

Vendor Code of Ethics & Conflict of Interest

The purpose of this policy is to provide vendors, suppliers, and contractors with an understanding of the principles by which CyrusOne operates and the business conduct CyrusOne expects from all those with whom it conducts business.

Vendors, suppliers, and contractors to CyrusOne should be aware that employees of CyrusOne are prohibited from making or participating in the making of a decision if a financial or personal conflict of interest exists. It is the policy of CyrusOne to separate an employee's private interests and to safeguard CyrusOne, and its employees against charges of favoritism in acquisition of goods and services. This policy describes restrictions on the decision to purchase goods and services involving participation in purchasing decisions by employees, and purchases of goods and services from employees, employee-owned businesses, relatives and near relatives or businesses owned by near relatives.

One of the Core Values at CyrusOne is the commitment to Ethical Business Practices. This means we will keep our word, be honest, and will maintain integrity in all of our actions. To reinforce this important value, CyrusOne employees, officers, and directors have an Employee Code of Ethics, which defines what is expected from them and provides guidance in making appropriate decisions when faced with an ethical issue. Because our working relationship with our business partners is also very important, CyrusOne has created the Code of Ethics and Conflict of Interest Policy for Vendors, Suppliers, and Contractors (Vendor Code of Ethics). The Vendor Code of Ethics communicates the values of our organization and provides guidance for conducting business with CyrusOne. We expect all vendors, suppliers, and contractors to uphold this same commitment to ethical business practices and regulatory compliance.

Contained within the Vendor Code of Ethics are two subsections relating to Conflicts of Interest. The common factor in all conflict-of-interest situations is the division of loyalty, or the appearance of a division of loyalty, between the best interests of CyrusOne, external vendors,

suppliers and contractors, and personal interests that could possibly affect, or appear to affect, judgments or actions. Please ensure you understand this section and make full disclosure of any potential conflicts on the attached form. The Vendor Code of Ethics also includes a subsection relating to bribery and corruption. CyrusOne's anti-bribery and anti-corruption policy is simple: No Company employee, vendor, supplier, or contractor may give, pay, promise, offer, or authorize payment of anything of value to a foreign official or to a U.S. government official for the purpose of securing an improper advantage to obtain or retain business.

We expect business to be conducted with the highest possible level of ethics and all dealings between CyrusOne and our vendors, suppliers, and contractors to be conducted fairly. You should expect CyrusOne employees to treat you in an ethical manner with respect, trust, and integrity and CyrusOne is committed to ensuring that we live up to that standard. If you have any concerns about the treatment you have received from CyrusOne or the behavior of any CyrusOne employees, CyrusOne wants to know about it. Contact information is provided in this document for reporting ethical concerns or questionable business practices.

CyrusOne believes strong ethical business practices are an essential component for continued business success. Working together, we can uphold and demonstrate the highest levels of business excellence and ethics, which everyone in the business community expects from us.

Definitions

Employee – any individual who is presently employed by CyrusOne.

Employee-Owned Business – A CyrusOne employee who proposes to lease, rent, or sell goods, or services to CyrusOne; or

- A business owned or controlled by more than 5% by an employee who proposes to rent or sell goods or to provide services to CyrusOne; or

- A relative, or near relative of an employee, who proposes to rent, sell goods or to provide services to CyrusOne, and the employee has, in any connection with his or her CyrusOne employment, any responsibility for, or will be involved in any manner, in CyrusOne' decision to accomplish or approve the transaction; or
- A business owned or controlled more than 5% by a near relative of an employee, who proposes to lease, rent, sell goods, or provide services to CyrusOne, and the employee has, in any connection with his or her CyrusOne employment, any responsibility for, or will be involved in any manner, in CyrusOne' decision to accomplish or approve the transaction.
- Ownership of greater than 1% of the equity of a customer, supplier, or competitor or, an investment in a customer, supplier or competitor that represents more than 5% of the total assets of the employee making the investment.

Relative or Near Relative – Relative or near relative means members of the same family including spouses, domestic partners, common-law spouses, children, stepchildren, guardians, wards, grandchildren, step-grandchildren, parents, stepparents, grandparents, step-grandparents, siblings, stepsiblings, brothers- and sisters-in-law, fathers- and mothers-in-law, uncles, aunts, nieces, nephews, cousins and anyone residing in an employee's home.

