

West Corporation

Statement of Policy Regarding Transactions with Related Persons

1. Background

The Amended and Restated Code of Ethical Business Conduct of West Corporation, a Delaware corporation (the “Company”), which applies to all employees and directors, provides that all conflicts of interest should be avoided. Pursuant to Item 404 of Regulation S-K, certain transactions between the Company and specified related persons need to be disclosed in the Company’s filings with the Securities and Exchange Commission (the “SEC”). In addition, under Section 144 of the Delaware General Corporation Law, certain transactions between the Company and our directors and officers may need to be approved by the Board of Directors of the Company (the “Board”) or a duly authorized committee of the Board. Finally, SEC rules and the Nasdaq Marketplace Rules require our Board to assess whether relationships or transactions exist that may impair the independence of our outside directors. This policy is intended to provide guidance and direction on Related Person Transactions (as defined in Section 5). In the event of any conflict between this policy 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.

2. Policy

The Board recognizes that a Related Person (as defined in Section 5) participating in a transaction with the Company can present perceived, potential or actual conflicts of interest.

Each Related Person Transaction must be approved or ratified in accordance with the guidelines set forth in this policy (i) by the Audit Committee of the Board or (ii) if the Audit Committee of the Board determines that the approval or ratification of such Related Person Transaction should be considered by all of the disinterested members of the Board, by the disinterested members of the Board by the vote of a majority thereof.

In considering whether to approve or ratify any Related Person Transaction, the Audit Committee or the disinterested members of the Board, as the case may be (the “Reviewing Directors”), shall consider all factors that are relevant to the Related Person Transaction, including, without limitation, the following:

- the size of the transaction and the amount payable to a Related Person;
- the nature of the interest of the Related Person in the transaction;
- whether the transaction may involve a conflict of interest;
- whether the transaction involves the provision of goods or services to the Company that are available from unaffiliated third parties; and

- whether the transaction is on terms and made under circumstances that are at least as favorable to the Company as would be available in comparable transactions with or involving unaffiliated third parties.

3. Procedure

Prior to entering into a Related Person Transaction, the Related Person (or if the Related Person is an Immediate Family Member (as defined in Section 5) of an Executive Officer (as defined in Section 5) or director of the Company, such Executive Officer or director) shall notify the Company's General Counsel of the facts and circumstances of the proposed transaction. The General Counsel will undertake an evaluation of the Related Person Transaction. If that evaluation indicates that the Related Person Transaction would require the approval of the Audit Committee, the General Counsel will report the Related Person Transaction, together with a summary of the material facts, to the Audit Committee for consideration at the next regularly scheduled Audit Committee meeting, or, if the Chairman of the Audit Committee deems it advisable, prior thereto at an interim meeting called for such purpose, unless the Audit Committee determines that the approval or ratification of such Related Person Transaction should be considered by all of the disinterested members of the Board, in which case such disinterested members of the Board shall consider such Related Person Transaction at the Board's next regularly scheduled meeting or, if they deem it advisable, prior thereto at an interim meeting called for such purpose.

Except as set forth below, any Related Person Transaction not approved in advance by the Reviewing Directors shall not be entered into by the Company unless the consummation of such Related Person Transaction is expressly subject to ratification by the Reviewing Directors. If the Reviewing Directors do not ratify such Related Person Transaction, the Company shall not consummate such Related Person Transaction.

If the Company enters into a transaction that (i) the Company was not aware constituted a Related Person Transaction at the time it was entered into but which it subsequently determines is a Related Person Transaction or (ii) did not constitute a Related Person Transaction at the time such transaction was entered into but thereafter becomes a Related Person Transaction, then in either such case the Related Person Transaction shall be presented for ratification in the manner set forth above. Based on the conclusions reached, the Audit Committee shall evaluate all options, including, but not limited to, ratification, amendment or termination of the Related Person Transaction, and take such reasonable action as the Audit Committee deems appropriate under the circumstances, including, without limitation, attempting to terminate the Company's participation in such transaction.

No director shall participate in any discussion or approval of a Related Person Transaction for which he or she, or his or her Immediate Family Member, is a Related Person, except that the director shall provide all material information concerning the Related Person Transaction to the Audit Committee.

