

Code of Business Conduct and Ethics

for Blackbaud, Inc.

INTRODUCTION

This Code of Business Conduct and Ethics (this “Code”) covers a wide range of business practices and procedures. It does not cover every issue that may arise, but it sets out basic principles to guide all directors, officers and employees (collectively, “Associates”) of Blackbaud, Inc. and its subsidiaries (collectively, the “Company”). All Associates must conduct themselves according to this Code and seek to avoid even the appearance of improper behavior.

This Code should also be provided to and followed by the Company’s agents and representatives, including consultants. Please refer to the Company’s Code of Ethics for CEO and Senior Financial Officers for additional policies to which the chief executive officer and senior financial officers of the Company are subject.

If a law conflicts with a policy in this Code, you must comply with the law. If you have any questions about these conflicts, you should ask your supervisor, manager or other appropriate personnel how to handle the situation.

Those who violate the standards in this Code will be subject to disciplinary action, up to and including termination of employment. *If you are in a situation that you believe may violate or lead to a violation of this Code, follow the guidelines described below.*

REPORTING AND DISCIPLINARY MATTERS

1. Reporting Suspected Noncompliance

We must all work to ensure prompt and consistent action against violations of this Code. However, in some situations it is difficult to know if a violation has occurred. Since we cannot anticipate every situation that will arise, it is important that we have a set of guidelines against which to assess any questionable actions or potential violations of this Code. The following should be kept in mind:

- **Make sure you have all the facts.** In order to reach the right solutions, we must be as fully informed as possible.
- **Ask yourself: What specifically am I being asked to do?** Does it seem unethical or improper?

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This will enable you to focus on the specific question you are faced with, and the alternatives you have.

Use your judgment and common sense; if something seems unethical or improper, it probably is.

- **Clarify your responsibility and role.** In most situations, there is shared responsibility. Are your colleagues informed? It may help to get others involved and discuss the problem. Discuss the problem with your supervisor. This is the basic guidance for all situations. In many cases, your supervisor will be more knowledgeable about the question, and will appreciate being brought into the decision-making process. Remember that it is your supervisor's responsibility to help solve problems. Directors should discuss any concerns with the Chairman of the Board or another director. If for any reason a director is not comfortable discussing such concerns with other members of the Board, the director should contact the Company's General Counsel.
- **Seek help from Company resources.** In the rare case where it may not be appropriate to discuss an issue with your supervisor or where you do not feel comfortable approaching your supervisor with your question, you are strongly encouraged to discuss it with your Human Resources manager, any other appropriate personnel or to report it to the Company using the Ethics Hotline described in Section 2 of this Code.
- **You may report ethical violations in confidence and without fear** of retaliation. If your situation requires that your identity be kept secret, your anonymity will be protected to the fullest extent possible. The Company does not permit retaliation of any kind against Associates for good faith reports of ethical violations.
- **Always ask first, act later.** If you are unsure of what to do in any situation, seek guidance before you act.

Associates are encouraged to talk to supervisors, managers or other appropriate personnel about potential illegal or unethical behavior and when in doubt about the best course of action in a particular situation. It is the policy of the Company not to allow retaliation for reports of misconduct by others made in good faith by Associates. Associates are expected to cooperate in internal investigations of misconduct.

2. Ethics Hotline

Associates may report potential illegal or unethical behavior or noncompliance with this Code to the Ethics Hotline at [800.891.4945](tel:800.891.4945).

3. Investigation of Violations

If the Company receives information regarding an alleged violation of this Code, it will, in accordance with any further procedures established by the Board or a Board committee:

- Evaluate such information as to gravity and credibility;
- Initiate an informal inquiry or a formal investigation with respect thereto;
- Prepare a report of the results of such inquiry or investigation, including recommendations as to the disposition of such matter;
- Make the results of such inquiry or investigation available to the Board or a Board committee for action, including disciplinary action; and
- Recommend changes in this Code necessary or desirable to prevent further similar violations.

Keep the following in mind:

- Make sure you have all the facts.
- Ask yourself: What specifically am I being asked to do?
- Clarify your responsibility and role.
- Seek help from Company resources.
- You may report ethical violations in confidence and without fear of retaliation.
- Always ask first, act later.

Confidentiality and anonymity will be maintained to the fullest extent possible, consistent with the need to conduct an effective review. However, the Company may disclose the results of investigations to law enforcement or regulatory agencies.

