

INAP'S CODE OF CONDUCT

Ethics in Action



INAP

A Message from the CEO

Ethics in Action is our way of applying the Code of Conduct in our daily interactions. It is both a guide to help each of us resolve ethical dilemmas in an increasingly complex business environment and a public statement of our commitment to the highest standards of integrity.

Since 1996, Internap Corporation has provided IT infrastructure services that enable our customers to focus on their core business, improve service levels and lower the cost of IT operations. A key part of our ability to succeed is the trust that people place in us. Our goal is to become one of the most respected providers of IT infrastructure services in the world, a company that not only delivers high performing services and products, but is committed to doing so in the right way.

Conducting business ethically is critical to our success. It requires more than complying with the law; it requires the highest standards of integrity in everything we do at INAP and in every interaction we have with our people, our customers, our stockholders, our partners and our community.

We often face tough situations, where it's not always clear how we should act or respond. Also, the world around us is constantly changing and, in some ways, becoming more challenging. Our Core Values and our Code of Conduct should help resolve daily dilemmas consistently and appropriately throughout our company.

The Code of Conduct is meant to provide you with direction on your actions, particularly when you are in doubt. However, this is not the only place you can look for guidance. When in doubt, before you act, you should seek advice from your manager or one of the other resources that are available, such as other company managers or a member of the Human Resources Department, the Legal Department or the Internal Audit Department. We are committed to fostering an environment that supports open communication and trust. You are encouraged to come forward with any questions. We will not tolerate any adverse action being taken against you for asking a question or raising a concern.

Everyone at INAP has an obligation to protect the company's interest. We are all responsible for our actions. Therefore, each of us, at every level of the organization, is responsible for knowing and understanding our Core Values, our Code of Conduct and our company policies and procedures.

Peter D. Aquino
President and Chief Executive Officer

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I: INTRODUCTION

Our Core Values reflect our collective beliefs, without which INAP could not succeed.

Our Core Values

Our Core Values reflect our collective beliefs, without which INAP could not succeed. They are the basis not only for the Code of Conduct, but for the fundamental principles upon which our company was founded and continues to operate. They include:

Integrity

- We communicate in an open and honest manner
- We conduct business ethically and lawfully
- We live by our Core Values

Excellence

- We take pride in our work, in our IT Infrastructure services
- We are attentive to detail and accuracy and in satisfying our customers
- We are accountable for the careful use of all resources entrusted to us
- We strive to do things right the first time

Opportunity

- We believe the growth and development of our employees is key to our success
- We encourage teamwork
- We recognize employees for their contributions to the company's success
- We encourage initiative, maturity and dependability

Innovation

- We encourage employees to think outside the box
- We believe in the value of individual expression and open dialogue
- We embrace growth and the change that it brings

About Our Code

Who is Covered

Our Code of Conduct provides general guidance on how to act in accordance with our values, policies and ethical principles. All employees (including officers) and directors must act in accordance with our Code. We also expect all of our partners to hold themselves to equally high standards. A partner is any individual or entity that supplies products or services to us and includes, for example, agents, vendors, subcontractors, suppliers, service providers, contractors, lenders or any other person or entity that conducts business with us.

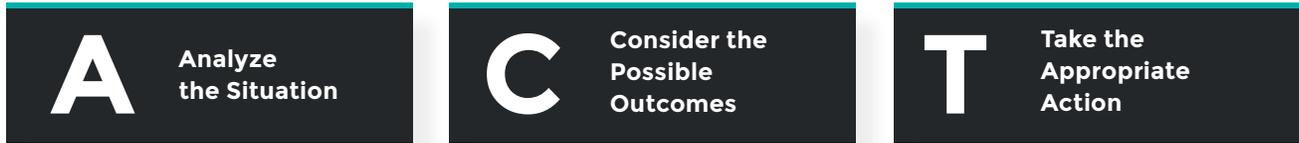
What is Covered

All of our activities and actions must be legal. Breaking any law is never the right course of action. There are no exceptions to this rule and no excuse will justify breaking it. In addition, while legal compliance is a starting point, it is only that. You also must follow this Code of Conduct and all other company policies. The Code and our other policies cannot and are not intended to address every applicable law or provide answers to all questions that might arise.

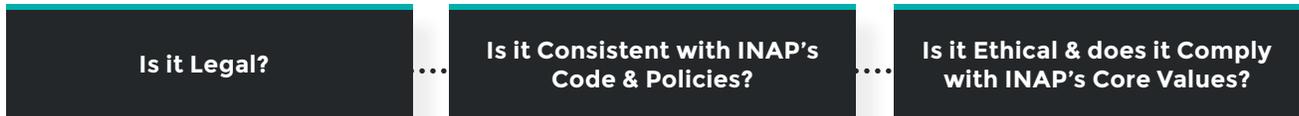
The success of our business depends upon our reputation for integrity and principled business conduct. Accordingly, by design, the Code often goes beyond what is required by law. You must rely on your good sense of what is right, including a sense of when it is appropriate to seek guidance if you are unsure what is the appropriate conduct.

Please note, the Code is not a contract of employment, and INAP may interpret, modify or rescind some or all of the Code provisions, as well as related policies and procedures, at any time

How to A.C.T.



There will be times when this Code of Conduct won't address your situation. When this occurs, you can usually arrive at the correct decision by using the following decision tree:



If the answer to any of these questions is "No", then don't do it. If you are still unsure - seek help. Always remember that you can communicate your concerns with your manager, a member of management or the General Counsel (see also page 9). You can also contact the Ethics Hotline at 1-800-323-6182 or submit a report online at <http://inap.alertline.com/gcs/welcome>. Use the A.C.T. model to help you work through your issue:

Analyze the Situation

- How did the situation occur?
- What written guidance do I need to consult?
- Who should be consulted?
- What are the possible ethical choices and the rationale for each?

Consider the Possible Outcomes

- Who could be hurt and who could be helped by my decision?
- To what extent could they be hurt or helped?
- Of the choices identified, which do the most to reduce harm or provide the most help; which are most aligned with our company's Core Values and respect the rights of those involved?
- Ask yourself:
 - Will my decision seem like the right one a year from now; five years from now; ten years from now?
 - Would I be comfortable telling my manager, co-workers, my organization's leadership team or the Chief Executive Officer my decision?
 - What about my family and friends? Would I feel good telling them my decision?
 - Could I testify about my decision in a court of law?
 - If my decision were made public through newspapers or television, how would I feel?

