

## **World Wide Business Conduct**

The Policies and Procedures for Worldwide Business Conduct (“Policies and Procedures”) are applicable to all employees and directors of WebMediaBrands Inc. and its subsidiaries. This statement is intended to highlight the principal areas of concern and is not a comprehensive statement or limitation of all aspects of WebMediaBrands Inc. standards of business conduct. Please refer to WebMediaBrands’s Employee Handbook for comprehensive policy statements of business conduct.

### **Management and Individual Responsibility**

Each supervisor is responsible for practicing diligent supervision to ensure that all employees under their supervision comply with these Policies and Procedures. Each employee has direct responsibility for following the provisions of these Policies and Procedures and taking the initiative to seek help or clarification to avoid unethical or illegal business decisions.

### **Compliance/Reporting Violations**

In addition to complying with the Policies and Procedures, each employee should also report any activity which the employee believes in good faith is, or may be, a violation of these Policies or Procedures to their supervisor or the General Counsel of the Company. Reports of violations will be handled in confidence and no employee will be subject to retaliation because of such a good faith report.

The Sarbanes-Oxley Act of 2002 requires that all public companies establish procedures for the Audit Committee of the Board of Directors to receive and act upon complaints of employees regarding accounting, internal accounting control or auditing matters. The process must be confidential and allow anonymous submission by employees. In connection with these requirements, WebMediaBrands Inc. has set up a Web page to facilitate the confidential communication of such matters to the Audit Committee Chairman.

Any correspondence entered on the page will be sent directly to the Audit Committee Chairman. You may choose for the communication to be anonymous or you may provide identifying information. Access to the Web page is not logged and your submission will not be sent to WebMediaBrands Inc.

The Web page can be found at <http://speakup.webmediabrands.com>

### **Disciplinary Action**

Violations of these Policies and Procedures will lead to appropriate disciplinary action up to, and including, termination of employment.

### **Observance of Law**

WebMediaBrands Inc.'s policy is to comply with all applicable laws and regulations and to maintain the highest standards of business ethics in each community in which it transacts business. When it is not clear whether proposed conduct is subject to, or complies with, the United States or other local laws or regulations, advice should be sought from the President or the General Counsel of the Company.

### **Bribes and Questionable Payments**

It is WebMediaBrands Inc.'s policy that Company funds shall not be used to make any payment which could be considered to be a bribe, nor used for any purpose which is illegal or unlawful.

The United States Foreign Corrupt Practices Act (the "FCPA") prohibits the giving of gifts or the making of payments to foreign officials, political parties or potential candidates for the purpose of influencing any act or decision, including a decision not to perform any official function. This prohibition extends to payments or gifts to any person if there is reason to know that any portion of the payment or gift will be offered, given or promised to any foreign official, political party or candidate.

The FCPA does not prohibit payments to low-level government employees who do not exercise discretionary power if the payments are made for the sole purpose of obtaining performance of what is essentially a ministerial or clerical act and are not intended to influence a discretionary decision (so-called expediting or "facilitating" payments).

It is the policy of the Company that gifts or favors to low-level government employees which may be viewed as facilitating payments may not be made unless they (i) are consistent with local practice, (ii) are minor in amount, (iii) are both ordinary and necessary business practices, (iv) are approved by the General Counsel of the Company and (v) are reported annually to the President of the Company.

Giving gifts, favors and entertainment to employees of customers and suppliers is permitted in countries where such gratuities are legal and customary, provided that the gratuity in question is in the best interest of the Company.

The General Counsel of the Company should be consulted prior to making any such payments.

### **Maintenance of Proper Books and Records**

The FCPA also requires the Company (i) to maintain records and accounts which, in reasonable detail, accurately and fairly reflect the Company's transactions and the dispositions of its assets, and (ii) to devise and maintain an adequate system of internal accounting controls. Therefore, it is essential that all transactions, even in the case of permitted facilitating payments, be recorded and described accurately on the Company's books.

No false or misleading transactions or entries shall be reflected or made in the books or records of the Company or its affiliates for any reason and no employee shall engage in any arrangement that would produce an incorrect accounting entry.

There should be no unrecorded “slush funds”, “off record” accounts or secret bank accounts. All of the Company’s assets are to be reflected properly and fully in the records of the Company.

### **Conflicts of Interest**

It is the policy of the Company that all employees must avoid any conflict between their personal interests and those of the Company.

It is not possible to list all situations that might involve a conflict of interest in violation of this policy. But as a general matter, any interest by an employee, or any member or their immediate family, in any organization, other than the Company or its subsidiaries, which:

- transacts or is seeking to transact business with the Company or any of its subsidiaries, or
- competes with the Company or any of its subsidiaries, could violate the Company’s policy.

