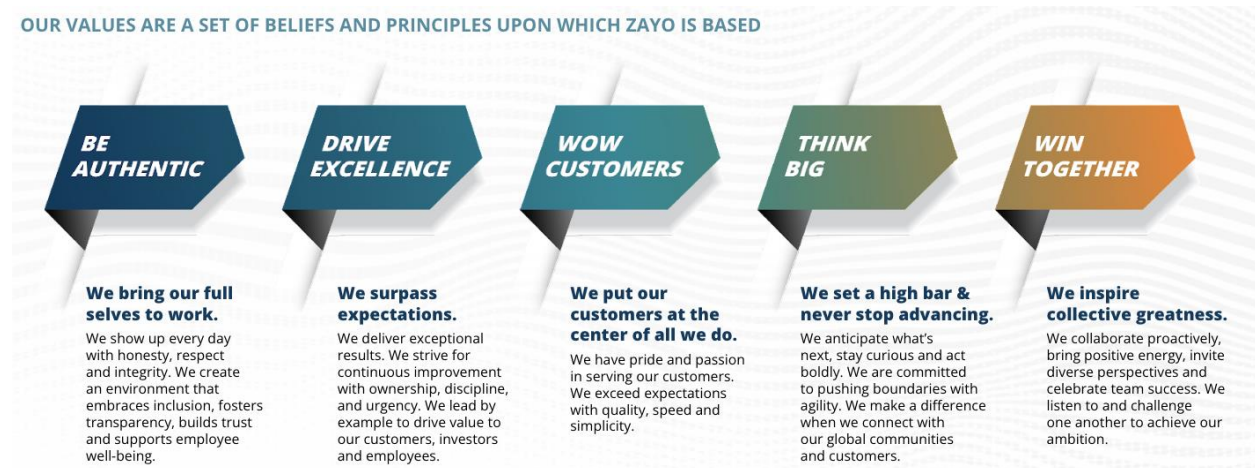


Code of Business Ethics & Conduct

Zayo's purpose is that We Connect What's Next and we at Zayo are among the most ambitious, collaborative and innovative people in the industry who connect with each other, our customers and vendors while living the values of our newly defined culture. As we work toward connecting the world, we must always empower each other to do the right thing. This Code of Business Ethics & Conduct ("Code") allows us to put our values into practice. Please read through this Code carefully and uphold these high standards every day - let's win together!

Living Our Values

OUR VALUES ARE A SET OF BELIEFS AND PRINCIPLES UPON WHICH ZAYO IS BASED



Respect

"We value the diverse contributions and perspectives of our colleagues"

Harassment and Discrimination

Zayo is committed to providing a work environment that is free from all forms of discrimination and conduct that can be considered harassing, coercive, or disruptive. Actions, words, jokes, or comments based on an individual's sex, race, color, national origin, age, religion, disability, sexual orientation, or any other legally protected characteristic will not be tolerated.

Anyone, regardless of position or title, found through investigation to have engaged in harassment or discrimination will be subject to discipline up to and including termination of employment.

If you experience or are aware of discrimination or harassment of any kind, talk to your manager or Human Resources Business Partners immediately. For more on our policies regarding employee conduct, see our Employee Handbook.

Workplace Safety

Every Zayoite is expected to obey safety rules and exercise caution in all work activities. You must immediately report any unsafe condition to your manager or Human Resources Business Partner.

Substance Abuse

Consult our Employee Handbook for our policies regarding drug and alcohol use. You can also consult or reach out to your manager or Human Resources Business Partner for additional resources and assistance.

Company Assets

Zayo will provide you with the tools to succeed. In exchange, you are responsible for protecting, spending, and utilizing company assets in a manner consistent with our values. This means always spending Zayo funds responsibly, using all Zayo assets for legitimate business purposes, and never downloading, storing, or distributing illegal or inappropriate content on company computers.

Any gifts or entertainment provided to a customer or vendor should be customary for our industry and of sufficiently modest value that they could not be construed as an attempt to influence such customer or vendor. No gifts may be given to a customer or vendor who is a government or other public official.

For more on our policy regarding expenses, gifts, and entertainment, see our Employee Travel and Expense Reimbursement Policy.

Corporate Opportunities

If you discover a corporate opportunity through the use of Zayo property, information, or your position, don't take it for yourself. Never use company information or property for personal gain or the gain of a competing company. Always keep Zayo's best interests in mind.