Take the Appropriate Action

- When in doubt - ASK BEFORE ACTING.
- Address the situation in a straightforward manner.
- Involve others in the decision, but always take personal responsibility and accountability for your actions.
- Document your decision and the rationale you used. Even if your decision turns out to be incorrect, you will have a logical explanation for your action.

Speaking Up

We are each responsible for living by our Core Values. Acting with integrity means that we hold ourselves and our co-workers to the standards set forth in this Code of Conduct and adhere to all applicable policies and laws. If you become aware of a violation of this Code or any applicable policy or law, you have a duty to report it. That includes situations in which your manager requests that you do something illegal or improper, because there is never any excuse for not doing the right thing. Generally, you should reach out to your manager or another member of management; however, you may also report your concern to the Chief Administrative Officer, General Counsel or VP, Internal Audit. If the person to whom you would normally report a violation is the person about whom you are making a report, you should seek the assistance of a different representative of the company.

Alternatively, you can report your concerns by calling the Ethics Hotline at [1-800-323-6182](tel:1-800-323-6182) or by submitting a report online at: <https://inap.alertline.com/gcs/welcome>.

Both the Ethics Hotline and online form are operated by an independent third-party. You may report any concerns on an anonymous basis. Regardless of how you voice a concern, if you wish to remain anonymous, reasonable steps will be taken to ensure your identity is kept confidential. Please note that if you choose to remain anonymous, it may negatively impact our ability to investigate your concerns.

We are committed to providing an open and honest environment. We will handle all reports, whether made to an individual, to the Ethics Hotline, through the online form or otherwise, in a fair and respectful manner. Reports will be shared only with appropriate personnel. You should feel free to report any suspected violation of the law, the Code or company policy without fear of retaliation. The company strictly prohibits retaliation against you for asking questions or voicing concerns in good faith. Additionally, stockholders and other interested parties may direct any concerns to the Ethics Hotline or submit a report online.

Failure to comply with the Code of Conduct and company policy can have severe consequences for both the company and the people involved. In addition to damaging our good name, conduct that violates the Code may also violate the law. This can subject those involved to civil suits and/or criminal prosecution. We will impose disciplinary action for violations of the Code, company policies and the law up to and including termination of employment. We will also refer cases to government authorities if appropriate.

If you find that you have violated the Code, a company policy or the law, whether by mistake or on purpose, it is best to report it. If you voluntarily report your own error and cooperate in the investigation, we will take that into account when considering disciplinary action. An unintentional error made in good faith that is voluntarily and promptly reported may not be punishable, and your prompt report may help avoid more serious problems.

INAP's telephone-based Ethics Hotline and web-based online form are available 24 hours a day, 7 days a week, 365 days a year. All reports of ethics and compliance concerns are treated confidentially. Reports may also be made anonymously.

Addressing Concerns

Our commitment to Ethics In Action requires that we take all credible good faith reports of suspected misconduct seriously, investigate them fairly and take appropriate corrective action where warranted. All individuals involved in internal investigations will be treated with dignity and respect.

The General Counsel is responsible for overseeing all internal investigations of suspected ethics and compliance- related misconduct, including violations of law, our Code or company policies.

All internal investigations are conducted by personnel who have been trained to conduct investigations lawfully, promptly, thoroughly, professionally and fairly. Outside resources will be consulted as needed.

You are expected to cooperate in internal investigations, audits, accounting reviews and directions from the Legal Department in connection with lawsuits or government investigative proceedings. Searches of company-provided physical and information technology resources may be required.

Make a Commitment

As members of the INAP team, we all need to show our commitment to Ethics in Action by certifying that we have read, understand and agree to follow this Code of Conduct. To help you fulfill this commitment, you must participate in mandatory and periodic training on the Code. Complying with the Code is not merely expressed through our actions and our conversations. Compliance extends to all the tools we use in our work including: e-mail, voice mail and other means of electronic communication including “social media”. It is particularly important that we adhere to the Code in using these electronic tools due to the enduring nature of these records.

Responsibilities for Managers

If you are a manager, you have a special responsibility to lead by example and with integrity. It is not enough for you to behave legally and ethically yourself. You must also take affirmative steps to influence your team members to do the same. This requires a visible commitment to promote ethical conduct and compliance with law, our Code and INAP policies. This means you must:

- Lead by example through words and actions and make a personal commitment to the highest standards of integrity. Be a role model.
- Set the right tone from the top. Talk to your team members about the importance of acting legally and ethically. Explain how our Code supports our values and ensures our success.
- Ensure your team members understand the provisions of the Code, and give them additional training, when appropriate.
- Establish, implement and maintain an effective program in your operational area to ensure compliance with all laws and regulations, this Code and other company policies.
- Maintain an environment of open communication where team members can ask questions, respectfully disagree or raise concerns without fear of reprisal. Be available to answer your team members' questions and address their concerns. Never retaliate against anyone who reports a good faith concern or cooperates with internal investigations or audits.
- Consider whether a person embraces our company's culture and values before placing him or her in a position of responsibility.
- Celebrate achievement. Recognize and reward team members whose behavior exemplifies our values.

II: OUR COMMITMENT TO OUR PEOPLE

Our commitment is to treat each other in a fair, respectful and honest manner.

Our Values

Our commitment is to treat each other in a fair, respectful and honest manner. INAP's success is the result of the hard work and dedication of our people.

Integrity and Respect for Each Other

We are committed to the fair and equitable treatment of all of our employees. Applicants for employment and employees are judged by their individual qualifications and skills, and without regard to race, color, religion, national origin, gender, sexual orientation, marital status, age, disability, pregnancy and related medical conditions, veteran status or any other basis prohibited by law.

We also believe in treating one another with respect and dignity. Living our Core Values means that all of us must treat one another respectfully, and take steps to foster an environment of tolerance and open, honest communication.

