



**FUSION CONNECT, INC.
CODE OF ETHICS
FOR
OFFICERS, DIRECTORS AND EMPLOYEES**

I. Purpose

The Board of Directors (the “Board” and each of its members a “Director”) of Fusion Connect, Inc., a Delaware corporation (the “Company”) has adopted the following Code of Ethics (the “Code”) to apply to the Chief Executive Officer, the President, the Chief Operating Officer, the Chief Financial Officer, the Principal Accounting Officer, the Treasurer and any Assistant Treasurer, the Controller, the Vice President of Finance, the Secretary and any Assistant Secretary, and each other officer of the Company with the title of executive vice president, senior vice president or vice president (collectively, the “Officers”), the Directors, and all employees of the Company. The Company expects all Officers, Directors and employees, in carrying out their job responsibilities, to act in accordance with the highest standards of personal and professional integrity, to comply with all applicable laws and to abide by any corporate policies and procedures adopted from time to time by the Company. This Code is intended to promote ethical conduct and compliance with laws and regulations, to provide guidance with respect to the handling of ethical issues, to implement mechanisms to report unethical conduct, to foster a culture of honesty and accountability, to deter wrongdoing and to ensure fair and accurate financial reporting.

No code or policy can anticipate every situation that may arise. Accordingly, this Code is intended to serve as a source of guiding principles. You are encouraged to bring questions about particular circumstances that may involve one or more of the provisions of this Code to the attention of the Company’s General Counsel, the Vice President of Human Resources, or the Chairman of the Audit Committee, who may consult with the Company’s outside legal counsel as appropriate.

II. Introduction

The Officers, Directors and employees are expected to adhere to a high standard of ethical conduct. The reputation and good standing of the Company depends on how the Company’s business is conducted and how the public perceives that conduct. Unethical actions, or the appearance of unethical actions, are unacceptable. In addition to each of the directives set forth below, the Officers, Directors and employees shall be guided by the following principles in carrying out their duties and responsibilities for the Company:

Loyalty, Honesty and Integrity. You must not be, or appear to be, subject to influences, interests or relationships that conflict with the best interests of the Company.

Observance of Ethical Standards. When carrying out your duties and responsibilities for the Company, you must adhere to the high ethical standards described in this Code and in the Company's Employee Handbook.

Accountability. You are responsible for your own adherence and the adherence of the other persons to whom this Code applies. Familiarize yourself with each provision of this Code and those set forth in the Company's Insider Trading Policy and in the Company's Employee Handbook.

III. Integrity of Records and Financial Reporting

The Chief Financial Officer, the Principal Accounting Officer, the Treasurer, the Controller, and the Vice President of Finance, or any other persons serving in similar capacities (collectively, the "Senior Financial Officers") and Chief Executive Officer are responsible for the accurate and reliable preparation and maintenance of the Company's financial records. Accurate and reliable preparation of financial records is of critical importance to proper management decisions and the fulfillment of the Company's financial, legal and reporting obligations. As a public entity, the Company files annual and periodic reports and makes other filings with the Securities and Exchange Commission (the "SEC"). It is critical that these reports be timely and accurate. The Company expects those officers who have a role in the preparation and/or review of information included in the Company's SEC filings to report such information accurately and honestly. Reports and documents the Company files with or submits to the SEC, as well as other public communications made by the Company, should contain full, fair, accurate, timely and understandable disclosure.

The Chief Executive Officer and Senior Financial Officers are responsible for establishing, and together with the Directors or the members of the Company's Audit Committee, as the case may be, overseeing adequate disclosure controls and procedures and internal controls and procedures, including procedures which are designed to enable the Company to: (a) accurately document and account for transactions on the books and records of the Company and its subsidiaries; and (b) maintain reports, vouchers, bills, invoices, payroll and service records, performance records and other essential data with care and honesty.

IV. Conflicts of Interest

You must not participate in any activity that could conflict with your duties and responsibilities to the Company. A "conflict of interest" arises when one's personal interests or activities appear to or may influence that person's ability to act in the best interests of the Company. Any material transaction or relationship that reasonably could be expected to give rise to a conflict of interest should be disclosed to the Company's General Counsel. In addition, because conflicts of interest are not always obvious, you are encouraged to bring questions about particular situations to the attention of the Company's General Counsel.

This Code does not describe all possible conflicts of interest that could develop. Some of the more common conflicts from which you must refrain are set forth below:

Family members. You may encounter a conflict of interest when doing business with or competing with organizations in which you have an ownership interest or your family

member has an ownership or employment interest. “Family members” include, but are not limited to, a spouse, parents, children, siblings and in-laws. You must not conduct business on behalf of the Company with family members or an organization with which your family member is associated, unless such business relationship has been disclosed and authorized by the Audit Committee.

Improper conduct and activities. You may not engage in any conduct or activities that are inconsistent with the Company’s best interests or that disrupt or impair the Company’s relationship with any person or entity with which the Company has or proposes to enter into a business or contractual relationship.