If a report, complaint or concern relates to Accounting Matters, the General Counsel's office will (a) when appropriate, acknowledge receipt of the complaint to the sender, and (b) promptly communicate it to the Audit Committee. Such reports, complaints or concerns will be reviewed under Audit Committee direction and oversight by the General Counsel's office, internal audit department or such other persons as the Audit Committee determines to be appropriate. Prompt and appropriate corrective action will be taken when and as warranted in the judgment of the Audit Committee.

The Company will not discharge, demote, suspend, threaten, harass or in any manner discriminate against any employee solely as a result of his or her lawful actions in connection with the good faith reporting of complaints regarding Accounting Matters or otherwise as specified in Section 806 of the Sarbanes-Oxley Act of 2002.

The General Counsel's office will maintain a log of all complaints, tracking their receipt, investigation and resolution and shall prepare a periodic summary report thereof for the Board (and for the Audit Committee in connection with Accounting Matters).

4. Disciplinary Actions

The Company will consistently enforce this Code with appropriate discipline. The Company will determine whether violations of this Code have occurred and, if so, will determine the disciplinary measures to be taken against any director, officer, employee, agent or representative of the Company who has violated this Code.

The disciplinary measures might include counseling, oral or written reprimands, warnings, probation or suspension without pay, demotions, reductions in salary and termination of service or employment.

Persons subject to disciplinary measures will include, in addition to the violator, others involved in the wrongdoing such as (a) persons who fail to use reasonable care to detect a violation, (b) persons who withhold material information regarding a violation, and (c) supervisors who approve or condone the violations or attempt to retaliate against Associates or Company agents or representatives for reporting in good faith violations or violators.

MAINTAINING A FAIR AND HEALTHY WORK ENVIRONMENT

5. Compliance with Laws, Rules and Regulations

Obedying the law, both in letter and in spirit, is the foundation on which the Company's ethical standards are built. All Associates must respect and obey the laws of the cities, states, countries and other jurisdictions in which we operate. Although not all Associates are expected to know the details of these laws, it is important to know enough to determine when to seek advice from supervisors, managers or other appropriate personnel.

If requested, the Company will hold information and training sessions to promote compliance with laws, rules and regulations, including insider-trading laws.

6. Equal Employment Opportunity

In order to provide equal employment and advancement opportunities to all individuals, employment decisions at the Company will be based on merit, qualifications and abilities. The Company does not discriminate in employment opportunities or practices on the basis of race, color, religion, sex, national origin, age, disability, gender orientation, gender identity, gender expression or any other characteristic protected by law. This policy governs all aspects of employment, including job selection, job assignment, compensation, performance evaluations, discipline, demotion, termination, benefits and training.

In addition, it is the policy of the Company to provide a work environment that is free from unlawful discrimination. If at any time an Associate feels that he or she has been subjected to or has observed discrimination, the Associate is strongly encouraged to report such conduct to his or her supervisor or manager immediately so that an investigation can be initiated and appropriate action can be taken. If for any reason the Associate does not feel comfortable contacting his or her supervisor or manager about the matter, the Associate is strongly encouraged to report the matter to the Company's Human Resources manager or report it to the Company using the Ethics Hotline described in Section 2 of this Code. The confidentiality of all such inquiries and reports will be respected to the fullest extent possible.

Associates can raise concerns and make reports without fear of reprisal. Associates will not be retaliated against in any manner for reporting in good faith perceived discrimination pursuant to this policy. Anyone found to be engaging in any type of unlawful discrimination will be subject to disciplinary action, up to and including termination of employment.

7. Anti-Harassment Policy

In order to promote a professional and productive work environment in which all employees are treated with dignity, courtesy and respect, the Company has adopted a *Harassment Free Workplace Policy* governing the prohibition on all forms of harassment. Such policy has been distributed to every Associate.

If at any time an Associate feels that he or she has been subjected to or has observed verbal, visual or physical harassment, the Associate must follow the reporting procedures set out in the *Harassment Free Workplace Policy*. Any report under the policy may be made by an Associate using the Ethics Hotline described in Section 2 of this Code.

A violation of the *Harassment Free Workplace Policy* will also constitute a violation of this Code.

8. Safety and Health

The Company is committed to keeping its workplaces and facilities free from hazards. We are all responsible for maintaining a safe workplace and safe environments for our customers and guests by following safety, environmental and health rules and practices. Each Associate will comply with all safety

rules and guidelines and will immediately report accidents, injuries and unsafe equipment, practices, conditions or products to his or her supervisor or manager or to the Company using the Ethics Hotline described in Section 2 of this Code.

