

WORKING WITH INTEGRITY



CORE VALUE

ACCOUNTABILITY

TAKE OWNERSHIP. BE RESPONSIVE
AND TRANSPARENT. FULFILL
YOUR OBLIGATIONS TO YOUR
CUSTOMERS, TEAM MEMBERS
AND THE COMPANY.

CORE VALUE

COLLABORATION

COME TOGETHER. WORK WITH
OTHERS TO ACHIEVE SHARED
GOALS. FOSTER AN ENVIRONMENT
OF TEAMWORK.

OUR MISSION

CONNECT PEOPLE AND EMPOWER BUSINESS
IN A WORLD OF INFINITE POSSIBILITIES.

OUR VISION

TO PROVIDE INNOVATIVE SOFTWARE AND
NETWORK SOLUTIONS WHILE CONSISTENTLY
DELIVERING AN AMAZING CUSTOMER
EXPERIENCE.

CORE VALUE

AGILITY

BE NIMBLE. SEEK OUT
OPPORTUNITIES TO IMPROVE.
THINK AND ACT IN A WAY THAT
EMBRACES CHANGE.

CORE VALUE

RESPECT

SERVE OTHERS. CULTIVATE A
CLIMATE OF DIGNITY, TRUST AND
RESPECT FOR ALL. CONSIDER
OTHERS' OPINIONS EQUAL TO
YOUR OWN.



DEAR COLLEAGUE,

Windstream's Mission is to "Connect people and empower business in a world of infinite possibilities." Our Vision is "To provide innovative software and network solutions while consistently delivering an amazing customer experience."

These statements underscore the fact that we are focused on disruptive and new technologies addressing critical challenges faced by our customers, while still staying true to our customer-centric approach.

It is important for Windstream employees to act with the highest ethics and have integrity in all we do. Windstream maintains a compliance program that outlines ethical guidelines for employees and members of the board of directors. This Working with Integrity document provides an overview of those guidelines.

Each of us is personally responsible for maintaining the highest level of integrity and conducting ourselves in accordance with these guidelines. These guidelines help clarify the ethical and legal standards to which we should adhere in performing our work. This is a competitive business, and our success and reputation depend on each individual's commitment to these standards.

Please review these guidelines, embrace them as you perform your responsibilities and reference them frequently.

Sincerely,

Tony Thomas

President and Chief Executive Officer



LETTER FROM THE CHIEF COMPLIANCE OFFICER

The *Working with Integrity* program builds on our cultural beliefs by outlining expected ethical behaviors for our employees and board members. Understanding, embracing and performing our individual jobs in compliance with laws, regulations and our policies is not only the right thing to do, but it also has a real impact on our financial performance and on our organizational character.

One of the most valuable assets of Windstream is our integrity. To effectively protect this asset, every employee must be personally committed to following the *Working with Integrity* guidelines. Our reputation is an integral part of our success, and reputation comes from our actions. Our strong commitment to our cultural beliefs and ethical business conduct will enable us to keep and enhance that reputation.

You are encouraged to discuss any questions or concerns you may have about these guidelines or any suspected behavior that may violate these guidelines with your supervisor, any member of Windstream's management team, your chief compliance officer or a member of the Compliance Committee. If you wish, you may also report concerns anonymously through the *Working with Integrity* helpline identified in the guidelines. I can assure you that all reports of violations will be investigated swiftly and confidentially. Also noteworthy is the fact that Windstream prohibits retaliatory action against anyone who makes good faith report of possible violation.

I personally thank you for your unyielding commitment to living our cultural beliefs and adhering to the highest ethical standards.

Sincerely,

Rodney Hawkins
VP – Internal Audit & Chief Compliance Officer

TABLE OF CONTENTS

1. INTRODUCTION	
Who Must Follow These Guidelines	1
Employee Responsibilities	2
Leadership Responsibilities	3
Disciplinary Action for Violating the Working with Integrity Guidelines	4
2. HOW TO RAISE AN INTEGRITY CONCERN OR POSSIBLE ETHICS VIOLATION	5
What Happens When an Integrity Concern or Ethics Violation is Reported	5
3. INTEGRITY OF COMPANY BOOKS AND RECORDS	7
Financial and Public Reporting	7
Falsification or Alteration of Records	8
Authorization	9
Internal Controls	9
Relationship with Auditors	9
Expense Reporting	9
Retention of Records	10
Interaction with External Organizations	11
4. FAIR EMPLOYMENT PRACTICES	12
5. APPEARANCE OF IMPROPRIETY/CONFLICTS OF INTEREST	13
Business Opportunities	13
Gifts and Entertainment	14
Vendor Relationships	17
Discounts	17
Outside Activities	17
Volunteer Activities	17
Board Memberships	18
Direct Investments and Other Financial Opportunities	18
Employment of Family Members	18
Workplace Relationships	20
Bribes, Kickbacks and Other Improper Payments	21
6. SAFETY, HEALTH AND THE ENVIRONMENT ...	22
7. USE AND PROTECTION OF COMPANY ASSETS	22
Company Provided Cellular Devices	22
Physical Assets	23
Corporate Card	23
Information and Communication Systems	23
Intellectual Property and Proprietary Information	25
8. PROPERTY RIGHTS OF OTHERS	25
9. CUSTOMER ACCOUNTS	26
10. CUSTOMER AND EMPLOYEE PRIVACY	27
11. ANTITRUST LAWS	28
12. INSIDE INFORMATION	29
13. INTERNATIONAL BUSINESS	30
15. POLITICAL CONTRIBUTIONS AND ACTIVITIES	31
Corporate Contributions	31
Employee Political Participation	31
Employees Running for Political Office and Serving as a Public Official	31
16. WAIVERS	32
17. CONCLUSION	34
18. APPENDIX A: FAIR EMPLOYMENT PRACTICES	35
19. APPENDIX B: SAFETY, HEALTH AND THE ENVIRONMENT	36
20. Working with Integrity Reporting Methods	39

THIS IS
HOW
WE DO IT

Windstream Ethics & Compliance

INTRODUCTION

Windstream is committed to conducting business in a manner that is ethical and promotes the best interests of its stockholders, employees, and customers. Windstream expects every employee and member of the board of directors to be ethical and honest, comply with the law, and avoid any appearance of impropriety or conflict of interest. Accordingly, you should treat everyone you meet in the course of doing business in an ethical manner and with fairness and respect.

The *Working with Integrity* guidelines provide a basic road map to assist you in identifying activities and behaviors that are appropriate in important areas of business conduct. Windstream expects you to comply with these *Working with Integrity* guidelines and use good judgment in applying them to your conduct. Ethical decision making is not always easy, and these guidelines do not explain the appropriate ethical behavior for every situation. As a guide to aid you in ethical decision making, ask yourself these questions:

- Is it legal?
- Does it feel right?
- Will it reflect negatively on me or on Windstream?
- Would I be embarrassed if others knew about it?
- How would this look in the news or on social media?
- Can I sleep at night given my actions and decisions?

Who Must Follow These Guidelines

These guidelines apply to ALL Windstream employees and members of the Board of Directors. In addition, Windstream employees are encouraged to share these guidelines with third parties with whom Windstream is doing business. Windstream employees and board members are never authorized to commit, or direct others to commit, any illegal or unethical act. Employees and board members must not engage in conduct or activity that may raise questions as to Windstream's honesty, impartiality, or reputation, or otherwise cause embarrassment to the company.

Employee Responsibilities

Windstream expects, and you have an obligation to uphold and carry out our commitment to lawful and ethical business conduct at all times. This obligation requires you to:

- **Have a thorough understanding of and comply with these Working with Integrity guidelines**, as well as the legal requirements and other company policies that apply to your work.
- **Complete the annual Working with Integrity training and affirm your commitment** to the standards described in the program with the understanding that compliance is an important matter and that a violation could be the basis for disciplinary action, including, if appropriate, termination of employment. Any disciplinary action taken will be subject to Windstream's collective bargaining agreements and obligations.
- **Seek advice** from your supervisor, manager, human resources, or compliance office representative when you are in doubt about the best course of action in a particular situation or have questions regarding these guidelines.
- **Report promptly** any business practice or other activity that you believe may be a possible violation of law or the *Working with Integrity* guidelines.
- **Raise your concern again** through one of the other channels Windstream makes available to you if you believe the concern has not been satisfactorily addressed.
- **Cooperate fully in any company investigation** related to possible violations of law or these guidelines and maintain the confidentiality of such investigation.

In addition to these Working with Integrity guidelines, every Windstream employee who deals with a federal, state, or local government must also understand and adhere to unique and specific business and ethical standards, which are set out in Windstream's Code of Business Ethics and Conduct in Governmental Contracting. This Code supplements the ethical standards contained in these *Working with Integrity* guidelines. All employees (including third-party consultants, agents, independent contractors, subcontractors, and partners) who serve government clients are responsible for understanding the legal requirements and restrictions that apply to their work and must strictly adhere to the principles contained within Windstream's Code of Business Ethics and Conduct in Governmental Contracting.

