



## Code of Business Conduct and Ethics

### 1. Purpose

This Code of Business Conduct and Ethics (the “Code”) sets forth legal and ethical standards of conduct for employees, officers and directors of Endurance International Group Holdings, Inc. and its subsidiaries, which we refer to in this Code as “Endurance” or the “Company”. This Code is intended to help us “Take the High Road” by promoting the conduct of all Company business in accordance with our high standards of integrity and in compliance with all applicable laws and regulations. Except as otherwise required by applicable local law, this Code applies to the Company and all of its parent companies, its subsidiaries and other business entities controlled by it worldwide.

If you have any questions regarding this Code or its application to you in any situation—please contact your supervisor or the Chief Legal Officer. In addition, if you ever think that one of your colleagues at Endurance may have missed the High Road somehow, please SPEAK UP by following the procedures described under “Reporting and Compliance Procedures” below. We want – and need- to hear from you.

### 2. Compliance with Laws, Rules and Regulations

The Company requires that all employees, officers and directors comply with all laws, rules and regulations applicable to the Company wherever it does business. You are expected to use good judgment and common sense in seeking to comply with all applicable laws, rules and regulations and to ask for advice when you are uncertain about them.

If you become aware of the violation of any law, rule or regulation by the Company, whether by its employees, officers, directors, or any third party doing business on behalf of the Company, it is your responsibility to promptly report the matter to your supervisor or to the Chief Legal Officer. While it is the Company’s desire to address matters internally, nothing in this Code prohibits you from reporting any illegal activity, including any violation of the securities laws, antitrust laws, environmental laws or any other federal, state or foreign law, rule or regulation, to the appropriate regulatory authority. Employees, officers and directors shall not discharge, demote, suspend, threaten, harass or in any other manner discriminate or retaliate against an employee because he or she reports any such violation. However, if the report was made with knowledge that it was false, the Company may take appropriate disciplinary action up to and including termination. This Code should not be construed to prohibit you from testifying, participating or otherwise assisting in any state or federal administrative, judicial or legislative proceeding or investigation.

### 3. Compliance with Company Policies

Every employee, officer and director is expected to comply with all Company policies and rules as in effect from time to time. You are expected to familiarize yourself with all such policies.

#### **4. Conflicts of Interest**

Employees, officers and directors must act in the best interests of the Company. You must refrain from engaging in any activity or having a personal interest that presents a “conflict of interest” and should seek to avoid even the appearance of a conflict of interest. A conflict of interest occurs when your personal interest interferes with the interests of the Company. A conflict of interest can arise whenever you, as an employee, officer or director, take action or have an interest that prevents you from performing your Company duties and responsibilities honestly, objectively and effectively.

Conflicts of interest may include, among other things, the following:

- performing services as an employee, officer, director, consultant or advisor for a competitor, customer or supplier of the Company;
- having a financial interest in a competitor, customer or supplier of the Company;
- taking part in a Company business decision involving a company that employs your spouse or another member of your immediate family;
- supervising, reviewing or influencing the job evaluation or compensation of a member of your immediate family; or
- accepting, or permitting an immediate family member to accept, any gifts, gratuities, entertainment or other favors from any customer, supplier or other person seeking to do business with the Company, other than items that are of insignificant value, or in the case of entertainment, other than ordinary course business entertainment.

It is your responsibility to disclose any transaction or relationship that reasonably could be expected to give rise to a conflict of interest to the Chief Legal Officer. The Chief Legal Officer will be responsible for determining whether such transaction or relationship constitutes a conflict of interest, unless you are an executive officer or director, in which case the Audit Committee of the Board of Directors will make that determination.

#### **5. Insider Trading**

Employees, officers and directors who have material non-public information about the Company or other companies, including our suppliers and customers, as a result of their relationship with the Company are prohibited by law and Company policy from trading in securities of the Company or such other companies, as well as from communicating such information to others who might trade on the basis of that information. In addition, you are expected to comply with any insider trading policies that the Company may implement from time to time. If you are uncertain about the constraints on your purchase or sale of any Company securities or the securities of any other company that you are familiar with by virtue of your relationship with the Company, you should consult with the Chief Legal Officer before making any such purchase or sale.

