



## **GTT Communications, Inc.**

### **CODE OF BUSINESS CONDUCT AND ETHICS**

#### **Introduction**

This Code of Business Conduct and Ethics (“Code”) covers a wide range of business practices and issues. It does not cover every issue that may arise, but it sets out basic principles to guide the employees, officers and directors of GTT Communications, Inc. and its subsidiaries (collectively, the “Company” or “GTT”). All Company employees (full or part-time, permanent and temporary), officers and directors should conduct themselves accordingly and seek to avoid even the appearance of improper behavior in any way relating to the Company. In appropriate circumstances, the Code should also extend to third parties including agents, distributors or suppliers, vendors, consultants, contractors and sub-contractors.

Please direct any questions about this Code to GTT Human Resources.

#### **1. Scope of Code.**

This Code is intended to deter wrongdoing and to promote the following:

- honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- full, fair, accurate, timely, and understandable disclosure in reports and documents the Company files with, or submits to, the Securities and Exchange Commission (the “SEC”) and in other communications made by the Company;
- compliance with applicable governmental laws, rules, and regulations;
- the prompt internal reporting of violations of this Code to the appropriate person or persons identified in this Code;
- accountability for adherence to this Code; and
- adherence to a high standard of business ethics.

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

Obeying the law, both in letter and in spirit, is the foundation on which the Company’s ethical standards are built. All employees, officers and directors should respect and obey all international, country and local laws, rules, and regulations applicable to the business and operations of the Company. Although employees, officers and directors may not know all of the details of these laws, rules, and regulations, it is important to know enough to determine what to look for and when to seek advice.



### **3. Conflicts of Interest.**

A “conflict of interest” exists when an individual’s private interest interferes in any way – or even appears to conflict – with the interests of the Company. A conflict of interest situation can arise when an employee, officer or director takes actions or has interests that may make it difficult to perform his or her work on behalf of the Company in an objective and effective manner. Conflicts of interest may also arise when an employee, officer or director, or a member of his or her family, receives improper personal benefits as a result of his or her position with the Company. Loans to, or guarantees of obligations of, employees, officers or directors and their family members may create conflicts of interest.

Service to the Company should never be subordinated to personal gain or advantage. Conflicts of interest, whenever possible, should be avoided. In particular, clear conflict of interest situations involving employees, officers or directors who occupy supervisory positions or who have discretionary authority in dealing with any third party may include the following:

- any significant ownership interest in any customer, supplier or competitor;
- any consulting or employment relationship with any customer, supplier, or competitor;
- any outside business activity that detracts from an individual’s ability to devote appropriate time and attention to his or her responsibilities to the Company;
- the receipt of non-nominal gifts or excessive entertainment from any organization with which the Company has current or prospective business dealings;
- being in the position of supervising, reviewing, or having any influence on the job evaluation, pay, or benefit of any family member; and
- selling anything to the Company or buying anything from the Company, except on the same terms and conditions as comparable employees are permitted to buy or sell.

No employee, officer or director may work for a competitor, customer or supplier, as an employee, consultant or board member, without prior written approval from the Company or the Company’s Board of Directors (“Board”), as applicable. You are expected to avoid those situations where the private interest of you or your family, a person living in your residence, or any other associate may conflict with, or reasonably lead to a conflict with, or may have the appearance of a conflict with the interests of the Company. The best policy is to avoid any direct or indirect business connection with the Company’s customers, suppliers, and competitors, except on the Company’s behalf.

Conflicts of interest may not always be clear-cut and further review and discussions may be appropriate. Any employee, officer or director who becomes aware of a conflict or potential conflict, or who is uncertain as to whether a conflict or potential conflict may exist in particular circumstances, should bring it to the attention of GTT Human Resources or contact the GTT Helpline.



#### **4. Insider Trading.**

Employees, officers and directors who have access to confidential information relating to the Company are not permitted to use or share that information for stock trading purposes or for any other purpose except the conduct of the Company's business. All non-public information about the Company should be considered confidential information.

