

Progress Software Corporation Finance Code of Professional Ethics

Compliance with the Code of Professional Ethics, other policies and laws is the responsibility of all Finance employees of Progress Software Corporation and all of its current and future operating companies and subsidiaries (collectively "Progress Software").

Progress Software's Chief Executive Officer (CEO), Chief Financial Officer (CFO), Corporate Controller and other employees of the finance organization hold an important and elevated role in corporate governance in that they are uniquely capable and empowered to ensure that all stakeholders' interests are appropriately balanced, protected and preserved. This Finance Code of Professional Ethics embodies principles to which we are expected to adhere and advocate. These principles for ethical business conduct encompass rules regarding both individual and peer responsibilities, as well as responsibilities of Progress Software employees, the public and other stakeholders. The CEO, CFO and Finance organization employees are expected to abide by this Code as well as all applicable Progress Software business conduct standards. Any violations of the Progress Software Finance Code of Professional Ethics may result in disciplinary action, up to and including termination of employment.

All employees covered by this Finance Code of Professional Ethics will:

- Act with honesty and integrity, avoiding actual or apparent conflicts of interest in their personal and professional relationships.
- Provide stakeholders with information that is accurate, complete, objective, fair, relevant, timely and understandable, including in our filings with and other submissions to the U.S. Securities and Exchange Commission.
- Comply with rules and regulations of federal, state, provincial and local governments, and other appropriate private and public regulatory agencies.
- Act in good faith, responsibly, with due care, competence and diligence, without misrepresenting material facts or allowing one's independent judgment to be subordinated.
- Respect the confidentiality of information acquired in the course of one's work except when authorized or otherwise legally obligated to disclose. Confidential information acquired in the course of one's work will not be used for personal advantage.
- Share knowledge and maintain professional skills important and relevant to stakeholder's needs.
- Proactively promote and be an example of ethical behavior as a responsible partner among peers, in the work environment and the community.
- Achieve responsible use, control, and stewardship over all Progress Software assets and resources that are employed or entrusted to us.
- Not unduly or fraudulently influence, coerce, manipulate, or mislead any authorized audit or interfere with any auditor engaged in the performance of an internal or independent audit of Progress Software's financial statements or accounting books and records.

If you are aware of any suspected or known violations of this Code of Professional Ethics, the Code of Conduct or other Progress Software policies or guidelines, you have a duty to promptly report such concerns either to your manager, another responsible member of management, a Human Resources representative, the Compliance Officer or the 24-hour independent third party ethics and compliance "Hotline". Additionally, if you have a concern about a questionable accounting or auditing matter and wish to submit the concern confidentially or anonymously, you may do so by sending an e-mail to

(conduct@progress.com). The procedures to be followed for such reports are outlined in the Code of Conduct within the Compliance and Reporting of Violations Policy.

Progress Software will handle all inquiries discretely and make every effort to maintain, within the limits allowed by law, the confidentiality of anyone requesting guidance or reporting questionable behavior and/or a compliance concern.

It is Progress Software's intention that this Code of Professional Ethics be its written code of ethics under Section 406 of the Sarbanes-Oxley Act of 2002 complying with the standards set forth in Securities and Exchange Commission Regulation S-K Item 406.