Privacy

At Zayo, we are committed to respecting the privacy of any personal data that we possess. We expect you to do the same. Protect all personal data from such risks as loss, destruction, unauthorized access, or unauthorized use. We respect the principle that personal information is only used for the purpose it is collected for.

Honesty

"Be innovative, responsive and reliable"

Confidential Information

There will likely be times during your employment at Zayo when you will be entrusted with confidential information. You should always maintain the confidentiality of information acquired in the course of your work, except when authorized or otherwise legally obligated to disclose it.

We wow our customers by being innovative, responsible, and reliable. Our customers rely on us to respect and protect their confidentiality. Always protect any confidential information regarding a customer and never use such information for your own personal advantage. Keep in mind the Employee Confidentiality and Intellectual Property Agreement that you signed when you joined Zayo.

It is very important that you understand the consequences of disclosing this information, even if you do so by accident. Releasing confidential information can damage Zayo's reputation and threaten our success. If you become aware of any

breach of confidential information, inform our Legal team or call our Ethics & Compliance Helpline immediately.

Conflicts of Interest

Avoid situations where your personal or outside business interests may interfere with the interests of Zayo. We use the word “may” here because even the appearance or perception of a conflict of interest can have a negative impact on our business. Always err on the side of caution and disclose any potential conflicts of interest before acting.

If you’re unsure if something constitutes a conflict of interest, talk to your manager, Human Resources Business Partner or the Legal team.

Potential conflicts of interest:

- Engaging a relative or close friend to provide services to Zayo
- Accepting gifts of a value that may appear to or tend to influence business decisions or otherwise compromise independent judgment
- Loans by Zayo to employees, executives, or their family members

Integrity

“Earn trust by acting in their best interests”

Financial Accounts, Records, and Disclosures

Financial integrity is an essential Zayo value and priority. All of Zayo’s books, records, accounts, and financial statements must be maintained in reasonable detail, appropriately reflect our transactions, and conform and comply with applicable legal requirements, applicable generally accepted accounting principles, and other criteria, such as local statutory reporting and tax requirements and our system of internal controls, policies, and procedures. Our filings with the U.S. Securities and Exchange Commission, as well as our other public disclosures, must be timely, understandable, fair, accurate, and complete in all material respects. Our internal controls must enable

us to demonstrate that entries in our financial records are accurate and complete and made in accordance with applicable regulations.

It is your responsibility to ensure that appropriate approvals, signatories, and execution procedures are followed in connection with any transaction in which you are involved, including those contained in any Delegation of Authority applicable to you and your business group.

Examples of financial practices that are prohibited and must be reported:

- Approving or making any payment if you know that any part of that payment is to be used for any purpose other than that described by the supporting documents, or if such approval exceeds your authority.
- Fraud in preparing, evaluating, reviewing, or auditing any financial statement, such as concealing or falsifying data given to internal or external auditors or making false representations in the quarterly letter/certification process.
- Fraud in recording and maintaining financial records, such as intentionally recording revenue or expenses in the wrong period, capitalizing items that should be expensed, or recording personal expenses as business expenses.
- Noncompliance with internal controls processes or legal requirements.
- Misrepresenting to a senior officer or to our internal or external auditors or accountants a matter contained in our financial records, financial reports, or audit reports.

Anti-Bribery Laws

We compete with openness, honesty, and fairness. Zayo is subject to a number of anti-bribery laws, including the U.S. Foreign Corrupt Practices Act, the Canadian Corruption of Foreign Public Officials Act, and the UK Bribery Act. These laws prohibit Zayo employees, and anyone acting on Zayo's behalf, from offering or giving anything of value to any governmental or other public official with the intention of obtaining the official's assistance in business matters. This prohibition applies to any type of

payment or gift, regardless of amount or value, if made for the purpose of gaining a business advantage of any kind, and covers payments made indirectly, through a third party, or to a family member or friend of the public official. The definition of “public official” is extremely broad. The rules in some jurisdictions also prohibit offering or providing any financial or other advantage to persons in private business who are in a position of trust or responsibility. Additional guidance is included in our Anti-Corruption Policy.