To use non-public information for personal financial benefit or to "tip" others who might make an investment decision on the basis of this information is not only unethical and against Company policy but is also illegal. Employees, officers and directors also should comply with insider trading standards and procedures adopted by the Company. If a question arises, please consult with the Company's Chief Financial Officer or General Counsel.

#### **5. Corporate Opportunities.**

Employees, officers and directors are prohibited from taking for themselves personally or directing to a third party any opportunity that is discovered through the use of corporate property, information, or position without the consent of the Board. No employee, officer or director may use corporate property, information, or position for improper personal gain, or compete with the Company directly or indirectly. Employees, officers and directors owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises.

#### **6. Prohibition of Personal Loans.**

The Company will not make any new extension of credit, or arrange for the extension of credit in the form of a personal loan to any director or executive officer of the Company, and will not make any material modification to, or renewals of, any existing loan arrangements.

#### **7. Competition and Fair Dealing.**

The Company seeks to compete in a fair and honest manner. The Company seeks competitive advantages through superior performance rather than through unethical or illegal business practices. Stealing proprietary information, possessing trade secret information that was obtained without the owner's consent, or inducing such disclosures by past or present employees of other companies is prohibited. Each employee, officer and director should endeavor to respect the rights of and deal fairly with the Company's customers, suppliers, service providers, competitors, and employees. No employee, officer or director should take unfair advantage of anyone relating to the Company's business or operations through manipulation, concealment, or abuse of privileged information, misrepresentation of material facts, or any unfair dealing practice.

To maintain the Company's valuable reputation, compliance with the Company's quality control processes and safety requirements is essential. In the context of ethics, quality requires that the Company's products and services meet reasonable customer expectations.

The purpose of business entertainment and gifts in a commercial setting is to create good will and sound working relationships, not to gain unfair advantage with third parties. No gift or entertainment should ever be offered, given, provided, or accepted by an employee, officer or director, family member of an employee, officer or director, or agent relating to the individual's position with the Company unless it (a) is not a cash gift, (b) is consistent with customary business practices, (c) is not excessive in value, (d) cannot be construed as a bribe or payoff, and (e) does not violate any laws or regulations.



## **8. Equal Opportunity Employment, Non-Discrimination and Anti-Harassment**

GTT is committed to providing a work environment that is free of unlawful discrimination or harassment of any kind. GTT is firmly committed to providing equal opportunity in all aspects of employment, and to complying with applicable national disability laws including the Americans with Disabilities Act and providing reasonable accommodation for employees with disabilities. GTT's policy is to recruit, hire and promote for all positions in a non-discriminatory manner in accordance with federal, state and local laws. Acts of discrimination or retaliation by managers, supervisors, or any person in authority, including harassment, will not be tolerated and will be the subject of disciplinary actions up to and including termination of employment.

GTT prohibits any form of unlawful discrimination based upon sex, race, color, ethnicity, national origin, age, disability, religion, or any other basis protected by law with respect to every aspect of the employment process including, but not limited to, hiring, promotion, demotion, transfer, recruitment, termination, pay, or training. The term "harassment" includes harassment based on any category protected by federal, state or local law, which may include, but is not limited to, unwelcome slurs, jokes, or verbal, graphic or physical conduct relating to an individual's race, color, religious creed, sex, national origin, ancestry, citizenship status, pregnancy, childbirth, physical disability, mental and/or intellectual disability, age, military status, marital status, registered domestic partner or civil union status, familial status, gender (including stereotyping and gender identity or expression), medical condition, genetic information, or sexual orientation.

In addition, all employees must be allowed to work in an environment free from unsolicited and unwelcome sexual overtures. Sexual harassment refers to behavior such as unwelcome sexual advances, requests for sexual favors, and other conduct or communications of a sexual nature. Submission to such conduct may not be used as the basis for employment decisions, and such conduct may not interfere with an individual's work performance by creating an intimidating, hostile, or offensive working environment. Sexual harassment of any kind will not be tolerated by the Company.