If you have questions about Windstream's Code of Business Ethics and Conduct in Governmental Contracting, you should contact Windstream's legal department.

Leadership Responsibilities

Windstream's leaders, at every level, should serve their employees by instilling the following values:



Accountability: Take ownership. Be responsive and transparent. Fulfill your obligations to your customers, team members and the company.



Collaboration: Come together. Work with others to achieve shared goals. Foster an environment of teamwork.



Agility: Be nimble. Seek out opportunities to improve. Think and act in a way that embraces change.



Respect: Serve others. Cultivate a climate of dignity, trust and respect for all. Consider others' opinions equal to your own.

In dealing with ethical issues, Windstream management will:

- **Create and maintain a culture of integrity and honesty** by leading through example, ensuring compliance with these guidelines, and strongly encouraging employees to raise integrity concerns.
- **Prevent and detect ethical violations** by providing education and awareness to employees, monitoring activities in respective areas of responsibility, and implementing appropriate measures to detect possible violations.
- **Respond to ethical concerns** by promptly addressing issues and taking corrective action in an impartial manner, enhancing internal controls as needed, and appropriately disclosing actions as required by law.

Windstream management will not tolerate retaliation against any employee for making a good faith report of a possible ethical or legal concern. Employees who retaliate against an employee who reported a concern in good faith will be subject to disciplinary action (up to and including termination).

WRONG < > RIGHT



Disciplinary Action for Violating the *Working with Integrity* Guidelines

Compliance with applicable laws and these guidelines will be strictly enforced. If you fail to comply with them, you will be subject to corrective action, up to and including termination of employment. When it is clear how to apply the law or the *Working with Integrity* policy, there is zero tolerance for violations. In more difficult situations that involve hard judgments between competing values, it is expected that you involve others to help make good decisions. Following are examples of conduct that violate these guidelines and may result in discipline (up to and including termination):

- Any action that violates a Windstream policy or applicable law.
- Any request of another employee or third party to violate a Windstream policy or applicable law.
- Failure to report in a timely manner a known or suspected ethics violation.
- Failure to cooperate in an investigation of a suspected ethics violation.
- Retaliation against an employee for reporting an ethics violation.

In some cases, Windstream may have a legal or other obligation, or may otherwise determine that it should report the results of an investigation to appropriate law enforcement authorities.



HOW TO RAISE AN INTEGRITY CONCERN OR POSSIBLE ETHICS VIOLATION

One of the most important responsibilities you have as a Windstream employee is the obligation to report possible workplace violations of law or these *Working with Integrity* guidelines. Windstream encourages you to fulfill this responsibility and to seek advice when in doubt about the best course of action in a particular situation.

Windstream offers you several alternatives for obtaining compliance advice and reporting possible violations of applicable law or these guidelines. You may raise a concern either orally or in writing by contacting your:

- Supervisor or the next level of management above your supervisor,
- Human resources or legal department representative,
- Internal Audit Department,
- Ethics and Compliance Office representative, including the Chief Compliance Officer, or
- Any member of the Compliance Committee.

Windstream will strive to keep confidential the identity of reporters of possible violations if possible. 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 may contact:

Windstream's *Working with Integrity* Helpline 1-888-898-3990
Windstream's *Working with Integrity* Website www.tnwgrc.com/webreport
(hosted by The Network)

The *Working with Integrity* helpline and website have been established to provide you various channels to report possible violations confidentially and anonymously. Both the helpline and website are staffed by The Network, Inc., an independent third party. When contacting the helpline or website, you may provide your name if you wish, but you are not required to do so. Trained operators, who are not employed by Windstream, staff the helpline twenty-four hours per day, seven days a week. Information provided to The Network, Inc. is promptly transmitted to Windstream for investigation. When you contact the helpline or website, your report will be assigned a tracking number that will enable you to receive an update on the reported matter or provide additional information.

What Happens When an Integrity Concern or Ethics Violation is Reported



The *Working with Integrity* program is overseen by Windstream's Compliance Committee, which is comprised of Windstream's chief compliance officer, chief legal officer, chief financial officer, and chief human resources officer. The Compliance Committee is responsible for ensuring that appropriate policies and procedures exist to help you comply with Windstream's expectations of ethical conduct.

Internal Audit, in conjunction with Human Resources where appropriate, reviews each report of a possible violation of law or these guidelines on behalf of the Compliance Committee and refers the report to the appropriate department for investigation. Internal Audit reports all complaints and concerns to the Compliance Committee. Complaints and concerns relating to Windstream's accounting, internal accounting controls or auditing matters are investigated and reported to the audit committee of Windstream's board of directors.

Windstream prohibits any employee from taking retaliatory action against anyone for making a good faith report of a possible violation or assisting in an investigation of a possible violation. If you suspect that you have been retaliated against for reporting a possible violation or assisting in an investigation, contact your supervisor, your human resources department, legal, or a member of the Compliance Committee immediately.

Questions and Answers

Q: I am concerned that my supervisor may retaliate against me and a co-worker if we report a possible ethical violation. What should I do?

A: You have an obligation to report the possible ethical violation. Windstream prohibits any employee from taking retaliatory action against you for making a good faith report of a possible violation or assisting in an investigation of a possible violation. You may also report anonymously via the Working With Integrity Helpline or website. If retaliation is suspected, the matter will be thoroughly investigated. Corrective action will be taken immediately for any employee who retaliates directly or indirectly against any employee who reports a suspected ethics violation.

Q: I am being asked by my supervisor to do something I believe is unethical. What should I do?

A: Do not do anything you think is wrong or unethical. Windstream expects every employee to be ethical and honest. You may want to consider expressing your concerns to your supervisor to avoid any misunderstandings. If you are not satisfied with the result, you can contact the next level of management above your supervisor. If you do not feel comfortable doing that or feel the issue has still not been resolved, contact the *Working with Integrity* helpline or website or compliance office or Human Resources, Legal, or a member of the Compliance Committee.

Q: There are many different laws by which Windstream and I, as an employee, must abide. How can I be sure that I am not violating some technicality? How am I supposed to understand them all?

A: Use your good judgment. If you do not understand the rules governing your job, it is your responsibility to seek guidance from your supervisor or immediate management. If you need additional guidance or assistance, contact Human Resources or the Legal Department.

Q: I am concerned that my supervisor may be committing fraud against Windstream. If I am not sure, what should I do?

A: It is your responsibility to make a good faith report of possible fraud or other ethical violations. You may report your concern anonymously through the helpline or website. An investigation will be initiated and handled swiftly and confidentially.

INTEGRITY OF COMPANY BOOKS AND RECORDS

Most Windstream employees are involved with company records of some kind, such as preparing time sheets or expense reports, approving invoices, signing for receipt of purchased materials, recording accounting entries, or preparing performance or production reports. Maintaining the integrity of all business records is essential to meeting Windstream's financial, legal, regulatory, and operational objectives and requirements.

Financial and Public Reporting

Windstream is required to follow prescribed accounting principles and disclosure standards to report financial and other information accurately and completely. Windstream also is required to have appropriate internal controls and processes in place to ensure that financial and other disclosures comply with all applicable laws and regulations. If you have responsibility for or any involvement in these areas, you must understand and adhere to the highest principles and standards set forth in applicable laws and regulations.

All employees with any responsibility for the preparation of Windstream's public reports, including all employees involved in drafting, reviewing, and signing or certifying the information contained in those reports, have an obligation to ensure that Windstream's financial statements or any public statements and disclosures regarding Windstream's financial condition or status are complete, fair, accurate, timely, and understandable.

All financial books, records, and accounts must follow Windstream's system of internal controls, as well as all generally accepted accounting principles, laws, and regulations for accounting and public reporting, as applicable. You must accurately and completely record and report all information, and you must not assist anyone with recording or reporting any information in an inaccurate or misleading way.

Violations of laws associated with financial reporting, including public release of financial records, can result in fines, penalties, and imprisonment and they can lead to a loss of public faith in the company. Windstream relies on you to come forward if you become aware of any action related to financial or public reporting that you believe may be improper. You should immediately report it in accordance with these guidelines. If you wish to report your concerns anonymously, you can use the *Working with Integrity* helpline or website.

Questions and Answers

Q: My supervisor asked me to hold an invoice for payment until the next quarter. What should I do?

A: All goods and services rendered should be expensed, capitalized, or accrued for in the period in which the service is incurred. If you believe these goods or services are not being accounted for in the proper period, you should speak to someone in the General Accounting Department. You also may report your concern about your supervisor's request through the *Working with Integrity* helpline or website or other available channels.

Falsification or Alteration of Records

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. Such behavior will result in corrective action.

Examples of prohibited practices include:

- Making false or inaccurate entries or statements in any of Windstream's books, records, or reports that intentionally hide or misrepresent the true nature of a transaction or activity.
- Manipulating books, records, or reports to intentionally hide or misrepresent the true nature of a transaction or activity.
- Failing to maintain books and records that completely, accurately, and timely reflect all business transactions.
- Maintaining any undisclosed or unrecorded company funds or assets.
- Using funds for a purpose other than the described purpose.
- Making a payment or approving a receipt with the understanding that the funds will be, or have been, used for a purpose other than what is described in the record of the transaction.

