

CHECKFREE CORPORATION

CODE OF BUSINESS CONDUCT

FOR

DIRECTORS, OFFICERS AND ASSOCIATES

INTRODUCTION

CheckFree Corporation operates its business in accordance with the highest ethical standards and relevant laws, and places the highest value on the integrity of each of its directors, officers and associates. The Code covers a wide range of business practices and procedures that flow from CheckFree's commitment to ethical business conduct, and it applies to all of our associates and officers, and, as noted, to the members of our Board of Directors. The Code cannot, however, cover all circumstances in which you might be faced with an ethical business decision. Instead the Code is meant as a guide to inform you of the types of ethical business CheckFree expects. Everyone at CheckFree is expected to conduct themselves in accordance with the highest ethical standards and to be informed enough about the principles set forth in the Code to either know the right way to act or to know to consult with a higher authority.

COMPLIANCE WITH THE LAW

One of CheckFree's key objectives is to conduct its business in accordance with the highest principles of integrity and honesty. At a minimum, you must comply at all times with the letter and spirit of the laws of the countries, states and municipalities in which we do business. Although everyone is not expected to know the details of all of these laws, it is important for us to know enough to determine when we must get additional advice. You should also report any activities that you believe may constitute a violation of any laws and regulations applicable to our business.

CONFLICTS OF INTEREST

Officers and Associates

CheckFree officers and associates may have personal interests that potentially or actually conflict with the best interests of our company. You should avoid even the appearance of impropriety. A conflict of interest exists when you are in a position to make or influence a decision on behalf of CheckFree that could also affect your personal interests and thereby potentially affect your judgments or actions. It is impossible to identify every situation you might encounter, but several common examples are set forth below.

Acceptance of Payments, Loans or Gifts

Officers and associates may not accept any payments, loans (except from a recognized lending institution on terms generally available to the public), non-monetary gifts of more than a nominal value (under \$100) or excessive entertainment from third parties in connection with any business dealings on CheckFree's behalf. This is especially

important if the payment, loan or gift is from a company or person who is seeking to do business with CheckFree. It is expected that you may be involved in social activities with clients, vendors or other business associates where it may be appropriate to accept or exchange gifts or entertainment. Examples could include golf outings, entertainment events, gifts or dinners where spouses are included. You should exercise discretion and good judgment in your decisions whether to accept or graciously decline these offers. If events valued at more than \$100 are accepted, you must obtain the approval of your supervisor. Due to the sensitive nature of their jobs, officers and associates who have responsibility for procurement or vendor selection may not accept any payments, loans, non-monetary gifts or offers of entertainment.

Outside Employment

Officers and associates may not accept employment with or become directly or indirectly involved as an officer, director, independent contractor, consultant, or otherwise perform work for any CheckFree vendor, customer or competitor, or enter into any other business relationships where their skills and actions are applied to the disadvantage of CheckFree's present or future business interest. This particular policy shall not apply to any corporate secretary of CheckFree who is not a full-time employee.

Financial Interests in Other Businesses

Officers and associates should not have a financial or other interest in a CheckFree vendor, customer or competitor. This does not prohibit you from purchasing common shares of stock of a company publicly listed on a national securities exchange unless your ownership interest exceeds one percent of the value of outstanding stock. This particular policy shall not apply to any corporate secretary of CheckFree who is not a full-time employee. Officers and associates are also restricted from purchasing or acquiring an interest in property if he or she knows that CheckFree is interested in purchasing such property.

Family Members

Officers and associates may not hire their family members to perform services for CheckFree without disclosing the relationship and obtaining the prior approval of the Legal Department.

Directors

With regard to CheckFree's Board of Directors, each director shall exercise his or her powers in the furtherance of the interests of the company and not in the director's personal interest or in the interest of another person or organization. In discharging this duty, each director shall continue to be forthcoming regarding possible conflicts of interest that may arise. Each director shall promptly and completely disclose any interest he or she may have that might be considered to conflict with the interest of the company. In matters involving a potential conflict of interest, a director may be excluded from

Board of Director discussions regarding such matters and will abstain from voting on the matter. Further, each director has a duty of loyalty to the company that requires such director to respect and not usurp any business opportunities available to the company. Each director has an obligation to fully disclose to the Board of Directors any transaction that may constitute a corporate opportunity for approval prior to pursuing the opportunity.

COMPETITION

Our officers, associates and directors are expected to comply with the antitrust laws of the United States and the anti-competition laws in other countries where CheckFree does business. Antitrust laws are intended to foster competition between companies. The antitrust laws of the United States are complex and it is not possible to summarize them all in this Code. However, in general, you should not have any discussion, communication, agreement or understanding with any competitor concerning

- prices, pricing policy, discounts, promotions, terms or conditions of sale, purchases, product costs distribution or other similar subjects
- allocating customers or sales territories
- restricting the development or production of products
- refusing to deal with particular customers, suppliers or other competitors.

The antitrust laws of the United States may apply to transactions or agreements entered into abroad where there is substantial impact on the domestic or foreign commerce of the United States. In some cases, whether or not the antitrust laws of the United States are applicable, the antitrust laws of foreign countries may be applicable.

You should be able to recognize potential antitrust problem areas, but are not expected to solve legal problems on your own without assistance of counsel. Please contact the CheckFree Legal Department should you encounter any of the issues listed above.

In order to remain competitive, it is necessary for CheckFree to obtain information on our competitors through lawful methods such as marketing research, product evaluation, study of published documents and trade journal articles. You may not, however, obtain competitive information by unethical or illegal means such as industrial espionage or improper access to confidential information.