With respect to GTT's policy of non-discrimination and non-harassment, all employees, officers and directors are expected to (i) support this policy actively; (ii) act in accordance with this policy at all times when interacting with other employees, vendors, customers, and partners; (iii) ensure that all actions taken and decisions made by them and any subordinates are consistent with this policy; and (iv) immediately bring any actual or suspected incidents in violation of this policy to the attention of GTT Human Resources or the GTT Helpline.

## **9. Health and Safety.**

The Company strives to provide a safe and healthy work environment. Each employee, officer and director has a responsibility to follow safety and health rules and practices and to report accidents, injuries, and unsafe equipment, practices, or conditions. Violence and threatening behavior are not permitted. Employees should report to work in a condition to perform their duties, free from the influence of illegal drugs or alcohol. The use of illegal drugs in the workplace will not be tolerated as the Company is obligated to maintain compliance with applicable national health and safety laws and regulations.



## **10. Record-Keeping.**

The Company requires honest and accurate recording and reporting of information in order to make responsible business decisions. Information recorded internally or submitted to third parties must be full, fair, accurate, timely, understandable, and complete. Reports or records should not be used to mislead those who receive them, or to conceal anything that is improper.

Many employees, officers and directors regularly use business expense accounts, which must be documented and recorded accurately. If an employee, officer or director is not sure whether a certain expense is legitimate, please contact GTT Accounting, who maintains GTT's business expense guidelines.

All of the Company's books, records, accounts, and financial statements must reflect an accurate and verifiable record of all transactions, be maintained in reasonable detail, must appropriately reflect the Company's transactions, and must conform both to applicable legal requirements and to the Company's system of internal controls. Unrecorded or "off the books" transactions or assets should not be maintained unless permitted by applicable law or regulation.

Business records and communications often become public, and the Company and its employees, officers and directors in their capacity with the Company should avoid exaggeration, derogatory remarks, guesswork, or inappropriate characterizations of people and companies that can be misunderstood. This applies equally to e-mail, internal memos, and formal reports. The Company's records should always be retained or destroyed according to the Company's record retention policies. In accordance with those policies, in the event of litigation or governmental investigation, employees, officers and directors should consult with the GTT Legal or outside legal counsel before taking any action because it is critical that any impropriety or possible appearance of impropriety be avoided.

## **11. Confidentiality and Privacy Protection.**

Employees, officers and directors must maintain the confidentiality of confidential information entrusted to them by the Company or its customers, suppliers, joint venture partners, or others with whom the Company is considering a business or other transaction except when disclosure is authorized by an executive officer or mandated by laws or regulations. Confidential information includes all non-public information that might be useful or helpful to competitors or harmful to the Company or its customers and suppliers, if disclosed. It also includes information that suppliers and customers have entrusted to the Company and may contain, moreover, personal data protected by privacy laws. Such personal data should only be processed fairly and lawfully in accordance with applicable privacy laws and confidential information received from third parties should only be used and maintained in accordance with the applicable confidentiality agreement with each such party. Access to confidential information should be shared with others within the Company only on a "need-to-know" basis in connection with responsibilities for the Company, and each employee, officer and director shall use such information only in connection with the conduct of legitimate business on behalf of the Company. Employees, officers and directors may not use confidential information for their own benefit, nor to communicate or sell it to any third party. The obligation to preserve confidential information continues even after employment ends.



## **12. Social Media.**

Employees, officers and directors are expected to safeguard confidential information and protect the GTT brand when using social media tools, including blogs, wikis, social networks, video sharing, and community sites. In the use of all social media, including personal social media where an employee, officer or director may not be identified as a representative of GTT, employees, officers and directors are expected to be mindful of how they present themselves. The Company prohibits unauthorized employee, officer and director comments on confidential and non-public Company information such as the Company's current or future business performance or business plans. Please contact GTT Marketing regarding questions or concerns about the representation of GTT on social media.

## **13. Protection and Proper Use of Company Assets and Other Materials.**

All employees, officers and directors should endeavor to protect the Company's assets and ensure their efficient use. Theft, carelessness, and waste have a direct impact on the Company's profitability. Any suspected incident of fraud or theft should be immediately reported for investigation. Company assets should be used for legitimate business purposes and should not be used for non-Company business.