Diversity and Inclusion

We are proud of the diversity of our workforce. Respect—for everyone we come into contact with—should drive our behavior. We respect and value the diversity reflected in the backgrounds, experiences and ideas of our employees. We are committed to providing a work environment that fosters respect for all employees, contractors, customers and partners.

Q&A

I recently applied for a job in another department and feel I was turned down because I am a female. What should I do?

Discuss the situation with your manager or use any of the available reporting avenues to voice your concern. We do not make employment decisions on the basis of a person's gender.

Need to know more? [Please review INAP's Employee Handbook](#)

Prohibiting Harassment

We do not tolerate harassment or any conduct which creates a work environment that is intimidating, hostile or offensive. Likewise, unwelcome sexual flirtations, advances or propositions, graphic or verbal comments about an individual or sexually explicit or offensive jokes, unnecessary touching and any other unwelcome verbal or physical conduct of a sexual nature is prohibited.

Harassing conduct will not be tolerated, regardless of whether you are on company premises or are engaged in off-hours business-related functions, such as business travel. Harassment may be grounds for immediate dismissal, and it can subject both you and the company to severe legal penalties.

If you see harassing conduct, speak up. In minor cases, first tell the person to stop and if it continues, report it right away. In serious cases, go straight to your manager, the Human Resources Department, the Legal Department, the Internal Audit Department or the Ethics Hotline.

“Harassment” should not be confused with properly conducted behavior or discussions intended to improve or guide behavior. Managers are responsible for providing clear, direct written and/or verbal input to employees regarding inappropriate behavior and, if needed, taking corrective actions to address these issues.

Q&A

A company manager in my functional area recently made a remark about me in front of my peers insinuating we had sexual relations. Since he is several levels above me in the department, I'm not comfortable reporting the situation to my manager and I am worried about retaliation. What should I do?

INAP does not tolerate harassing behavior at any level. You should use any of the available reporting avenues to voice your concern. You will not be retaliated against for voicing your concerns.

In the break room, I heard a co-worker talking about the race of another co-worker in an offensive and degrading manner. I'm sure that it was said loud enough to be heard by others. It bothered me. What should I do?

You should discuss your concerns with the individual making the remark, letting him or her know that you were offended. If you are not comfortable doing so and you believe that the conversation was not consistent with our values of respect and dignity, then you should discuss your concern with your manager. If you are not comfortable speaking with your manager, then you should discuss your concerns with another member of management or the Human Resources Department.

Need to know more? [Please review INAP's Employee Handbook](#)

Workplace Environment

We are committed to maintaining a safe and secure work environment. Each of us is responsible for knowing and observing all safety and health rules associated with our jobs. Each of us is also responsible for taking necessary precautions to prevent accidents or injuries to ourselves and our co-workers, as well as for reporting any unsafe practices or conditions.

You are a reflection of INAP. As such, we expect you to be polite and respectful at all times. If you disagree with another individual, try to resolve it calmly. Never bully, threaten, intimidate or harm another person or his or her property through either verbal behavior (written or oral) or non-verbal behavior (such as gestures or expressions).

Unless authorized by law and INAP policy, you may not possess, conceal or use weapons, including firearms, knives, clubs, ammunition, explosives or other devices that are primarily used to inflict injury while on INAP property or when conducting INAP business. This prohibition does not apply to small knives or other tools or utensils commonly used in the workplace.

With the exception of lawful, moderate and prudent alcohol consumption during legitimate business entertainment or internal business functions, you may not consume or be under the influence of or possess alcohol or an illegal drug while working or engaging in INAP business.

Q&A

I am attending a trade show on INAP's behalf and they will be serving alcohol at the opening reception. Is it OK to have a drink?

Yes, provided you are legally entitled to drink alcohol and do not drink to excess or become impaired.

One of my co-workers has alcohol on his breath. He doesn't seem to be acting strangely and seems to be performing his job normally. What should I do?

If you think a co-worker may be under the influence of any substance, you have a responsibility to bring the matter to the attention of your manager. By letting your manager know your concerns, you are protecting your co-worker from injury and upholding INAP's safety standards.

Need to know more? [Please review INAP's Employee Handbook](#)

III: OUR COMMITMENT TO OUR CUSTOMERS

We help our customers transform their IT
Infrastructure into a competitive edge.

Our Commitment to our Customers

Our customers trust us to deliver best-in-class IT Infrastructure solutions. Our success begins with our relationship with our customers. We all must work hard to advance these relationships every day.

Customer Communications

Customers trust INAP because they know we stand behind the quality of our IT infrastructure services. The way we market our products and services is an important element in maintaining that trust. Advertising and all other company communications must provide customers with accurate information about our products and services and adhere to all applicable laws. We do not misrepresent facts or deliver false or deceptive statements about our products and services or those of a competitor, even if it means losing a sale. We communicate clearly and accurately so that our customers understand the terms of our contracts, including performance criteria, schedules, prices and responsibilities.

Anything that could be construed as deceptive would be a serious disservice to our customers and could hurt INAP's brand and good reputation.

Q&A

In responding to a customer Request for Proposal (RFP), a colleague indicated to a customer we were accredited by a specific industry association I have never heard of this accreditation and was not trained on discussing this accreditation during sales presentations. What should I do?

Ask your colleague about the accreditation to ensure your complete understanding of the statement made to the customer. If you are uncomfortable doing so, discuss the issue with your manager or another member of management. If we do not maintain the accreditation, alert your colleague to the mistake and ensure that the customer is informed.

Respecting Customer Policies

Our customers have varying policies covering their interaction with their vendors. While we are not expected to know the policies of all of our customers, if we become aware of their policies as part of our interactions, we must respect and abide by their policies in our transactions with them, unless they conflict with our own policies or our Code.

Special care must be taken when dealing with governmental customers. Activities that might be appropriate when working with private sector customers may be improper and even illegal when dealing with governmental customers. Contact a member of the Legal Department or the Internal Audit Department if you have any questions related to working with governmental customers.

Q&A

In anticipation of winning a large deal I'm taking the customer's procurement agent out to a nice dinner to better understand the customer's needs. When the check arrives the customer indicates it has a policy of 'paying its own way'. You feel embarrassed as you arranged the dinner intending to cover this as entertainment expense per INAP policy. What should you do?

