

# 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 (“Securities Law Violations”) or any other unlawful or unethical behavior such as conflicts of interest, bribery or kickbacks. The Code does not cover every issue that may arise, but it sets out basic principles to guide all persons associated with the Company.

This Code applies to the Company and its employees, officers and directors who act for, or on behalf of, the Company, including for the avoidance of doubt, the employees, officers and directors of each of the Company’s subsidiaries. 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

ethical standards are built. All officers, directors and employees of the Company must respect and obey all applicable laws, rules and regulations governing the Company and the operation of its business. As a public reporting company with its stock trading on NASDAQ, the Company is also subject to regulation by the SEC and to the applicable listing standards of NASDAQ. All officers, directors and employees are expected at all times to conduct their activities on behalf of the Company in accordance with this principle. Although not all employees are expected to know the details of these laws, it is important to know enough to determine when to seek advice from supervisors, managers or other appropriate personnel.

### **3. Whistleblower Policy: Reporting any Unlawful or Unethical Behavior**

The Company relies on you to come forward if you become aware of, or suspect, any possible workplace violations of the law, this Code or any action related to financial or public reporting that you believe may be improper. You should immediately report it in accordance with this Code. Reports regarding Accounting Matters, Securities Law Violations or other unlawful or unethical acts should be reported as follows:

#### *A. Reporting Allegations Regarding Accounting Matters and Securities Law Violations*

It is important for all officers, directors and employees of the Company to report concerns or complaints regarding any questionable Accounting Matters and Securities Law Violations, including, without limitation, the following:

- Fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement of the Company;
- Fraud or deliberate error in the recording and maintaining of financial records of the Company;
- Deficiencies in or noncompliance with the Company's internal auditing controls;
- Misrepresentation or false statement to or by a senior officer or accountant regarding a matter contained in the financial records, financial reports or audit reports of the Company;
- Deviation from full and fair reporting of the Company's financial conditions; and
- Any concerns about unlawful or unethical conduct by any employee, officer or director of the Company in violation of this Code.

Any individual, including employees, with a concern or complaint regarding Accounting Matters or Securities Law Violations may submit their concern or complaint on a **confidential and anonymous** basis by calling the Company's ethics hotline at 866-822-6502, which is a toll-free call if placed within the United States and will be answered 24 hours a day, seven days a week.

In the interest of confidentiality or when there is a potential conflict of interest or for any other valid reason, concerns or complaints regarding Accounting Matters or Securities Law Violations may also be transmitted directly (anonymously, confidentially or otherwise) to the Audit Committee (the "Audit Committee") of the Company's Board of Directors (the "Board"). The Audit Committee will, subject to its duties arising under applicable investigative needs, laws, regulations and legal proceedings, treat such submissions confidentially. Such submissions should set forth such concerns in writing and be forwarded in a sealed envelope to the Chair of the Audit Committee, in care of the General Counsel at the address provided below in Section 3(B) of this Code. The envelope should be labeled with a legend such as "*To be opened by the Audit Committee only.*" If an employee would like to discuss any matter

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 Law Violations through the methods listed below regarding such matters. All messages are encrypted and will be delivered directly to the Audit Committee. Messages may be left in any one of the following three ways:

**Web site:** <http://www.openboard.info/UNIT/>

**Email:** [UNIT@openboard.info](mailto:UNIT@openboard.info)

**Phone:** 866-822-6502

#### *B. Reporting Allegations NOT Regarding Accounting Matters or Securities Law Violations*

Any employee who has a good faith belief that an unlawful and/or unethical act, other than an act regarding Accounting Matters or Securities Law Violations, has occurred or is about to occur, should contact their immediate supervisor. If the circumstances would not permit a report to such supervisor, such employee may discuss the issue via telephone, e-mail or written correspondence with the Company's General Counsel at:

Uniti Group Inc.  
Attn: General Counsel  
10802 Executive Center Drive  
Benton Building, Suite 300  
Little Rock, AR 72211  
[Daniel.Heard@uniti.com](mailto:Daniel.Heard@uniti.com)  
(501)850-0844

Any such concerns may be submitted anonymously or non-anonymously. In addition, the concern may be submitted on a confidential and anonymous basis by calling the Company's ethics hotline at 866-822-6502. Any non-anonymous submissions will be kept confidential, subject to the Company's need to conduct an adequate internal investigation and comply with applicable law, regulation or legal proceeding.

