



BENEFITFOCUS®

BENEFITFOCUS, INC.

CODE OF CONDUCT

Commitment to Ethical Behavior

Benefitfocus, Inc. (“Benefitfocus”) is committed to ethical and lawful behavior and seeks to ensure that our standards of ethics are not compromised and that we do not violate laws and regulations in the name of profit. Benefitfocus’s reputation depends upon the integrity and ability of its Board of Directors (“Board”) and Associates, which is what Benefitfocus calls its employees. In addition to complying with all applicable laws and regulations, all Benefitfocus Board members and Benefitfocus Associates are expected to observe high standards of business and personal ethics in discharging their duties and responsibilities. This requires honesty and integrity in every aspect of dealing with other Benefitfocus Associates, the public, the business community, stockholders, development or commercialization partners, customers, suppliers and governmental authorities.

Benefitfocus has formalized its commitment to ethical behavior by adopting this code of conduct to ensure lawful and ethical behavior on the part of its Board and Associates.

Compliance with Laws and Regulations

It is Benefitfocus’s policy to observe and comply with all laws and regulations applicable to it and the conduct of its business. We expect our Board and Associates to do the same. If you become aware of any violation of law or regulation, you should inform the General Counsel, Chief Executive Officer, Chief Financial Officer, Chairman of the Audit Committee or your immediate supervisor.

These legal and regulatory requirements are the beginning point for what is expected of Benefitfocus’ Board and Benefitfocus Associates. We must make sure that in our dealings with fellow Board members and Associates and with business partners, customers, suppliers and government officials we make the right ethical and legal decisions. It is your responsibility to become familiar with the compliance policies and procedures applicable to your job and position.

As explained below, you should always consult the General Counsel, Chief Executive Officer, Chief Financial Officer, the Chairman of the Audit Committee or your immediate supervisor with any questions about the legality of your or your colleagues’ conduct.



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Board and Associate Responsibility

It is the personal responsibility of each Board member and Associate of Benefitfocus to adhere to applicable law and regulations, this code of conduct and all other company policies and codes of behavior in carrying out his or her duties and responsibilities and to conduct himself or herself accordingly. Each Board member and Associate must avoid any activities that are illegal or would involve Benefitfocus in any practice that is illegal or not in compliance with this code of conduct or any other company policy or code of behavior. Any Board member or Associate who does not adhere to these standards and restrictions is acting outside the scope of his or her office or employment, and might be subject to disciplinary action, up to and including termination, and reporting to appropriate authorities as warranted.

We understand that not every situation is clear-cut, but you should avoid activities that may call into question Benefitfocus's reputation or integrity. The key to compliance is exercising good judgment. This means following the spirit of this code of conduct and applicable law and regulations, doing the "right" thing and acting ethically even when this code or the law or regulation or any other company code or policy is not specific. When you are faced with a business situation where you must determine the right thing to do, you should ask yourself the following questions:

- Am I following the spirit, as well as the letter, of any law, regulation or Benefitfocus policy?
- What would my family, friends or neighbors think of my actions?
- Will there be any direct or indirect negative consequences for Benefitfocus?
- Would I want my actions reported in the media?

No Board member or Associate should be misguided by any sense of loyalty to Benefitfocus or a desire for profitability that might cause him or her to disobey any applicable law or regulation, this code of conduct or any other company policy or code of behavior. In addition to the specific practices and conduct that are prohibited under this code of conduct, each Board member and Associate of Benefitfocus should avoid even the appearance of improper behavior.

Reporting Suspected Violations

Every Board Member and Associate has a responsibility to promptly report any suspected violations of this code of conduct or any other company policy or code of behavior or of any violation of law, regulation or ethical principles that occur within Benefitfocus. Every Board member and Associate may make such reports without fear of retaliation, and should refer to our policy (discussed herein) prohibiting retaliation for various actions. In most cases, Associates should discuss a possible violation with the General Counsel or their immediate supervisor, and Board Members should discuss a possible violation with the Chairman of the Audit Committee of the Board of Directors.



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However, if you believe that your concerns cannot be addressed in this manner, you may report suspected violations of Benefitfocus's Code of Conduct by calling Benefitfocus's Ethics hotline. The Ethics hotline number will be posted on our website as soon as it is available. Suspected violations of the Code of Ethics for the Principal Executive Officer and Senior Financial Officers, (referenced in this code of conduct) may also be reported to the Ethics hotline. At your option, you may identify yourself or remain anonymous. The Ethics hotline is handled by the Chairman of the Audit Committee and all calls will be treated confidentially and, if requested, anonymously. Where we have a separate policy that provides for reporting of suspected violation of that policy, you may follow the reporting procedures in that policy or in this code of conduct.