Questions and Answers

Q. My supervisor asked me to manipulate the totals in a report to improve our workgroup's results. Is this appropriate?

A. It is never appropriate to alter or falsify records or reports. If you suspect that you are being asked to manipulate information inappropriately, you should contact your local human resource representative or the *Working with Integrity* helpline.

Q. I plan on working overtime in the next pay period. Can I input those hours now so they show up on this paycheck?

A. No. Your payroll time entry should accurately reflect the total hours worked for the specific pay period. It is not acceptable to inflate payroll hours or transfer hours from one period to another. A supervisor's approval of such activity is also not appropriate.

Authorization

Windstream has a Schedule of Authorization that specifies which Windstream employees are empowered to enter into different types of commitments on behalf of the company. You are responsible for reviewing the Schedule of Authorization before signing any document on behalf of Windstream. Our suppliers and customers are not required to know if you have authorization to sign a given document.

Internal Controls

Internal controls are systems and processes that are designed to provide reasonable assurance that Windstream is properly managed and achieving its objectives. Windstream has internal controls 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. Examples of internal controls are authorization of expenditures, monitoring workgroup activities, and use of passwords for systems access. Windstream's management is responsible for creating strong and effective internal control systems. You must comply with the internal controls applicable to your job.

Relationship with Auditors

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.

Expense Reporting

When incurring expenses in the course of your duties as a Windstream employee, you are expected to act responsibly and in the best interests of Windstream. You must use your own good judgment to ensure that Windstream receives good value for all expenditures. You must comply at all times with the provisions of Windstream's Travel and Entertainment Expense Policy. For specific guidance related to corporate entertainment with government employees, see the Code of Business Ethics and Conduct in Governmental Contracting and related Government Sales 101 and Business Ethics and Conduct in Governmental Contracting training courses.

Expense reports must never seek reimbursement of expenses that are not incurred in, and related to, the course of your duties as a Windstream employee. 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.

Each supervisor is responsible for reviewing all expense reports submitted by a subordinate, and verifying that such reports and the required receipts comply with company guidelines. No expense report should be approved with the understanding that the funds will be, or have been, used for a purpose other than what is described in the report. No supervisor should engage in practices intended to circumvent Windstream's management authorization process, such as requesting a subordinate to incur and submit expenses for the supervisor so that the supervisor can approve the report.

Questions and Answers

Q. While traveling, I incurred personal charges on my corporate credit card. Will the company reimburse me for these charges?

A. No, the company will not reimburse personal charges. Personal charges should not normally be charged to your corporate credit card. However, if you incurred incidental personal charges on your receipt, such as a hotel receipt, you should pay the credit card company directly for those charges or pay personal charges with a personal credit card upon check out.

Q. I lost a receipt from my last business trip. What should I do?

A. Your supervisor will need to approve your expense report. If you cannot obtain a receipt duplicate, you should document the description of your trip, its purpose, how you incurred the expense in question, its amount and the fact that your receipt was lost.

Q. One of my direct reports submitted an expense that I believe may have involved a government entity. What should I do?

A. If you suspect any expense included on the expense report provides any value, even nominal, to a government employee, including meals and entertainment, travel, or sporting/events tickets, notify the legal department immediately.

Retention of Records

Windstream records include internal and external documents prepared in the course of business. Windstream has a record retention policy for the systematic retention and destruction of these records. Each employee who maintains any Windstream records is responsible for reviewing and complying with Windstream's Records Management Policy.

Destroying, shredding, or otherwise altering documents or records in order to impede a governmental investigation, lawsuit, audit, or examination is prohibited and may lead to personal criminal liability. If you are not sure that a document can be shredded or destroyed, consult your supervisor or the legal department before doing so.

Questions and Answers

Q. My supervisor has asked me to shred documents related to a project that has been completed within our department. Is this appropriate?

A. The destruction of documents in the ordinary course of business is permissible if done in accordance with Windstream's Records Management Policy.

Interaction with External Organizations

Windstream, like most companies, is audited, reviewed, and investigated by various government and third-party agencies. A number of external organizations, such as consumer groups or labor unions, may contact the company regarding information requests. The following guidelines should be followed for external requests:

Government Agencies

Employees should not respond on the company's behalf to any request from a government agency. All written requests to the company seeking a response on the company's behalf from these agencies should be forwarded to the appropriate department manager.

In response to a verbal request seeking a response on the company's behalf from these agencies, employees should be courteous to any agency representative and notify a manager who will then connect the agency representative with the appropriate contacts within the organization.

If any agency representative appears at a company location requesting information on behalf of the company, ask them to present proper identification and notify a supervisor.

Labor Unions

These guidelines should be followed when contacted in writing or in person by a representative of a labor union unless a certified union represents employees at the facility:

- Managers should refuse to meet with labor union representatives.
- Managers should instruct labor representatives that the responsibility for dealing with labor organizations is a centralized responsibility of Human Resources.
- Managers are cautioned not to seek identification of union representatives or accept written petitions or cards from them. Such representatives should be instructed to contact the Human Resources Manager.

Miscellaneous Groups

Consumer group representatives or other organizations seeking information from the company should be referred to Corporate Communications.

FAIR EMPLOYMENT PRACTICES

Windstream hires, evaluates, and promotes employees based on their talents, skills, and performance. Windstream will not tolerate discrimination in employment on the basis of race, color, age, sex, sexual orientation, religion, disability, national origin, veteran status, or any status protected by applicable law.

For more information, please refer to Appendix A: Fair Employment Practices.

Questions and Answers

Q. I believe that I did not receive a promotion because my supervisor knows that I am attempting to become pregnant. I heard my supervisor say that when a woman becomes pregnant, it inevitably interferes with job performance. Is there anything I can do?

A. Yes. All employment-related decisions at Windstream (e.g., promotion, compensation, training, etc.) must be based on job-related criteria, skills, and performance. You should report the situation to your human resources representative.

Q. My co-workers make jokes about my sexual orientation. Should I just ignore it?

A. No. Windstream will not tolerate this behavior. Notify the offending individuals that the conduct is not welcome and, if the conduct continues, report the conduct to your human resources representative.

Q. In my work group, some people have sexually suggestive pictures on their computer screens. What should I do about this?

A. You should report the behavior to your human resources representative. Sexually suggestive images are unacceptable in the workplace and should be removed immediately. It is also against Windstream policy to receive or send through any medium, including the Internet, any material that could be viewed as obscene, derogatory, or racially, sexually, or otherwise offensive.

APPEARANCE OF IMPROPRIETY/ CONFLICTS OF INTEREST

You should not engage in any conduct that creates either the appearance of impropriety or a conflict of interest with your Windstream employment.

Your conduct creates the appearance of impropriety whenever it would lead a reasonable observer objectively to conclude that you are acting in a manner that is dishonest, unethical, illegal, or otherwise in violation of these guidelines.

A conflict of interest is any interest or activity that is incompatible in any significant respect with your responsibilities as a Windstream employee. Conflicts of interest include relationships with suppliers, contractors, customers, competitors, or regulators that may compete for your loyalty to Windstream or that affect your independent judgment on behalf of Windstream. You should perform your job duties based primarily upon what is in the best interest of Windstream and in compliance with any applicable law rather than upon personal considerations or relationships.

It is not possible to identify every instance that results in the appearance of impropriety or a conflict of interest. However, the following guidelines are designed to prevent the most common instances in which they occur.

Questions and Answers

Q. I have submitted a bid in response to a request for proposal, and the bid process is very competitive. I am confident that Windstream's offer is the best and have informed the customer to not even consider other bids. Is this acceptable?

A. No. Suggesting (either implicitly or explicitly) that a customer should not consider other bids is never acceptable. Windstream employees must not engage in conduct or activity that may raise questions as to Windstream's honesty, impartiality, or reputation, or otherwise embarrass the company.

Business Opportunities

On occasion, you may become aware of possible business opportunities for Windstream, including business with vendors or new customers. You should consider such opportunities strictly for Windstream's benefit. You must not exploit such opportunities for your personal benefit or become involved in a manner that would divide your loyalty between Windstream and a person or company that may do business with Windstream.

Gifts and Entertainment

For purposes of these guidelines relating to gifts and entertainment, “you” includes your family, and any other person or company with whom or which you have a relationship that involves significant influence or control or in which you or your family have a financial interest.

Gift Giving

You should never give any gift, entertainment, benefit or privilege to a competitor, customer, or anyone who conducts or seeks to conduct business with Windstream when the value is not reasonable in its business context or places the recipient under a real or perceived obligation to you or Windstream.

Gifts of cash, vouchers, gift cards or certificates, loans or securities (including stock), regardless of the amount or value involved, should never, under any circumstances, be given to a competitor, customer, or anyone who conducts or seeks to conduct business with Windstream. Likewise, gifts intended to or that would result in favorable treatment or influence a business decision, regardless of the amount or value involved, should never, under any circumstances, be given. See the **Bribes, Kickbacks and Other Improper Payment** section for additional guidance.

