

PLANET PAYMENT, INC.

DIRECTOR CODE OF BUSINESS CONDUCT AND ETHICS

(Adopted on October 25, 2012)

Planet Payment, Inc. (collectively with its subsidiaries, the “*Company*”) is committed to promoting high standards of honest and ethical business conduct and compliance with applicable laws, rules, and regulations. As part of this commitment, the Company has adopted this Director Code of Conduct and Ethics, which is an element of the Company’s Legal Compliance Policy (collectively, this “*Code*”) and is intended to apply the same high standards of honest and ethical business conduct to directors as are applied to officers and employees. The Company has adopted this Code to set expectations and provide guidance applicable to every member of the Company’s Board of Directors (“*director*” or “*directors*”). It is your responsibility to read and understand this Code, and to use it as a guide to the performance of your responsibilities as a director. This Code cannot address every ethical issue or circumstance that may arise, so, in complying with the letter and spirit of this Code, it is your responsibility to apply common sense, together with high personal standards of ethics, honesty and accountability, in making business decisions where this Code has no specific guideline. You should consider not only your own conduct, but also that of your family members.¹

In addition, the Company expects you to comply with all other Company policies and procedures that may apply to you, many of which supplement this Code by providing more detailed guidance. The Company may modify or update these more specific policies and procedures from time to time, and adopt new company policies and procedures in the future.

Nothing in this Code is intended to alter existing legal rights and obligations of the Company or any of its directors.

The Company expects all of its directors to help foster a sense of commitment to this Code among all directors, and to foster a culture of fairness, honesty and accountability within the Company. The Company also expects directors to promote compliance with Code standards by the Company’s agents and contractors when they are working on the Company’s behalf and, to the extent such agents and contractors have been engaged by the directors or its committees, to ensure that the Company’s agents and contractors conform to Code standards when working on the Company’s behalf.

If you need help understanding this Code, or how it applies to conduct in any given situation, you should contact the Chair of the Nomination and Governance Committee (or, in the case of the Chair, the Company’s Lead Independent Director), who may consult with inside or outside legal counsel as appropriate. In addition, you should be alert to possible violations of this Code by others and should report suspected violations, without fear of any form of retaliation, as described in Section 14.

Anyone who violates the standards in this Code will be subject to appropriate action, which, in appropriate circumstances may include legal action or referral for criminal prosecution or not being nominated for re-election at the next annual stockholder meeting.

¹ Throughout this Code, the term “*family member*” refers to a director’s spouse, parents, children and siblings, whether by blood, marriage or adoption, or anyone residing in such person's home

1. Legal Compliance

You must always obey the law while performing your duties to the Company as a director. The Company's success depends upon each director operating within legal guidelines and cooperating with authorities. It is essential that you know and understand the legal and regulatory requirements that apply to the Company's business and to your responsibility as a director. The Company's business activities are subject to extensive governmental regulation under numerous U.S. federal and state laws, as well as the laws and regulations of any other jurisdictions in which the Company operates. In addition, the Company is subject to regulation and oversight, as a public company, by the Securities and Exchange Commission (the "*SEC*"), the NASDAQ Stock Market and the AIM market of the London Stock Exchange, plc ("*AIM*").

While you are not expected to have complete mastery of these laws, rules and regulations, you are expected to be able to recognize situations that require you to consult with others to determine the appropriate course of action. If you have a question in the area of legal compliance, you should approach the Chair of the Nomination and Governance Committee (or, in the case of the Chair, the Company's Lead Independent Director) immediately.

2. Conflicts of Interest

The Company expects its directors to avoid actual or apparent conflicts of interest between your personal and professional relationships, including if appropriate, recusing himself or herself from Board discussions that could be perceived to create such a conflict. A "conflict of interest" occurs when a personal interest interferes in any way – or even appears or could reasonably be expected to interfere – with the interests of the Company as a whole.

Sometimes conflicts of interest arise when a director takes some action or has some outside interest, duties, responsibilities or obligations that turn out to conflict with an interest of the Company or his or her duty to the Company. Conflicts of interest can also arise when a director or relative of the director (including a family member of the director) receives improper personal benefits as a result of a Company position.

A few examples of activities that could involve conflicts of interests include:

- **Aiding competitors of the Company.** For example, this could take the form of service as a member of the board of directors of or passing confidential Company information to a competitor, or accepting payments or other benefits from a competitor.
- **Involvement with any business that does business with the Company or seeks to do business with the Company.** Employment by or service on the board of directors of a customer, supplier or service provider is generally discouraged and you must seek authorization in advance if you plan to have such a relationship.
- **Owning a significant financial interest in a competitor or a business that does business with the Company or seeks to do business with the Company.** In evaluating such interests for conflicts, both direct and indirect interests that a person may have should be considered, along with factors such as the following:
 - The size and nature of the person's interest; and
 - The nature of the Company's relationship with the other entity.