MAINTAINING INTEGRITY IN THE WORKPLACE

9. Conflicts of Interest

A “conflict of interest” exists when a person’s private interest interferes in any way with the interests of the Company. A conflict situation can arise when an Associate takes actions or has interests that may make it difficult to perform his or her Company work objectively and effectively. Conflicts of interest may also arise when an Associate or a member of his or her family receives improper personal benefits as a result of his or her position in the Company. For example, loans to, or guarantees of obligations of, Associates and their family members may create conflicts of interest.

It is almost always a conflict of interest for an Associate simultaneously to work for or provide services to a customer or supplier for compensation. The Company believes that individuals working for non-profit organizations, which might be customers of the Company, can provide valuable service and insight as members of the Company’s Board of Directors (the “Board”). Therefore, such individuals might serve on the Board, and their independence will be affirmatively reviewed and determined by the Board from time to time in accordance with applicable law and stock exchange rules. In addition, you are not allowed to work for a competitor in any capacity. The best policy is to avoid any direct or indirect business connection with our customers, suppliers or competitors, except on our behalf.

Conflicts of interest are prohibited as a matter of Company policy, except under guidelines approved by the Board. Conflicts of interest may not always be clear-cut, so if you have a question, you should consult with higher levels of management. Any Associate who becomes aware of a conflict or potential conflict should bring it to the attention of a supervisor or manager or report it to the Company using the Ethics Hotline described in Section 2 of this Code.

10. Accounting and Auditing Matters

Any employee may submit a good faith complaint regarding accounting, internal accounting controls, financial reporting or auditing matters (“Accounting Matters”) without fear of dismissal or retaliation of any kind. The Company is committed to achieving compliance with all applicable securities laws and regulations, accounting standards, accounting controls and audit practices. The Company’s Audit Committee will oversee treatment of employee concerns in this area.

In order to facilitate the reporting of employee complaints, the procedures described in Sections 1 and 2 address (a) the receipt, retention and treatment of complaints regarding Accounting Matters, and (b) the submission by employees of concerns regarding Accounting Matters.

These procedures relate to employee complaints regarding any questionable Accounting Matters, including, without limitation, the following:

- Fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement of the Company;
- Fraud or deliberate error in the recording and maintaining of financial records of the Company;
- Deficiencies in or noncompliance with the Company's internal accounting controls;
- Misrepresentation or false statements to or by a senior officer or accountant regarding a matter contained in the financial records, financial reports or audit reports of the Company; or
- Deviation from full and fair reporting of the Company's financial condition.

11. Computer Resources and Email

Associates must respect the copyright in all software and comply with the requirements of all license agreements restricting the use of software. Associates may not make copies of software or other digital files in violation of either applicable law or license agreements. Associates may not use the Internet or email in ways that interfere with their job duties, violate Company policies or violate this Code.

Email systems are not entirely secure and may be susceptible to interception. Unlike a spoken conversation, email creates a permanent record. Any email you send can be printed by the recipient and forwarded by the recipient to others, and is probably retained for a substantial period of time. Therefore, you should exercise the same care, caution and etiquette in sending an email message as you would with any other written business communications.

Be sure your email is professional and appropriate to the circumstances. Specifically, the Company will not tolerate illegal, abusive, obscene, offensive or profane email. In addition, because the email system is a Company resource, the Company may, in certain circumstances, have a need to examine and, therefore, reserve the right to read all email communications and take appropriate disciplinary action if it deems such communication to violate Company policies.

The Internet connection is provided primarily for business use. Do not download any data that you are not authorized to receive or that is unprofessional, inflammatory or inappropriate for business use. You should not abuse access to the Internet for personal purposes and should not access the Internet for illegal or inappropriate purposes. The Company may conduct a review of all your Internet activity, and evidence of abuse of the Internet facilities provided may result in termination of the Internet connection and disciplinary action up to and including termination.

PROTECTING BLACKBAUD'S ASSETS AND REPUTATION

12. Record-Keeping

The Company requires honest and accurate recording and reporting of information in order to make responsible business decisions. For example, only the true and actual number of hours worked should be reported.

Many Associates regularly use business expense accounts, which must be documented and recorded accurately. If you are not sure whether a certain expense is legitimate, ask your supervisor, manager or other appropriate personnel, including your controller.

All of the Company's books, records, accounts and financial statements must be maintained in reasonable detail, must appropriately reflect the Company's transactions and must conform both to applicable legal requirements and to the Company's system of internal controls. Unrecorded or "off the books" funds or assets should not be maintained unless permitted by applicable laws or regulations.