Ask for separate checks and allow the customer to pay for its portion of the meal as this respects the policy of our customer and does not conflict with INAP's policies or Code.

IV: OUR COMMITMENT TO OUR STOCKHOLDERS

Our stockholders put their trust in us to improve our performance and create stockholder value.

Keeping Accurate Records

Investors rely upon us to honor our commitments, maintain accurate information and maximize return on investment. Our stockholders put their trust in us to improve our performance and create stockholder value. We have a duty to reward that trust with honesty, reliability and profitability.

Investors rely upon us to deliver on INAP's commitments, present accurate and timely information and maximize the return on their investment. Accordingly, we are all responsible for documenting and recording company information honestly and properly.

All entries must be accurate on our books and records, including expense reports, project reports, business case reports, payroll records, employment records, billing records, financial statements and other essential data. Individually, we each take responsibility for the accuracy of the data we are reporting.

As a publicly traded company, INAP is subject to numerous rules and regulations, and we all must work diligently to ensure we meet these evolving requirements. No entry may be made on the company's books and records that intentionally hides or disguises the true nature of any transaction. While we may not see an immediate connection between our role within the company and INAP's financial statements, we each have a role to play. We must be sure to cooperate fully with both internal and external audit teams to ensure a full, timely and accurate audit process. If you have any questions about this responsibility, you should consult your manager, the VP, Internal Audit, or the General Counsel. You must report any accounting or auditing irregularities to the General Counsel, VP, Internal Audit, or the INAP Ethics Hotline.

Q&A

I'm not in Accounting and am not familiar with how financial records must be maintained. Do I have any impact on the company's accounting records or financial statements?

Yes, even if you are not in Finance or Accounting, you can still impact the integrity of INAP's financial statements. Everyday transactions such as recording time; filing expense reports; buying, transferring or disposing of assets; or preparing sales orders are key inputs for our financial statements and must be accurate and complete.

Maintaining Corporate Records

Maintaining corporate records and documents is essential for normal business processes, and our records may be subject to disclosure in litigation or government investigations. Therefore, we are all responsible to:

- Prepare documents and records accurately and completely
- Review documents carefully before signing and do not sign documents with known errors, omissions or misrepresentations
- Comply with all laws relating to records preservation and not alter, conceal or destroy any documents or records that are subject to an ongoing investigation or litigation matter
- Disclose records only as authorized by company policy or in response to legal process

If INAP has issued a notice (often called a “record-hold” or “legal-hold”) instructing that documents within specified categories and/or time periods must be preserved, you must comply with the notice. If you have any questions about whether a document should be preserved, you should immediately contact the Legal Department, the Internal Audit Department or the Chief Financial Officer.

Q&A

I believe an employee made a false statement to INAP’s independent auditor. What should I do?

Report the matter immediately to the Chief Financial Officer, VP, Internal Audit or the General Counsel.

A colleague received a record-hold directive from the Legal Department concerning a new product that is mentioned in a patent infringement lawsuit. Since I was not included on the record hold can I delete my files related to the product?

No, if you have knowledge or information concerning the subject of the record-hold, you should contact the Legal Department immediately for further direction. Even if you did not originally receive the record-hold, if you destroy files that are the subject of the hold, you may expose both INAP and you personally to adverse legal action.

Protecting Company Assets

All of INAP's facilities, equipment, materials, property, technology and information have been acquired through the hard work of employees and at significant company investment and expense. Therefore, we must ensure that company property is only used for proper business purposes.

We have a responsibility to protect all company assets, including cash, equipment, inventory, supplies and intellectual property, against theft, damage or misuse. Employees who engage in theft, fraud, embezzlement or misappropriation of INAP's assets will be subject to disciplinary action, which could include termination. You must report all improper activities to your manager, another member of management or one of the resources identified in this Code.

Q&A

Several old monitors have been sitting in the storage room for months after an equipment refresh. I'm considering taking one home to use when I connect to the network to check my e-mail on the weekends. Is this permitted? I will often be using the equipment for work purposes and the company is not using the monitors.

You may not take any asset of the company or use any asset of the company for personal use, without the written permission of your manager.

Protecting Proprietary and Confidential Information

In today's highly competitive, global marketplace, information is one of our most valuable assets. In our day-to-day work, we each have access to sensitive company information, which may include:

- Intellectual property, such as trade secrets, trademarks and copyrights
- Research and development, including inventions, patent applications and engineering records
- Business and marketing plans
- Non-public information about products or services, including hardware and software specifications and designs
- Personnel records of others
- Customer information
- Wage and salary information of others
- Unpublished financial data and reports

We must all work diligently to safeguard INAP's information, and must ensure that we do not share confidential information, processes or know-how with anyone outside the company. This duty to keep company information private does not end when your employment ends, and you commit to preserving this information even if you leave the company.

We must also protect information entrusted to us by our partners and customers. Because confidential information is not always marked as such, ask your manager if you are unsure about whether or not information is confidential.

Q&A

A local trade association that I'm a member of has asked for benchmarking data about INAP. May I provide this information?

It depends. Generally you may provide any information that has been publicly disclosed by way of a press release, financial report, news release, other SEC filing, etc. If the information requested has not been publicly disclosed, you may not provide the information.

How can I tell if information is confidential if it is not marked that way?

Judge by its content. Some criteria you should consider are: (a) the nature of the information, (b) the information's sensitivity, (c) the value of the information to INAP and (d) the intended audience for the information. It may be useful to ask yourself if a competitor could be aided if they had information or if a customer could be harmed if the information was disclosed. If you are still unsure, contact the Legal Department.

Need to know more? [Please review INAP's Social Media Guidance Policy, and Corporate Disclosure & Regulation FD Policy](#)

Intellectual Property

Copyright laws protect the original expression in, among other things, written materials, software and other recorded media and prohibit their unauthorized duplication, distribution, display and performance. This means that we may not reproduce, distribute or alter copyrighted materials from books, trade journals, computer software or magazines or play records, tapes, discs or videotapes, without permission of the copyright owner or its authorized agents.