If you have or wish to acquire a significant financial interest in a competitor, or in a customer, supplier or service provider with which you have direct business dealings (or approval responsibilities), you must consult with the Chair of the Nomination and Governance Committee (or, in the case of the Chair, the Company's Lead Independent Director).

- **Soliciting or accepting payments, gifts, loans, favors or preferential treatment from any person or entity that does or seeks to do business with the Company.** See Section 7 for further discussion of the issues involved in this type of conflict.
- **Taking personal advantage of corporate opportunities.** See Section 4 for further discussion of the issues involved in this type of conflict.

You must avoid these situations (and others like them), where your loyalty to the Company could be compromised. If a director believes a situation may exist in which he or she has a conflict of interest that would interfere with the ability to perform his or her responsibilities as a director, he or she must promptly notify the Chair of the Nomination and Governance Committee (or, in the case of the Chair, the Company's Lead Independent Director) and the Nomination and Governance Committee, acting where appropriate on the advice and guidance of outside counsel, shall review all relevant facts and may (i) determine that the conduct or situation does not amount to a conflict of interest, (ii) provide guidance to avoid a conflict from developing (such as suggesting recusal from consideration and/or approval of specific matters that come before the Board), or (iii) declare that a director may not pursue a certain course or action, or must terminate the conflict. In addition, all related party transactions, whether or not deemed to be a conflict of interest, must be approved by the Audit Committee.

Special Note Regarding Director Loans

Loans to directors or their family members by the Company, or guarantees of their loan obligations, could constitute an improper personal benefit to the recipients of these loans or guarantees. Accordingly, beginning with the adoption of this Code, Company loans and guarantees for directors are expressly prohibited by law and Company policy.

3. Insider Trading

Every director is prohibited from using "inside" or material nonpublic information about the Company, or about companies with which the Company does business, in connection with buying or selling the Company's or such other companies' securities, including "tipping" others who might make an investment decision on the basis of this information. It is illegal, and it is a violation of this Code and other Company policies, to tip or to trade on inside information. Directors are not permitted to use or share inside information for stock trading purposes or for any other purpose except to conduct Company business.

Directors must exercise the utmost care when in possession of material inside information. The Company's Procedures and Guidelines Governing Securities Trades by Company Personnel ("Insider Trading Policy") provides guidance on the sorts of information that might be nonpublic and material for these purposes, and guidelines on when and how you may purchase or sell shares of Company stock or other Company securities.

See the Company's Insider Trading Policy for more information.

4. Corporate Opportunities

You may not compete with the Company, use corporate property, information or position for improper personal gain or take personal advantage of business opportunities that the Company might want to pursue. Even opportunities that are acquired through independent sources may be questionable if they are related to the Company's existing or proposed lines of business. You owe a duty to the Company to advance the Company's legitimate business interests when opportunities arise. If a director believes a situation may exist in which he or she may participate in a business opportunity that the Company might want to pursue, then he or she must promptly notify the Chair of the Nomination and Governance Committee (or, in the case of the Chair, the Company's Lead Independent Director).

5. Competition and Fair Dealing

The Company strives to compete vigorously and to gain advantages over its competitors through superior business performance, not through unethical or illegal business practices. No directors may acquire proprietary information from others through improper means, disclose or misuse trade secret information, or induce disclosure of confidential information from past or present employees of other companies. If you have obtained information of this variety by mistake, or if you have any questions about the legality of future actions, you must consult with the Chair of the Nomination and Governance Committee (or, in the case of the Chair, the Company's Lead Independent Director).

You are expected to deal fairly and honestly with anyone with whom you have contact in the course of performing your duties as a director. Making of false or misleading statements about the Company's competitors is prohibited by this Code, inconsistent with the Company's reputation for integrity and harmful to the Company's business. You may not take unfair advantage of anyone through misuse of confidential information, misrepresentation of material facts or any other unfair business practice.