Antitrust Laws

We also compete independently and fairly against our competitors to win customer business. Zayo is subject to antitrust and competition laws in all countries in which it operates. The most important antitrust rule requires that Zayo make independent decisions on where and how it will compete and therefore not agree with other companies on the prices it will charge, the customers it will serve, or the strategies it will pursue. The most serious antitrust violations, such as price fixing and bid rigging, are enforced criminally. Discussions and information sharing with competitors should be approached cautiously. The antitrust laws also limit some restrictions imposed on suppliers and customers, where those activities may harm competition. Finally, antitrust laws authorize government review of mergers, acquisitions, and joint ventures. Do not hesitate to ask questions about the antitrust laws and how Zayo competes.

Compliance with Laws

All Zayo directors, officers, and employees are required to comply with all applicable laws, rules, and regulations. Many of these laws are described in the Code. Although you are not expected to know the details of every legal requirement applicable to our business in every jurisdiction, you are responsible for understanding those legal requirements applicable to your employment duties and for asking questions where the legal requirements are unclear. Allegations of legal wrongdoing can do serious damage to our business and reputation. It is essential that we comply with all applicable laws in the conduct of our business. Any director, officer, or employee who is found to be violating applicable anti-corruption laws will be subject to disciplinary

action, which may ultimately lead to dismissal and, if appropriate, criminal proceedings.

If you have any questions about the applicability of any laws to any business conduct, contact your manager or the Legal team.

Responsibility

"We value employees who own outcomes"

Reporting

We encourage you to stand up for what's right. If you become aware of any unethical conduct, you are obligated to report it. We expect you to take action so that we can do the same.

At Zayo, we are committed to maintaining an environment where you feel comfortable voicing your concerns. Our Ethics & Compliance Helpline provides Zayoites with a way to raise questions or concerns or report unethical behavior or policy violations securely, confidentially, and anonymously. Although we understand that anonymity is preferable in certain circumstances, we encourage you to reach out to your manager, any other member of management, Employee Relations Manager, Human Resources Business Partner or the Legal team to make a detailed report. Bringing your concern to us openly will help us to better serve you and Zayo.

Penalties for Violations

Any violation of law, governmental regulation, or this Code will result in the appropriate disciplinary action, including termination. Remember that if you violate the law, you subject yourself and Zayo to criminal penalties and/or civil sanctions.

Whistleblower Protection Policy

If you come to us to express or report a concern in good faith, we have your back. Zayo will defend you for speaking up and will protect you from retaliation. Zayo prohibits retaliation against any individual who makes a report. Retaliation may

subject the perpetrator to disciplinary action by the Company, up to and including termination. In addition, unlawful conduct may subject the offender to civil, and in some cases, criminal liability. For more, see our Whistleblower Protection Policy.

Waiver

Any waivers of this Code must be approved by the Nominating and Governance Committee, subject to approval by the Board in the case of any waiver with respect to a director or executive officer. Waivers will only be granted in exigent circumstances and will be disclosed promptly to the extent required by the SEC or the NYSE.

Frequently Asked Questions

Q: Why do we have a Code?

A: Our Code allows us to put our Purpose and Values into practice.

Q: Who should follow the Code?

A: Zayo's Code applies to all Zayoites. Whether you're an officer, director, full- or part-time employee, contingent employee or intern, we expect you to know and abide by our Code.

Q: I received documents from a customer marked "confidential" and would like to discuss it with a coworker over coffee at a local coffee shop. Is that okay?

A: This is a two-part question. First, you may only disclose confidential information to a coworker on a need-to-know basis. Second, always be mindful of your surroundings when discussing any company information, especially if it's non-public or confidential information. If you must discuss business in a public place, do so with the utmost care and caution.

Q: How do I report a concern?

A: Talk to your manager, any other member of management, Employee Relations Manager, Human Resources Business Partner or the Legal team. We're here to help. If you prefer to make a report anonymously, visit our Ethics & Compliance Helpline at www.zayo.ethicspoint.com or by calling 800-295-6731 (US/Canada), 0808-234-3334 (UK), or 0800-90-7673 (France). If you are located in the Netherlands, Germany, or Bulgaria AT&T Direct Access line requires international dialing capability and has Access Codes that vary by country, as set up here: <https://www.business.att.com/collateral/access.html>. If you are in a country that does not have a phone number, please utilize the online option. If you do choose to remain anonymous, please be as detailed as possible. The more we know, the better we can conduct a thorough investigation and ultimately resolve the situation.