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

Many materials, such as computer software, audio and videotapes, trade journals, books, and magazines are protected by copyright law. Employees, officers and directors may not reproduce, distribute, or alter copyrighted materials owned by the Company or others without a valid license or prior permission of the copyright owner or its authorized agent. Only legitimately purchased software may be loaded onto a company computer.

## **14. Antitrust Compliance.**

It is the policy of the Company to comply with all applicable antitrust laws. Antitrust laws are complex and cannot be fully explained in this Code. If there is any doubt about the legality of conduct, GTT Legal should be consulted before action is taken.

Employees, officers and directors are expected to comply with all applicable federal and state antitrust laws and regulations. It is against GTT's policy for its employees, officers and directors to have an agreement or understanding with any of GTT's competitors concerning prices, pricing, policy, discounts, promotions, terms or conditions of sale, purchases, territorial markets, distribution or the like. Communications or discussions with competitors concerning these topics should be avoided. Any understanding or agreement with another person to refrain from doing business with a customer or supplier is against GTT's policy.



#### **15. Anti-Corruption/Anti-Bribery.**

It is the policy of the Company to comply with all applicable anti-corruption and anti-bribery laws. The U.S. Foreign Corrupt Practices Act and the U.K. Bribery Act prohibit giving anything of value, directly or indirectly, to officials of foreign governments or foreign political candidates in order to obtain or retain business. This prohibition applies to direct and indirect payments made or received by the Company, third parties or employees, and it intended to prevent bribes, kickbacks, or any other form of influence. Illegal payments to or from government officials of any country are strictly prohibited.

In addition, the U.S. government has a number of laws and regulations regarding business gratuities that may be accepted by U.S. government personnel. The promise, offer, or delivery to an official or employee of the U.S. government of a gift, favor, or other gratuity in violation of these rules would not only violate Company policy but could also be a criminal offense. State and local governments, as well as foreign governments, may have similar rules. If there are questions or concerns related to the Anti-Corruption/Anti-Bribery policy, employees should reach out to GTT Legal.

#### **16. Sanctioned Countries, Restricted Parties and Anti-Boycott.**

GTT is committed to conducting its business in compliance with laws applicable to transactions regarding sanctioned countries, restricted parties and anti-boycott. No employee, officer or director, regardless of location, will engage with a country subject to US or US-approved UN embargoes, or trade sanctions.

GTT will not enter into any business arrangement with any party if such party is included on any restricted parties list maintained by the US government. GTT will exercise appropriate due diligence with regards to the third parties with which GTT conducts business. The list of sanctioned countries and restricted parties can be found on the website of the US Treasury Department at [www.treas.gov](http://www.treas.gov).

GTT will comply with US laws which prohibit participating in the economic boycott of certain countries and no employee, officer or director will take any action that would further or support a country boycott that is not approved by the US government. Any boycott requests received should be reported to GTT Legal, and no action will be taken with respect to boycott requests until guidance has been received from GTT Legal. GTT will maintain records of any boycott requests according to the law and will ensure any required reports are filed with the relevant US government agencies.

#### **17. Anti-Money Laundering.**

GTT employees, officers and directors are prohibited from engaging in or facilitating transactions anywhere in the world involving funds that were derived from illegal activities. GTT must comply with all applicable anti-money laundering laws, rules and regulations of the U.S. and all other countries where we do business. Therefore, we must carefully scrutinize all payments and transactions with customers, vendors, business partners, agents and affiliates. We will not accept any funds or make any payments that are or appear to be derived from illegal activities. Involvement in money laundering activities can expose GTT and its employees, officers and directors to penalties that include severe fines and imprisonment.



## **18. Political Activities.**

GTT forbids the use of corporate funds, resources or property for the support of political parties or political candidates for any office unless approved in advance by GTT Legal. In addition, holding or campaigning for political office must not create, or appear to create, a conflict of interest with your duties or GTT.

Equally contrary to our Code is any pressure, direct or implied, that infringes upon the right of any employee, officer or director to decide whether, to whom, and in what amount he or she will make a personal political contribution or render personal services to individual candidates or political committees where permitted by applicable laws.