6. Financial Integrity; Public Reporting

The Company's disclosure controls and procedures are designed to help ensure that the Company's reports and documents filed with or submitted to the SEC or disclosed pursuant to AIM Rules for Companies ("*AIM Rules*") and other public disclosures are full, fair and accurate that they fairly present its financial condition and results of operations, and that they are timely and understandable. In connection with the preparation of the financial and other disclosures that the Company makes to the public, including in its filings with the SEC or by press release, directors must, in addition to complying with all applicable laws, rules and regulations, follow these guidelines:

- act honestly, ethically, and with integrity;
- comply with this Code;
- endeavor to ensure full, fair, accurate, timely and understandable disclosure in the Company's filings with the and in other public communications;
- raise questions and concerns regarding the Company's public disclosures when necessary and ensure that such questions and concerns are appropriately addressed;
- act in good faith, responsibly and with due care, competence and diligence, without misrepresenting material facts or allowing independent judgment to be subordinated by others; and

- comply with the Company's disclosure controls and procedures and internal control over financial reporting.

If you become aware that the Company's public disclosures are not full, fair and accurate, or if you become aware of a transaction or development that you believe may require disclosure, you should report the matter immediately to the Chair of the Nomination and Governance Committee (or, in the case of the Chair, the Company's Lead Independent Director).

7. Gifts and Entertainment

All directors must be careful to avoid even the appearance of impropriety in giving or receiving gifts and entertainment. In general, you cannot offer, provide or accept any gifts or entertainment in connection with your service as a director except in a manner consistent with customary business practices, such as customary and reasonable meals and entertainment. Gifts and entertainment must not be excessive in value, in cash, susceptible of being construed as a bribe or kickback, or in violation of any laws. This principle applies to the Company's transactions everywhere in the world, even if it conflicts with local custom. Under some statutes, such as the U.S. Foreign Corrupt Practices Act, giving anything of value to a government official to obtain or retain business or favorable treatment is a criminal act subject to prosecution and conviction. For more information, please see the Company's Policy Regarding Improper Influence of Foreign Officials.

8. Political Contributions and Gifts

You are free to exercise your right to make personal political contributions within legal limits. You should not make these contributions in a way that might appear to be an endorsement or contribution by the Company. The Company will not be required to reimburse you for any political contribution.

9. International Business Laws

You are expected to comply with all applicable laws in the jurisdiction in which you reside and wherever you travel on Company business, including laws prohibiting bribery, corruption or the conduct of business with specified individuals, companies or countries. The Company also expects directors to comply with U.S. laws, rules and regulations governing the conduct of business by U.S. citizens and corporations outside the United States. For this purpose subsidiaries of the Company outside of the U.S. may be considered to be a U.S. entity.

These U.S. laws, rules and regulations, which extend to all the Company's activities outside the United States, include:

- The Foreign Corrupt Practices Act, which prohibits directly or indirectly giving anything of value to a government official to obtain or retain business or favorable treatment, and requires the maintenance of accurate books of account, with all company transactions being properly recorded;
- U.S. embargoes, which restrict or, in some cases, prohibit U.S. persons, corporations and, in some cases, foreign subsidiaries from doing business with certain countries, groups or individuals;
- Export controls, which restrict travel to designated countries or prohibit or restrict the export of goods, services and technology to designated countries, identified persons or entities from

the United States, or the re-export of U.S.-origin goods from the country of original destination to such designated countries or identified companies or entities; and

- Anti-boycott compliance, which prohibits U.S. companies from taking any action that has the effect of furthering any unsanctioned boycott of a country friendly to the United States.

For more information, please see the Company's Policy Regarding Improper Influence of Foreign Officials. If you have a question as to whether an activity is restricted or prohibited, please contact the Chair of the Nomination and Governance Committee (or, in the case of the Chair, the Company's Lead Independent Director) before taking any action.

10. Confidentiality

The Company depends upon its confidential information, and relies on a combination of trademark and copyright laws, trade secret protection and confidentiality and license agreements to protect such information. Confidential information includes business, marketing, product and service plans, business and pricing strategies, financial information, forecasts, product architecture, source codes, engineering ideas, designs, databases, personnel information, and customer and supplier lists and data, and similar types of information provided to the Company by its customers, suppliers and business partners.

You must not share confidential Company information, or any confidential information of a customer, supplier, service provider or business partner, with anyone who has not been authorized to receive it, except when disclosure is authorized or legally mandated. Unauthorized use or distribution of this information is extremely serious; it could be illegal and result in civil liability or criminal penalties. It would also violate the Company's trust in you, and the Company's customers' trust in it.

You must take precautions to prevent unauthorized disclosure of confidential information. You should not discuss sensitive matters or confidential information in public places, and you should avoid discussing confidential information on cellular phones to the extent practicable. You may not discuss the Company's business in any Internet "chat room," regardless of whether you use your own name or a pseudonym, or otherwise post confidential Company information on the Internet. All Company emails, voicemails and other communications are presumed confidential and should not be forwarded or otherwise disseminated outside of the Company, except where required for legitimate business purposes.

