

IDT Corporation Whistleblower Procedure

The Audit Committee (the “Audit Committee”) of the Board of Directors of IDT Corporation (“IDT”) has adopted the following procedures for the receipt, retention and oversight of complaints by employees or any third party regarding alleged violations of IDT’s Code of Business Conduct and Ethics and accounting, internal accounting controls or auditing matters, including complaints regarding violations of the Company’s accounting policies and procedures or circumvention of internal accounting controls (the “Complaints”).

I. The Audit Committee has designated IDT’s Managing Counsel, Labor and Employment, currently Nadine Duhamel (the “Compliance Officer”), to receive and investigate the Complaints. The Complaints may be made as follows:

1. in writing, marked “Urgent and Confidential”, to:

IDT Whistleblower Compliance Officer
c/o IDT Corporation
550 Broad Street, 17th Floor
Newark, NJ 07102;

2. via email to: complianceofficer@corp.idt.net; or

3. by calling 1-800-408-5984.

II. Upon receipt of a Complaint, the Compliance Officer shall promptly begin a preliminary investigation and shall consult with and/or request the assistance of all necessary parties, including but not limited to IDT’s management, outside legal counsel, and/or accounting experts. The Compliance Officer shall also prepare a summary of the nature of the Complaint, date of receipt of the Complaint, the current status of the investigation and any final resolution of the Complaint (the “Complaint Summary”) and shall update the Complaint Summary as appropriate. The Compliance Officer shall submit each Complaint Summary to the Audit Committee in advance of each regularly scheduled meeting and shall report to the Audit Committee at each meeting.

III. Upon completion of the preliminary investigation, the Compliance Officer shall present the findings of the investigation to the Audit Committee. If the Audit Committee determines that there is no reasonable justification for the Complaint, the Compliance Officer shall close the Complaint. If the Audit Committee determines that there is a reasonable possibility of a violation, the Compliance Officer shall consult with the Audit Committee to determine the appropriate course of action for a more comprehensive investigation and, if appropriate, corrective action.

IV. Employees of IDT are expressly authorized to make Complaints, as detailed in Section I above, on a confidential and/or anonymous basis. If requested, Complaints will be treated confidentially and/or anonymously, as applicable, to the extent reasonably possible. Consistent with IDT’s existing employment policies, IDT prohibits retaliation

against any individual who, in good faith, reports a Complaint or participates in an investigation of such Complaint. Any such conduct or attempted conduct of retaliation will be subject to disciplinary action up to and including termination.

V. IDT will retain all records relating to any Complaint, including but not limited to the investigation and resolution thereof, to the extent required by IDT's Records Retention Policy. All such records are confidential and are protected by attorney-client privilege and/or the attorney work product doctrine.

VI. IDT will communicate these procedures to all of its employees and shall post them on both the corporate intranet and extranet website.