Also included are non-related individuals involved in consenting romantic relationships. The term "consenting romantic relationship" or "consenting romantic partner" refers to two persons, who may be dating or engaged to be married.

Additionally, included are domestic partners. The term "domestic partner" is defined as two people of the same or opposite sex, both of whom are eighteen years of age or older, neither of whom is married or related by blood, who have resided together in the same residence for at least six months and intend to do so indefinitely.

Conflicts of Interest

Vendor and Supplier Relationships

The goods and services provided by vendors and suppliers are critical to CyrusOne's success. It is important to develop productive and mutually beneficial

working relationships with our suppliers, based upon trust, honesty, and fairness. CyrusOne' reputation in the marketplace is formed in part through its dealings with vendors, suppliers, and business partners. CyrusOne believes in doing business only with those companies that demonstrate the highest business standards for ethics and integrity.

CyrusOne will choose vendors, suppliers, and contractors and will make purchasing decisions based upon price and merit. CyrusOne will also consider other things including quality, reputation for integrity and service, delivery capability and the suppliers' overall relationship with the Company.

CyrusOne expects all vendors, suppliers, and contractors with whom it does business to conduct themselves with honesty, respect, integrity, and ethics. Failure to act or conduct business in the above manner will result in termination of the business relationship.

CyrusOne employees who make procurement decisions are responsible for ensuring that all purchasing decisions are in the best interest of the Company and are made objectively and impartially. Purchasing responsibilities must be carried out in a proper, ethical, and legal manner, free from wrongdoing or even the appearance of wrongdoing. CyrusOne employees must not make any commitments or enter into any oral or written agreements on behalf of the Company unless they have the formal documented authority from the Company to do so.

Business Entertainment, Meals, Gifts and Favors

CyrusOne recognizes occasional exchanges of business courtesies between vendors, suppliers, and our employees, such as entertainment, meals, or gifts, can be helpful in building and maintaining business relationships. Participating in entertainment such as meals, typical sports events (non-Super Bowls, Championship games, playoffs, etc.), golf outings, and celebration functions, etc. with our business partners is acceptable provided the entertainment is infrequent (with the same provider). Similarly, gifts should be of only nominal value (generally less than \$100), infrequent, in good taste, in moderation, and not extravagant. CyrusOne asks for the cooperation of all vendors, suppliers, and contractors to refrain from offering or accepting gifts which would in any way violate the gift policy.

Attending supplier sponsored conferences, seminars, and entertainment events where air travel, hotel or other accommodation is provided creates more serious concerns. CyrusOne employee participation in supplier-sponsored events, where both business and entertainment activities are provided by the sponsor, is acceptable when employee participation is important to the business of CyrusOne. Employees should not attend these events if it does not serve a significant business purpose for CyrusOne, or could cause, or appear to cause, an employee to favor that supplier over others.

To support this principle, CyrusOne requires all employees and executives who are invited by suppliers to attend conferences, seminars, or entertainment events where air travel or other accommodations are paid for by the supplier, to obtain prior written approval by either CyrusOne's General Counsel or Chief Financial Officer.

Generally, entertainment and gifts should have a clear business purpose and should benefit the Company by building trust and goodwill in the business relationship. To qualify as acceptable entertainment, the supplier must attend the event with the employee. If the supplier does not attend, the entertainment should be treated as a gift and be subject to the rules related to gifts. Efforts should also be made so that entertainment, meals, or gifts provided by third parties are reciprocated when possible. This is especially important for employees who work closely with suppliers as a normal course of business and may have frequent opportunities to share business meals together.

As a rule, vendors, suppliers, and contractors should never accept or provide entertainment, meals, gifts, or favors, if doing so would compromise, or appear to compromise, the judgment of a CyrusOne employee. Additionally, offering or accepting bribes, kickbacks, payoffs or other unusual or improper payments to obtain or keep business is unethical, illegal, and is strictly prohibited. Any vendor found providing a bribe, kickback, payoff or unusual or improper payment will be banned for doing work with CyrusOne as well as tried in the legal system if applicable.

If a foreign official or a U.S. government official is involved with the offer of entertainment, meals, or gifts, please refer to the Anti-Corruption and Anti-Bribery Policy on the following page.

