



ENDURANCE

International Group

Compliance Manual	
Policy Title: Code of Business Conduct and Ethics	Effective Date: 15 August 2017
Policy Owner: Compliance Officer	Review Date: 31 August 2018
Approved By: Chief Legal Officer	Original Publication Date: 3 October 2013

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,” “we,” or the “Company.” This Code is intended to help us live our corporate values ([Customer Success, Candor, Tenacity, Agility, Better Together](#)) 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. Consultants and contractors of the Company are also required to abide by the Code. If you are a consultant or contractor, you should assume that all requirements that apply to employees, officers and/or directors below apply to you as well. If you are uncertain about how a particular requirement applies to you in your role as a consultant or contractor, please seek guidance from the Legal team at asklegal@endurance.com.

If you have any questions regarding this Code or its application to you in any situation, please contact:

- your immediate supervisor or another member of your management chain,
- your local Human Resources representative,
- the Legal team at asklegal@endurance.com,
- an individual member of the Legal team,
- the Chief Legal Officer at CLO@endurance.com, or
- using the Integrity Hotline.

In addition, if you ever think that one of your colleagues at Endurance may have behaved in a manner that is inconsistent with the Code, please **speak up** by following the procedures described under “Reporting and Compliance Procedures” (Section 24) 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, the Company expects you to promptly report the matter to any of the contacts listed in Exhibit A. 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 in good faith.

While it is the Company's desire to address matters internally, nothing in this Code, or in any other Company policy, or in any agreement between the Company and you, shall be construed as prohibiting you from communicating with government agencies about possible violations of federal, state or local laws (including, without limitation, securities, antitrust or environmental laws) or otherwise providing information to government agencies or participating in government agency investigations or proceedings. You are not required to notify the Company of any such communications; provided, however, that nothing in this Code authorizes the disclosure of information you obtained through a communication that was subject to the attorney-client privilege.

3. Compliance with Company Policies and Agreements

Every employee, officer and director is expected to comply with all Company policies and rules as are in effect from time to time. You are expected to familiarize yourself with all such policies. You are also expected to understand and comply with your obligations set forth in your confidentiality, proprietary information and non-disclosure agreements (or similar agreements) with the Company, as well as any other agreements or contracts you have with the Company.

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 a member of the Legal team or the Chief Legal Officer, or, if you prefer, to your immediate supervisor, another member of your management chain or your local Human Resources representative. Supervisors, managers and members of the Human Resources team who receive a report of a potential conflict of interest are responsible for promptly escalating the matter to a member of the Legal team or the Chief Legal Officer. The Chief Legal Officer is solely responsible for determining whether such transaction or relationship constitutes a conflict of interest, unless the person with the potential or actual conflict of interest is 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 the Company's Insider Trading Policy. 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 a member of the Legal team or 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 in accordance with the Company's Public Communications and Disclosure Policy; provided, however, that, as set forth above, nothing in this Code or in any other Company policy or in any agreement between the Company and you shall be construed as prohibiting you from communicating with government agencies about possible violations of federal, state or local laws or otherwise providing information to government agencies or participating in government agency investigations or proceedings. You are not required to notify the Company of any such communications; provided, however, that nothing in this Code authorizes the disclosure of information you obtained through a communication that was subject to the attorney-client privilege.

Additionally, employees should take appropriate precautions to ensure that confidential 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 above 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 securityholders. All responses to inquiries on behalf of the Company must be made only by the Authorized Spokespersons in accordance with the Public Communications and Disclosure Policy. If you receive any inquiries of this nature, you must decline to comment and refer the inquirer to the Company's public relations team (press@endurance.com). 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.

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. Employee Information Privacy

The Company respects the confidentiality of the personal information of employees. This includes employee medical and personnel records. Access to such personal information is only authorized when there is a legitimate and lawful reason, and access is only granted to appropriate personnel on a need-to-know basis for the performance of their job. Requests for confidential employee information from anyone outside our company under any circumstances must be approved in accordance with our policies. It is important to remember, however, that employees should have no expectation of privacy with regard to normal course workplace communication, Company electronic communications systems or resources, or any personal property brought onto Company premises or used for Company business. Please see the Security Policy, Acceptable Use Policy and Data Classification Policy for additional information.

8. 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.

9. Protection and Proper Use of Corporate Assets

Employees, officers and directors should seek to protect the Company's assets. 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.