If a Related Person Transaction will be ongoing, the Audit Committee may establish guidelines for the Company's management to follow in its ongoing dealings with the Related Person. Thereafter, the Audit Committee, on at least an annual basis, shall review and assess ongoing

relationships with the Related Person to see that they are in compliance with the Audit Committee's guidelines and that the Related Person Transaction remains appropriate.

4. Disclosure

The Company shall disclose all Related Person Transactions as may be required under applicable securities laws and regulations, including, without limitation, Item 404 of Regulation S-K. Consideration and approval of any particular transaction by the Reviewing Directors shall not be dispositive in determining whether such transaction requires disclosure under applicable securities laws. The Audit Committee shall timely advise the Board of all Related Person Transactions, if any, approved or ratified by the Audit Committee.

5. Definitions

For purposes of this policy, the following definitions shall apply:

“Equity Awards” means awards to any executive officer or director, as the case may be, pursuant to (i) any Company incentive compensation plan or other plan under which equity awards are granted or (ii) any restricted stock award agreements approved by the Board of Directors or the Compensation Committee of the Board of Directors.

“Executive Officer” means the Chief Executive Officer, Chief Financial Officer or any other officer or other person who performs a policy making function for the Company, including any executive officer of a subsidiary of the Company if such person performs policy making functions for the Company.

“Immediate Family Member” means, with respect to any person, any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law or sister-in-law of such person, and any individual (other than a tenant or employee) sharing the household of such person.

“Related Person” means any of the following: (i) a person who is or was at any time since the beginning of the Company's last fiscal year an Executive Officer or director of the Company or a nominee for director of the Company; (ii) a beneficial owner of 5% or more of any class of voting securities of the Company; or (iii) an Immediate Family Member of any of the persons identified in clauses (i) or (ii) hereof.

“Related Person Transaction” means any transaction, arrangement or relationship, or any series of similar transactions, arrangements or relationships involving an amount in excess of \$120,000 in which the Company or any of its consolidated subsidiaries is or will be a participant and in which a Related Person has or will have a direct or indirect material interest (including any indebtedness or guarantee of indebtedness), but excluding the transactions described in Section 6. This also includes any material amendment or modification to an existing Related Person Transaction.

6. Exceptions

The Board has determined that each of the following transactions are not considered Related Person Transactions for purposes of this policy:

- (i) Any indebtedness incurred for the purchase of goods and services subject to usual trade terms, for ordinary business travel and expense payments and for other transactions in the ordinary course of business;
- (ii) Any transaction in which the rates or charges involved in connection therewith are determined by competitive bids;
- (iii) Any transaction in which the interest of the Related Person arises solely from the ownership of a class of equity securities of the Company and all holders of that class of equity securities of the Company receive the same benefit on a pro rata basis;
- (iv) Any transaction where the Related Person's interest derives solely from his or her direct or indirect ownership (together with the ownership of any other Related Person) of less than a ten percent equity interest in another entity (other than a partnership) which is a party to the transaction;
- (v) Any transaction where the Related Person's interest derives solely from his or her position as a limited partner in a partnership in which the Related Person and all other Related Persons have an interest of less than ten percent, and the Related Person is not a general partner of and does not hold another position in the partnership;
- (vi) Any transaction where the Related Person's interest derives solely from his or her service as a director of another corporation or organization that is a party to the transaction;
- (vii) Any employment relationship or transaction (including Equity Awards) involving an Executive Officer if (a) the related compensation is reported pursuant to Item 402 of Regulation S-K or (b) the Executive Officer is not an Immediate Family Member of another Executive Officer or director of the Company and the related compensation would have been reported under Item 402 of Regulation S-K if the Executive Officer was a "named executive officer" (as defined in Item 402 of Regulation S-K) and the Compensation Committee of the Board of Directors approved (or recommended that the Board of Directors approve) such compensation;
- (viii) Any compensation (including Equity Awards) paid to a director of the Company if the compensation is reported pursuant to Item 402 of Regulation S-K and the Compensation Committee of the Board of Directors approved (or recommended that the Board of Directors approve) such compensation; or
- (ix) any other categories of transactions currently or in the future excluded from the reporting requirements of Item 404(a) of Regulation S-K.

7. Amendment

The Board may amend or otherwise modify this policy from time to time with the approval of a majority of the members of the Board.

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

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