Conflicts of Interest

Benefitfocus expects loyalty from all of its Board members and Associates. A conflict of interest occurs when a Board member or Associate allows personal interests to interfere with his or her responsibility to Benefitfocus. You must act to benefit Benefitfocus and avoid any situation that actually or potentially benefits you at Benefitfocus's expense. Following are examples of possible conflicts of interest:

- (1) Any ownership interest (other than a nominal amount) in, or financial arrangement with, any business partner, customer, supplier or competitor;
- (2) Any consulting or employment relationship with any business partner, customer, supplier or competitor;
- (3) Any outside business activity that detracts from your ability to devote appropriate time and attention to your responsibilities to Benefitfocus;
- (4) Any outside business activity competitive with Benefitfocus's business;
- (5) Receipt by you or your "immediate family" (defined as your spouse, child, stepchild, sibling, parent or any family member residing in your home,) of gifts or gratuities (other than an occasional inexpensive item) or excessive entertainment from any company with which we have current or prospective business dealings;
- (6) Any involvement in any outside employment activity which is so substantial that it calls into question your commitment to your employment with Benefitfocus;
- (7) Any personal relationship (including "immediate family") between an Associate and his or her immediate supervisor without the approval of the human resources department;



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- (8) Selling anything to Benefitfocus or buying anything from Benefitfocus (other than at arm's length and/or on terms available to unrelated third parties); and
- (9) Use of any non-public or proprietary information learned in the course of service or employment for personal investment or gain or the personal investment or gain of any other person or party, including "immediate family" members.

If you are aware of any transaction or relationship that reasonably could be expected to give rise to a conflict of interest (whether the possible conflict involves you or another Board member or Associate covered by this code of conduct), or are unsure whether a situation poses a conflict of interest, you should immediately inform in writing your immediate supervisor, the General Counsel or the Chairman of the Audit Committee. Your notice should provide as much detail as possible. Review of the situation in advance can protect you and Benefitfocus from any appearance of self-dealing.

Actual or potential conflicts of interest will be promptly referred to the Audit Committee or the Disinterested Directors, as defined below (the "Committee") for review. The Committee will review all referrals and determine if a conflict of interest exists and may grant waivers of such conflicts of interest for any non-executive officer Associate. Only the Board may grant a waiver of a conflict of interest for a Board member or executive officer or an officer covered by the code of ethics (see "Code of Ethics for Principal Executive Officer, Senior Financial Officers" below). If a Board member is deemed by the Audit Committee to be an "Interested Director" in an identified conflict of interest, a Board waiver may be granted only by the remaining Board members ("Disinterested Directors").

Once a conflict of interest is determined with regards to an interested-party transaction, the Committee may, if it deems appropriate, hire a third-party consultant to advise them on the interested-party transaction. If it does so, the Committee will meet with the third-party consultant in person or via telephone or other communications equipment permitted in the Benefitfocus Bylaws for meetings of the Board.

In lieu of the reporting procedure outlined above, Board members and Associates may elect to report a suspected conflict of interest involving another director or associate of Benefitfocus to the confidential Ethics hotline. Suspected conflicts of interest will be referred promptly by the Ethics hotline to the Chairman of the Audit Committee.

Public Disclosure

It is of paramount importance to Benefitfocus that all disclosure in public communications made by Benefitfocus and in reports and documents that Benefitfocus files with, or submits to, the Securities and Exchange Commission (the "SEC") is full,



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fair, accurate, timely and understandable. Each Board member and Associate must take all steps available to assist Benefitfocus in these responsibilities consistent with its role within our company. In particular, you are required to provide prompt and accurate answers to all inquiries made to you in connection with Benefitfocus' preparation of its public reports and disclosures.

Confidential Information

All Associates of Benefitfocus are required to sign a confidentiality and assignment of inventions agreement when they begin working for Benefitfocus. By signing the agreement, associates agree to use our company's proprietary information (trade secrets, financial information, etc.) only in the course of their work and to keep all proprietary information confidential both while working for Benefitfocus and after leaving employment with Benefitfocus. In addition, from time to time Benefitfocus signs confidentiality agreements with potential business partners in which Benefitfocus agrees that its Associates will keep information disclosed by the potential business partners in confidence.

All information provided to Board members is to be treated confidentially unless told otherwise.

