competitors fairly and honestly – not by unethical or illegal business practices. You will not steal proprietary information, possess trade secret information obtained without the

consent of the owner, or induce past or present employees of other companies to disclose trade secrets. You must not take unfair advantage of Bandwidth or its employees, officers, directors, stockholders, customers or suppliers through any intentionally unfair practices. You must not knowingly or deliberately falsify any documents or data in connection with service to or on behalf of Bandwidth. Such falsification could result in civil and/or criminal penalties, as well as disciplinary action including termination of employment, contract, or affiliation.

## **7. Protection and Proper Use of Company Assets**

You should protect Bandwidth's assets and ensure their efficient use. Theft, carelessness, and waste have a direct impact on the Company's profitability. All assets of Bandwidth should be used only for legitimate business purposes. Your obligation 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, engineering and manufacturing ideas, designs, databases, records, salary information and any unpublished financial data and reports. Additionally, if you are among the personnel subject to the Company's Proprietary Information, Inventions, Noncompetition and Use of Likeness Agreement (or other similar agreement), you also must comply with the obligations in that agreement.

## **8. Compliance with Laws, Rules and Regulations**

Bandwidth commits to comply with all applicable laws, rules, and regulations. You also must respect and comply with all laws, rules, and regulations applicable to Bandwidth and its business. Failure to comply with applicable laws, rules, and/or regulations exposes the Company, you, and others to significant adverse consequences, including potential legal proceedings and civil and criminal penalties. Violations also can result in disciplinary action against you or others, including termination of employment, contract, or affiliation.

In addition to the guidelines and principles set out below, you are responsible for reading and following Bandwidth's Anti-Corruption Policy, which is available on the Company's intranet and incorporated into this Code by reference.

This Code does not cover every law, rule, or regulation that may be applicable to Bandwidth or its business. If you have any questions about whether a law, rule, or regulation is applicable to any business conduct, you must immediately contact Bandwidth's Ethics and Compliance Officer or General Counsel to seek guidance.

Compliance with applicable laws, rules, and regulations includes, but is not limited to, the following:

### **A. Anti-Corruption Laws**

United States and foreign laws including, but not limited to, the U.S. Foreign Corrupt Practices Act and UK Bribery Act 2010, strictly prohibit bribery, kickbacks, and other improper payments. You must never give or accept kickbacks, bribes, or any other thing of value to secure an improper advantage from, or influence the judgment of, a foreign official, government employee, or private party such as a commercial customer or supplier. A "thing of value" can take many forms, including, for example, cash, gifts, meals, entertainment, travel, lodging, charitable donations, business opportunities, and offers of employment. A "thing of value" can be something given directly to an official or employee, or given to a member of that person's family.

You must never give or accept kickbacks, bribes, rebates, or any other illegal consideration to obtain or retain business. This is true regardless of the local custom or practice, or the actions of competitors. If you encounter a situation where an improper payment is requested or suggested, you must not make the payment, and you must inform Bandwidth's Ethics and Compliance Officer or General Counsel immediately.

Violations of anti-corruption laws can subject you and Bandwidth to criminal prosecution, including significant fines and imprisonment.

## **B. International Trade Laws**

Bandwidth is committed to compliance with all applicable United States and international laws governing international trade transactions such as imports, exports, and cross-border financial transactions. United States export control laws and regulations impose restrictions and requirements on the export, re-export, and use of U.S.-origin data, hardware, and services. Additionally, the United States maintains economic sanctions and embargo against certain countries, organizations, and individuals. The most extensive sanctions target organizations and individuals in Cuba, Iran, North Korea, Syria, and occupied regions of Ukraine. If you encounter a situation where an organization or individual from one of these countries is involved in a business transaction, you must notify Ethics & Compliance or the General Counsel immediately. Additionally, if you have any doubt as to whether any country, organization, or individual is subject to sanctions, you must contact Ethics & Compliance or the General Counsel to seek guidance.

## **C. Antitrust Laws**

Antitrust laws prohibit a broad range of conduct that could be viewed as anti-competitive or collusive. Prohibited conduct includes, but is not limited to, formal or informal agreements with competitors to (1) divide or allocate customers, territories, or contracts; (2) fix or control the price of a product; or (3) limit the production or sale of products. Sales tactics and arrangements with customers and suppliers that may be perceived to unfairly restrain competition, such as exclusive dealing contracts, also raise risks. Deceptive practices and unfair methods of competition are strictly prohibited. Engaging in or failing to report such practices can expose Bandwidth and you to significant penalties, including criminal fines and imprisonment, and also could result in disciplinary action, including termination of employment, contract, or affiliation.