Software used in connection with INAP's business must be properly licensed and used only in accordance with that license. Using unlicensed software could constitute copyright infringement.

One of my co-workers just purchased a new software program that I would like to use. My department can't afford to buy additional copies right now. Can I copy the new software onto another computer then buy a license when my new budget becomes effective?

No, unauthorized copying of software is a violation of copyright law and INAP policy.

Gathering Competitive Information

Gathering information about competitors, when done legally and ethically, is a legitimate business activity. It enhances our knowledge of the marketplaces in which we operate and helps us understand and meet customer needs. However, proprietary competitive information should never be obtained, directly or indirectly, and must not be used to gain an unfair competitive advantage. We must compete in a fair, responsible manner and be awarded business because we represent the best value for the customer.

Obtaining proprietary competitive information could have negative consequences such as embarrassing publicity or damaged customer relationships. It could also subject INAP and those involved to monetary damages and criminal penalties. A member of the Legal Department can answer questions about antitrust laws and unfair competition.

I'm new to INAP and have reference materials from my prior employer to help me to 'hit the ground running' at INAP. Can I use these items?

It depends. In general, you may not use any proprietary information from a prior employer, or any information that would create an unfair competitive advantage. Whether the reference materials you possess are considered proprietary will depend on many factors including, but not limited to, your prior industry, policies of your prior company, any non-compete agreements you may have signed in the past, notations on the documents, etc. Any proprietary information from a competitor such as price lists, request for proposal responses, product specifications, strategy documents, etc., are not appropriate. If you are unsure seek help from your manager or consult the Legal Department.

Privacy

Privacy is a fundamental requirement in our business. INAP's products and services will have increasingly greater reach and will become more interactive and accessible. While customers welcome "user-friendly" products and services, advances in ease of access may heighten their concerns about privacy. Our commitment to safeguard the privacy of customer data takes on added significance in this environment. Except as permitted by law and company policy, we do not:

- Disclose customer information or the location of equipment, circuits, trunks or cables to any unauthorized person
- Tamper with or intrude upon any voice, video, data or fax transmission
- Listen to or repeat customers' conversations or communications or facilitate either to be monitored or recorded
- Allow access to any data or communication transmitted by INAP
- Install or permit anyone to install any device that enables someone to listen to, observe or determine that a communication has occurred

We also have a commitment to respect the privacy of our employees and to protect employment data in accordance with applicable legal requirements. You are expressly prohibited from accessing, without prior company authorization, any report, system or database containing confidential information about another employee. You are also prohibited from discussing health-related information of any employee, unless specifically required by your job function.

You must continue to maintain confidentiality of customer information and information about other employees even if you leave the company.

Q&A

An employee in my department told me they were going to be out of the office for a medical procedure. I need to arrange for the workload to be re-assigned. Can I tell my team they will be out on medical leave?

While you may tell your team that a team member will be out of the office, you may not discuss the reason the team member is out, the nature of the illness, the fact they will undergo surgery or any other personal information about the team member.

I'm participating in a local charity event and they have asked me to solicit participation from the local community. I'm considering using the customer database to develop a mailing list. Is this acceptable?

No, you may not use customer information for any purpose other than to conduct legitimate company business, even if it is for a worthy cause.

Need to know more? [Please review INAP's Employee Handbook](#)

Use of Technology and Other Resources

Electronic communications include all aspects of voice, video and data communication, such as e-mail, voicemail, fax, instant messaging, text messaging, social media and the Internet. Electronic communications on systems provided by the company are to be used primarily for business purposes.

As detailed in our Internet Usage and Social Media Policy, we reserve the right to monitor and inspect all electronic communications made using systems provided by the company in compliance with applicable laws. You should not have an expectation of privacy when using company systems.

The use of the company's technology systems to copy software or other copyrighted material is strictly prohibited.

If I need to send something that is personal and confidential from my company laptop, how can I do so without it being subjected to monitoring by the company?

While you may use company equipment for infrequent, incidental or emergency situations, any activity on any company system is subject to monitoring by the company. The best practice is not to store, load, transmit or communicate any personal information on company equipment.

Need to know more? Need to know more? [Please review INAP's Social Media Guidance Policy, and Corporate Disclosure & Regulation FD Policy](#)

Speaking on INAP's Behalf

We are the face of INAP to the communities in which we live and work: to our partners and customers. Our reputation is a hard-won asset and we must all remember how easy it is to damage that reputation. Protect our reputation by using sound business judgment at all times when you are representing INAP, both during and after normal business hours.

We have a responsibility to provide complete and accurate information to the public concerning our business. Because only certain people within the company are in possession of the information that stockholders, analysts and the media may require, all outside inquiries regarding INAP's activities, performance or plans must be referred to authorized spokespersons. These individuals are identified in INAP's Corporate Disclosure & Regulation Policy.

If you are asked a question, do not attempt to answer it unless you are certain that you are authorized to do so. If there is a designated spokesperson for dealing with that information, refer the person asking to that spokesperson.

I just received a call from the local newspaper wanting to interview me about a new office we are opening in my local area. What should I do?

All inquiries and/or requests for media communications must be directed to the Chief Communications Officer, Marketing, Chief Executive Officer or Chief Financial Officer.

Need to know more? [Please review Corporate Disclosure & Regulation FD Policy](#)

Obeying Insider Trading Laws

We all have access to information about INAP and its operations. Often, that important, non-public or “inside” information is the kind of information that would motivate an investor to buy or sell our stock. We must never share confidential or non-public information with anyone outside the company, including friends, relatives or business contacts or use INAP’s confidential information for our own benefit. Even within the company, we must not share confidential or non-public information with anyone who does not need to know it for performance of their job. Individuals are always strictly prohibited from trading in any company’s stock based on inside information. Inside information includes information not yet publicly disclosed about financial results, investments, acquisitions, new business relationships, management changes or any other information on which a reasonable investor would base a decision to buy, sell or hold stock.

Violations of insider trading laws may involve significant penalties for both the company and the individual, including fines and jail time. Many employees may have inside information simply by virtue of their positions and should be particularly cautious. This includes being careful about discussing confidential information or leaving confidential documents accessible in a public location, even within the company.