Also, doing business with the government is vastly different from doing business in the commercial marketplace as governments strictly limit or expressly prohibit their employees from accepting gifts or items of value from vendors like Windstream. You must never give anything of value, directly or indirectly, even nominal, to government employees for any reason. This covers all branches (executive, legislative or judicial) of any governmental entity or regulatory body (federal, state, local or foreign), their employees and elected or appointed officials. Examples of prohibited items include meals, entertainment, tickets to sporting or other events, free or discounted services, and discounts to recreational activities, gratuities, favors, or loans. Gifts of even a nominal value can create an appearance of impropriety that Windstream must actively avoid. This prohibition also extends to consultants working on behalf of or for government entities, including but not limited to Universal Service Administrative Company (USAC) consultants.

Remember, government includes all branches (executive, legislative, or judicial) of any governmental entity or regulatory body (federal, state, local, or foreign). Below are some examples of government entities:

- **Federal:** U.S. General Services Administration (GSA); any federal department or agency (Dept. of Defense; FCC; USAC; U.S. Postal Service); military branches (Army, Marines, U.S. National Guard); U.S. Dept. of Veterans Affairs, including VA hospitals; and the federal court system.
- **State:** State governments and agencies (social services, wildlife agencies, state parks); state court system; and state universities, and state prisons.
- **Local:** City, county, municipal or other local governments and agencies; local court system; K-12 schools, school boards, public libraries; public hospitals and all Rural Health Care (RHC) program participants; city/county jails; special purpose governmental districts that manage fire protection, libraries, utility services, ports and transportation districts and authorities.

Additionally, if you are an expense report approver, it is your responsibility to carefully review the expenses you approve and immediately report any violation of this policy to the legal department, Internal Audit, or a member of the Compliance Committee in accordance with the expense report approval process and procedure. Further, you should never invite a government customer, employee, official, or consultant to a

company event or include prohibited individuals on marketing promotions/lead generation lists. Examples of company events include, but are not limited to:

- Channel Marketing/Corporate Events: market launch events
- Sponsorship/Hospitality Events: Charlotte Motor Speedway, Ryder Cup, Kentucky Oaks & Derby, Masters
- National Customer Advisory Forums
- Windstream Golf Classics
- Trade Shows
- Lunch & Learns

NOTE: ALL K-12 schools and hospitals participating in the RHC program are covered by this policy due to USAC rules and guidance, which restrict gifts given to employees and consultants of entities eligible for USAC funding. This includes not only public schools, but also ***private, charter and parochial schools***, as well as ***private hospitals***, even though such schools and hospitals would not otherwise be considered government entities.

Political contributions and activities on behalf of the company, except those conducted in conjunction with our Government Affairs organization, including via our political action committees, are prohibited. This does not cover personal political contributions or activities. See the Political Contributions and Activities section in these guidelines for additional information.

There is zero tolerance for violating the Gifts and Entertainment policies. Any 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 Compliance Committee up to, and including, termination of employment. Note that violations of this policy may also be violations of state, local, federal or foreign laws and regulations, or violations of the USAC gift rules; thus, civil legal action or referral for regulatory or criminal prosecution may be appropriate in certain cases.

Gift Receiving

You should never solicit any gift, entertainment, benefit, or privilege from a competitor, customer, or anyone who conducts or seeks to conduct business with Windstream. You should not accept, and you must notify your supervisor if you are offered, any gifts, entertainment or anything else of value from a competitor, customer, or anyone who conducts or seeks to conduct business with Windstream, other than (1) nominal gifts or (2) ordinary business entertainment (as these terms are defined below).

Nominal gifts are gifts of token to modest value that will not place you under any real or perceived obligation to the donor, or gifts used for advertising or promotion as long as they are customarily given in the regular course of business. Ordinary business entertainment generally means entertainment that offers opportunity for benefit to the company and is reasonable in its business context.

Gifts of cash, vouchers, gift cards or certificates, loans, or securities (including stock), are not nominal gifts or ordinary business entertainment, regardless of the amount or value involved, and should never, under any circumstances, be accepted from a competitor, customer, or anyone who conducts or seeks to conduct business with Windstream. Likewise, gifts that are intended to or would result in favorable treatment or influence a business decision, regardless of the amount or value involved, are not nominal gifts or ordinary business entertainment and should never, under any circumstances, be accepted. For additional guidance, see **Bribes, Kickbacks and Other Improper Payment.**

Questions and Answers

Q. I have been offered a gift or entertainment privilege. What should I do?

A. Any time you are offered or receive a gift or entertainment privilege you should first ask yourself the following two questions:

1. Is the gift or privilege cash, a gift card or certificate, securities, or some similar monetary equivalent?
2. Will the gift or privilege result in, or was it intended to result in, favorable treatment to the donor or influence a business decision in favor of the donor?

If the answer to either of the above questions is yes, you may not accept the gift or privilege, regardless of its amount or nature.

If the answer to both questions is no, you must then determine if the gift or entertainment privilege meets the definitions of “nominal gift” or “ordinary business entertainment.” If the gift or privilege meets the definition of “nominal gift” or “ordinary business entertainment,” you may accept it; if it does not meet either definition, you may not accept it.

The following are a few examples of gifts and business entertainment that meet and do not meet the nominal gift or ordinary business entertainment criteria. Remember, if you answered yes to either of the above questions regarding cash/monetary equivalents and favorable treatment or influence, you may not accept the gift even if it otherwise meets the definition of a nominal gift or ordinary business entertainment.

Acceptable	Not Acceptable
A holiday gift of a bottle of wine with nominal value	A case of expensive champagne
A business meal	A chauffeured winery tour plus gourmet dinner
Tickets to a sporting or cultural event with minimal value	Tickets to the Super Bowl, World Series or other extravagant sporting or cultural event Airfare and/or hotel accommodations in addition to tickets
Attendance at an annual golf outing hosted by one of Windstream's outside advisors or vendors	Attendance at an annual golf outing plus an offer to provide airfare and/or hotel accommodations
Accepting an invitation to attend a vendor sponsored conference that offers a business benefit to Windstream	Accepting airfare and/or hotel accommodations associated with the conference
An invitation to a hospitality suite at a conference or trade show	Weekend trip to a resort that offers minimal business benefit to Windstream
A marble paper weight of modest value from a supplier	Cash, monetary equivalents, <u>regardless</u> of the amount or value involved, or gift cards or certificates from a supplier
Modest expressions of gratitude or gifts acknowledging personal events such as a wedding or birth	Lavish personal gift such as a piece of jewelry

If you have any questions regarding the guidelines for gifts and entertainment, please contact the *Working with Integrity* helpline or one of the other channels Windstream makes available to you.

Vendor Relationships

Windstream prohibits employment with or relationships with vendors that could present a conflict of interest. From time to time however, there may be exceptions to this policy. In all cases, employees should notify Internal Audit, your supervisor, and the business unit President of any possible conflict of interest so that an exception can be reviewed for approval.

Discounts

You should not accept discounts on personal purchases of a vendor's or customer's products or services, unless they are generally offered to all Windstream employees, or others having a similar business relationship with the supplier or customer.

Outside Activities

Any outside business interest, including other employment, is not permitted if it:

- Competes with Windstream's business in any manner.
- Interferes with the timely and effective performance of your duties for Windstream. Such interference may include making or receiving phone calls, handling correspondence, or participating in meetings during regular business hours.

Volunteer Activities

Windstream encourages you to be involved in volunteer activities that improve or help communities where Windstream operates. If you wish to use Windstream resources or spend work time on these activities, you should obtain the approval of your supervisor before beginning the activity. Your supervisor will determine if you are required to take vacation time in connection with your volunteer activities.

Windstream may at times sponsor events that support local charities. In certain circumstances, it may be acceptable for vendors to participate in these events. Windstream may accept a financial sponsorship from a vendor with the mutual understanding that the sponsorship will not influence the vendor's current or future relationship with Windstream. Windstream employees may not solicit financial sponsorships from vendors.

Questions and Answers

Q. I am in charge of a Windstream sponsored golf tournament benefiting a local charity. Is it acceptable to ask a vendor to be a tournament sponsor?

A. No. Directly soliciting a sponsorship from a vendor may give the appearance of impropriety. However, vendors may, at their own discretion, offer to sponsor the tournament as long as both Windstream and the vendor understand that the sponsorship will not influence Windstream's business decisions. The Windstream Sponsored Golf Tournament Guidelines must be adhered to for all charitable golf tournaments sponsored by Windstream.

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 Windstream employment. When serving on such boards, you should excuse yourself from any discussion or vote on any matter that involves Windstream.

You should not serve as a member of the board of directors of any company that is a competitor of Windstream or has a significant commercial relationship with Windstream without the prior approval of the Compliance Committee.

Direct Investments and Other Financial Opportunities

For purposes of these guidelines relating to direct investments and other financial opportunities, “you” includes your family and any other person or entity with whom or which you have a relationship that involves significant influence or control.