Additionally, confidential pricing, product, and inventory information, and any other information with competitive value, must not be shared with competitors in any setting or circumstance. In addition to raising anti-competition risks, this information is Bandwidth's proprietary information, and must not be shared in any way that could harm Bandwidth's business. Likewise, you must not solicit or attempt to obtain confidential information from a competitor or a competitor's customer through any dishonest or deceptive means.

## **D. Securities and Insider Trading Laws**

Federal and state securities laws prohibit trading on the basis of material non-public information (also referred to as "inside" information). "Material non-public information" is information of such importance that it can be expected to affect the judgment of investors as to whether or not to buy, sell, or hold the securities in question. Using material non-public information for personal financial benefit is not only unethical, but also illegal. It is also unethical and illegal to use material non-public information to "tip" others, including family members, who might make an investment decision based on the information. Company personnel in possession of material non-public information about Bandwidth, or about companies with which Bandwidth does business, must abstain from trading or advising others to trade in the respective company's securities from the time that they obtain such inside information until adequate public disclosure of the information. Please refer to the Company's Insider Trading Policy, with which you must comply, for more detailed information.

## **E. Government Contracts**

Unique rules apply to contracting with federal and state government entities. These rules and regulations differ from contract to contract, and you are responsible for knowing and understanding the rules and regulations applicable to the government contract(s) on which you are working. These unique rules and regulations touch all aspects of a government contract, from bidding to performance to billing and

payment. You must at all times comply with the rules and regulations applicable to a government contract on which you are working. If you have questions about your obligations, you should contact your supervisor, as appropriate, and/or Ethics & Compliance or the General Counsel.

As stated in Section 9 of this Code, there are special rules that govern interactions with government officials and employees, which in many cases are stricter than the rules applicable to commercial (non-government) customers. You must strictly observe these rules, and you must not offer, provide, solicit, or receive anything of value intended to influence favorable treatment or action.

The rules and regulations of government contracting apply both when Bandwidth is contracting directly with a federal or state government entity and when Bandwidth is working on a government contract indirectly (for example, when Bandwidth is providing services to a commercial customer that the customer is using in performance of a government contract).

#### **F. Accuracy of Certifications and Representations**

All personnel acting on Bandwidth's behalf are required to make accurate representations and, where certifications are required, accurate certifications. This requirement extends to both oral and written communications, and to both express and implied certifications and representations. Company personnel are prohibited from making any misrepresentations or false statements to any customer, subcontractor, individual, or entity whenever acting on behalf of Bandwidth. Engaging in conduct prohibited by this Section will result in disciplinary action, including, without limitation, possible termination of employment, contract, or affiliation. Additionally, misrepresentations and false statements can constitute violations of law, and may subject you and the Company to criminal prosecution, including significant fines and imprisonment.

### **9. Gifts and Entertainment**

#### **A. Giving or Accepting Items of Value**

Business entertainment and gifts seek to create goodwill and sound relationships – not unfair advantages with customers. The terms gifts and entertainment (referred to hereafter as “gifts”) are construed broadly and encompass anything of value—such as gifts, favors, meals, travel, donations, and event tickets—that is provided or received without compensation in return.

You may not offer gifts to any employee of a competitor, customer, vendor, or supplier, or to a member of that employee's immediate family, if the gift might place the recipient under any actual or perceived obligation to you or to Bandwidth.

Similarly, neither you nor any member of your immediate family can accept material gifts that affect, or would appear to affect, your judgment or your actions on behalf of Bandwidth. You and members of your immediate family may accept gifts of nominal value from existing sources, prospective sources or persons, firms or companies with which Bandwidth does or might do business. However, you must evaluate whether accepting the nominal gift would create an appearance of impropriety, and, if so, you may not accept it. You are expected to use good judgment and act with the principles of this Code in mind when evaluating whether to accept a nominal gift.

If you are unsure about the appropriateness of giving or receiving any gift, you should contact Ethics & Compliance or the General Counsel for guidance.

#### **B. Government Employees**

As noted in Section 8 of this Code regarding anti-corruption laws, offering or providing gifts or entertainment to government employees is highly regulated and often prohibited. The term “government



employee” is construed broadly, and includes any employee of federal, state, or local government, or any instrumentality or agency of government (such as a public university or health system). It also includes independent contractors working for such entities. All Company personnel dealing with government agencies and employees must be aware of and comply with all laws, rules, and regulations limiting or prohibiting gifts or any favors. You may not provide gifts or entertainment to any government employee without the prior approval of Bandwidth’s Ethics and Compliance Officer. If you have any question regarding whether a particular person is a government employee, please contact your supervisor, as appropriate, or Ethics & Compliance or the General Counsel.