If you have any question about whether information is material or whether you can trade INAP securities at any time, you should contact the General Counsel.

INAP has adopted an insider trading policy which will provide you with additional information about insider trading laws and obligations applicable to you.

Notwithstanding anything contrary in our insider trading policy, you are not prohibited from:

- Exercising your rights under federal, state or local law (including, but not limited to, Section 7 of the National Labor Relations Act or in acting as or cooperating with a whistleblower)
- Cooperating in a government or administrative investigation
- Revealing alleged criminal wrongdoing or law enforcement

Q&A

I heard another employee discussing INAP’s plans to acquire one of our competitors. Since I do not know if it is true and I do not have any knowledge of the transaction, may I buy stock in the target company?

No, not only would this violate the INAP’s Insider Trading Policy and your duty to keep company information confidential, it could subject you to civil and criminal charges. You must keep the information private until the news becomes public.

Need to know more? [Please review INAP’s Insider Trading Policy](#)

Conflicts of Interest

A conflict of interest arises when our personal interests interfere—or appear to interfere—with our ability to objectively and effectively perform our jobs. We must avoid any interest, investment or association that might interfere with our ability to exercise our best judgment or to act in the best interests of INAP. We must avoid having personal relationships that improperly influence sound, objective business decisions. We also must not compete with INAP or take a company business opportunity for personal gain.

Examples of possible conflict of interest are:

- Starting, running or working for a competing business (including as a consultant) or serving on a board of directors of a competitor, customer or supplier or other service provider, either by you or by an immediate family member
- Working for an agent of INAP
- Taking personal advantage of corporate opportunities
- Assisting anyone outside INAP, including family or friends, in the planning, design, sale, purchase, installation or maintenance of products or services that compete or could compete with INAP products or services
- Influencing, either directly or indirectly, INAP's dealings with any partner with whom you have a personal or financial relationship
- Working for or representing a partner in its dealings with INAP
- Using INAP's name, information, property, time or other resources to perform outside activities
- Owning, directly or indirectly, a significant financial interest in any entity that does business, seeks to do business or competes with us
- Working for another company, in which the hours or demands of the job interfere with your ability to perform job duties for INAP
- Hiring a family member or a friend as a vendor for INAP, without disclosing the relationship, without going through the appropriate bidding process or without removing yourself from the decision-making process
- Soliciting or accepting gifts, favors, loans or preferential treatment from any person or entity that does business or seeks to do business with us

If you have any questions about a potential conflict or if you become aware of an actual or potential conflict, and you are not an executive officer or a member of the Board of Directors, you should discuss the matter with your manager. Managers may not authorize conflict of interest matters without first seeking approval from the General Counsel. If your manager is involved in the potential or actual conflict, you should go directly to the General Counsel. If you are an executive officer other than the Chief Executive Officer, you should discuss the actual or potential conflict with the Chief Executive Officer. If you are the Chief Executive Officer or a member of the Board, you should discuss the actual or potential conflict with the Nominations and Governance Committee or the full Board.

Factors that you should consider in evaluating a potential conflict of interest are, among others:

- Whether it is likely to interfere with the employee's job performance, responsibilities or morale
- Whether the employee has access to confidential information
- Whether it is likely to interfere with the job performance, responsibilities or morale of others within the company
- Any potential adverse or beneficial impact on our business
- Any potential adverse or beneficial impact on our relationships with our partners or customers
- Whether it would enhance or support a competitor's position
- The extent to which it would result in financial or other benefit (direct and indirect) to the employee
- The extent to which it would result in financial or other benefit to one of our partners or customers
- The extent to which it would appear improper to an outside adviser.

Q&A

My spouse and I own a small graphic arts business. The work I do for that business is unrelated to my INAP job. I'm sure that I could provide INAP with a superior product at a reduced cost. Can I be both an employee and a vendor to INAP?

No, your primary obligation is to INAP, and providing services as a vendor would be a conflict of interest. Your spouse, if in business by himself or herself, could bid on INAP jobs as long as (a) he or she does not use your INAP employment to influence the bidding process, (b) you do not participate in the performance of the work if he or she gets the job, and (c) the relationship is reported to your manager.

As long as I'm not competing with or selling to INAP or using its name, information, time or other assets, are there any restrictions to my accepting a second job?

What you do on your own time is your own business. However, be sure that any second job doesn't conflict or interfere with your INAP job. For example, you must not accept a job which could discredit INAP or interfere with the independence and objectivity of your judgment. Your second employment must be kept totally separate from your INAP employment. You may not perform any activities for your second employment while you are on INAP time. In no event may you use INAP's name, information, time, property or other resources to perform your second job.

V: OUR COMMITMENT TO OUR PARTNERS

Our ultimate goal is to do business with partners who operate in an ethical and lawful manner.

Fair Dealing

We will not knowingly use partners who operate unethically or who violate applicable laws.

We are committed to dealing fairly and in good faith with all of our business partners. You may not take unfair advantage of anyone through manipulation, concealment, use of privileged or confidential information, misrepresentation, fraudulent behavior or any other unfair dealing practice. Unfair dealing is both unethical and can rise to the level of fraud, thereby exposing you and the company to criminal and/or civil liability.

Many countries have antitrust or competition laws designed to benefit consumers by promoting competition. While varying in scope, these laws primarily prohibit, among other things, conspiracies that reduce or eliminate competition. INAP complies with the antitrust or competition laws of all countries where we do business.

You may not participate in any discussions, understandings or agreements with or for the benefit of a competitor regarding matters that may raise potential antitrust concerns such as:

- Agreements with competitors to set minimum or maximum prices or any term of sale affecting price, rates or commissions; to allocate customers, products, services or territories; or to set the supply or production levels for any product or service;
- Agreements with competitors not to deal with any customer, partner or competitor or any group of customers, partners or competitors;
- Boycott of a product or service;
- Discussions regarding what constitutes a "fair" profit level; or
- Discussions regarding financing or credit terms

Other activities might also violate U.S. antitrust laws, such as refusals to do business, certain exclusive dealing arrangements, significant differences in prices or terms offered to similar customers and charging below-cost prices.