#### *C. Useful Tips for Reporting*

The following tips are meant to provide further guidance regarding your duty to report potential violations of law or of this Code:

- *Make sure you have all the facts.* In order to reach the right solutions, we must be as fully informed as possible.
- *Ask yourself these questions.* What specifically am I being asked or pressured to do? Does it seem unethical or improper? This will enable you to focus on the specific question you are faced with, and the alternative you have. Use your judgment and common sense; if something seems unethical or improper, it probably is.
- *Clarify your responsibility and role.* In most situations, there is a shared responsibility. Are your colleagues informed? It may help to get others involved and discuss the problem.
- *Discuss the problem with your supervisor.* This is the basic guidance for all situations. In many cases, your supervisor will be more knowledgeable about the question and will appreciate being brought into the decision-making process. Remember that it is your

supervisor's responsibility to help solve problems.

- *Seek help from Company resources.* If you do not feel that it is appropriate to discuss an issue with your supervisor or you do not feel comfortable approaching your supervisor with your question, you can either: (i) discuss the issue with the next level of management above your supervisor or (ii) discuss the issue via telephone, e-mail or written correspondence with the Company's General Counsel as provided in Section 2(B) of this Code.

If you are not comfortable discussing your inquiry with any of the foregoing individuals or are not satisfied with a response to your inquiry, you can use the Company's ethics hotline at 866-822-6502.

#### *D. Anti-Retaliation*

You may report actual or suspected ethical violations of this Code or other laws in confidence and without fear of retaliation. If your situation requires that your identity be kept secret, your anonymity will be protected. The Company does not permit retaliation of any kind against employees for good faith reports of ethical or legal violations made either internally or directly to law enforcement officers. If you suspect that you have been retaliated against for reporting a possible violation or assisting in an investigation, you should contact your supervisor, the next level of management above your supervisor or the Company's General Counsel or call the ethics hotline.

### **4. Review and Retention of Concerns and Complaints**

Concerns or complaints will initially be reviewed by the General Counsel, who will determine whether the complaint pertains to Accounting Matters or Securities Law Violations ("Accounting and Securities Complaints") or to other unlawful or unethical behavior not involving Accounting Matters or Securities Law Violations ("Conduct Complaints"). Accounting and Securities Complaints and Conduct Complaints are collectively referred to herein as "Complaints."

#### *A. Review of Accounting and Securities Complaints and Corrective/Remedial Action*

Accounting and Securities Complaints will be reviewed, under the direction and oversight of the Audit Committee, by the General Counsel, CFO or such other persons as the Audit Committee determines to be appropriate (the "Compliance Team"); provided, however, no person shall be a member of the Compliance Team if such person is the subject of the Accounting and Securities Complaint or there is a conflict of interest on the part of such person with respect to the Accounting and Securities Complaint. The General Counsel and CFO shall be the individuals primarily responsible for promptly reviewing and taking appropriate action with respect to all Accounting and Securities Complaints, either of whom may retain outside legal counsel, accounting, auditing or other experts to conduct or advise with respect to any investigation of an Accounting and Securities Complaint.

If the Compliance Team determines that an Accounting and Securities Complaint presents credible evidence of: (1) a material breach of fiduciary duty arising under any applicable law; or (2) a material violation of any applicable law, in each case by the Company or any officer, director, employee or agent of the Company, then the General Counsel shall immediately provide a copy of the Accounting and Securities Complaint to the Audit Committee Chairman and shall report any relevant information known to the Compliance Team and any actions taken or recommended to be taken in response to the matters raised in the Accounting and Securities Complaint. Prompt and appropriate corrective and remedial action regarding Accounting and Securities Complaints shall be taken when and as warranted in the judgment of the Audit Committee. When possible and when determined

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 General Counsel and such other members of management as the General Counsel deems appropriate, including but not limited to human resources, security, information security/technology, or finance. In accordance with the Company's *Internal Investigations Policy*, the General Counsel shall be the individual primarily responsible for promptly reviewing and taking appropriate action with respect to all Conduct Complaints and may retain outside legal counsel or other experts to conduct or advise with respect to any investigation of a Conduct Complaint.

Prompt and appropriate corrective and remedial action regarding a Conduct Complaint shall be taken when and as warranted in the judgment of the Company's management reviewing such Conduct Complaint. For more information, please refer to the Company's *Internal Investigations Policy*.

*C. Retention of Complaints and Investigations*

In accordance with the Company's *Internal Investigations Policy*, the General Counsel shall maintain a log of all Complaints, tracking their receipt, investigation and resolution. The log and copies of all Complaints, and any information related thereto, shall be maintained in accordance with the Company's Document Retention and Destruction Policy.

The General Counsel shall prepare a periodic report for the Audit Committee regarding Accounting and Securities Complaints that summarizes the Accounting and Securities Complaints received since the immediately preceding summary was provided to the Audit Committee. Such report shall also be provided upon the request of any Audit Committee member.