## **10. Anti-Money Laundering**

Money laundering is the process of disguising illegally obtained funds, including by filtering them through a series of financial transactions, so that they appear legitimate. Bandwidth is committed to complying with all anti-money laundering laws, rules, and regulations, and to conducting business only with reputable customers engaged in legitimate business transactions. Company personnel are strictly prohibited from knowingly participating in or facilitating money laundering activity. You must also look out for red flags indicating questionable financial transactions, such as customers or suppliers who are unwilling or reluctant to provide complete information, or who are engaged in complex payment structures that do not appear to have a business purpose. If you detect or otherwise become aware of activity that is suspicious or unusual to you, you must report it to Ethics & Compliance or the General Counsel. Participating in or facilitating money laundering subjects you and the Company to criminal prosecution, including significant fines and imprisonment. Additionally, knowingly engaging in such conduct will result in disciplinary action, including, without limitation, possible termination of employment, contract, or affiliation.

## **11. Political Contributions**

Corporate contributions to political campaigns, candidates, and committees are strictly regulated under federal, state, and foreign laws. Company personnel are prohibited from using Company funds to make contributions of any kind to any politician, political candidate, or political action committee. Company personnel can make personal political contributions using non-reimbursable personal funds, but shall not represent any contribution as being made on behalf of Bandwidth. Any questions concerning political contributions should be raised with Bandwidth’s Ethics and Compliance Officer or General Counsel.

## **12. Health and Safety; Discrimination and Harassment; Compliance with Employee Handbook**

Bandwidth is committed to maintaining a safe and healthy work environment for all Company personnel. The Company’s Employee Handbook includes policies and procedures applicable to all Company personnel to help Bandwidth maintain a safe and healthy work environment. Company personnel must comply with the Employee Handbook and with Bandwidth’s Harassment and Hostile Work Environment Policy. Bandwidth does not tolerate illegal discrimination or harassment, violence, or threatening behavior by any Company employee against anyone, including, but not limited to, our colleagues, customers, business partners, and other stakeholders.

## **13. Reporting and Investigations**

### **A. Duty to Report**

You are obligated to report known or suspected violations of applicable laws, rules, regulations, this Code, or other Company policy to Bandwidth. If you have questions, concerns, or need to report a known or suspected violation, you can do so to your immediate supervisor, to Ethics & Compliance or the General Counsel, through the Ethics Hotline, or to the Company’s Audit Committee (as detailed below).

Additional duties apply to managers. In addition to adhering to the ethical standards required of all employees, managers must ensure that the employees they manage understand and comply with the obligations imposed by this Code and by applicable laws, rules, and regulations. If you are a manager and you receive a report or you otherwise become aware of a possible ethical or illegal situation, a possible violation of this Code, or a possible violation of laws, rules, or regulations, you must fairly and diligently interpret the information presented and make a determination as to whether a breach has occurred or might occur. If you determine that a breach has occurred or could potentially occur, even if you are less than one-hundred percent certain, you must notify Bandwidth's Ethics and Compliance Officer or General Counsel.

All questions, concerns, and reports of potential violations will be taken seriously. All reports will be investigated by the Ethics and Compliance Officer, with input from Bandwidth's General Counsel and/or Chief Executive Officer as deemed appropriate. Bandwidth's Ethics and Compliance Officer shall report any breaches of laws, rules, regulations, or this Code to the Company's Board of Directors or Audit Committee.

Bandwidth will take appropriate actions when violations of this Code, of applicable laws, rules, or regulations, or of the Company's policies occur. Disciplinary action resulting from any breach of any laws, rules, regulations, this Code, or other Company policy may include dismissal and/or notification to appropriate governmental authorities.

If you are concerned about a possible ethical or illegal situation, any violation of this Code, or any other circumstance that may violate Bandwidth's standards or policies, even if you are unsure whether it rises to the level of a breach, you should seek guidance from the Company's Ethics and Compliance Officer or General Counsel.