Investments

You may not have any direct investment or other financial interest in a supplier, contractor, or competitor of Windstream (ownership of less than 1% of the stock of a publicly traded company that competes or does business with Windstream is permissible). You may not accept any loan or guarantee of an obligation from a supplier, contractor or competitor of Windstream. You should notify your supervisor if you acquire a profit or investment opportunity as a result of representing Windstream in the course of your employment.

Financial Opportunities

It may be a conflict of interest if you acquire an interest in an asset, such as real estate, stock or some other type of property, when Windstream has acquired or has publicly disclosed that it will, or you are aware that it will, acquire an interest in that same asset. You must notify the Compliance Committee if this situation occurs.

Employment of Family Members

Employment by Windstream

Other than in exceptional circumstances where particular arrangements may be authorized by Human Resources and approved by the Compliance Committee, you should never be in a position to influence the employment conditions (e.g., work assignment, compensation, etc.) or performance assessment of a family member who is a Windstream employee, contractor or agent.

Due to the wide range of laws and regulations that govern the hiring of former government employees, you may not enter into employment discussions with current or former government employees or their immediate family about employment with Windstream (as either an employee or consultant) without the approval of the Human Resources and Legal departments. You should never have employment discussions with government employees involved in a pending procurement in which Windstream is participating.

Questions and Answers

Q. May I hire my brother to do some contract work for Windstream if his rates are the best rates available?

A. Windstream generally prohibits business dealings with employees' family members. Regardless of your brother's rates, Windstream will not hire him to perform services under a contract if he will be working under your supervision or if you have any influence over the decision to employ him.

Employment by a Windstream Supplier or Competitor

In some instances, it may also be a conflict of interest if a member of your immediate family is employed by a supplier, contractor or competitor of Windstream. Some states prohibit Windstream from entering into a contract with a state agency when an employee of Windstream is an immediate family member of an employee of that state agency, and some states prohibit a state employee that is an immediate family member of a Windstream employee from participating in the making of the contract with Windstream. You must contact your human resources representative or one of the other channels Windstream makes available to you if this occurs.

Questions and Answers

Q. My spouse works for one of Windstream's competitors. Does this constitute a conflict of interest?

A. This may or may not present a conflict, depending on the nature of the spouse's job duties and your job duties. You should contact your human resources representative or one of the other channels Windstream makes available to you for guidance. In no event should you disclose Windstream's confidential information to your spouse or solicit from your spouse confidential information about his or her employer.

Workplace Relationships

Windstream is aware that personal relationships may develop between employees. The same concerns of perceived or actual conflicts of interest when relatives are employed by Windstream may also apply to employees involved in romantic relationships.

Although such relationships are typically a personal matter, Windstream will not tolerate any adverse effect or any perceived or actual conflicts of interest that such relationships may present in the workplace. If the relationship is established after employment commences, it is Windstream's policy that the related individuals cannot work in positions that have financial dependencies upon or influence over one another, or in positions in which conflicts of interest could arise, or when the career of one could influence the other. For example, an employee may not work in a position in which he/she could supervise (directly or indirectly), assign, check, process, review, or otherwise affect the work of the other employee. In addition, an employee cannot hold a position in which he/she might be part of discussions or decisions about the other's performance, pay or advancement.

Employee Responsibilities

- Should an employee become involved in a relationship that could cause a conflict of interest or be disruptive to the workplace, it is the responsibility of the employee to notify his or her supervisor and Human Resources or the Chief Compliance Officer in a timely manner.
- Employees who are managers are required to disclose to their supervisors and Human Resources any romantic relationships they have with other Windstream employees, contractors, or affiliates, regardless of whether they believe there will be a conflict of interest or disruption.

All matters will be treated confidentially, and appropriate action will be taken to resolve the matter. Windstream wishes to avoid misunderstandings, complaints of favoritism, possible claims of sexual harassment, and employee morale and dissension issues that could potentially result from a relationship between a supervisor and a subordinate employee. If a direct or indirect reporting or supervisory relationship exists between employees involved in a relationship, the supervisor must inform Human Resources or the Chief Compliance Officer of the relationship immediately. Failure to adhere to this policy is grounds for discipline, up to and including termination.

Questions and Answers

Q. I recently became involved in a relationship with a co-worker. Does this constitute a conflict of interest?

A. This may or may not be acceptable, depending on the nature of the co-worker's job duties and your job duties. You should contact your human resources representative or one of the other channels Windstream makes available to you for guidance. If you are a manager, you are required to disclose the relationship to your supervisor and Human Resources regardless of the potential for a conflict of interest.

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 intended or appears to influence any person or entity to award business opportunities to Windstream or to make a business decision in Windstream's favor. You are not permitted to accept any offer, payment, promise, or gift from a third party that is intended or appears to influence Windstream to award business opportunities to that third party or to make business decisions in that party's favor. For additional guidance, see [Gifts and Entertainment](#) and [International Business](#).

Questions and Answers

Q. I am negotiating a significant contract with a customer, and there are offers from other service providers on the table. The customer will receive government funding, and with Windstream's pricing, the customer will basically be getting the service for free. Can I use this as my pitch to the customer in order to secure the deal?

A. No. You should never make any promises to a customer regarding receipt of government funding, such as E-Rate or Rural Health Care funds or a state equivalent. Windstream does not have the final say when it comes to the funding eligibility of a customer. In addition, you are not permitted to make or authorize any offer, payment, promise, or gift that is intended or appears to influence any person or entity to award business opportunities to Windstream or to make a business decision in Windstream's favor.



SAFETY, HEALTH AND THE ENVIRONMENT

Windstream is committed to providing a safe, healthy, and alcohol and drug free workplace for its employees and for visitors to Windstream's facilities. The Windstream Pocket Safety Guide provides an easy-to-read, ready reference on Windstream's basic safety requirements.

Windstream is committed to complying with all applicable environmental laws and regulations. You are expected to follow all applicable safety, health, and environmental laws, as well as any related Windstream policies. You should report immediately to your supervisor any suspected unsafe or unhealthy conditions in the workplace and any concerns regarding the improper handling or disposal of hazardous material or waste. For more information, please refer to **Appendix B: Safety, Health and the Environment**.

USE AND PROTECTION OF COMPANY ASSETS

Windstream has a large variety of assets including physical assets and intangible assets such as intellectual property. Many are of great value to Windstream's competitiveness and success as a business. As such, we all have an obligation to protect Windstream's assets and ensure their proper use. Improper use occurs when you use Windstream property or information for personal gain or advantage, for the advantage of others outside Windstream, such as friends or family members, or to the detriment of a customer, the company, or fellow employee.

Windstream assets are maintained and provided for Windstream business use. As a Windstream employee, you are allowed limited personal use of telephones and computers. Excessive personal use of Windstream assets is not allowed. In addition, you must use company assets in accordance with any guidelines, policies, or procedures implemented by Windstream. These guidelines, policies, and procedures are posted on the Enterprise Information Risk and Security Stream page:

- Email/Messaging/Communications Policy
- Acceptable Usage Policy
- Internet Access Policy
- Password Management Policy
- PC Software Policy

Company Provided Cellular Devices

Windstream provides and maintains a corporate sponsored mobile device program (including monthly usage charges) to a subset of Windstream employees, primarily field technicians, in the performance of their daily responsibilities. These devices are intended for business use. Incidental personal use may be allowed, provided that it is kept to a minimum, does not interfere with your work, and otherwise does not violate these guidelines.

Like any other Windstream property, these mobile devices are company property. Additionally, content composed, sent, received, or stored on this device is and will remain the property of Windstream. They are not the private property of any employee. The confidentiality of any activity performed on this device should not be assumed. Each device has limited storage availability, which should be maintained for business use. Therefore, personal content should not be uploaded to this device, including but not limited to music, pictures, videos, or other data.

Additional things you should not do with this device include:

- Use as a hotspot for personal use, including tethering any devices for personal use
- Stream any music or video content for personal use – examples include: Pandora, Spotify, YouTube, ESPN, Netflix

Usage on the device and associated rate plans are monitored on a monthly basis. When excessive or unnecessary usage is identified, it is sent to the appropriate management team for review and resolution.

Physical Assets

Windstream's physical assets include, but are not limited to, cash, buildings, equipment, corporate credit cards, and office supplies. Theft, carelessness, and waste have a direct impact on Windstream's profitability. Misuse of Windstream's assets is prohibited and may be considered theft. Accordingly, employees should:

- Protect Windstream's assets and ensure their efficient and proper use.
- Immediately report the loss, damage, or unauthorized access of Windstream's assets to Corporate Security.
- Not leave your computer or other equipment in cars or unsecured areas.