Employees, officers and directors are free, and indeed are encouraged, to endorse, advocate, contribute to, or otherwise support any political party, candidate, or cause they may choose. However, in personal public political statements, references to affiliation with GTT should be avoided, and in any personal political activity it must be clear that the individual is not acting on behalf of or using the resources of GTT.

GTT seeks the resolution of regulatory and political issues affecting its interests solely on the basis of the merits involved. Because of the complexity of the laws dealing with lobbying, all planned contacts by employees, officers or directors with members of state and federal legislatures on matters relating to GTT, must have prior approval of GTT Legal.

## **19. Corporate Disclosures.**

All employees, officers and directors should support the Company's goal to have full, fair, accurate, timely, and understandable disclosure in the periodic reports required to be filed by the Company with the SEC. Although most individuals are far removed from the Company's required filings with the SEC, employees, officers and directors should promptly bring to the attention of the Chief Executive Officer, the Chief Financial Officer or the Audit Committee, as appropriate in the circumstances, any of the following:

- Any material information to which such individual may become aware that affects the disclosures made by the Company in its public filings or would otherwise assist the Chief Executive Officer, the Chief Financial Officer and the Audit Committee in fulfilling their responsibilities with respect to such public filings.
- Any information the individual may have concerning (a) significant deficiencies in the design or operation of internal controls that could adversely affect the Company's ability to record, process, summarize, and report financial data or (b) any fraud, whether or not material, that involves management or other employees, officers or directors who have a significant role in the Company's financial reporting, disclosures, or internal controls.
- Any information the individual may have concerning any violation of this Code, including any actual or apparent conflicts of interest between personal and professional relationships, involving any management or other employees, officers or directors who have a significant role in the Company's financial reporting, disclosures, or internal controls.
- Any information the individual may have concerning evidence of a material violation of the securities or other laws, rules, or regulations applicable to the Company and the operation of its business, by the Company or any agent thereof, or of violation of this Code.





## **20. Waivers of the Code of Conduct.**

Any waiver of this Code for directors or executive officers may be made only by the Board or a committee of the Board and will be promptly disclosed as required by applicable laws, rules, and regulations, including the rules of the SEC and NYSE.

## **21. Publicly Available.**

This Code shall be posted on the Company's website.

## **22. Reporting any Illegal or Unethical Behavior.**

Employees, officers and directors are encouraged to talk to GTT Human Resources, GTT Legal, or any of GTT's executive officers about observed illegal or unethical behavior and when in doubt about the best course of action in a particular situation.

The Company maintains an Ethics and Compliance Helpline and website ("Helpline") which are monitored by the Audit Committee and GTT Human Resources department. Employees, officers and directors may anonymously report violations or suspected violations of this Code, including fraudulent accounting and auditing matters by contacting the Helpline at [www.safecall.co.uk/report](http://www.safecall.co.uk/report).

GTT will not allow retaliation for reports of misconduct by others made in good faith. All reports made through the Helpline will remain confidential at the option of the reporting person. Retaliation or taking adverse action against such reporting person for raising or helping to resolve an integrity concern is strictly prohibited. Employees, officers and directors are expected to cooperate in internal investigations of misconduct.

## **23. Enforcement.**

The Board shall determine, or designate appropriate persons, to determine appropriate actions to be taken in the event of violations of this Code. Such actions shall be reasonably designed to deter wrongdoing and to promote accountability for adherence to this Code and to these additional procedures, and may include written notices to the individual involved that the Board (or its designee) has determined that there has been a violation, demotion or re-assignment of the individual involved, suspension with or without pay or benefits, and termination of the individual's employment or position. In determining the appropriate action in a particular case, the Board (or its designee) shall take into account all relevant information, including the nature and severity of the violation, whether the violation was a single occurrence or repeated occurrences, whether the violation appears to have been intentional or inadvertent, whether the individual in question had been advised prior to the violation as to the proper course of action, and whether or not the individual in question had committed other violations in the past.