INAP is subject to the competition laws of the European Union and of its Member States as well as the laws of other countries in which we operate. These laws are similar in some but not all respects to U.S. antitrust laws.

Q&A

A local data center competitor moving into an adjacent building wants to focus on the gaming industry and has asked that we send him gaming customer leads in exchange for them sending us all of their non-gaming customers. If we expect to get more business than we give, can we do this?

No, even if this appears to benefit INAP you may not participate in any type of agreements with a competitor or potential competitor other than company-sponsored programs such as partner and agent arrangements.

Contracting with Suppliers

INAP employees may only contract to purchase goods or services or otherwise commit the company in any way up to their delegated level of authority. To clearly document each employee's authority, the company maintains a Schedule of Authorizations.

If you are unsure or unclear about your contracting authority, consult with your manager prior to completing a purchase or executing a contract.

We treat our suppliers fairly but will always seek the best result for INAP. We strive to build good working relationships with our suppliers. They are partners in helping us achieve the highest standards of quality and in satisfying our customers. We choose our suppliers based on merit, considering, among other things, price, quality, delivery capability and reputation for service and integrity.

In addition, we generally seek multiple suppliers to bid on any substantial purchase, and require escalating levels of approval based on the amount of the expenditure.

Q&A

I'm working on a priority project and need specialized equipment that is only provided by a limited number of suppliers. I don't have time to bid the project out and want to use a local supplier to expedite the process. Can I just go directly to the local supplier?

To avoid the perception of a conflict of interest and ensure the company gets the best combination of factors such as price, quality, delivery capability, etc., it is advisable to bid out substantial expenditures. In rare cases where it makes sense to go directly to a 'single source' supplier, the company has a procedure to address this situation. See Procurement Policy for details.

Need to know more? [Please review Schedule of Authorizations, and Procurement Policy](#)

Gifts and Entertainment

Business gifts and entertainment are courtesies designed to build good working relationships and goodwill with partners and customers. However, gifts are not appropriate if they create an obligation, put you in a situation where you appear to be biased or are given with the intent to influence a business decision.

INAP's policy on gifts and entertainment is very clear: you cannot offer, give or receive anything that would compromise—or even appear to compromise—your ability to make fair, impartial and balanced business decisions.

Gifts and entertainment are generally permitted if they are:

- Reasonable
- Infrequent
- In good taste
- Unsolicited
- Not cash or cash equivalents (which include universal gift cards (Visa, MC, Amex) or stock).

If you are offered a gift or entertainment that is inappropriate, you should decline. If you are unsure whether a gift is appropriate or not, seek and document approval of your manager before accepting the gift.

Giving gifts and providing entertainment should likewise follow these guidelines whether being provided from INAP funds or your personal funds. For INAP provided funds, you must be cognizant of your budget or your manager's budget.

In parts of the world where gift-giving is common practice and not accepting a gift could reflect badly on INAP, it may be appropriate to accept an expensive gift as long as doing so wouldn't violate any laws or in any way discredit INAP, and the gift is unsolicited and not given to influence your judgment. If you receive such a gift, report it to your manager who will determine next steps.

The rules for gifts and entertainment apply year round, even during the holidays, and they apply not only to employees, but also to our spouses, partners and family members.

Q&A

I completed a large deal with a supplier and the sales rep indicated they have a box at a local arena and said if I ever wanted tickets to a game, to let him know. The face value of a ticket to an upcoming event is \$48. Can I contact the supplier and request a ticket?

No, this is a "standing offer" and constitutes seeking a gift. You may never initiate action related to accepting a gift.

I have a large customer who just booked a deal that will result in a significant commission payment for me. The customer representative is a huge sports fan and I want to take him out to a nice dinner and to a sporting event at my own expense to thank him for the business. Is this acceptable?

It depends. The same rules apply whether INAP funds or personal funds are used. It is permissible as long as it does not conflict with the customer's policies and will not compromise, or be perceived as compromising, your business judgment or the judgment of the customer. In this situation, you should also discuss your plans with your manager prior to making the offer.

I do a lot of business and personal travel. Can I keep non-cash benefits I receive from business travel (for example, frequent flier credits) and apply them to my personal travel plans?

You can keep frequent flier credits and use them for personal travel. However, you cannot influence or change the travel plans made by the company's authorized travel agents to receive these or other similar non-cash benefits. Doing so violates INAP policy in two ways. First, you have a conflict of interest between your personal interests and company requirements to use the lowest logical airfare. Second, you are misusing company funds if your travel is more expensive than the designated travel agent could have arranged.

I'm responsible for securing temporary help through outside employment agencies. One of the agencies sent me a gift during the holiday season. Can I keep it?

You can accept the gift if it's unsolicited; it is reasonable; it will not compromise or be perceived as compromising your business judgment; and it has been approved by your manager. Alternatively, the gift may be placed in a common area to be shared with all employees or donated on behalf of the company to a sponsored local charity.

Need to know more? [Please review INAP's Travel & Entertainment Policy](#)

VI: OUR COMMITMENT TO OUR COMMUNITY

We believe that being a responsible corporate citizen is essential to maintaining our reputation and the value of our brand.

Bribery and Corruption

We believe that being a responsible corporate citizen is essential to maintaining our reputation and the value of our brand. Throughout our history we have, and will continue, to conduct our business in a manner that reflects our values outwardly into the communities in which we operate.

As a global IT infrastructure leader, we need to operate as a responsible corporate citizen, complying with the laws applicable in the jurisdictions where we work and live. We do not tolerate any illegal activity, from our employees or partners.

You may not use improper, unethical or questionable business practices while conducting business on our behalf. We abide by all international laws, treaties and regulations that forbid bribery of foreign officials, including the U.S. Foreign Corrupt Practices Act ("FCPA"). Under the FCPA, directly or indirectly offering, promising or providing anything of value to a foreign government official in order to obtain or retain business is strictly prohibited. This principle applies to all employees worldwide, regardless of location.

A bribe does not have to be cash; a bribe could also take the form of providing lavish entertainment to a foreign official or paying more than fair market value for the property of a foreign official.

