



## Code of Business Conduct and Ethics

This Code of Conduct and Business Ethics (the "Code") sets forth the legal and ethical standards for directors, officers and employees of Constant Contact, Inc. ("Constant Contact" or the "Company").

If you have any questions regarding this Code or its application to you or the Company's activities in any situation, you should contact your supervisor or the Company's Chief Financial Officer or General Counsel.

### Overview

Constant Contact's expectations concerning the behavior of its directors, officers and employees do not differ substantially from the personal expectations most people set for themselves. You are expected to act with integrity. This means that you should:

- **be honest and ethical in all of your dealings;**
- **comply with all laws and seek help if you have any uncertainty;**
- **avoid conflicts of interest;**
- **adhere to all Constant Contact policies;**
- **be respectful of others, including your Constant Contact colleagues;**
- **be accountable and responsible for your actions; and**
- **do what is right.**

Constant Contact seeks to foster and maintain a culture of compliance with applicable laws, rules and regulations, and the highest standards of ethics and business conduct. As a director, officer or employee of Constant Contact, you are expected to help promote this culture of compliance and to know and understand this Code.

You are also expected to act in accordance with Constant Contact's policies and procedures. Some of these policies and procedures are summarized or referenced in this Code, including the Insider Trading Policy, the Constant Contact Information Security Acceptable Use Policy, the Constant Contact External Communications Policy and our Sexual Harassment Policy.

### Honest Ethical Conduct; Fair Dealing

Constant Contact is committed to upholding the highest standards of honest, ethical conduct.

This means that in our interactions with our colleagues, our customers, suppliers, competitors and stockholders we recognize our fundamental responsibility to deal honestly and ethically by providing information that is not inaccurate, misleading, deceptive or fraudulent. We are committed to fair dealing and not gaining unfair advantage through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair-dealing practice, whether in appearance or actuality. Fair dealing requires that we recognize and uphold the highest standards of honesty and integrity in the business community.

This underlying principle guides our actions and decision making through all levels of the Company. It is a responsibility that we take seriously and will hold each other accountable to.

### Compliance with Laws, Rules and Regulations

Constant Contact conducts its business in accordance with all applicable laws, rules and regulations. You are expected to conduct yourself in the same manner.

You are expected to use good judgment and common sense in complying with all applicable laws, rules and regulations. If you are in doubt ask for advice and guidance from your supervisor and the General Counsel.

If you become aware of the violation of any law, rule or regulation by the Company, whether by its employees, officers or 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 General Counsel. While it is the Company's desire to coordinate matters internally, nothing in this Code should discourage you from reporting any illegal activity, including any violation of the securities laws or any other federal, state or foreign law, rule or regulation, to the appropriate regulatory authority. Employees, officers and directors will 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, unless it is determined that the report was made with knowledge that it was false. This Code does not prohibit you from testifying, participating or otherwise assisting in any state or federal administrative, judicial or legislative proceeding or investigation.

## 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. To help ensure that you do not engage in prohibited insider trading and avoid even the appearance of an improper transaction, the Company has adopted an Insider Trading Policy, which has been distributed to you and is available on the Company's Intranet. In addition, you may not engage in any form of short selling, hedging, puts or calls or options trading in Constant Contact stock.

***You should read and understand the Constant Contact Insider Trading Policy. If you have a question regarding buying or selling Constant Contact stock, please do not hesitate to ask it.***

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 Financial Officer or the General Counsel before making any such purchase or sale.

## Accuracy of Books, 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 its 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, timely and understandable disclosure in reports and documents filed with, or submitted to, the Securities and Exchange Commission and in other public communications.

## Reporting Company Information

Constant Contact reports corporate and business data to a number of regulatory agencies including the Securities and Exchange Commission, the Internal Revenue Service, the Commonwealth of Massachusetts and the Nasdaq Global Market. The Company requires that all employees, officers and directors comply with all laws, rules and regulations applicable to the Company. The accuracy and integrity of this information is critical to maintain the Company's marketplace reputation and business model.

## Conflicts of Interest

Employees, officers and directors must act in the best interests of Constant Contact. You must refrain from engaging in any activity or having a personal interest that presents a "conflict of interest." A conflict of interest is defined as engaging in an activity in which you have a personal interest that intersects with or 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 and objectively.

***Your activities can, intentionally or unintentionally, create a conflict of interest or an appearance of impropriety.***

You must act in the best interests of the Company and are required to refrain from engaging in any activity or having a personal interest that presents a conflict of interest. For these reasons no employee, officer or director shall perform services as a consultant, employee, officer, director, advisor or in any other capacity for, or have a financial interest in, a competitor of the Company, other than services performed at the request of the Company and other than a financial interest representing less than one percent (1%) of the outstanding shares of a publicly-held company.

In addition, no employee, officer or director shall use his or her position with the Company to influence a transaction with a

supplier or customer in which such a person has any personal interest, other than a financial interest representing less than one percent (1%) of the outstanding shares of a publicly-held company.

