

## **WEBMEDIABRANDS INC. CODE OF ETHICS FOR CEO AND CFO**

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WebMediaBrands Inc. ("WebMediaBrands") has a World Wide Business Conduct Policy applicable to all directors and employees. The provisions set forth therein relating to ethical conduct, conflicts of interest and compliance with law, bind WebMediaBrands's CEO and CFO. In addition to the World Wide Business Conduct Policy, the CEO and CFO are subject to the following additional specific policies:

1. The CEO and CFO are responsible for full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by WebMediaBrands with the SEC. Accordingly, it is the responsibility of the CEO and CFO to promptly bring to the attention of the Audit Committee any material information of which they may become aware that affects the disclosures made by WebMediaBrands in its public filings or otherwise assist the Board of Directors in fulfilling its responsibilities.
2. The CEO and CFO shall promptly bring to the attention of the Audit Committee any information they may have concerning (a) significant deficiencies in the design or operation of internal controls which could adversely affect the WebMediaBrands's ability to record, process, summarize and report financial data or (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the WebMediaBrands's financial reporting, disclosures or internal controls.
3. The CEO and CFO shall promptly bring to the attention of the General Counsel or the CEO and to the Audit Committee any information they may have concerning any violation of the WebMediaBrands's World Wide Business Conduct Policy, including any actual or apparent conflicts of interest between personal and professional relationships, involving any management or other employees who have a significant role in the WebMediaBrands's financial reporting, disclosures or internal controls.
4. The CEO and CFO shall promptly bring to the attention of the General Counsel or the CEO and to the Audit Committee any information they may have concerning evidence of a material violation of the securities or other laws, rules or regulations applicable to WebMediaBrands and the operation of its business, by WebMediaBrands or any agent thereof, or of violation of the World Wide Business Conduct Policy or of the additional procedures discussed in this code of ethics.

5. The Board of Directors shall determine, or designate appropriate persons to determine, appropriate actions to be taken in the event of violations of the World Wide Business Conduct Policy or of these additional procedures by the CEO or CFO. Such actions shall be reasonably designed to deter wrongdoing and to promote accountability for adherence to the World Wide Business Conduct Policy and to these additional procedures, and shall include written notices to the individual involved that the Board of Directors has determined that there has been a violation, censure by the Board of Directors, demotion or reassignment of the individual involved, suspension with or without pay or benefits (as determined by the Board of Directors) and termination of the individual's employment. In determining what action is appropriate in a particular case, the Board of Directors or such designee shall take into account all relevant information, including the nature and severity of the violation, whether the violation was a single occurrence or repeated occurrences, whether the violation appears to have been intentional or inadvertent, whether the individual in question had been advised prior to the violation as to the proper course of action and whether or not the individual in question had committed other violations in the past.