

West Corporation

Corporate Governance Guidelines

The Board of Directors (the “Board”) of West Corporation, a Delaware corporation (the “Company”) has adopted these Corporate Governance Guidelines to assist the Board in the exercise of its responsibilities. These guidelines reflect the Board’s commitment to monitor the effectiveness of policy and decision making both at the Board and management level. These guidelines are in addition to and are not intended to change or interpret any Federal or state law or regulation, the certificate of incorporation or bylaws of the Company. These guidelines are subject to modification by the Board. In the event of any conflict between these guidelines and the certificate of incorporation or bylaws of the Company, including, without limitation, provisions related to business opportunities presented to members of the Board, the provisions set forth in the certificate of incorporation or bylaws, as applicable, shall control.

Board Composition

Selection of Director Candidates. The Board is responsible for nominating candidates for election to the Board and for filling vacancies on the Board that may occur between annual meetings of stockholders. The Nominating and Corporate Governance Committee is responsible for identifying, screening and recommending director candidates to the full Board, taking into consideration the needs of the Board and the qualifications of the candidates. The Company’s stockholders may recommend nominees for consideration by the Nominating and Corporate Governance Committee by submitting the names and supporting information required by the Company’s bylaws to the Company’s Secretary by mail at West Corporation, 11808 Miracle Hills Drive, Omaha, Nebraska 68154.

Director Qualifications. In evaluating the suitability of director candidates, the Nominating and Corporate Governance Committee and the Board take into account many factors, such as experience, background, judgment, integrity, ability to make independent analytical inquiries, understanding of the Company’s business environment, personal accomplishment, geographic, gender, age or ethnic diversity and willingness to devote adequate time to Board duties. The Board evaluates each individual in the context of the Board as a whole, with the objective of recommending a group that can best achieve the success of the Company's business and represent stockholder interests through the exercise of sound judgment.

Independent Directors. At all times, a majority of the Board’s members will be independent directors, as such term is defined by the listing standards of the Nasdaq Stock Market (the “Nasdaq”). The Board shall determine on an annual basis whether each director qualifies as an “independent director” pursuant to Nasdaq listing standards. Because it is not possible to anticipate or explicitly provide for all circumstances that might signal potential conflicts of interest or bear on the materiality of a director’s relationship with the Company, the Board, when making its “independence” determinations, will broadly consider all relevant facts and circumstances. No director will qualify as “independent” unless the Board affirmatively determines that the director does not have a relationship with the Company that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director.

Significant Change in Personal Circumstances and Other Matters. A director's change in status or circumstances, including a significant change in his or her principal business, professional position, employment or responsibility, may result in his or her independence being impaired, his or her interests being in conflict with those of the Company, or his or her ability to serve as a director being adversely affected. In any such case, the director should offer his or her resignation voluntarily from the Board. A director shall promptly notify the Chairman of the Board, the Lead Director and the Secretary in the event of any change or anticipated change in his or her affiliations, activities or professional or personal circumstances that: (a) may create a conflict or potential conflict of interest; (b) may trigger any Company reporting obligation; (c) may result in the director engaging in significant political activity (such as participating in a visible leadership position in a political campaign, running for office or accepting an elected or appointed political office); (d) has the potential to cause embarrassment, negative publicity or reputational harm to the Company or the director; and/or (e) could result in a possible inconsistency with the Company's policies or values. The Board will not require in every instance that directors who retire, or change from the position they held when they joined the Board, leave the Board. The Board should have the opportunity, however, through the Nominating and Corporate Governance Committee, to review the continued appropriateness of Board membership under any such circumstances. The Nominating and Corporate Governance Committee shall then review the appropriateness of that director's continued service on the Board in light of the new circumstances and make a recommendation to the Board as to whether the resignation should be accepted.

Retirement Age and Tenure Policy. The Board does not believe that arbitrary term limits or fixed retirement ages for directors are necessary or appropriate. While term limits and fixed retirement ages could facilitate fresh ideas and viewpoints, they may result in the Company losing the contributions of directors who have, over a period of time, developed advanced insight with respect to the Company and its operations. As an alternative to term limits and fixed retirement ages, the Board will ensure that it continues to evolve and adopt new viewpoints through the evaluation and nomination process described in these guidelines.

Director Service on Other Boards. The members of the Board cannot have more than five (5) board memberships on companies with publicly traded equity, including membership on the Company Board. Members of the Board who also serve as chief executive officers or in equivalent positions should not serve on more than two (2) public company boards, including membership on the Company Board. The Nominating and Corporate Governance Committee and the Board will take into account the nature of and time involved in a director's service on other boards in evaluating the suitability of individual directors and making its recommendations to Company stockholders. Service on boards and/or committees of other organizations should be consistent with the Company's conflict of interest policies.