Questions and Answers

Q. I suspect a co-worker has stolen a laptop computer. What should I do?

A. Do not confront the co-worker directly. You should report your suspicions to Corporate Security.

Corporate Card

The Windstream Corporate Card is for purchase of and payment for materials, goods, and services required for the conduct of Windstream business only. The card may NOT be used for personal charges. The use of the Corporate Card for personal purchases or in any other manner unrelated to the conduct of Windstream business may be considered misappropriation of company funds, which at Windstream's discretion could result in immediate and irrevocable forfeiture of the Corporate Card, disciplinary action (up to and including termination), and any other legal action Windstream deems appropriate.

For more information, please refer to Windstream Corporate Card policy available on Stream.

Information and Communication Systems

Windstream assets also include information and communication systems made available to help you perform your job, such as telephone and facsimile service, Intranet and Internet access, and e-mail.

- It is inappropriate to use these systems in a manner that interferes with your productivity or the productivity of others.
- It is not appropriate to give your personal passwords to co-workers other than the IT Helpdesk Staff for purposes of facilitating computer repairs.
- It is never acceptable to use Windstream's assets or equipment to access or create material that could be viewed as obscene, derogatory, or racially, sexually or otherwise offensive.
- Windstream assets may not be used for any unlawful purpose or to access, receive, or transmit any materials that could be viewed as obscene, derogatory or racially, sexually or otherwise offensive.
- Follow Windstream guidelines, policies, and procedures regarding the use of company assets, including Windstream's Internet Access Appropriate Use Guidelines, which are posted on the Human Resources Stream page.

Questions and Answers

Q. I am traveling and will be out of the office. Can I give a co-worker my password to approve certain transactions on my behalf?

A. No. Transferring approval authority by sharing passwords is prohibited. You should make other arrangements for approval in your absence. In fact, passwords are private and are not to be shared with co-workers under any circumstances except that passwords may be shared with IT Helpdesk Staff for purposes of facilitating computer repairs. The user must reset his or her password immediately after repairs are completed.

Q. Is it okay to use my computer to do homework during my lunch break?

A. Generally, limited use of company resources for personal use is permitted as long as there is no incremental cost to Windstream.

Q. If I am not at the Windstream offices and I am on my own time, is it okay if I use my company laptop to view adult material and websites?

A. No. You may not use Windstream assets, at any time, to view materials that could be viewed as obscene, derogatory, or racially, sexually or otherwise offensive.

Q. What if I receive an email that contains sexual or other adult content?

A. If the email comes from another Windstream employee, notify your supervisor. If the email comes from outside Windstream, delete it. In either case, do not forward the email. Transmitting materials that could be viewed as obscene, derogatory, or racially, sexually or otherwise offensive is prohibited.

Intellectual Property and Proprietary Information

Some of Windstream's most valuable assets are its intellectual property and proprietary information. Examples of these assets include software, software licenses, trademarks, copyrights, trade secrets, business concepts and strategies, and financial data.

- You should not use Windstream property or systems for your own personal profit or gain.
- It is not appropriate to disclose confidential or proprietary information.

Questions and Answers

Q. I am working with an outside vendor to develop a new business proposal. Can we exchange confidential materials through email?

A. Yes, but only if the information is exchanged in a secure manner and is subject to a company-approved confidentiality agreement. All company proprietary data and customer private information must be encrypted using an approved security solution when sent outside of Windstream. See Windstream's Enterprise Information Security Policy Framework, and the underlying Data Classification Policy and Data Security Policy for Sensitive Personally Identifiable Information, for detailed information on how to secure Windstream and customer data during external transmissions.

PROPERTY RIGHTS OF OTHERS

Windstream respects the property rights of others. In the conduct of business, Windstream will, from time to time, receive and use proprietary information of others, such as customer lists, technical developments or operational data, as well as other material that is not publicly available. 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. Please see **Inside Information** for more guidance.

Windstream's policy is to honor and respect the intellectual property rights of others. Such intellectual property rights include patents, trademarks, service marks, trade secrets and copyrights. You should not engage in any improper use of the intellectual property rights of others, including the unlawful or unauthorized copying, revealing or use of anyone's intellectual property. You may not copy software or bring in software programs from home. Only software properly licensed by Windstream is permitted on Windstream computers.

Questions and Answers

Q. I am new to Windstream, having previously worked for a competitor. My supervisor has asked me to write a memo outlining everything I know about the business plans and strategy of my former employer that could help Windstream gain an advantage. Should I write the memo?

A. No. It is improper to reveal, or to be asked to reveal, the confidential information or trade secrets of a former employer.

Q. One of my colleagues just purchased a new software program that I would like to use. My department cannot afford to buy additional copies right now. May I copy the new software onto another computer?

A. No. Unauthorized copying of software is a violation of copyright law and of Windstream policy.

CUSTOMER ACCOUNTS

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 not allowed.

Questions and Answers

Q. Can I apply an adjustment to my own account?

A. No. Employees are not allowed to make adjustments, apply payments, credits, or make changes of any kind to their own accounts.

Q. I believe a sales representative in my store is adding features to customer accounts without their knowledge and authorization. What should I do?

A. You should report this activity to your supervisor. If you are not satisfied with the response you receive, contact the *Working with Integrity* helpline. It is not appropriate to add features, or make changes of any kind to a customer's account, without the customer's authorization. Acts of this nature will be considered fraud and will be dealt with appropriately.

CUSTOMER AND EMPLOYEE PRIVACY

In the conduct of business, Windstream collects and maintains personal information and data about customers and employees. Many of you have access to this personal information and data in the performance of your duties for Windstream. Protecting the privacy of our customers and employees is fundamental to Windstream's business. You must comply with laws regulating disclosure of customer and employee records or other communications (e.g., HIPAA, CPNI).

- **Customer communications, call records and account and payment information are confidential.** Only employees who need to know such information in the course of employment should access customer information. You should not disclose this information to any other Windstream employee unless that employee has a need to know such information in the course of employment. Except as required to comply with law, you should never disclose this information to any party other than the customer or an individual whose access has been authorized by the customer. You may not engage in or allow anyone else to engage in unauthorized listening, recording or other disclosure of customer communications.
- **Employee compensation, benefits, and personnel records and information are confidential.** Only employees who need to know such information in the course of employment should access such employee information through company records. Therefore, if you have access to such information as a part of your responsibilities with the company, you should not disclose this information to any other Windstream employee unless that employee has a need to know such information in the course of employment. Except as required to comply with 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 which you have as a part of your formal company duties.

Questions and Answers

Q. One of my co-workers pulled up the call records of his old girlfriend. He shared the information with others. Is this acceptable?

A. No. Customer information, including billing information and call detail records, is confidential and should never be accessed or used for anything other than business reasons.

Q. A customer's spouse has requested account information. The account does not list the spouse as having authorized access. Should I give out the information?

A. No. You should never disclose customer information to any third party unless the customer has authorized such party's access or as required to comply with law.

ANTITRUST LAWS

Antitrust laws promote fair and open competition. Under the antitrust laws, Windstream must be completely independent to set its own prices and sales levels and to choose its own markets, customers, and suppliers. To maintain this independence, there are certain things Windstream and its employees can never do. You can never discuss with a Windstream competitor pricing or pricing policy, costs, marketing or strategic plans, or proprietary or confidential information. You cannot agree or even discuss with a competitor the prices Windstream will charge customers, nor can you agree to divide customers or markets, or to boycott certain customers, suppliers, or competitors. Even where there is no formal written agreement, the mere exchange of information can create the appearance of an informal understanding, creating potential antitrust and fair competition risk.

The following guidelines provide a basic foundation to assist you in complying with these laws:

- Oral discussions and informal arrangements can, in certain instances, constitute an “agreement” that is subject to antitrust law. Therefore, you should be mindful of these guidelines in all communications with any competitor.
- You should never have any communication with a competitor regarding present or future prices, profit margins or costs, bids or intended bids, terms or conditions of sale, market shares, sales territories, distribution practices or other competitive information.
- Do not talk to competitors about, or agree to fix or control, prices or terms of sale.
- Do not talk with competitors about, or agree to allocate or apportion, products, markets, territories or customers.
- Do not agree with competitors to boycott certain customers or suppliers.
- Do not disclose Windstream’s bid or solicit information regarding confidential bid proposals.
- Do not require customers, as a condition to doing business, to buy from Windstream before Windstream agrees to buy from them.
- Do not require customers to take a product or service they do not want in order to get from Windstream a product or service they do want.
- Do not agree with a customer to establish or fix the customer’s resale prices or other terms or conditions of sale.

If you have any questions regarding compliance with antitrust laws, contact the Legal Department.

Questions and Answers

Q. What are examples of “acceptable” methods to obtain information about competitors?

A. You should only use publicly available information. Examples include annual reports, regulatory filings, stockbroker or transportation expert analyses, press releases, the Internet, trade journals, patents, etc.

Q. During a dinner break at an industry conference, someone who works for one of Windstream’s competitors mentioned that his company was considering increasing prices because of certain industry pressures. Everyone knows that Windstream is also experiencing these same pressures. Is it okay for me to discuss our pricing plans?

A. No. You may never discuss pricing with a competitor. This prohibition applies equally to learning the competitor’s pricing practices or plans (other than from publicly available information) and to revealing those of Windstream. As soon as you realize that a competitor is starting to raise the subject, you should break off the discussion.

