



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,

A handwritten signature in black ink, appearing to read "David Morken".

David Morken, CEO

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OVERVIEW

Bandwidth Inc. (“Bandwidth”) aspires to achieve the highest ethical, moral and legal standards in the conduct of all aspects of Bandwidth’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 “Bandwidth 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 Bandwidth 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 Bandwidth’s business. This Code also highlights certain key legal requirements with which all Bandwidth 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 all other Bandwidth policies and procedures applicable to you. You are 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 of any material transaction or relationship that Bandwidth personnel reasonably could expect to give rise to a conflict of interest;
- Full, fair, accurate, timely, and understandable disclosure 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;
- Accountability for adherence to this Code by all Bandwidth personnel;
- Consistent enforcement of the Code, including clear and objective standards for compliance;
- Protection for persons reporting any questionable behavior that may violate this Code;
- 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 Bandwidth personnel will comply with this Code, Bandwidth 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 Bandwidth’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 employed by Bandwidth, you cannot work for one of Bandwidth’s competitors as an employee, contractor, 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 Ethics & Compliance or the General Counsel so that they can be evaluated through Bandwidth’s disclosure of interest process. This includes situations in which you are directly involved as well as situations you observe. If you have any questions about whether particular circumstances present a conflict of interest, you should bring the matter to the attention of your manager, Ethics & Compliance, or the General Counsel. Ethics & Compliance will conduct an evaluation and shall report any identified 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 Bandwidth'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 Bandwidth's transactions, and must conform to applicable legal requirements and Bandwidth'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 Financial Officer and General Counsel.

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 Bandwidth personnel (to the extent they are involved in the Bandwidth'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 Bandwidth's independent auditors and governmental regulators.

4. CONFIDENTIALITY

You must maintain the confidentiality of all confidential and non-public information received from Bandwidth and its customers and suppliers, unless Bandwidth'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 and/or its customers and suppliers. Confidential information also includes all information that Bandwidth's customers and suppliers entrust to Bandwidth. 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 applicable 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 Bandwidth personnel must advance Bandwidth'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 must protect Bandwidth's assets and ensure their efficient use. Theft, carelessness, misuse, and waste have a direct impact on Bandwidth's profitability. All assets of Bandwidth, including Bandwidth's property, systems, and information, may be used only for legitimate business purposes. Your obligation to protect Bandwidth's assets includes Bandwidth's proprietary information. Proprietary information includes, but is not limited to, 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. You also must abide by the terms and conditions of any applicable nondisclosure agreement, noncompetition agreement, inventions agreement, or other similar agreement with Bandwidth.

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 Bandwidth, 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.

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 Ethics & Compliance or the 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 Ethics & Compliance or the 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 Russian-occupied regions of Ukraine. Additional countries, organizations, and individuals are subject to U.S., EU, UK, and other sanctions. 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.

8. COMPLIANCE WITH LAWS, RULES AND REGULATIONS (CONT)

C. Anti-Corruption 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. Bandwidth 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.

8. COMPLIANCE WITH LAWS, RULES AND REGULATIONS (CONT)

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. Bandwidth personnel must at all times comply with the rules and regulations applicable to a government contract. If you have questions about Bandwidth's obligations, you should contact 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 can 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. Bandwidth 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 Bandwidth 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 Officials and Employees

As noted in Section 8 of this Code regarding anti-corruption laws, offering or providing gifts or entertainment to government officials and employees is highly regulated and often prohibited. The term “government official” and “government employee” are construed broadly, and include any official or 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 Bandwidth personnel dealing with government agencies, officials, 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 official or employee without the prior approval from Ethics & Compliance. If you have any question regarding whether a particular person is a government official and employee, please contact 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. Bandwidth 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 Bandwidth 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. Bandwidth personnel are prohibited from using Bandwidth funds to make contributions of any kind to any politician, political candidate, or political action committee. Bandwidth 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 Ethics & Compliance or the General Counsel.

12. HEALTH AND SAFETY; DISCRIMINATION AND HARASSMENT; EMPLOYEE HANDBOOK

Bandwidth is committed to maintaining a safe and healthy work environment for all Bandwidth personnel. Bandwidth does not tolerate illegal discrimination or harassment, violence, or threatening behavior by any Bandwidth employee against anyone, including, but not limited to, our colleagues, customers, business partners, and other stakeholders. Additionally, Bandwidth's Employee Handbook includes policies and procedures applicable to all Bandwidth employees.

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 policies to Bandwidth. If you have questions, concerns, or need to report a known or suspected violation, you can do so to your manager, to Ethics & Compliance or the General Counsel, through the Ethics Hotline, or to Bandwidth'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 violation has occurred or might occur. If you determine that a violation has occurred or could potentially occur, even if you are less than 100% percent certain, you must notify the Ethics & Compliance Officer or the General Counsel.

All questions, concerns, and reports of potential violations will be taken seriously. All reports will be investigated by Ethics & Compliance, with input from Bandwidth's General Counsel and/or Chief Executive Officer as deemed appropriate. Bandwidth's Ethics and Compliance Officer and/or General Counsel shall report any violations of laws, rules, regulations, or this Code to Bandwidth'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 Bandwidth's policies occur. Disciplinary action resulting from any violation of any laws, rules, regulations, this Code, or other applicable Bandwidth 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 violation, you should seek guidance from Ethics & Compliance or the General Counsel.

13. REPORTING AND INVESTIGATIONS (CONT)

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 Ethics and Compliance Team.** Any person may contact Bandwidth's Ethics and Compliance Team by contacting Emily Harlan (eharlan@bandwidth.com) or Kayla Vodacek (kvodacek@bandwidth.com) directly.
3. **Use the Ethics Helpline.** Any person may make a report to Bandwidth's Ethics Helpline by any of the following methods:
 - a. Emailing ethicshelpline@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 Bandwidth's General Counsel.** Any person may contact Bandwidth's General Counsel (Brandon Asbill, 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.

13. REPORTING AND INVESTIGATIONS (CONT)

B. Reporting Procedures (Cont)

(b) Review and Investigation of Complaints

Complaints received by Bandwidth's Ethics and Compliance Team, General Counsel, or Audit Committee will be reviewed and investigated. Bandwidth will provide appropriate funding and resources to Ethics & Compliance, the General Counsel, and the 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 Officer 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 in the prior quarter, 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 upon request (preserving anonymity where requested and where legally permissible and practicable).

(c) No Retaliation

Bandwidth strictly prohibits retaliation of any kind for reports of misconduct made by any Bandwidth personnel in good faith. Bandwidth 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 & Compliance, the Legal Department, the Audit Committee, and other such persons reasonably determined by Ethics & Compliance 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.

14. WAIVERS OF THIS CODE

Ethics & Compliance or the General Counsel may grant waivers under this Code for employees other than executive officers. Any waiver of this Code for a member of the Board of Directors or an executive officer must be approved by the Board of Directors, and will be disclosed as required by applicable laws, rules or regulations.

15. NO RIGHTS CREATED

This Code is a statement of certain fundamental principles, policies and procedures that govern Bandwidth's personnel in the conduct of Bandwidth's business. It is not intended to and does not create any rights for any employee, contractor, consultant, 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 [our website](#) to confirm that you are viewing the most recent version.