Employees must also advance the Company's interests when the opportunity presents itself. You must not take any opportunities for yourself that you discover through your position or the use of Company property or information.

You are responsible for disclosing any material transaction or relationship that might reasonably be expected to give rise to a conflict of interest to the General Counsel. Please keep in mind that the activities of immediate family members may also be construed as creating a conflict of interest. If you are an executive officer or director, you are responsible for reporting such a transaction or relationship to the Board of Directors, which will be responsible for determining whether the transaction or relationship constitutes a conflict of interest.

### **Protecting Customer Information**

Constant Contact protects the confidentiality and security of our customers' information. Unauthorized disclosure of customer information to third parties or internal parties not having a need to know is prohibited. In addition, employees must take care to safeguard customer information and to ensure that customer information is communicated within the Company only to the extent that employees with a need to know are able to perform their duties. For more information, please refer to the Constant Contact Information Security Acceptable Use Policy.

### **Protecting Company Information**

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 is legally mandated. Unauthorized disclosure of any confidential information is prohibited. In addition, 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 duties to the Company.

You may find yourself in a position where a third party asks you for information concerning the Company. Employees, officers and directors must not discuss internal Company matters with anyone outside the Company, except as required in the performance of their Company duties and after a confidentiality agreement is in place. This applies particularly to inquiries concerning the Company from the media, market professionals, (including securities analysts, institutional investors, investment advisors, brokers and dealers) and security holders.

All responses on behalf of the Company must be made only by the Company's authorized spokespersons. If you receive any inquiries of this nature, you must decline to comment and refer the inquirer to the Chairman, the Chief Executive Officer or the Chief Financial Officer.

Finally, if you have any lawful obligations to a former employer, you must abide by them. 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.

For more information or additional guidance on the topics described above, please refer to the Constant Contact Information Security Acceptable Use Policy, Constant Contact External Communications Policy and the terms and conditions of the non-disclosure agreement you signed when you joined Constant Contact.

### **Gifts and Gratuities; Business Entertainment**

In the course of your work with customers, suppliers or vendors you may be offered a gift or gratuity in appreciation for a service rendered.

Employees, officers and directors must not accept, or permit any member of his or her immediate family to accept, any gifts, gratuities or other favors from any customer, supplier, vendor or other person doing or seeking to do business with the Company, other than items of insignificant value. Any gifts that are of significant value should be returned immediately and reported to your supervisor and the General Counsel. If immediate return is not practical, the gift should be given immediately to the Company for charitable disposition or such other disposition that the Company, in its sole discretion, believes appropriate.

All gifts, gratuities or other favors, regardless of value, are prohibited if (i) not made in compliance with applicable law and any code of conduct or policies to which the recipient may be subject, or (ii) given in consideration or expectation of any action by the recipient. In

***Giving or receiving a gift  
should never damage  
Constant Contact's***

addition, all gifts, gratuities or other favors of any value to government officials are prohibited.

**reputation.**

Exceptions to the policy may be considered from time to time. Requests for exceptions should be submitted to the General Counsel.

Bribes and kickbacks are criminal acts, prohibited by law. You must not offer, give, solicit or receive any form of bribe or kickback anywhere in the world that Constant Contact conducts business.

When you are engaged in business entertainment on behalf of the Company common sense and moderation should prevail. Employees, officers and directors should provide or accept business entertainment to or from anyone doing business with the Company only if the entertainment is infrequent, appropriate and intended to serve legitimate business goals.

### **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; or omit to state, or cause another person to omit to state, any material fact necessary in order to make statements made to an accountant, in light of the circumstances under which such statements were made, not misleading, 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 Securities and Exchange Commission. 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. Full cooperation and access shall be granted to the auditors at all times.

### **Government and Other Investigations**

It is the policy of Constant Contact to fully cooperate with any appropriate government or other investigation. Employees, officers or directors who learn about a possible government or other investigation or inquiry should notify the General Counsel.

In addition, employees are prohibited from altering or destroying documents in anticipation of a request for documents from government investigators; causing any untrue or misleading statements to be made in the course of an investigation; or trying to influence any employee or other person to provide incomplete, false or misleading information to be given in the course of an investigation.

### **Respect for the Individual**

We respect and value our colleagues at Constant Contact. Maintaining a workplace that allows everyone to contribute at the highest level in an atmosphere that fosters growth and innovation is an operating principle that guides our daily decisions and actions. For this reason we are all responsible for maintaining a workplace that is free of harassment and discrimination and that promotes respect for individuals.

### **Harassment and Discrimination**

Constant Contact is committed to maintaining a workplace that is free of sexual harassment and discrimination. To that end we are committed to upholding the existing laws regarding sexual harassment and equality of employment opportunities.

Constant Contact is committed to investigating all complaints of sexual or other harassment and taking appropriate disciplinary or corrective action when necessary. For further information on how to initiate a complaint or investigation, please see the Constant Contact Employee Handbook.

Constant Contact makes employment, pay and promotion decisions without regard to race, color, religion, gender, age, national origin or ancestry, sexual orientation or other protected class status. The Company is committed to full compliance with all anti-discrimination laws, including the Americans with Disabilities Act and the guidelines under the Massachusetts Commission Against Discrimination and U.S. Equal Employment Opportunity Commission.