The obligation to protect Company assets includes the Company's proprietary information. Proprietary information includes intellectual property such as trade secrets, patents, trademarks, and copyrights, as well as business and marketing plans, engineering ideas, designs, databases, records and any non-public financial data or reports. Unauthorized use or distribution of this information is prohibited and could also be illegal and result in civil or criminal penalties.

Employees must comply with the Company's policies relating to the usage of computers and electronic communication systems and resources, including but not limited to the Security Policy, Acceptable Use Policy and Data Classification Policy.

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.

10. 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 of the United States, and similar laws in other jurisdictions, prohibits giving anything of value, directly or indirectly, to officials of foreign governments or foreign political candidates in order to obtain or retain business. Please see the Company's Global Anti-Corruption and Anti-Bribery Policy for additional information.

11. Anti-Money Laundering

The Company is committed to compliance with anti-money laundering laws. Anti-money laundering laws of the United States and other countries, as well as regulations of international organizations, require transparency of payments and the identity of all parties to transactions. The Company forbids knowingly engaging in transactions that facilitate money laundering or

result in unlawful diversion. We take affirmative steps to detect and prevent unacceptable or illegal forms of payment and financial transactions. If you are involved in making, receiving or processing payments on behalf of the Company, you are responsible for knowing and following these laws.

12. Antitrust and Fair Competition

It is our policy that all directors, officers and employees comply with antitrust and competition laws. International and United States federal and state antitrust and competition laws prohibit efforts and actions to restrain or limit competition between companies that otherwise would be competing for business in the marketplace. You must be particularly careful when you interact with any employees or representatives of the Company's competitors. You should use extreme care to avoid any improper discussions with our competitors, especially at trade association meetings or other industry or trade events where competitors may interact. Under no circumstances should you discuss customers, prospects, pricing or other business terms with any employees or representatives of our competitors. If you are not careful, you could find that you have violated antitrust and competition laws if you discuss or make an agreement with a competitor regarding issues such as:

- prices or pricing strategy;
- discounts;
- terms of our relationships with customers;
- sales policies;
- marketing plans or terms of our relationships with affiliates;
- customer selection;
- allocating customers and market areas; or
- contract terms and contracting strategies.

Agreements with competitors do not need to be written in order to violate applicable antitrust and competition laws. Informal, verbal or implicit understandings, e.g., knowing winks, are also violations. Antitrust violations in the United States may be prosecuted criminally as felonies and can result in severe penalties for the Company and any associate or other person who participates in a violation.

13. Import/Export Controls

We comply with all United States federal import and export laws and regulations. These laws restrict transfers, exports and sales of products or technical data from the United States to certain prescribed countries and persons as well as re-export of certain such items from one non-United States location to another. Many countries in which we operate have similar laws and regulations. If you are involved in importing and exporting goods and data on behalf of the Company, you are responsible for knowing and following these laws.

14. Harassment & Discrimination

Every employee has a right to a work environment free from harassment, regardless of whether the harasser is a coworker, supervisor, manager, customer, vendor or visitor. Harassment can

include any behavior (verbal, visual or physical) that creates an intimidating, offensive, abusive or hostile work environment. In addition, any harassment that either impacts or influences wages, hours, working conditions or employment advantages is specifically prohibited. Unlawful harassment includes harassment based on race, color, religion, creed, sex, gender identity, sexual orientation, age, disability, national origin or ancestry, as well as citizenship, marital, veteran, and family and medical leave status, or any other status protected by law. Sexual harassment includes harassment of a sexual nature of a person of the same or opposite sex as the harasser. Employees should refer to the Company's Employee Handbook for more information. As is the case with any violation of the Code, you have a responsibility to report any harassing behavior or condition regardless of if you are directly involved or just a witness. Retaliation for making a complaint or for assisting in the investigation of a discrimination or harassment complaint is prohibited. Promptly report the offending behavior to any of the contacts listed in Exhibit A.

15. Substance Abuse

Alcohol and drug abuse can endanger the health, safety and security of our employees, adversely affect the quality and effectiveness of our company operations and potentially harm fellow employees, customers, the communities we live in, and our company reputation. The Company strives to maintain a workplace that is free from illegal use, possession, sale or distribution of alcohol or controlled substances. Legal or illegal substances shall not be used in a manner that impairs a person's performance of assigned tasks.