Associates and Board members must not discuss confidential information with anyone, including another Benefitfocus Associate or Board member, who is not authorized to receive such information, and you should take great care in discussing such information in a manner or location in which it could be inadvertently disclosed to others.

Securities Laws and Insider Trading

Both the law and Benefitfocus policies prohibit individuals in possession of material information relating to Benefitfocus or one of our business partners that has not been disclosed to the general public from receiving a benefit from such information. All Board members and Associates must abide by Benefitfocus' Insider Trading Policy. A copy of the policy is distributed to new Board members upon joining the Board and to new Associates at orientation, and is available from the General Counsel and is on Benefitfocus' FocusPoint intranet site. The policy applies to any person who has knowledge of material, nonpublic information about Benefitfocus and to those persons, such as relatives or friends, who receive such information from a person who possesses the information. If you are unsure about whether the purchase or sale of Benefitfocus stock or a development partner's stock would violate the insider trading policy, you should consult the General Counsel before buying or selling the stock.

Personal Use of Company Resources

You should endeavor to protect Benefitfocus's assets and ensure their proper use.



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Benefitfocus's assets, both tangible and intangible, are to be used only for legitimate business purposes of Benefitfocus and only by Board members and authorized Associates or consultants. Intangible assets include intellectual property such as:

- trade secrets, patents, trademarks and copyrights;
- development, business and marketing plans;
- computer engineering processes, designs and databases;
- source codes and other proprietary information related to Benefitfocus software;
- company records;
- salary information; and
- any unpublished financial data and reports.

Unauthorized alteration, destruction, use, disclosure or distribution of Benefitfocus assets violates this code of conduct. Theft or waste of, or carelessness in using, these assets would have an adverse impact on Benefitfocus's operations and profitability and will not be tolerated.

Benefitfocus provides electronic and telephonic communication systems, computers, copiers and other office equipment for business purposes, and all information residing on the communications systems is company-owned. Occasional personal use of this equipment for reasonable purposes is permitted; however, we reserve the right to suspend or revoke these privileges at any time. Benefitfocus monitors the use of its resources to ensure that they are being used properly and in accordance with company policy.

We reserve the right to search any property, personal or otherwise, on company premises at any time with or without consent when it has a reasonable belief that a violation of our company's policies or procedures has occurred.

Gifts and Entertainment

Benefitfocus Board members and Associates are not to make or accept any gift that reasonably gives the appearance of an improper business relationship. This policy does not apply to occasional gifts of nominal value such as a T-shirt, coffee cup, calendar, fruit basket or an occasional meal. Common sense and discretion should be your guide. In business, it is understandable that meals and entertainment are exchanged between Benefitfocus and its customers and business partners, and these types of activities are acceptable when there is a clear business purpose and when conducted within the bounds of good taste. However, excessive entertainment of any kind is prohibited. When appropriate, payment for meals and other forms of entertainment should be conducted on a reciprocal basis. If you have questions about such gifts, contact the General Counsel.



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Associates and Board members are strictly forbidden from making or offering to make any payment or gift to a government official where such payments are illegal.

If you have questions about gifts and entertainment, contact the General Counsel.

Political Contributions

Benefitfocus encourages all directors and associates to vote and to participate individually in the political process. However, under federal law and some state laws, Benefitfocus is prohibited from making any political contributions. Accordingly, Benefitfocus directors and associates cannot use company funds, telephones, postage, stationery or offices to support a candidate for public office.

Purchasing

All purchases made by Benefitfocus will be made on the basis of price, quality and service. All suppliers will be dealt with fairly, honestly and openly. You should not do anything that could imply selection of a supplier on any basis other than the best interest of our company or which could give one supplier an improper advantage over another.

Record-Keeping

It is crucial that Benefitfocus maintains accurate books and records of its financial performance, tax payments, payroll, expense reports, legal issues, reports to government agencies and customer files. Associates and Board members are required to complete expense reports as provided by Benefitfocus's business expense reimbursement policy. This policy is available on Benefitfocus' FocusPoint intranet site. Failure to maintain accurate records might be illegal.

Code of Ethics for Principal Executive Officer and Senior Financial Officers

The principal executive officer (PEO) and the chief financial officer (CFO), chief accounting officer (CAO), controller and persons performing similar functions (each a "Senior Financial Officer") must act with honesty, integrity and in good faith to create and promote accurate, complete and timely financial information. Benefitfocus has a separate code of ethics for these officers, which is available from the General Counsel. Suspected violations of the Code of Ethics for the PEO and Senior Financial Officers should be reported to the Ethics hotline.