### **Safeguarding Constant Contact's Assets**

Employees and officers should seek to protect the Company's assets at all times. Theft, misuse, carelessness and waste directly affect the Company's financial performance. Employees and officers must use the Company's assets only for legitimate business purposes and not use them for any personal benefit or for the benefit of any third party. For more information, please refer to the Constant Contact Information Security Acceptable Use Policy.

## Intellectual Property

Employees and officers of Constant Contact have an obligation to protect both the tangible and intangible assets of the Company. Intellectual property refers to those intangible assets of the Company which include business methods, inventions, publications and trademarks. All employees are obligated to protect Constant Contact's intellectual property assets. Every employee of the Company is required to sign a non-disclosure agreement. These agreements are kept in Human Resources.

In addition, it is the policy of Constant Contact to respect the intellectual property of other sources and to adhere strictly to all relevant laws and regulations regarding the patents, trademarks or copyrights owned by others.

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### **Supporting the Constant Contact Code of Business Conduct and Ethics**

The Constant Contact Code of Business Conduct and Ethics not only outlines our operating responsibilities and guidelines, it is an agreement that we share about the ethics and values that guide our business actions and decisions. We are all responsible for upholding and enforcing it. If you develop any questions or concerns about ethical behavior in our workplace we encourage you to raise them or report them.

## Raising and Reporting Ethical Issues

Any employee, officer or director who knows or believes that any other employee or representative of the Company has engaged in or is engaging in Company-related conduct that violates the Code of Business Conduct and Ethics should report this information to his or her supervisor or to the General Counsel. You can report this information either openly or anonymously without fearing retaliation.

**Constant Contact will not discipline, discriminate against or retaliate against any employee who reports suspected violations of this Code unless it is determined that the report was made with knowledge that it was false.**

The Company has established a number of ways for you to report suspected violations of the Code of Business Conduct and Ethics violations. These include:

- By calling the General Counsel (781-370-8634);
- By sending a fax to the General Counsel (781-652-5288);
- By emailing the General Counsel ([general\\_counsel@constantcontact.com](mailto:general_counsel@constantcontact.com));
- By calling the Constant Contact compliance hotline (866-783-5385); or
- By accessing the Constant Contact compliance web site (<http://www.openboard.info/ctct/>).

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 leave messages anonymously if you wish.

Constant Contact will investigate complaints to determine whether violations of this Code of Business Conduct and Ethics have occurred and if so, which disciplinary measures will need to be taken. Disciplinary measures may include, but are not limited to reprimands, warnings, probation or suspension without pay, demotions, reductions in salary, restitution and discharge. Certain violations of this Code of Business Conduct and Ethics may require Constant Contact to refer the matter to the appropriate governmental or regulatory authorities for investigation or prosecution. Constant Contact may also be required to report particular violations to customers, and the customers may report the violation to appropriate regulators. Employees, officers and directors are expected to cooperate fully with any inquiry or investigation by the Company regarding an alleged violation of the Code of Business Conduct and Ethics. Failure to cooperate with any such inquiry or investigation may result in disciplinary action up to and including discharge.

In addition, any supervisor who directs or approves of any conduct in violation of this Code of Business Conduct and Ethics, or who has knowledge of such conduct and does not immediately report it, is also subject to disciplinary action up to, and including, discharge.

If the alleged violation involves an executive officer or a director, the Chief Executive Officer and the Board of Directors, respectively, will 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.

## Specific Concerns About Accounting or Auditing Matters

Employees with specific 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 the manner described above.

All such concerns will be forwarded to the Audit Committee of the Board of Directors, unless they are determined to be without merit by the General Counsel of the Company. In any event, a record of all complaints and concerns received will be provided to the Audit Committee each fiscal quarter. You may also report any such concerns confidentially and anonymously if you desire, 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 it receives, including those reported to the audit committee on a quarterly basis, and authorize follow-up actions necessary to address the substance of the concern or complaint.

Constant Contact 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.

### **Waivers of this Code of Business Conduct**

While most of the policies contained in this Code must be strictly adhered to, in some cases exceptions may be possible. Any employee or officer who believes that an exception to any of these policies may be appropriate should first contact his or her immediate supervisor. If the supervisor agrees that an exception is appropriate the written approval of the Chief Financial Officer or the General Counsel must be obtained. The Chief Financial Officer and the General Counsel are responsible for maintaining a record of all requests for exceptions to any of these policies and the disposition of such requests.

Any executive officer or director who seeks an exception to any of these policies should contact the General Counsel or the Chairman of the Audit Committee. Any waiver of this Code for executive officers or directors must be made only by the Board of Directors of the Company and will be disclosed as required by the law or stock exchange regulations.

### **Dissemination and Amendment**

This Code of Business Conduct and Ethics will be distributed to each new employee, officer and director of Constant Contact upon commencement of his or her employment or other relationship with the Company.

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 Company's intranet.

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