#### **6. Confidentiality**

Employees, officers and directors must maintain the confidentiality of confidential information entrusted to them by the Company or other companies, including our suppliers and customers,

except when disclosure is authorized by a supervisor or legally permitted in connection with reporting illegal activity to the appropriate regulatory authority. Unauthorized disclosure of any confidential information is prohibited. Additionally, employees should take appropriate precautions to ensure that confidential or sensitive business information, whether it is proprietary to the Company or another company, is not communicated within the Company except to employees who have a need to know such information to perform their responsibilities for the Company.

Third parties may ask you for information concerning the Company. Subject to the exceptions noted in the preceding paragraph, employees, officers and directors (other than the authorized spokespersons listed in the Company's Public Communications and Disclosure Policy, whom we refer to as the Authorized Spokespersons) must not discuss internal Company matters with, or disseminate internal Company information to, anyone outside the Company, except as required in the performance of their Company duties and, if appropriate, after a confidentiality agreement is in place. This prohibition applies particularly to inquiries concerning the Company from the media, market professionals (such as securities analysts, institutional investors, investment advisers, brokers and dealers) and security holders. All responses to inquiries on behalf of the Company must be made only by the Authorized Spokespersons. If you receive any inquiries of this nature, you must decline to comment and refer the inquirer to the Company's Communications Manager or, if the Communications Manager is unavailable, to one of the Company's other Authorized Spokespersons. The Company's policies with respect to public disclosure of internal matters are described more fully in the Company's Public Communications and Disclosure Policy, which is available on Atlas.

You also must abide by any lawful obligations that you have to your former employer. These obligations may include restrictions on the use and disclosure of confidential information, restrictions on the solicitation of former colleagues to work at the Company and non-competition obligations.

## **7. Honest and Ethical Conduct and Fair Dealing**

Employees, officers and directors should endeavor to deal honestly, ethically and fairly with the Company's suppliers, customers, competitors and employees. Statements regarding the Company's products and services must not be untrue, misleading, deceptive or fraudulent. You must not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair-dealing practice.

## **8. Protection and Proper Use of Corporate Assets**

Employees, officers and directors should seek to protect the Company's assets, including proprietary information. Theft, carelessness and waste have a direct impact on the Company's financial performance. Employees, officers and directors must use the Company's assets and services solely for legitimate business purposes of the Company and not for any personal benefit or the personal benefit of anyone else.

Employees, officers and directors must advance the Company's legitimate interests when the opportunity to do so arises. You must not take for yourself personal opportunities that are discovered through your position with the Company or the use of property or information of the Company.

## **9. Gifts, Gratuities and Business Entertainment**

The use of Company funds or assets for gifts, gratuities or other favors to government officials is prohibited, except to the extent such gifts, gratuities or other favors are in compliance with applicable law, insignificant in amount and not given in consideration or expectation of any action by the recipient. The use of Company funds or assets for gifts to any customer, supplier, or other person doing or seeking to do business with the Company is prohibited, except to the extent such gifts are in compliance with the policies of both the Company and the recipient and are in compliance with applicable law. Employees, officers and directors must also abide by any gift, business entertainment and expense reimbursement policies that the Company may implement from time to time.

Bribes and kickbacks are criminal acts, strictly prohibited by law. You must not offer, give, solicit or receive any form of bribe or kickback anywhere in the world. The Foreign Corrupt Practices Act prohibits giving anything of value, directly or indirectly, to officials of foreign governments or foreign political candidates in order to obtain or retain business.

## **10. Accuracy of Books and Records and Public Reports**

Employees, officers and directors must honestly and accurately report all business transactions. You are responsible for the accuracy of your records and reports. Accurate information is essential to the Company's ability to meet legal and regulatory obligations.

All Company books, records and accounts shall be maintained in accordance with all applicable regulations and standards and accurately reflect the true nature of the transactions they record. The financial statements of the Company shall conform to generally accepted accounting rules and the Company's accounting policies. No undisclosed or unrecorded account or fund shall be established for any purpose. No false or misleading entries shall be made in the Company's books or records for any reason, and no disbursement of corporate funds or other corporate property shall be made without adequate supporting documentation.

It is the policy of the Company to provide full, fair, accurate, timely and understandable disclosure in any reports and documents filed with, or submitted to, regulatory agencies and in other public communications.