## **5. Integrity of Company Books and Records**

Maintaining the integrity of all business records is essential to meeting the Company's financial, legal, regulatory, and operational objectives and requirements. All officers, directors and employees with any responsibility for the preparation of the Company's public reports, including all individuals involved in drafting, reviewing, and signing or certifying the information contained in those reports, have an obligation to ensure that the Company's financial statements, filings and submissions with the SEC, and other public statements and disclosures are complete, fair, accurate, timely, and understandable. You may not, under any circumstances, falsify or alter records or reports, prepare records or reports that do not accurately or adequately reflect the underlying transactions or activities, or knowingly approve such conduct.

As a public company, the Company is required to follow prescribed accounting principles and disclosure standards to report financial and other information accurately and completely. The Company also maintains appropriate internal controls and processes to ensure that financial and other disclosures comply with the law and SEC regulations. These internal controls are in place to promote the efficiency and effectiveness of business operations, reduce the risk of asset loss and help ensure the reliability of financial statements and compliance with laws and regulations. You must at all times comply with the disclosure standards and internal controls applicable to your job.

You must cooperate with and not attempt to improperly influence any external or internal

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, veteran status or any other status protected by applicable law. Any acts of discrimination or harassment are strictly prohibited and should be immediately reported to your supervisor or the Company's General Counsel.

## **8. Appearance of Impropriety/Conflicts of Interest**

A "conflict of interest" exists when a person's private interest interferes in any way with the interests of the Company. A conflict situation can arise when an officer, director or employee takes actions or has interests that may make it difficult to perform his or her Company work objectively and effectively. Conflicts of interest may also arise when an officer, director or employee, or members of their family, receives improper personal benefits as a result of their position in the Company. Loans to, or guarantees of obligations of, employees and their family members by a competitor or persons who do business with or seek to do business with the Company may create conflicts of interest.

It is almost always a conflict of interest for a Company employee to work simultaneously for a competitor, customer or supplier. Accordingly, you are not allowed to work for a competitor as a consultant or board member. The best policy is to avoid any direct or indirect business connection with our customers, suppliers or competitors, except on our behalf.

Conflicts of interest and the appearance of impropriety caused by a potential conflict of interest are strictly prohibited as a matter of Company policy, except under guidelines approved by the Board.

It is not possible to identify every instance that results in the appearance of impropriety or a conflict of interest. However, below are guidelines designed to prevent the most common instances in which they occur. Conflicts of interest may not always be clear-cut, so if you have a question, you

should consult with your supervisor or the Company's General Counsel.

*A. Business Opportunities*

Officers, directors and employees are prohibited from taking advantage of their positions in the Company for personal gain and owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises. As a result, unless approved by senior management or the Board, no officer, director or employee should:

- own a direct or indirect interest in any supplier, contractor, subcontractor, customer, competitor or other entity that does business with the Company;
- own or acquire property knowing that its value is likely to increase as a result of an action the Company is considering;
- take for themselves opportunities that are discovered through the use of any Company property, information or position;
- give to others any business opportunity in which the individual knows or should know that the Company would be interested; or
- perform business activities that may conflict with their ability to devote their full-time efforts to their jobs at the Company.

The guidelines in this Section are not intended to prohibit officers, directors or employees from owning the publicly-traded securities of a corporation with which the Company has dealings or to prohibit officers, directors or employees from owning other security holdings that could not be used to exert influence, whether because of small size or because of the insignificance of the corporation's dealings with the Company. Accordingly, officers, directors and employees may freely own securities traded on a public stock exchange and securities where the aggregate amount owned by the officer, director or employee or any family member or agent of an officer, director or employee in the entity providing services to or competing with the Company constitutes less than one percent (1%) of the entity's securities.

*B. Gifts and Entertainment*

The purpose of business entertainment and gifts in a commercial setting is to create goodwill and sound working relationships, not to gain unfair advantage with customers. No gift or entertainment should ever be offered, given, provided or accepted by any Company officer, director or employee unless it complies with the Company's *Gifts and Gratuities Policy*.

There is zero tolerance for violating the Company's *Gifts and Gratuities Policy*. You are required to review the Company's *Gifts and Gratuities Policy* on a regular basis and comply with its provisions. Any officer, director or employee who violates this policy will be subject to: reduction or elimination of commissions, claw back of commission if the violation is discovered after commission has been paid, and other disciplinary action determined by the Audit Committee and/or the Company's General Counsel up to, and including, termination of employment, and in appropriate cases, civil legal action or referral for regulatory or criminal prosecution.