Detailed Policy Statement Participation in Purchasing Decision

No employee of CyrusOne shall make, participate in, or attempt to influence any decision if the employee knows, or has reason to know, that he/she has a financial interest in the outcome of that decision. Accordingly, all vendors, suppliers, and contractors are expected to make full and complete disclosures of any and all known relationships, which either presently exist or may exist within the foreseeable future. If at any time during the course of business, a new relationship or potential conflict arises, the vendor, supplier, or contractor is required to immediately disclose in writing the new situation to CyrusOne management.

Purchases From Employee-Owned Businesses

Purchases, leases, rent of goods or contracts for services, shall not be made from any business which is owned, or is controlled more than 5% by a CyrusOne employee, unless there has been a specific determination by the Chief Financial Officer that complete disclosure has been made, the purchase of these goods and services are obtained at a competitive market value, and the business decision to make this purchase is clearly in the best interest of CyrusOne.

Purchase From Relatives or Near-Relatives of an Employee or From Business Owned by Near Relatives of Employees

Purchases, lease/rent of goods, or contracts for services shall not be made from any relative or near relative of a CyrusOne employee, or from any business which is owned or controlled more than 5% by a relative or near relative of an employee if the employee has any responsibility for, will be involved in, or is in a position to influence CyrusOne's decision to accomplish or approve the transaction, unless there has been a specific determination by the Chief Financial Officer that complete disclosure had been made, the purchase of these goods and services are obtained at a competitive market value, and the business decision to make this purchase is clearly in the best interest of CyrusOne.

Anti-Corruption and Anti-Bribery

The anti-corruption and anti-bribery laws in the United States and around the world prohibit giving, paying, promising, offering, or authorizing payment of anything of value to a foreign official or to a U.S. government official for the purpose of securing an improper advantage to obtain or retain business. CyrusOne maintains an Anti-Corruption and Anti-Bribery Policy that prohibits all but very limited payments to foreign officials and all but modest and infrequent courtesies to U.S. government officials, and prior written approval from CyrusOne's General Counsel is needed. No gifts, meals, or entertainment may be offered or provided to any foreign or U.S. governmental official or employee of a state-owned entity without the written approval of CyrusOne's General Counsel. CyrusOne expects its vendors, suppliers, and contractors to adhere to the anti-corruption and anti-bribery laws, as well, regarding gifts, meals, and entertainment. All agreements with vendors, suppliers, and contractors must be in writing and include a provision stating that the company and its employees understand and comply with the anti-bribery and anti-corruption laws. The Vendor, Supplier, and Contractor Conflict of Interest Acknowledgement Form also requires the certification that the company prohibits its employees from offering anything of value to foreign officials or to U.S. government officials to retain or obtain business.

Procedures

The Vendor, Supplier, and Contractor Conflict of Interest Acknowledgement Form should be completed by an officer, executive or owner of any company or entity, which proposes, to rent, lease, sell or provide goods or services to CyrusOne.

Getting Help

If you are faced with making a challenging decision regarding a particular situation, you are not alone. There are many resources available to help resolve ethical questions or concerns. There is absolutely no reason for anyone to make a decision for which he or she is not confident regarding ethics or integrity.

If you have any questions about the Code or Conflict of Interest acknowledgement form regarding new vendor set up, you should contact the CyrusOne Purchasing Department via email: purchasing@cyrusone.com. The Company has established several methods by which you can report your concerns, including an Ethics Website, and an Ethics Helpline, that is available 24 hours a day, 7 days a week. You may report your concerns in one of two ways:

- Via a posting to the Company's confidential and secure Ethics Website, www.cyrusone.ethicspoint.com
- Via telephone to the Ethics Helpline, at 844-348-5823

While providing your identity may assist the Company in addressing your questions or concerns, please note that if you choose, you may remain anonymous and will not be required to reveal your identity.

Special processes and masking software are in place to ensure that any phone call, email, or web posting can be made anonymously and confidentially.

The Ethics Helpline should be used to report any concerns you may have about the ethics or practices of CyrusOne employees. You can call this number any time day or night and your call will be completely confidential, or you may leave your name and phone number. The Ethics Helpline will quickly report your concerns to the CyrusOne Corporate Security group, who will investigate the issue. All issues reported will be addressed. The information reported to the Ethics Helpline should be as specific as possible so we may fully address your concerns in a timely manner.

Acknowledgement

I also acknowledge that I understand I have a continuing obligation to file an updated Conflict of Interest Acknowledgement Form if changes arise in the future that may create a potential or actual conflict of interest for me.