## **11. Concerns Regarding Accounting or Auditing Matters**

Employees with concerns regarding questionable accounting or auditing matters or complaints regarding accounting, internal accounting controls or auditing matters may confidentially, and anonymously if they wish, submit such concerns or complaints in writing to the Chief Legal Officer or may use the Company's toll-free 24-hour Integrity Hotline at (855) 900-0048. See "Reporting and Compliance Procedures" below. All such concerns and complaints will be forwarded to the Audit Committee of the Board of Directors, unless they are determined to be without merit by the Chief Legal Officer. In any event, a record of all complaints and concerns received will be provided to the Audit Committee each fiscal quarter. Any such concerns or complaints may also be communicated, confidentially and, if you desire, anonymously, directly to the Chairman of the Audit Committee of the Board of Directors.

The Audit Committee will evaluate the merits of any concerns or complaints received by it and

authorize such follow-up actions, if any, as it deems necessary or appropriate to address the substance of the concern or complaint.

The Company will not discipline, discriminate against or retaliate against any employee who reports a complaint or concern, unless it is determined that the report was made with knowledge that it was false.

## **12. Dealings with Independent Auditors**

No employee, officer or director shall, directly or indirectly, make or cause to be made a materially false or misleading statement to an accountant in connection with (or omit to state, or cause another person to omit to state, any material fact necessary in order to make statements made, in light of the circumstances under which such statements were made, not misleading to, an accountant in connection with) any audit, review or examination of the Company's financial statements or the preparation or filing of any document or report with the SEC. No employee, officer or director shall, directly or indirectly, take any action to coerce, manipulate, mislead or fraudulently influence any independent public or certified public accountant engaged in the performance of an audit or review of the Company's financial statements.

## **13. Waivers of this Code of Business Conduct and Ethics**

While some of the policies contained in this Code must be strictly adhered to and no exceptions can be allowed, in other cases exceptions may be appropriate. Any employee who believes that a waiver of any of these policies is appropriate in his or her case should first contact his or her immediate supervisor. If the supervisor agrees that a waiver is appropriate, the approval of the Chief Legal Officer must be obtained. The Chief Legal Officer or his designee shall be responsible for maintaining a record of all requests by employees or officers for waivers of any of these policies and the disposition of such requests.

Any executive officer or director who seeks a waiver of any of these policies should contact the Chief Legal Officer. Any waiver of this Code for executive officers or directors or any change to this Code that applies to executive officers or directors may be made only by the Board of Directors of the Company and will be disclosed as required by law or stock exchange regulation.

## **14. Reporting and Compliance Procedures**

Every employee, officer and director has the responsibility to ask questions, seek guidance, report suspected violations and express concerns regarding compliance with this Code. Any employee, officer or director who knows or believes that any other employee or representative of the Company has engaged or is engaging in Company-related conduct that violates applicable law or this Code should report such information to his or her supervisor or to the Chief Legal Officer, as described below. If you are not comfortable with these reporting options, or if you are not satisfied with the response your report has received, the Company's Integrity Hotline Policy provides additional reporting alternatives. You may report such conduct openly or anonymously without fear of retaliation. The Company will not discipline, discriminate against or retaliate against any employee who reports such conduct, unless it is determined that the report was made with knowledge that it was false, or who cooperates in any investigation or inquiry regarding such conduct. Any supervisor who receives a report of a violation of this Code must immediately inform the Chief Legal Officer.

You may report violations of this Code, on a confidential or anonymous basis, by contacting the Chief Legal Officer by mail at Chief Legal Officer, Endurance International Group, 10 Corporate Drive, Burlington, MA 01803 or by email at [generalcounsel@maileig.com](mailto:generalcounsel@maileig.com). In addition, the Company has established a toll-free Integrity Hotline where you can leave a message about any violation or suspected violation of this Code:

<b>ENDURANCE'S INTEGRITY HOTLINE</b>	
<b>Hotline Website:</b>	<a href="http://www.lighthouse-services.com/enduranceinternational">HTTP://www.lighthouse-services.com/enduranceinternational</a>
<b>Toll-Free Telephone:</b>	<ul style="list-style-type: none"><li>• English speaking USA and Canada: <b>(855) 900-0048</b> (not available from Mexico)</li><li>• Spanish speaking North America: <b>(800) 216-1288</b> (from Mexico user must dial 001-800-216-1288)</li><li>• Outside of North America: <b>(800) 603-2869</b> (click <a href="#">here</a> or visit <a href="http://www.lighthouse-services.com/documents/International Toll-free Hotline Access Instructions.pdf">http://www.lighthouse-services.com/documents/International Toll-free Hotline Access Instructions.pdf</a> for dialing instructions)</li></ul>
<b>E-mail:</b>	<a href="mailto:reports@lighthouse-services.com">reports@lighthouse-services.com</a> <i>NOTE: You must include "Endurance" as the company name with report</i>
<b>Fax:</b>	(215) 689-3885 <i>NOTE: You must include "Endurance" as the company name with report</i>

While we prefer that you identify yourself when reporting violations so that we may follow up with you, as necessary, for additional information, you may submit a report or leave messages anonymously if you wish. The Integrity Hotline is operated by an independent third party.

If the Chief Legal Officer receives information regarding an alleged violation of this Code, he shall, as appropriate, (a) evaluate such information, (b) if the alleged violation involves an executive officer or a director, inform the Board of Directors of the alleged violation, (c) determine whether it is necessary to conduct an informal inquiry or a formal investigation and, if so, initiate such inquiry or investigation and (d) report the results of any such inquiry or investigation, together with a recommendation as to disposition of the matter, to the Chief Executive Officer for action, or if the alleged violation involves an executive officer or a director, report the results of any such inquiry or investigation to the Board of Directors or a committee thereof. Employees, officers and directors are expected to cooperate fully with any inquiry or investigation by the Company regarding an alleged violation of this Code. Failure to cooperate with any such inquiry or investigation may result in disciplinary action, up to and including discharge.

The Company shall determine whether violations of this Code have occurred and, if so, shall determine the disciplinary measures to be taken against any employee who has violated this Code. In the event that the alleged violation involves an executive officer or a director, the Board of Directors shall determine whether a violation of this Code has occurred and, if so, shall determine the disciplinary measures to be taken against such executive officer or director.

Failure to comply with the standards outlined in this Code will result in disciplinary action including, but not limited to, reprimands, warnings, probation or suspension without pay, demotions, reductions in salary, discharge and restitution. Certain violations of this Code may require the Company to refer the matter to the appropriate governmental or regulatory authorities for investigation or prosecution. Moreover, any supervisor who directs or approves of any conduct in violation of this Code, or who has knowledge of such conduct and does not immediately report it, also will be subject to disciplinary action, up to and including discharge.

### **15. Dissemination and Amendment**

This Code shall be distributed to each new employee, officer and director of the Company upon commencement of his or her employment or other relationship with the Company and shall also be distributed annually to each employee, officer and director of the Company. Each employee, officer and director shall certify that he or she has received, read and understood the Code and has complied with its terms.

The Company reserves the right to amend, alter or terminate this Code at any time for any reason. The most current version of this Code can be found on the Atlas or requested from the Endurance Legal Team at AskLegal@maileig.com.

This document is not an employment contract between the Company and any of its employees, officers or directors.

### **16. Responsibilities**

<b>Title</b>	<b>Responsibilities</b>
CLO	Oversight
All Employees	Responsibility

### **17. Related Policies and Procedures**

All Company policies and procedures.

### **18. Appendices**

Appendix 1 – Form of Acknowledgement

## **Appendix 1**

### **ACKNOWLEDGMENT OF RECEIPT AND REVIEW**

I, \_\_\_\_\_, acknowledge that I have received and read a copy of the Code of Business Conduct and Ethics of Endurance International Group Holdings, Inc. I understand the contents of the Code and I agree to comply with the policies and procedures set out in the Code.

Date: \_\_\_\_\_

\_\_\_\_\_  
(Signature)

**EACH EMPLOYEE, OFFICER AND DIRECTOR IS REQUIRED TO SIGN, DATE AND RETURN THIS CERTIFICATION TO THE GENERAL COUNSEL WITHIN 30 DAYS OF ISSUANCE. FAILURE TO DO SO MAY RESULT IN DISCIPLINARY ACTION.**