*C. Payments to Government Personnel*

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 business. The Company strictly prohibits any illegal payment to government officials of any country. The Company's *Anti-Bribery and Anti-Corruption Policy* provides standards for compliance with the FCPA and other anti-bribery laws, regulations and international conventions in countries where the Company engages in business transactions. You are required to review the Company's *Anti-Bribery and Anti-Compliance Policy* on a regular basis and comply with its provisions. There is zero tolerance for violating the *Anti-Bribery and Anti-Corruption Policy*.

#### *D. Bribes, Kickbacks and Other Improper Payments*

Bribes, kickbacks, payoffs and similar payments are unethical and illegal. You are not permitted to make or authorize any offer, payment, promise or gift that is intends or appears to influence any person or entity to award business opportunities to the Company or to make a business decision in the Company's favor. You are not permitted to accept any offer, payment, promise or gift from a third party that is intends or appears to influence the Company to award business opportunities to that third party or to make business decisions in that party's favor. For more information, please refer to the Company's *Anti-Bribery and Anti-Corruption Policy*.

#### *E. Board Memberships*

You are encouraged to serve on boards of community or not-for-profit organizations as long as those activities do not create the appearance of impropriety or a conflict of interest with your employment at the Company. When serving on such boards, you should excuse yourself from any discussion or vote on any matter that involves the Company.

You should not serve as a member of the board of directors of any company that is a competitor of the Company or has a significant commercial relationship with the Company without the prior approval of the Audit Committee or the Company's General Counsel.

#### *F. Charitable and Political Contributions*

The Company may make contributions to organizations or communities to support various causes. While contributions must be given directly to the charitable organizations and solely for charitable purposes, they may create the appearance of improper conduct to influence business decisions. Therefore, such contributions are only given under circumstances that conform to the Company's *Charitable and Political Contributions Policy*.

## **9. Safety, Health and the Environment**

The Company strives to provide each employee with a safe and healthy work environment. Each employee has responsibility for maintaining a safe and healthy workplace for all employees by following and encouraging others to follow safety and health rules and practices and reporting



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 information or account information of family members and friends is also strictly prohibited. Except as required to comply with law, you should never disclose customer information to any party other than the customer or an individual whose access has been authorized by the customer.

## **12. Employee Privacy**

Employee compensation, benefits, and personnel records and information are confidential. Only officers, directors or employees who need to know such information in the course of employment should access such employee information through Company records. Therefore, if you are an individual with access to such information as a part of your responsibilities with the Company, you should not disclose this information to any other employee of the Company unless that employee has a need to know such information in the course of employment. Except as required to comply with the law, you should never disclose this information to any party other than the employee or an individual whose access has been authorized by the employee. This does not prohibit you from disclosing or discussing personal, confidential information with others, so long as you did not come into possession of such information through access you have as a part of your formal duties to the Company.

## **13. Inside Information**

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.

Officers, directors and employees must maintain the confidentiality of confidential information

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

or regulations. This Code may be amended or modified at any time by the Board.

### **18. Acknowledgement**

The Company's officers, directors and employees will be asked annually to sign a statement affirming that they have read and understood this Code and other Company policies referenced herein and that they are in compliance, and will remain in compliance, with this Code and each such policy.

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# Uniti Group Inc.

## Code of Business Conduct and Ethics and Whistleblower Policy Certification Form

By signing below I certify that:

- I have read the Uniti Group Inc. (the “Company”) Code of Business Conduct and Ethics and Whistleblower Policy (the “Code”) in its entirety.
- I fully understand the content thereof and the content of all other Company policies as referenced therein.
- I have complied with the Code’s requirements and the requirements of all related policies.
- I am not aware of any violation thereof on the part of myself or any other officer, director or employee of the Company or of any subsidiary of the Company.
- If I become aware of any violation, I will make full and proper disclosure to the General Counsel or as otherwise required by the Code.

I agree to keep all information concerning the Company, its employees, its customers, its suppliers and any other third party learned through the course of my employment or affiliation with the Company strictly confidential and to use the information only for official Company purposes. I also agree to continue to observe secrecy of all information concerning such parties should I leave the service of the Company for any reason whatsoever.

I agree and understand that all information, documents and confidential information that comes into my possession during my employment are the sole and exclusive property of the Company. I shall surrender to the Company possession of all such documents and information in my possession upon termination of my employment with the Company. If after the termination of employment, I become aware of any documents in my possession, I shall promptly surrender possession of the documents to the Company.

I understand that violation of the Code or this Certification can lead to disciplinary action up to and including discharge. If I have any doubt as to what is confidential or proprietary, I agree to ask the General Counsel or other member of executive management.

Signed: \_\_\_\_\_

Position: \_\_\_\_\_

Date: \_\_\_\_\_