Responsibilities. The Board is elected by the stockholders to oversee the Company's management and ensure that the long-term interests of the stockholders are served. The Board is the ultimate decision-making authority within the Company, except with respect to those matters, including the election of directors, that are reserved for the Company's stockholders. Additionally, the Board has responsibility for risk oversight, with reviews of certain areas being conducted by the relevant board committees. The Board is responsible for oversight of strategic and financial risks and exposures associated with the Company's business strategy, policy

matters, significant litigation and regulatory exposures. The Board also has the ultimate responsibility through its relevant committees to evaluate the integrity of the Company's accounting and financial reporting systems and to manage conflicts of interest in accordance with its own internal guidelines, Nasdaq listing standards and applicable law. Directors are expected to discharge their duties in good faith and in a manner they reasonably believe to be in the best interests of the Company.

Board Leadership. The Board will determine its leadership structure in a manner that it determines to be in the best interests of the Company and its stockholders. The Board will conduct a periodic assessment of its leadership structure to determine the leadership structure that is the most appropriate for the Company at the time. The Chairman of the Board and Chief Executive Officer ("CEO") positions may be filled by the same individual. The Chairman of the Board, among other things: (a) presides at, and chairs, Board meetings and meetings of stockholders; (b) establishes agendas for each Board meeting in consultation with the chairs of applicable committees of the Board; (c) leads executive sessions of the Board; and (d) performs such other duties and responsibilities as requested by the Board. However, if the Chairman of the Board is not independent, the non-employee directors of the Board shall elect a Lead Director whose duties shall include, but not be limited to: (i) serving as a liaison between the Chairman of the Board and the independent directors and calling meetings of the independent directors; (ii) leading executive sessions of the Board; (iii) leading the Board in discussions concerning the CEO's employment, performance and dismissal, including an annual evaluation of his/her interactions with the Board; (iv) approving meeting agendas and meeting schedules for the Board, including the number and frequency of Board meetings, to ensure that there is sufficient time for discussion of all agenda items; (v) approving information sent to the Board; (vi) if requested by major stockholders, being available for consultation and direct communication; and (vii) performing such other duties and responsibilities as requested by the Board.

Board Meetings; Involvement of Senior Management

Director Attendance. The full Board will hold four regularly-scheduled meetings per year, with additional meetings held as necessary. Board members are expected to attend Board meetings and the meetings of committees on which they serve.

Executive Sessions. Nasdaq listing standards require independent Board members to regularly meet in executive session. The independent Board members shall meet in executive session at each regularly scheduled Board meeting, and at other times as necessary. Committees of the Board may also meet in executive session as deemed appropriate. These executive sessions may include such topics as the independent directors determine. During these executive sessions, the independent directors shall have access to members of management and other guests as they may determine.

Advance Distribution of Materials; Review by Directors. The Chairman of the Board and the Company's Secretary, in consultation with the other members of the Board and the approval of the Lead Director, shall prepare the agenda for each meeting and arrange for it to be distributed in advance of the particular meeting to the directors along with appropriate written information and background materials so that Board meeting time may be conserved and discussion time focused on questions that the Board has about the materials. Each director may

propose the inclusion of items on the agenda or request the presence of or a report by any member of the Company's management. At any meeting, any director may raise subjects that are not on the agenda for that meeting. Information that is relevant to the Board's or a committee's consideration of matters to be discussed at a meeting will, whenever possible, be distributed to directors sufficiently in advance of the meeting date to permit directors to prepare for a discussion of such matters. Board and committee members should review meeting materials provided to them prior to Board and committee meetings and, when possible, communicate in advance of such meetings any questions or concerns that they wish to discuss at such meetings.

Board Committees

The Board currently has the following committees:

- the Audit Committee,
- the Compensation Committee and
- the Nominating and Corporate Governance Committee.

Each of the members of the Audit Committee, the Compensation Committee and the Nominating and Corporate Governance Committee will be an "independent director" within the meaning of the Nasdaq listing standards, and will otherwise satisfy all applicable requirements with respect to membership on such committees, provided that the Board may elect to take advantage of any exception from such requirements provided in the Nasdaq listing standards.

The Audit Committee, the Compensation Committee and the Nominating and Corporate Governance Committee will each have written charters approved by the Board and each of the respective committees. These charters, along with these Corporate Governance Guidelines, will be posted on the Company's website at www.west.com.

The Board from time to time may establish additional committees as it deems appropriate.

Director Access to Management. The Board, and any individual director or group of directors, will have full access to all Company employees. The Board encourages the CEO to invite non-director members of management to address the Board in those instances where: (a) a management member's expertise can enhance the Board's understanding of an issue under its consideration; or (b) a management member has future potential such that the CEO believes the Board should have greater exposure to the individual.