Business records and communications often become public, and we should avoid exaggeration, derogatory remarks, guesswork or inappropriate characterizations of people and companies that can be misunderstood. This applies equally to email, internal memos and formal reports. Records should always be retained or destroyed according to the Company's record retention policies. In accordance with those policies, in the event of litigation or governmental investigation please consult your supervisor, manager or other appropriate personnel.

13. Confidentiality

Associates must maintain the confidentiality of confidential information entrusted to them by the Company and its customers and suppliers, except when disclosure is authorized by the Company or required by laws or regulations. Confidential information includes all nonpublic information that might be of use to competitors, or harmful to the Company and its customers and suppliers, if disclosed. It also includes information that suppliers and customers have entrusted to us. The obligation to preserve confidential information continues even after service or employment ends. In connection with this obligation, every employee should have executed a confidentiality agreement when he or she began his or her employment with the Company.

14. Protection and Proper Use of Company Assets

All Associates should endeavor to protect the Company's assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on the Company's profitability. Any suspected incident of fraud or theft should be immediately reported for investigation. Company equipment should not be used for non-Company business, though incidental personal use may be permitted.

The obligation of Associates to protect the Company's assets includes its proprietary information. Proprietary information includes intellectual property such as trade secrets, patents, trademarks and copyrights, as well as business, marketing and service plans, engineering and manufacturing ideas, designs, databases, records, salary information and any unpublished financial data and reports. Unauthorized use or distribution of this information would violate Company policy. It may also be illegal and result in civil or even criminal penalties.

MAINTAINING INTEGRITY IN THE MARKETPLACE

15. Competition and Fair Dealing

We seek to outperform our competition fairly and honestly. Stealing proprietary information, possessing trade secret information that was obtained without the owner's consent or inducing such disclosures by past or present employees of other companies is prohibited. Each Associate should endeavor to respect

the rights of and deal fairly with the Company's customers, suppliers, competitors and other Associates. No Associate should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other intentional unfair-dealing practice.

The purpose of business entertainment and gifts in a commercial setting is to create good will and sound working relationships, not to gain unfair advantage with customers. No gift or entertainment should ever be offered, given, provided or accepted by any Associate or family member of an Associate unless it (a) is not a cash gift, (b) is consistent with customary business practices, (c) is not excessive in value, (d) cannot be construed as a bribe or payoff, and (e) does not violate any laws or regulations.

Please discuss with your supervisor, manager or other appropriate personnel any gifts or proposed gifts you are not certain are appropriate.

16. Insider Trading

Associates who have access to confidential information are not permitted to use or share confidential information for stock trading purposes or for any other purpose except the conduct of our business. All non-public information about the Company should be considered confidential information. To use non-public information for personal financial benefit or to "tip" others who might make an investment decision on the basis of this information is not only unethical but also illegal. In order to assist with compliance with laws against insider trading, the Company has adopted a specific policy governing Associates' trading in securities of the Company. Such policy has been distributed to every Associate.

If at any time an Associate feels that he or she has observed a violation of the insider trading prohibitions set out in the policy, the Associate must follow the reporting procedures set out in the insider trading policy. Any report under the policy may be made by an Associate using the Ethics Hotline described in Section 2 of this Code.

A violation of the insider trading policy will also constitute a violation of this Code.

17. Corporate Opportunities

Associates are prohibited from taking for themselves personally opportunities that are discovered through the use of corporate property, information or position without the consent of the Board. No Associate may use corporate property, information or position for improper personal gain, and no Associate may compete with the Company directly or indirectly. Associates owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises.

18. Payments to Government Personnel

The U.S. Foreign Corrupt Practices Act prohibits giving anything of value, directly or indirectly, to officials of foreign governments or foreign political candidates in order to obtain or retain business. It is strictly prohibited to make illegal payments to government officials of any country.

In addition, the U.S. government has a number of laws and regulations regarding business gratuities that may be accepted by U.S. government personnel. The promise, offer or delivery to an official or employee of the U.S. government of a gift, favor or other gratuity in violation of these rules would not only violate Company policy but could also be a criminal offense. State and local governments, as well as foreign governments, may have similar rules. Your supervisor, manager or other appropriate personnel can provide guidance to you in this area.

19. Waivers of this Code of Business Conduct and Ethics

Any waiver of this Code for executive officers or directors may be made only by the Board and will be promptly disclosed to stockholders, along with the reasons for the waiver, as required by the rules of the SEC, the NASDAQ Stock Market and other applicable laws, rules and regulations.

Reviewed and re-adopted by the Board on June 20, 2012;

Reviewed and re-adopted by the Board on June 19, 2013.