16. Fair Wages

The Company is committed to following all applicable wage and hour laws and regulations. To help ensure that all work performed for the Company is compensated correctly, employees compensated on the basis of hours worked must report and record time accurately in accordance with established local procedure.

17. Workplace Safety and Violence Prevention

The Company is committed to the protection of its employees and property. Threats, intimidation and violence in the workplace will not be tolerated. You may not possess firearms, other weapons, explosive devices or dangerous materials in the workplace.

18. Social Media

Social media enables us to learn from and share information with our stakeholders, as well as communicate with the public about our company. In addition to following all Company policies, including the Public Communications and Disclosure Policy and the Company Website and Social Media Guidelines, a general rule to remember when utilizing social media is to think about the effect of statements that you make. Keep in mind that these transmissions are permanent and easily transferable, and can affect the Company's reputation and relationships with coworkers and customers. When using social media tools like blogs, Facebook, Twitter or wikis, ensure that you do not make comments on behalf of the Company without proper authorization. Also, you must not disclose any confidential or proprietary information about the Company's business, suppliers or customers.

19. Manager Responsibility

All Company leaders must show a commitment to our values through their actions. They also must promote an environment where compliance is expected and ethical behavior is the norm. No one should instruct, encourage or ask an employee to break the law or violate the Company's policies and procedures.

20. Accuracy of Books and Records and Public Disclosures

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. Each employee, officer and director must cooperate fully with the Company's accounting, internal audit and Legal teams, as well as the Company's independent public accountants and, where applicable, external counsel.

Each employee, officer and director who is involved in the Company's disclosure process must be familiar with and comply with the Company's disclosure controls and procedures and its internal control over financial reporting, and take all necessary steps to ensure that all filings with the SEC and all other public communications about the financial and business condition of the Company provide full, fair, accurate, timely and understandable disclosure.

21. 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 any of the contacts provided in Exhibit A. In addition, supervisors, managers and members of the Human Resources team who receive a report regarding accounting and auditing matters are responsible for promptly escalating the matter to a member of the Legal team or to the Chief Legal Officer. All such concerns and complaints will be provided to the Audit Committee of the Board of Directors. 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.

22. 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.

23. 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/her 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.

24. 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. If you know or believe 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, it is your responsibility to promptly report any issue to any of the contacts listed in Exhibit A. In addition, supervisors, managers and members of the Human Resources team who receive a report of a potential violation of the Code are responsible for promptly escalating the matter to a member of the Legal team or the Chief Legal Officer.

You may report suspected violations of applicable law and this Code either openly or anonymously without fear of retaliation. The Company will not discharge, demote, suspend, threaten, harass or in any other manner discriminate or retaliate against any employee who reports such conduct in good faith or who cooperates in any investigation or inquiry regarding such conduct. An employee, supervisor, officer or director who retaliates against someone who

has reported a violation in good faith may be subject to discipline, up to and including termination of employment.

You may submit reports of violations or suspected violations anonymously through the Integrity Hotline, although we encourage you to provide your name if you are comfortable doing so because it is generally more difficult to conduct an investigation in response to an anonymous complaint and because we will be unable to update you on steps taken to investigate and respond to a complaint if you file it anonymously.

The Integrity Hotline is operated by an independent third party. All complaints received by the Integrity Hotline will be provided to the Audit Committee of the Board of Directors.

If the Chief Legal Officer receives information regarding an alleged violation of this Code, he/she or his/her designee 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 and Chief Financial 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.

25. 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 annually 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 <http://ir.endurance.com/>, for internal access on Confluence, or requested from the Legal team at asklegal@endurance.com.

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

26. Related Policies and Procedures

All Company policies and procedures are posted for all employees in Confluence.

27. Revision History

Date	Version	Description	Author
3 October 2013	1.0	Initial publication	Unknown
15 August 2017	2.0	Revised to reflect public company best practices recommended by CEB.	Darcy Southwell, Compliance Officer

EXHIBIT A

If you have any questions regarding this Code or its application to you in any situation, please contact:

- your immediate supervisor or another member of your management chain,
- your local Human Resources representative,
- the Legal team at asklegal@endurance.com,
- an individual member of the Legal team,
- the Chief Legal Officer at CLO@endurance.com, or
- using the Integrity Hotline.