INSIDE INFORMATION

As a Windstream employee, you may learn information about Windstream that is not generally known to the public. Such information may qualify 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.

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 Windstream business in an effective and proper manner and appropriate steps have been taken by Windstream to prevent the misuse of the information.

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 purposes of this policy, confidential information means corporate records, lists, trade secrets, business processes, methods of pricing, financial conditions or results, and information related to Windstream’s actual or anticipated business not generally available to or used by the public.

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

If you know material nonpublic information about Windstream or a 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 that company until such information has been publicly disclosed.

Questions and Answers

Q. I overheard in the cafeteria that Windstream is planning to acquire another large company. Can I buy or sell shares or securities of the other company?

A. No. The prohibition against trading applies to any information you obtain in the course of your employment regardless of how you obtained it.

Q. May I tell my uncle about something important going on at Windstream so that he can explore investing in Windstream?

A. No, you may not pass material nonpublic information to your uncle to help him profit or try to gain something personally. In addition to breaching a duty to Windstream, you could be found liable for insider trading in those circumstances. Your uncle could also be liable.

INTERNATIONAL BUSINESS

Employees involved in international operations must know and abide by the laws of the United States, including The Foreign Corrupt Practices Act (FCPA), and the countries in which such operations are being conducted. Under the FCPA you may not give, offer or promise anything of value to foreign officials or foreign political parties, officials or candidates, for the purpose of influencing them to misuse their official capacity to obtain or keep for, or direct business to, Windstream or to gain any improper advantage for Windstream. In addition, the FCPA prohibits knowingly falsifying a company's books and records or knowingly circumventing or failing to implement accounting controls. The prohibitions of the FCPA apply to Windstream employees as well as third parties engaged by Windstream (such as consultants and professional advisors).

If you are not familiar with the FCPA or the laws of any foreign country in which you are involved in the course of your employment, contact the Compliance Committee or legal prior to negotiating any foreign transaction.

For additional guidance, see **Gifts and Entertainment** and **Bribes, Kickbacks and Other Improper Payments**.

POLITICAL CONTRIBUTIONS AND ACTIVITIES

You may not make any contribution on behalf of Windstream, or use Windstream's name, funds, property, or services for the support of any political party or candidate, unless the contribution or activity is authorized in advance by the Compliance Committee. All lobbying activities and related expenditures must be pre-approved by Government Affairs.

Employee Political Participation

Windstream encourages employees to participate in the political process by voting or otherwise being involved in political activity. Political activities by companies and their employees are scrutinized by various government agencies. Violation of federal or state law regarding these activities may be subject to civil or criminal penalties. To avoid any conflicts of interest or violation of law, the following guidelines should be followed by all Windstream employees:

- Any campaign work for a political candidate, or any political activity, must be done on the employee's own time and never at the expense of the company (such as the use of company phones, copiers, facilities, vehicles, supplies, human resources, etc.).
- No free use of company equipment will be granted to political candidates. This includes copy reproduction, postage, etc.
- No expense reports may be submitted that include employee contributions to a political candidate.
- No loans of company funds may be made for the benefit of a political candidate. This includes loans of property or facilities.
- Never create the impression that you are speaking or acting on behalf of Windstream when engaging in political activity or expressing political opinion.

Windstream maintains a political action committee, known as WINPAC, for the purpose of supporting political candidates and issues that support and advance Windstream's business interests. Participation in WINPAC is voluntary.

Employees Running for Political Office and Serving as Public Officials

Employees may run for political office and serve as a public official if such activity does not conflict with or affect the employee's job performance with Windstream, and the employee at all times complies with all applicable laws, codes and regulations governing public officials (the "Laws"), and such public office and employment by Windstream is permissible by the Laws.

For more information, please refer to the Employees Running for Political Office and Serving as Public Officials form.

Questions and Answers

Q. I strongly support a candidate for office in the upcoming election. May I hand out campaign literature at work?

A. No, you may not distribute such materials on Windstream premises.

Q. May I speak at a political rally being held outside of business hours?

A. Yes. However, you should make it clear to the event sponsors that you are not representing Windstream. Also, you should not wear any item with the Windstream name on it. Your audience at the rally must not be led to believe that Windstream is endorsing a particular candidate or political view.

WAIVERS

Any waiver of these guidelines for directors or executive officers may be made only by the audit committee of Windstream's board of directors. Public reporting of these waivers will be pursuant to the Company's limited liability operating agreement or applicable law.



Thank you for taking time to become familiar with Windstream's *Working with Integrity* program. Windstream's *Working with Integrity* program conveys management's philosophy and expectations for employees to be ethical and comply with the law. There will be instances in which these guidelines will not specifically address the circumstances in which you are involved. When this occurs, you may find it helpful to:

- Search Stream for topics on specific policies and procedures.
- Seek advice from your supervisor or management team.
- Seek guidance from your local human resource representative.
- Contact Windstream's Compliance Officer.
- Contact Windstream's *Working with Integrity* helpline or website.

To ensure Windstream's continued success, each of us, working together, must continue to establish and meet the highest standards of business ethics and personal integrity in all of our business endeavors.

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

You are employed "at will," which means you are free to resign at any time for whatever reason, just as the company is free to end your employment at any time, and for any reason, with or without prior notice. Nothing in *Working with Integrity* is intended to create a contract binding you or Windstream to an agreement of employment for a specific period of time.

Nothing in these ethical guidelines is intended to create a contract binding you or Windstream to an agreement of employment for a specific period of time. Unless contrary to applicable law, your employment can be terminated by either you or Windstream at any time, for any reason, or no reason, with or without notice.

***We are all accountable for adherence to
Windstream's Working with Integrity guidelines.***

CONCLUSION

Commitment to Diversity

Diversity in employment is a goal and a source of strength for Windstream. While nondiscrimination, equal employment opportunity, and affirmative action in personnel practices have a basis in legal mandates, valuing diversity is a broader concept evolving from these principles. Valuing diversity involves understanding, accepting, and appreciating that individuals are different and that this diversity is a societal and organizational advantage. Achieving and maintaining diversity in Windstream's workforce makes good business sense. As such, the company will continue its effort to strengthen its organizational commitment to foster an environment in which diversity is understood and valued, and to achieve diversity in its workforce.

All employees have a prime responsibility to assist the organization in achieving its goals of non-discrimination, equal employment opportunity, affirmative action, and valuing diversity.

Equal Employment Opportunity Statement

Windstream is committed to matching the talents and experience of each particular applicant with each specific job opening, without regard to race, color, religion, sex, age, national origin, protected veteran status, current military status, disability, sexual orientation, or any other status protected by law, and to give full consideration to qualified disabled individuals and protected veterans. All employment decisions will be based only on valid job requirements. It is the express policy of Windstream to continue efforts to assure that no discrimination exists in our employment practices and that an atmosphere free from harassment is maintained. No employee or applicant shall be subject to harassment, intimidation, threats, coercion, discrimination, or retaliation because they have filed a complaint, assisted or participated in any Equal Employment Opportunity or Affirmative Action investigation or proceeding, opposed any practice made unlawful by applicable law or regulation, or exercised any other protected right.

Windstream has developed and implemented an Affirmative Action Plan to support its commitment to the principle of equal employment opportunity. This plan describes in detail, the policies and procedures used in the company's operations to carry out its commitment. The Affirmative Action Plan for Qualified Protected Veterans and Individuals with Disabilities is available for review by any employee or applicant for employment upon request during normal business hours. Interested persons should contact their Human Resources Business Partner for assistance.

Any questions or comments regarding our Equal Employment Opportunity policies may be directed to the Employee Relations department, at (501) 748-4843. Any suspected activities in violation of our policies should be reported to the Employee Relations department.

APPENDIX A: FAIR EMPLOYMENT PRACTICES

Harassment Prevention and Non-Discrimination in the Workplace

Windstream strives to maintain a working environment that is free from any form of harassment or discrimination. To that end, Windstream will not tolerate any type of harassment or discrimination against any employee by coworkers, management, customers or vendors.

- The withholding of promotions, pay increases or training opportunities because of an employee's personal characteristics, intellectual viewpoints or physical attributes is prohibited and violates reasonable rules of company operation. Personal characteristics, intellectual viewpoints, and physical attributes include, but are not limited to, an employee's race, color, religion, sex, age, national origin, disability, sexual orientation, or other status protected by law.
- Threats, retaliatory, belittling or intimidating behaviors, with or without sexual conduct, are not tolerated at Windstream. Hostile or offensive comments and jokes or inappropriate physical conduct are in violation of acceptable company standards of behavior and are prohibited.
- Demanding favors (sexual or otherwise), explicitly or implicitly, as a condition of employment, promotion, transfer, or any other term or condition of employment is prohibited.

Any employee who has knowledge of a situation that he or she believes to be a violation of this policy must report the situation to a Human Resources representative, the Employee Relations department or the *Working with Integrity* Hotline. Every effort will be made to ensure confidentiality to the greatest extent possible. Any adverse treatment of employees who have reported harassment in good faith or who provide information related to such complaints is unacceptable.