Compensation from non-Company sources. You may not accept compensation in any form for services performed for the Company from any source other than the Company.

Gifts. You and members of your immediate family may not accept gifts from persons or entities if such gifts are being made in order to influence you in your capacity as an employee or Director of the Company, or if acceptance of such gifts could create the appearance of a conflict of interest.

Personal use of Company assets. You may not use Company assets, labor or information for personal use, other than incidental personal use, unless approved by the Audit Committee or as part of an approved compensation or expense reimbursement program.

V. Business Entertainment and Gifts

The purpose of business entertainment and gifts in a commercial setting is to create goodwill and sound working relationships, not to gain unfair advantage. No gift or entertainment should ever be offered, given, provided, solicited or accepted by you or any of your family members unless it: (a) is not cash; (b) is consistent with customary business practices, (c) is not excessive in value, whether individually or in the aggregate with other gifts or entertainment received, (d) cannot be construed as being made in order to influence you in your capacity as an employee or Director, and (e) does not otherwise violate any laws or regulations. ***No gifts or business entertainment of any kind may be offered, given, or provided to any governmental employees or officials for purposes of obtaining or retaining business.***

VI. Corporate Opportunities

All Officers, Directors and employees are prohibited from: (a) taking for themselves personally or on behalf of family members, or entities in which they or their families have a material interest, opportunities related to the Company’s business if (i) the Company is financially able to take the opportunity, (ii) the opportunity is in the same line of business of the Company, (iii) the Company has an interest or expectancy in the opportunity and (iv) taking the opportunity would place the officer, Director or employee in a position that is contrary to such individuals duties to the Company; or (b) using the Company’s property, information, or position for personal gain; *provided, however*, if the Company’s disinterested Directors determine that the Company will not pursue such opportunity and specifically approve such action by the Officer, Director or employee in question after disclosure of all material facts by that individual, such individual may do so.

Notwithstanding the foregoing, the limitations above are not intended to, and are expressly hereby limited to not, exceed those required by Delaware law.

VII. Confidentiality

You must safeguard and maintain the confidentiality of information entrusted to you by the Company and any other confidential information about the Company, its business, customers or suppliers, from whatever source, except when disclosure is authorized or legally mandated. For purposes of this Code, “confidential information” includes all non-public or proprietary information and know-how relating to the Company or any of its subsidiaries, its and its subsidiaries’ business, customers or suppliers. Such confidentiality obligations shall survive a person’s departure from the Company for any reason.

VIII. Compliance with Laws, Rules and Regulations

It is the Company’s policy to comply with all applicable laws, rules and regulations, and the Company expects its Officers, Directors and employees to carry out their responsibilities on behalf of the Company in accordance with such laws, rules and regulations and to refrain from illegal conduct. Transactions in Company securities are governed by the Company’s Insider Trading Policy.

IX. Encouraging the Reporting of any Illegal or Unethical Behavior

The Company is committed to operating according to the highest standards of business conduct and ethics and to maintaining a culture of ethical compliance. Officers, Directors and employees should promote an environment in which the Company: (a) encourages employees to talk to supervisors, managers and other appropriate personnel when in doubt about the best course of action in a particular situation; (b) encourages employees to report violations of laws, rules and regulations to appropriate personnel; and (c) informs employees that the Company will not allow retaliation for reports made in good faith.

X. Fair Dealing

All Officers, Directors and employees should deal fairly with the Company’s customers, suppliers, competitors. The Company prohibits any person from taking unfair advantage of another person through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing practice.

XI. Employment Practices and Work Environment

The Company values the diversity of its employees and is committed to providing an equal opportunity to all employees in all aspects of employment without regard to race, color, gender, religion, age, national origin, citizen status, military service or reserve or veteran status, sexual orientation or disability. The Company does not condone any type of harassment or abuse of any employee of the Company by any other employee of the Company or by any partner, customer or supplier of the Company.

XII. Document Retention

It is a violation of this Code for you to knowingly alter, destroy, mutilate, conceal, cover up, falsify or make a false entry in any record, document or tangible object of the Company with the intent to impede, obstruct or influence the investigation or proper administration of any matter within the jurisdiction of any state, federal department or agency, or court or in relation to or contemplation of any such matter.

XIII. Waivers

Waivers of this Code will not be granted except in exigent circumstances. Any waivers of this Code may only be granted by a majority of the Board after disclosure of all material facts by the individual seeking the waiver. Any waiver of this Code will be promptly disclosed as required by law or stock exchange regulation.

XIV. Conclusion

You should communicate any suspected violations of this Code, or any unethical behavior encompassed by this Code, promptly to the Chairman of the Audit Committee or to the Company's General Counsel. Violations will be taken seriously and investigated by the Board, or by a person or persons designated by the Board, and appropriate disciplinary action will be taken in the event of any violations of this Code.

If there are any questions involving application of this Code, guidance should be sought from the Company's General Counsel.

Release date: May 2018.