Retention of Independent Advisors. The Board and each of its committees will have the authority to retain, at the Company's expense, independent financial, legal, accounting and other advisors.

Director Orientation and Continuing Education. Management shall develop, and the Nominating and Corporate Governance Committee is responsible for overseeing an orientation program for all new directors, which orientation program will provide information with respect to, among other things, (i) the legal obligations of directors, (ii) the history, organizational structure and business of the Company, and (iii) the markets in which the Company competes.

The full Board, with input from management, will consider what continuing education programs may be appropriate for members of the Board. The Nominating and Corporate Governance Committee is also responsible for developing and overseeing a continuing education program for all directors.

Majority Voting; Resignation Policy. The Company's bylaws provide for majority voting in uncontested director elections. Majority voting means that directors are elected by a majority of the votes cast—that is, the number of shares voted “for” a director must exceed the number of shares voted “against” that director. Any incumbent director who is not re-elected in an election in which majority voting applies shall tender his or her resignation promptly following certification of the stockholders' vote. The Nominating and Corporate Governance Committee shall consider the tendered resignation and make a recommendation to the Board as to whether the resignation should be accepted or whether other action should be taken. The Board shall act on the recommendation within 90 days following certification of the stockholders' vote and shall promptly disclose (by press release, SEC filing or any other public means of disclosure deemed appropriate) its decision regarding whether to accept the director's resignation. The director who tenders his or her resignation shall not participate in the recommendation of the Nominating and Corporate Governance Committee or the decision of the Board with respect to his or her resignation.

Succession Planning and Performance Evaluations

Management Succession. The Board, with input from the Nominating and Corporate Governance Committee, will at all times maintain a succession plan for the CEO and other senior executives as appropriate.

Annual Performance Evaluation of the CEO. The non-management directors in conjunction with the Compensation Committee each year will conduct a performance evaluation of the Chief Executive Officer. The results of this evaluation will be conveyed to the CEO by the Lead Director on behalf of the Board. The Compensation Committee establishes the evaluation process and determines the criteria by which the CEO is evaluated and will take this evaluation into account in considering the compensation of the CEO.

Annual Performance Evaluation of the Board. The Nominating and Corporate Governance Committee of the Board shall at least annually oversee a self-evaluation by the Board and each of its committees and report to the Board with respect to whether the Board and its committees are functioning effectively. The full Board should discuss each evaluation report to determine what, if any, actions should be taken to improve the effectiveness of the Board or any committee thereof. In determining whether to recommend a director for re-election, the Nominating and Corporate Governance Committee also considers the director's past attendance at meetings, participation in and contributions to the activities of the Board and the results of the most recent Board self-evaluation.

Compensation

Board Compensation Review. The Compensation Committee annually reviews and reports to the Board as to how the Company's director compensation practices compare with

those of other comparable companies. The Board determines its director compensation practices after the Compensation Committee completes this review.

Director Stock Ownership. The Board believes that, in order to align the interests of directors and stockholders, directors should have a significant financial stake in the Company. Each independent director, as such term is defined by the listing standards of Nasdaq, should own shares equal to three (3) times the annual base cash compensation of such director, and this ownership level should be achieved within three (3) years after the director joins the Board or, if later, within three (3) years after the director becomes an independent director. Equity-based compensation arrangements will count towards the minimum ownership requirement. Under appropriate circumstances, as determined by the Board, these guidelines may be waived. It is expected that these circumstances will be rare.

Corporate Communications

Board Interaction with Third Parties. The Board believes that executive management has the primary responsibility to communicate with investors, the press, employees and other constituencies that are involved with the Company, and to set policies for those communications. Individual Board members may, from time to time, meet or otherwise communicate with various constituencies that are involved with the Company, but should only do so with the knowledge of the senior officers and, absent unusual circumstances or as contemplated by the committee charters, only at the request of a senior officer.

Stockholder Access to Directors. Stockholders may contact an individual director, the Board as a group, or a specified Board committee or group, including the independent directors as a group, by mail, addressed to the Board or the individual director, c/o General Counsel, West Corporation, 11808 Miracle Hills Drive, Omaha, Nebraska 68154. Each communication should specify the applicable addressee or addressees to be contacted as well as the general topic of the communication. The Company will initially receive and process communications before forwarding them to the addressee. Communications also may be referred to other departments within the Company. The Company generally will not forward to the directors a communication that it determines to be primarily commercial in nature or related to an improper or irrelevant topic, or that requests general information about the Company.

Confidentiality. In order to facilitate open discussions, the Board believes maintaining confidentiality of information and deliberations is imperative. Each director has a fiduciary obligation to maintain the confidentiality of information received in connection with his or her service as a director or committee member.

Amendment

These guidelines will be periodically reviewed by the Board and may be amended from time to time.

As amended by the Board of Directors of the Company, October 27, 2016.

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