All reports will be fully investigated and, where it is determined that inappropriate behavior has occurred, disciplinary action will be taken, up to and including termination. All employees are expected to act responsibly and to maintain an atmosphere free from discrimination, harassment and inappropriate conduct.

Americans with Disabilities Act (ADA) STATEMENT

It is Windstream policy to not discriminate against qualified individuals with disabilities in regard to application procedures, hiring, advancement, discharge, compensation, training, or other terms, conditions, and privileges of employment. It is the policy of Windstream to comply with all federal, state, and local laws concerning the employment of persons with disabilities.

For questions or concerns regarding ADA or related matters, please contact Human Resources.

APPENDIX B: SAFETY, HEALTH AND THE ENVIRONMENT

Drug / Substance Abuse

Windstream seeks to establish and maintain a work environment that is free from the effects of alcohol and improper drug use. "Improper drug use" includes the use of (i) any drug or substance (including alcohol and recreational marijuana) that is illegal under federal, state, or local laws, (ii) any drug not prescribed by a licensed physician for the current treatment of the employee, or (iii) any legal drug or substance (including prescription drugs or alcohol) in quantities or any other manner that would or would be likely to adversely affect the safety of the employee or others, or the employee's ability to report to work on time and in a mental and physical condition conducive to the competent performance of his or her duties. Any improper drug use by an employee, whether off the job or on-the-job, can adversely affect the workplace and our ability to accomplish our goal of a work environment free of improper drug use.

Employees must, as a condition of employment, abide by the terms of this policy. Violations of this policy will result in disciplinary action up to and including termination and may have legal consequences. Windstream maintains the right to conduct searches on Windstream property of employee property (i.e. lunch boxes, lockers, toolboxes, purses, automobiles) to ascertain a violation of this policy.

Drug/Alcohol Guidelines

Violations of Windstream's Drug/Substance Abuse Policy include the following:

1. The unlawful manufacture, distribution, dispensation, possession, use, or being under the influence of a controlled substance on Windstream premises or while conducting Windstream business whether at customer or prospective locations or otherwise off Windstream premises.
2. The legal use, possession, distribution, manufacture, sale, or being under the influence of prescribed or over-the-counter drugs in the workplace or during working hours unless (a) such drugs do not impair an employee's ability to perform the essential functions of the job in a safe manner; and (b) prescribed drugs are kept in their original container which must identify the drug, dosage, prescription date and prescribing physician. Whenever employees are taking prescribed or over-the-counter drugs which may adversely affect the employee's ability to perform his or her duties safely, the employee must notify Human Resources of the drug (and its side effects).
3. A confirmed positive test for drugs or alcohol.
4. Refusal to submit for testing as required by Windstream under this policy.
5. Tampering with or providing an altered or substituted test specimen for a drug or alcohol test under this policy.
6. Refusal to consent to a search as described in this Policy.
7. Conviction under any criminal drug statute. An employee must immediately notify the company of any such conviction.
8. Improper drug use while off the job if the employee reports to work in a mental or physical condition not conducive to the competent performance of his or her duties.

Additionally, if (in the judgment of Windstream) improper drug use or the result of that improper drug use is likely to undermine public confidence in Windstream, subject Windstream to public criticism, or interfere with the employee's ability to continue an efficient and productive relationship with other employees, customers, prospects, or others with whom Windstream employees typically deal, the employee will be subject to disciplinary action up to and including possible termination.

Pre-Employment Drug Testing

Applicants for employment will be required to undergo a pre-employment drug test. A confirmed positive test result, or the refusal to provide a testing sample at the appointed time, or the refusal to sign the Consent Form at the time it is presented, will result in the company's withdrawal of its conditional job offer and its refusal to hire the applicant. Applicants who refuse to complete the necessary paperwork and test, who alter or attempt to alter a sample, or who test positive on the drug screen will not be offered employment.

Reasonable Suspicion Testing

Employees may be subject to reasonable suspicion testing based on objective and articulable facts and reasonable inferences drawn from those facts in light of experience, including but not limited to:

- An employee's appearance, behavior (such as an unsteady gait, slurred speech, or disorientation, etc.), speech or body odor;
- Observations made at work, such as direct observation of drug or alcohol use or possession, the physical symptoms of being impaired, or presence of a strong odor associated with that of a drug or alcohol;
- Abnormal conduct or erratic behavior while at work, or a significant deterioration in work performance;
- A report of prohibited drug or alcohol use, possession, distribution, or other prohibited behavior under this policy from a source deemed by the company to be reliable and credible;
- A report that the employee discussed or offered illegal drugs to a co-worker, or otherwise discussed behavior that violates this policy.
- Any employee who is involved in any accident that results in a fatality, serious injury, ambulance ride, or any vehicle being towed from the scene of the accident
- Subsequent to on-the-job injuries

Information regarding testing procedures may be obtained from the third-party vendor who administers this program. This information includes the testing methods and collection procedures, the substances that may be tested (including the brand/common name and the chemical name) and the ability to explain test results in confidence. Employees may appeal the results of the test by contacting the Employee Relations department.

Weapons

For the safety and wellbeing of our employees, customers, and guests, Windstream prohibits weapons and live ammunition on company premises, including buildings, parking lots, and vehicles. This policy includes employees and guests who may have a permit to carry a weapon unless state law requires otherwise.

Violence in the Workplace

Windstream is committed to the health and safety of all workers and will not tolerate workplace threats or acts of violence. All workplace threats and/or acts of violence must be reported immediately, assessed, and acted upon to ensure the protection of people and property. To ensure a safe workplace and to reduce the risk of violence, all employees should be instructed to review and understand all provisions of this workplace violence guideline.

Windstream does not condone any type of workplace violence committed by or against employees. Employees are prohibited from making threats or engaging in violent activities. Conduct that is prohibited includes (but is not limited to):

- causing physical injury to another person;
- making threatening remarks;
- behaving aggressively or in a hostile manner that creates a reasonable fear of injury to another person;
- intentionally damaging employer property or the property of another employee;
- possession of a weapon or live ammunition while on company property or while on company business (unless state law requires otherwise); and
- committing acts motivated by, or related to, sexual harassment or domestic violence.

Windstream employees should report potentially dangerous situations or threatening comments to a supervisor or Human Resources. All reports will be investigated and handled in confidence. All parties involved in the situation will be counseled and the results of the investigation may be discussed with them. The company will immediately intervene at any indication of a possible hostile or violent situation by contacting Corporate Security and/or law enforcement authorities.

While Windstream does not expect employees to be skilled at identifying potentially dangerous persons, we do expect employees to inform their immediate supervisor or Human Resources if any employee exhibits behavior that could be a sign of potential danger. Such behavior includes discussing weapons at work, displaying overt signs of hostility or anger, making threatening remarks, sudden deterioration of performance, or displaying irrational or inappropriate behavior.

Names of employees who have been targets or at risk for becoming targets of violence will be provided to Corporate Security and/or local law enforcement authorities to determine what emergency measures are required in the event of a situation.

Threats, threatening conduct, or any other acts of aggression or violence in the workplace will not be tolerated. A threat consists of words or actions that either create the perception that there is intent to harm persons or property or that actually bring about harm. Any employee determined to have committed such acts will be subject to criminal prosecution and disciplinary action up to and including termination. Non-employees who engage in threats or violent acts on Windstream's premises will be reported to the proper authorities and prosecuted to the full extent that the law allows.

WORKING WITH INTEGRITY REPORTING METHODS



or contact us via Stream

A screenshot of a Stream page titled 'Safety, Risk Management & Compliance'. The page has a dark blue header with the title in white. Below the header, there are two main sections. The left section is titled 'Safety, Risk Management & Compliance - Important Links' and contains a list of links under the heading 'Ethics, Compliance, & Audit'. The right section is titled 'Latest Safety Tip' and contains a search bar and a list of three safety tip documents. The left section has a sub-header 'Ethics, Compliance, & Audit' with a minus sign icon. Below it, there is a section 'Ethics, Compliance, Audit - Important Info' with a list of links: 'Working with Integrity Guidelines', 'Reporting an Ethics Violation', 'Required Compliance Training', 'PCI Policy', 'PCI Merchant Information', 'WIN Compliance Reports - Available SSAE/SOC Reports and How to Use Them', 'Third Party Assurance & Compliance (TPAC) Requesting Reports', and 'WE Vendor Questionnaire Process'. The right section has a 'Latest Safety Tip' header with a document icon. Below it is a search bar labeled 'Search Documents ...' with a magnifying glass icon. Below the search bar is a list of three safety tip documents, each with a document icon and a title: 'July 2020 Safety Tailgate McDonald, Ben G - 13 Views', 'June 2020 Safety Tailgate McDonald, Ben G - 17 Views', and 'May 2020 Safety Tailgate McDonald, Ben G - 22 Views'.

Visit the Ethics and Compliance Stream Space

WORKING WITH INTEGRITY