Human Resources

Benefitfocus is an equal opportunity employer. Benefitfocus hires, trains and promotes all associates without regard to race, religion, creed, color, sex, age, national



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origin, or veteran's status, and any other characteristic protected by applicable federal, state or local law.

Benefitfocus is a "drug-free" workplace. This means that we expect and require all Board members and Associates to perform their duties without impairment caused by drug or alcohol abuse.

Benefitfocus is committed to prohibiting practices that are not consistent with a positive work environment such as sexual harassment, whether of a verbal or physical nature. Any Associate who feels that he or she has been a victim of sexual harassment has an obligation to report the situation to his or her immediate supervisor, the Vice President of Human Resources, the General Counsel, the Chief Executive Officer or the Chairman of the Audit Committee.

Media

Any inquiry from the media relating to Benefitfocus should be immediately directed to the Chief Executive Officer, the Chief Financial Officer, or the Public Relations Department. Any inquiry from the media concerning a financial matter or relating to a specific project and any inquiry from an investor or potential investor should be directed to the Chief Executive Officer or the Chief Financial Officer. Board members and Associates should never respond on their own to questions from the media, but should politely inform the caller of Benefitfocus' policy.

Anti-Retaliation

Benefitfocus policy prohibits a Board member or Associate from taking retaliatory action against an associate who lawfully and in good faith reports suspected crimes, reports a violation of law or company policies or procedures to appropriate personnel, or provides information or assist in investigations of possible violations of law.

Investigation of Suspected Violations

If Benefitfocus receives information regarding a possible violation of this code of conduct, the person or persons authorized by the Audit Committee to investigate alleged violations of this code of conduct shall initiate an inquiry or investigation with respect thereto, and report the results of such inquiry or investigation to the Audit Committee for action, including disciplinary action, up to and including termination. The Audit Committee will report such inquiry or investigation and the action taken by it to the Board of Directors.

The Audit Committee will consider changes to this code of conduct necessary or desirable to prevent further similar violations and make recommendations to the Board of Directors if appropriate.



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Benefitfocus may disclose the results of investigations to law enforcement or regulatory agencies.

Disciplinary Actions

Benefitfocus shall consistently enforce this code of conduct with appropriate discipline. The Audit Committee shall determine whether violations of this code of conduct have occurred and, if so, shall determine the disciplinary measures to be taken against any non-executive officer Associate of Benefitfocus who has violated this code of conduct. The Audit Committee also shall make recommendations to the Board of Directors for disciplinary measures to be taken against any Board member or executive officer for violations of this code of conduct. The disciplinary measures might include counseling, oral or written reprimands, warnings, probation or suspension without pay, demotions, reductions in salary or compensation, clawback of any incentive compensation paid that would not have been received but for the violation, and termination of service or employment.

Persons subject to disciplinary measures may include, in addition to the violator, others involved in the wrongdoing such as (a) persons who fail to use reasonable care to detect a violation, (b) persons who if requested to divulge information withhold material information regarding a violation, and (c) supervisors who approve or condone the violation or attempt to retaliate against Associates or others for reporting violations or violators.

Waivers

The Audit Committee may grant a waiver of any provision of this code of conduct for non-executive officer Associates. Only the Board of Directors may grant a waiver for a Board member, executive officer or any officer covered by Benefitfocus's Code of Ethics for Principal Executive Officer and Senior Financial Officers. Only Disinterested Directors may grant a waiver for an Interested Director. A request for waiver must be submitted in writing and provide sufficient details to allow an informed decision to be made. Any waiver for a Board member or executive officer, if granted, must be recorded in the minutes of the Board and a separate written authorization of the waiver must be prepared and executed by the person requesting the waiver.

The Board of Directors shall review the status of all waivers for Board members and executive officers on a periodic basis to determine compliance with the terms of the waiver and the advisability of continuing the waiver.

Any waiver granted to an executive officer or director of Benefitfocus must be publicly disclosed in the manner required by law or regulation.



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Amendments

Only the Board of Directors may amend this code of conduct. Any amendment must be publicly disclosed if and in the manner required by law.

Questions

After you have reviewed this code of conduct, you may have questions. Your immediate supervisor should be able to answer most of your questions about the standard operating procedures that you are required to follow and provide you with complete copies of the applicable policies and procedures. If you have a question that your immediate supervisor cannot answer, you may contact the General Counsel, Chief Executive Officer, the Chief Financial Officer or the Chairman of the Audit Committee.

Adopted by the Board of Directors effective July 17, 2013 and as amended on September 25, 2015.