Furthermore, a violation of the Company’s policy may result from the acceptance by any employee, or any member of their immediate family, of any of the following from anyone outside of the Company:

- any free or discounted services of products,
- any compensation, commissions, stock or stock options, share in profits or other payments,
- any loans or other financial assistance (other than loans from established banking or financial institutions), or
- any entertainment, services, travel or personal gifts, except for those items openly and lawfully given as part of customary business practices which are either of nominal value or (if more valuable) have been disclosed in writing to, and acceptance thereof has been approved by, the employee’s immediate supervisor, from any individual or organization described in the preceding paragraph.

Notwithstanding the foregoing, the Company’s conflicts of interest policy will not be violated by, and employees need not report, the ownership of publicly-traded securities purchased in the open market; provided, that the employees and members of their immediate family do not own in the aggregate more than 5% of the outstanding equity securities of, and do not otherwise control, the public company involved.

### **Trading On or Tipping Inside Information**

The laws of the United States and many other countries generally prohibit the use of material inside information by any person in purchasing or selling securities, as well as the communication of such information to any other person for such use. Material inside information is any information that a reasonable investor would consider in determining whether to buy, sell or hold securities. Inside information is information that has not been made generally available to the investing public. See the Company’s Insider Trading and Disclosure of Confidential Information Policy contained in the Employee Handbook.

Any questions as to whether any specific information constitutes material inside information should be directed to the General Counsel or the Chief Executive Officer of the Company.

### **Confidentiality of Information**

All trade secrets, and certain proprietary internal information concerning the Company, shall be treated as privileged and confidential. Such confidential information must be kept strictly confidential and should not be disclosed to any person outside of the Company except to the extent necessary to perform work for the Company, nor should such information be discussed with anyone under circumstances where it could be overheard. The unauthorized disclosure of such information could result in serious consequences to the Company and may lead to appropriate disciplinary action up to and including termination of employment.

### **Inventions**

By accepting employment, you agree that WebMediaBrands Inc. will own inventions which, in its opinion, are made on the Company's time or with Company assets or relate to the Company's business or are required to meet its obligations, and that the employee will assist the Company in perfecting and protecting its title to these inventions.

### **Political Contributions**

No Company assets shall be used for any political contribution without the approval of the President of the Company.

Any personal contributions to a political party or candidate made by employees of the Company or its affiliates will be solely for their own account and expense.

### **Trade Practices**

All customers must be offered the best products and services.

Suppliers of goods and services shall be selected on the basis of quality, price, services and responsibility. No employee shall solicit or accept favors or preferential treatment from suppliers for doing business with WebMediaBrands Inc.

### **Antitrust Law**

WebMediaBrands Inc. believes in healthy and unhampered competition and is committed to a free enterprise that is consistent with the antitrust laws governing its conduct worldwide. Antitrust law is extremely complex and frequently changing. Following is a brief description of antitrust principles as they apply to the principal areas where difficulties may be expected to exist. However, employees should not rely on this brief description to resolve questions, but rather must contact the Chief Executive Officer or the General Counsel of the Company regarding any conduct which may involve antitrust considerations.

Substantial problems commonly can arise from contact with competitors. Although meetings, conversations and other contact with employees of competitors are often commercially and socially proper, any such communications which result in unreasonable restraint of trade are unlawful. Accordingly, any relationships or arrangements with competitors, suppliers, distributors or dealers which restrict the Company's ability to compete freely in a country or territory should be avoided. In particular, employees should avoid arrangements or understandings with competitors which affect the Company's prices or pricing policies, or which result in allocating customers or sales territories, or which amount to patently anticompetitive group boycotts.

A product generally should not be offered for sale to a customer on the condition that the customer also purchase a second, distinct product. This is termed a "tie-in" sale because the other product is "tied" to the one that the customer actually wants.

Further, Company policy generally prohibits discrimination in the price charged to competing purchasers in relatively contemporaneous sales of the same products. In this context, "price" means all relevant terms of sale, including all advertising, promotional merchandise, product displays credit terms and other forms of services or facilities extended directly to customers; therefore, such terms must be extended to all competing customers (whether direct or indirect through distributors) on proportionally equal terms.

For a more comprehensive and detailed explanation of the foregoing policy as it applies in the United States, see the General Counsel of the Company.

### **Privacy Policy**

It is WebMediaBrands Inc.'s policy that all employees comply with the terms of the Company's privacy policy as posted on the Company's Web site as modified from time to time.