We also cannot hire a third party to offer or give a bribe. We could be liable for bribery even if we did not know, but should have known, that the payment was going to a foreign government official. Consequences for violations of the FCPA and other anti-bribery laws are severe, including fines to the company and fines and possible jail time to the individual making the payment.

Need to know more? [Please review INAP's Anti-Corruption Policy](#)

Civic and Charitable Activities

We are committed to be a good corporate citizen. We encourage our employees to participate in community activities, serve on not-for-profit boards and participate in other volunteer capacities. You should ensure that no conflict of interest, either actual or potential, exists between your INAP employment and your duties in public or civic affairs, whether elective or appointed, paid or voluntary. For example, if you perform public service or hold an elected or appointed position, you may be called upon to make decisions that might affect INAP. If you find yourself in a situation like this, consult the Legal Department or, if time doesn't permit, abstain from the vote. In addition, it is important that you clearly distinguish your personal views from those of the company, unless specifically authorized to speak on the company's behalf.

All charitable donations made on behalf of the company or with company funds must be approved in advance by the Chief Administrative Officer and the Chief Executive Officer. Charitable donations can include sponsorships, walks, drives for food or clothing, auctions, etc.

Political Contributions and Activities

The company recognizes your right, as an individual, to communicate with your elected public officials and we support your participation in the political process. However, you must be cognizant of state and/or federal laws regarding lobbying activities and strictly follow the applicable guidelines and reporting requirements. You may not use INAP's assets to try to influence the personal decisions of others to contribute to or otherwise support political parties or candidates.

If you come into contact with government officials, political parties, political party officials, political candidates and officials of public national and international organizations, you may not make or offer any payment or any other inducement, either directly or indirectly, to any of the foregoing individuals or related parties in an attempt to obtain a particular result for the company. Likewise, you may not make or approve political contributions on behalf of INAP.

International Trade Regulations and Export Control Laws

Because we do business all around the world, we need to know and comply with applicable laws and regulations that govern, restrict or impact international trade. U.S. and EU laws in particular have a very broad reach, and may affect activities in other countries. These laws include anti-terrorism laws, trade restrictions and sanctions, anti-boycott regulations and export controls.

It is important to understand that several U.S. laws exist that prohibit us from doing business with certain people or entities, as well as conducting business in certain countries. Consequently, we have procedures in place to screen all customers and partners before making any payments to them. If your job involves dealing with new customers or partners, you should be aware of these rules and sensitive to red flags, such as a customer asking that we ship a product to a third party or a customer reluctant to provide information on whether a product will be transshipped or re-exported.

Additionally, shipping or otherwise bringing our products or products we purchase from others into a country is usually subject to various laws and regulations. In particular, physically bringing products into a country may trigger payment of import duties, value added tax, excise tax and the like, as well as filing of documentation, including additional information such as country of origin.

Should you have any questions on what you can or cannot do, you should consult the Internal Audit Department, the Chief Financial Officer or the Legal Department.

Need to know more? [Please review INAP's Export Control Policy](#)

Anti-Money Laundering

We are committed to complying with all applicable laws and regulations designed to combat money laundering and any action that facilitates the funding of criminal activities. Money laundering involves the process of integrating profits from illegal activities into the legitimate financial system. No one employed by or associated with the company shall knowingly be involved in any such activity or ignore signs of suspicious activity. Doing so will result in disciplinary action against you and the company and may subject both the company and you to criminal and/or civil penalties. If you become aware of or suspect potential money laundering activities, you must immediately report the activity to the Legal Department, the Internal Audit Department or the Chief Financial Officer.

We do not, in accordance with applicable laws and regulations, willfully transact business with suspected terrorists or with entities or individuals that support terrorism or persons deemed to be associated with such persons or other "Specially Designated Nationals" identified by the Office of Foreign Asset Control. You must adhere to federal laws and regulations blocking business with persons and entities from countries subject to sanction programs and must not transact business with any such individuals or entities. If you become aware of or suspect potential violations of the applicable laws or have any questions regarding those laws, you should contact the Legal Department, the Internal Audit Department or the Chief Financial Officer.

Need to know more? [Please review INAP's Export Control Policy](#)

Environmental Protection

INAP complies with all applicable environmental, safety and health laws and regulations of the countries where we conduct business. In addition, we strive to use eco-friendly products, services and practices where it is economically feasible to do so.

Waiving the Code of Conduct

In extremely limited circumstances, we may find it appropriate to waive a provision of the Code. All waivers require the approval of the Chief Executive Officer and the General Counsel.

Only the Board of Directors may waive compliance with the Code for executive officers or directors. The Board does not intend to grant waivers of these guidelines; however, if such a waiver is given, we will promptly disclose to stockholders the waiver, as required by law or the rules of the Nasdaq Stock Market.

Over time, changes to this Code or any company policies will need to be made. While we reserve the right to make these changes without notice, we will try to inform you in a timely manner about any changes affecting your employment.

Employee Acknowledgement and Commitment

I acknowledge that I have received, read and am familiar with the provisions of INAP's Ethics in Action - Code of Conduct ("Code"). I commit to abide by the Code during my term of employment and affirmatively certify no conflict exists between my personal interests and those of INAP and that I am not aware of any other situation involving another employee which might present a conflict with the Code. I understand that I have a duty to comply with this Code, to disclose any personal violations of the Code and report known or suspected violations of the Code by any other party as soon as they become known to me.

I also understand that I have the responsibility to review INAP's policies and procedures that apply to my job responsibilities, including but not limited to the Employee Handbook, Schedule of Authorizations, Social Media Guidance Policy, Corporate Disclosure & Regulation FD Policy and Insider Trading Policy.

I understand that violation of company policies and ethical standards outlined in the Code may subject me to disciplinary action, which could include termination.

I understand and agree that the Code is not an employment contract between INAP and me. The Code does not, nor is it intended to, confer any rights or benefits of employment or constitute an assurance of continued employment or employment other than at-will.

I am aware of the proper channels to ask questions, and discuss concerns under the Code which include my immediate manager, another member of management, the Human Resources Department, the Legal Department, the Internal Audit Department or by calling the Ethics Hotline at 1-800-323-6182 or by submitting a report online at: <https://inap.alertline.com/gcs/welcome>.