## **B. Reporting Procedures**

### **(a) Reporting Methods**

To make a report or ask a question about an ethics and compliance matter, you can choose any of the following options:

1. **Discuss the situation with your manager.** This will be the natural starting point for many employees who seek to report concerns. But if the conduct in question involves your manager, or if you have raised the issue with your manager and do not feel it has been adequately addressed, or if you do not feel comfortable raising the issue with your manager, you may instead use any of the alternatives below.
2. **Contact the Company's Ethics and Compliance Officer.** Any person may contact Bandwidth's Ethics and Compliance Officer (Emily Harlan, [eharlan@bandwidth.com](mailto:eharlan@bandwidth.com)) directly.
3. **Use the Ethics Hotline.** Any person may make a report to Bandwidth's Ethics Hotline by any of the following methods:
  - a. Emailing [ethics hotline@bandwidth.com](mailto:ethics hotline@bandwidth.com). These emails will be received by Bandwidth's Ethics and Compliance Team.
  - b. Using the secure web form at <https://www.whistleblowerservices.com/band>. The submitted form will be received by a third-party contractor engaged by Bandwidth to provide reporting services and delivered to Bandwidth's Ethics and Compliance Team.
  - c. Calling 866-860-1941 within the United States, or +1 202-381-9939 outside the United States. Telephone calls will be received by a third-party contractor engaged by

Bandwidth to provide reporting services and delivered to Bandwidth's Ethics and Compliance Team. Messages can be received in English, French, Dutch, and Romanian.

4. **Contact the Company's General Counsel.** Any person may contact Bandwidth's General Counsel (Brandon Asbill, [basbill@bandwidth.com](mailto:basbill@bandwidth.com)) directly.
5. **Report in writing.** Any person may make a report or raise a concern in a writing marked CONFIDENTIAL and mailed to the following address: Bandwidth Inc., Attn: Ethics and Compliance Officer/General Counsel, 2230 Bandmate Way, Raleigh, NC 27607.
6. **Report to the Audit Committee.** Any person may make a report or raise a concern directly to the Audit Committee, in a writing marked CONFIDENTIAL and mailed to the following address: Bandwidth Inc., Attn: Audit Committee, 2230 Bandmate Way, Raleigh, NC 27607.

(b) Review and Investigation of Complaints

Complaints received by Bandwidth's Ethics and Compliance Officer, General Counsel, or Audit Committee will be reviewed and investigated. Bandwidth will provide appropriate funding and resources to the Ethics and Compliance Officer, General Counsel, and Audit Committee as necessary to conduct an investigation, including, but not limited to, the retention of outside counsel, advisors, and experts.

At least once each calendar quarter, and at any other time deemed necessary, the Ethics & Compliance or the General Counsel shall report to the Board of Directors or the Audit Committee (and any member of management the Board of Directors or the Audit Committee directs to receive such report) on the complaints made within the preceding 12 months, which shall include: (1) a description of the substance of the complaint; (2) the complainant, unless anonymous (in which case the report to the Board of Directors or the Audit Committee will so indicate); (3) the status of the investigation; (4) any conclusion reached by the investigator; and (5) the investigator's recommendations for responsive action, including disciplinary action.

The Board of Directors and the Audit Committee shall have full access to all complaints in their entirety (preserving anonymity where requested and where legally permissible).

(c) No Retaliation

Bandwidth strictly prohibits retaliation of any kind for reports of misconduct made by any Company personnel in good faith. Company personnel who engage in retaliatory behavior will be subjected to disciplinary action.

(d) Anonymity

Reports can be made on an anonymous basis. Bandwidth will use reasonable efforts to preserve the anonymity of the individual making the report to the extent practicable and legally permissible, and consistent with the need to conduct an adequate review and investigation of the complaint.

(e) Confidentiality

All reports and records associated with complaints are considered confidential information. Access will be restricted to the Ethics and Compliance Officer, the Legal Department, the Audit Committee, and other such persons reasonably determined by the Ethics and Compliance Officer or the General Counsel to have a need to know the information therein. Complaints, investigative records, and reports generally will not be disclosed to the public, except as required by law or by any Company policy in place at that time.

## **14. Waivers of This Code**

Before any Company personnel, or an immediate family member of any such Company personnel, engages in any activity that would be otherwise prohibited by this Code, he or she is strongly encouraged to obtain a written waiver from Bandwidth's Board of Directors. Only Bandwidth's Board of Directors may approve a waiver of this Code with respect to any officers of the Company. Bandwidth will disclose any waiver of this Code provided to any officer of the Company as required by applicable laws, rules or regulations, along with the reasons for granting the waiver.

## **15. No Rights Created**

This Code is a statement of certain fundamental principles, policies and procedures that govern the Company's personnel in the conduct of Bandwidth's business. It is not intended to and does not create any rights for any employee, customer, client, visitor, supplier, competitor, shareholder or any other person or entity. It is Bandwidth's belief that this Code is robust and covers most conceivable situations, but in any event, it does not create any rights whether or not a situation is expressly described in this Code.

*Bandwidth may supplement or modify this Code from time to time. Please consult the Company's intranet (Rover) to confirm that you are viewing the most recent version.*