You are required to observe the provisions of any other specific policy regarding privacy and confidential information that the Company may adopt from time to time.

11. Protection and Proper Use of Company Assets

All directors are expected to protect the Company's assets and ensure their efficient use for legitimate business purposes. Theft, carelessness and waste have a direct impact on the Company's profitability. Any misuse or suspected misuse of the Company's assets must be immediately reported to the Chair of the Nomination and Governance Committee (or, in the case of the Chair, the Company's Lead Independent Director).

12. Media Contacts and Public Communications

It is the Company's policy to disclose material information concerning the Company to the public only in accordance with its Corporate Communications Policy, in order to avoid inappropriate publicity and to ensure that all such information is communicated in a way that is reasonably designed to provide

broad, non-exclusionary distribution of information to the public. Only those individuals designated as official spokespersons in the Corporate Communications Policy may address questions regarding financial matters. Please see the Corporation Communications Policy for more information. Any calls or requests for comment from the press or other media received by any director shall not be responded to and shall be referred to the CEO or General Counsel.

13. Amendment and Waiver

Any amendment or waiver of this Code must be in writing and must be authorized by the Board of Directors or the Nomination and Governance Committee. Any such amendment or waiver will be disclosed as required by applicable laws, rules and regulations.

14. Compliance Standards and Procedures

Compliance

The Company has an obligation to promote ethical behavior. Every director is encouraged to talk to the Chair of the Nomination and Governance Committee (or, in the case of the Chair, the Company's Lead Independent Director) when in doubt about the application of any provision of this Code.

Clarifying Questions and Concerns; Reporting Possible Violations

If you encounter a situation or are considering a course of action and its appropriateness is unclear, discuss the matter promptly with the Chair of the Nomination and Governance Committee (or, in the case of the Chair, the Company's Lead Independent Director); even the appearance of impropriety can be very damaging to the Company and should be avoided. If you are aware of a suspected or actual violation of Code standards by others, you have a responsibility to report it. Reporting procedures, including anonymous reporting procedures, are listed in the Whistleblower and Complaint Policy and on Inside Planet. You should raise questions or report potential violations of this Code without any fear of retaliation in any form – it is the Company's policy not to retaliate in such circumstances.

Alleged violations of the Code shall be investigated by the Nomination and Governance Committee and may result in discipline and other action at the discretion of the Board upon recommendation of the Nomination and Governance Committee, including, where appropriate, removal from the Board. The Board is ultimately responsible for the investigation and resolution of all issues that may arise under this Code, and the Board shall comply with all applicable rules and regulations of the SEC, the NASDAQ Stock Market and AIM in the performance of its duties, and the Board and the Nomination and Governance Committee shall conduct its investigations with the highest degree of confidentiality that is possible under the specific circumstances. As needed, the Chair of the Nomination and Governance Committee or the Company's Lead Independent Director, as the case may be, may consult with other members of the committee, other members of the Board, and outside counsel, as appropriate.

Anonymous Reporting of Possible Violations

Directors who wish to anonymously submit a concern or complaint regarding a possible violation of this Code should follow the procedures outlined in the Whistleblower and Complaint Policy.

15. Equal Opportunity

In keeping with the Company's commitment to the communities in which the Company does business, the Company is an equal employment opportunity employer. This means that employment decisions are to be based on merit and business needs, and not based upon race, color, citizenship status, religious creed, national origin, ancestry, gender, sexual orientation, age, marital status, veteran status, physical or mental disability, or medical condition, or any other condition prohibited by law.

16. No Rights Created

This Code is a statement of fundamental principles, policies and procedures that govern directors in the conduct of Company business. It is not intended to and does not create any legal rights for any customer, supplier, competitor, stockholder or any other non-employee or entity.

17. Code Administration

The Nomination and Governance Committee (in consultation with the Audit Committee) is responsible for reviewing this Code as set forth in the committee's charter. It may request reports from Company executives about the implementation of this Code and take any other steps in connection with that implementation as it deems necessary. The Nomination and Governance Committee shall have the authority to amend this Code and procedures associated with this Code at its discretion, subject to the approval of the Audit Committee in the case of any amendment that affects the "code of ethics" (as defined in Item 406 of Regulation S-K, as promulgated by the SEC) as articulated in Section 6 of this Code. The Company will notify directors of any material changes.