USE OF COMPANY FUNDS AND ASSETS

Payments to Government Officials

No payments of any kind, whether of money, services or property, may be offered or made directly or indirectly to any domestic or foreign public official, including employees or agents of, or consultants to, government organizations. Many government agencies in the United States have regulations restricting employees' receipt of gifts,

meals or entertainment. In addition, the Foreign Corrupt Practices Act makes it illegal to directly or indirectly offer, pay or promise to pay money or anything of value to any foreign official, foreign political party or party officer or candidate for foreign political office.

Kickbacks and Gratuities

Bribes, kickbacks or the giving of anything of value to obtain business concessions to any individual or organization are prohibited. These are expressly prohibited because they subvert competition and corrupt those involved. Normal and properly authorized business expenses such as entertainment and non-cash gifts of nominal value that are provided openly and in accordance with established business practices are permitted. The difference between a prohibited payment and one that is acceptable is often a judgment call. The purpose of business entertainment and gifts in a business setting is to create good will and sound working relationships. It is not to gain unfair or special advantage with customers. Business entertainment and gifts should not be of such value to unduly influence the recipient, make the recipient feel obligated to pay CheckFree back or violate the recipient's company's standards of conduct.

Political Contributions

All domestic and foreign contributions by or on behalf of CheckFree directly or indirectly, of money, services or property to any candidate for or holder of federal, state or local office or to any political organization, party or committee are prohibited unless the contributions are allowed under applicable laws and approved in advance by the CheckFree Government Relations Department and the Legal Department. For this purpose, contributions include the purchase of tickets to dinners or other fundraising events or the purchase of advertising space in programs.

This policy is not intended to restrict your personal political activities, and in fact, CheckFree encourages you to participate actively in local, state and federal political processes on your own time. However, CheckFree will not reimburse you for your contributions, nor will CheckFree make available your time or services to assist a candidate while you are being paid by CheckFree.

Accurate Accounting and Other Records

You should maintain accurate and complete records. All assets, liabilities, revenues and expenses must be recorded in the regular books of CheckFree accurately, in accordance with generally accepted accounting principles, established corporate accounting procedures and internal control measures. No funds or assets may be maintained by CheckFree for any illegal or improper purpose. No undisclosed or unrecorded corporate fund or asset should be established for any purpose, nor should corporate funds be placed in any personal or non-corporate account. You must give complete and accurate information in response to inquiries from our Board of Directors, officers, independent auditors or legal counsel.

Use of Company Assets

CheckFree assets, including CheckFree confidential information, may only be used for the purpose of furthering the proper business purposes of CheckFree and should not be used for personal gain.

Software and Hardware Licensing

CheckFree is licensed to use a variety of hardware systems and software programs, some of which are provided under licensing agreements that restrict their use and duplication. You may not copy any software unless it is definitely confirmed by the Legal Department that copying is permitted. It is your responsibility to become familiar with license restrictions on use and duplication so that the licensing agreement is not violated.

FINANCIAL REPORTS AND ACCOUNTING RECORDS

CheckFree requires full, fair, accurate, timely and understandable disclosure in reports and documents that are filed with, or submitted to, the Securities and Exchange Commission and other regulators, and in other public communications made by CheckFree.

Accuracy and Completeness

You are required to ensure that the accounting and financial records of CheckFree meet standards of accuracy and completeness. Reporting accurate, complete and understandable information about CheckFree's business, earnings, and financial condition is an essential responsibility of everyone at CheckFree. It is not the exclusive responsibility of CheckFree's accounting personnel to ensure that the company's accounting and financial records are accurate and complete. If you have any reason to believe that any of the books and records are not being maintained in an accurate or complete manner, you are to report this immediately. Similarly, we rely on you to speak up if you feel that you are being pressured to prepare or destroy documents in violation of CheckFree policy. You must also speak up if you become aware that any misleading, incomplete or false statement has been made to an accountant, auditor, attorney or government official in connection with any audit, examination or filing with a government agency.

Financial Statements and Accounts

Everyone at CheckFree is responsible for ensuring that the financial information within their control is recorded accurately and in a timely manner. All transactions must be recorded appropriately to ensure full accountability for all assets and activities of CheckFree, and to supply the data needed in connection with the preparation of the financial statements. If you are involved in the preparation of CheckFree's financial statements, you must do so according to generally accepted accounting principles and

other applicable accounting standards and rules, so that the financial statements fairly and completely reflect the operations and financial condition of CheckFree.

Covering Up Mistakes; Falsifying Records

Mistakes should never be covered up, but should always be immediately fully disclosed and corrected. Falsification of any CheckFree, client or third party record is prohibited. In addition, no false, artificial, or deceptive statements or entries will be made in reports, business plans, books, records, accounts, documents, or financial statements, including the omission of entries if such omissions could be misleading.

CONFIDENTIAL PROPRIETARY INFORMATION

The business and technical information developed and acquired by CheckFree is among our most valuable assets. In addition, CheckFree is in possession of information from our clients that is highly confidential in nature. The value of these assets can be unwittingly destroyed and/or our clients harmed by casual dissemination or the unauthorized release of such information to third parties not affiliated with CheckFree.

Our proprietary information includes:

- company financial data
- marketing/sales information
- client payment information
- client banking or personal information
- client lists
- training and operations material and memoranda
- personnel records
- computer code
- trade secrets
- pricing information
- confidential information received from partners and vendors

You may not reveal any confidential information or permit others to use or reveal CheckFree confidential information. You are responsible for ensuring that CheckFree's proprietary information is properly safeguarded, including proper handling and storing of such information. The removal of any files or records from CheckFree's premises, except by persons specifically authorized to do so, is strictly prohibited.

CheckFree has adopted a privacy statement in which it sets forth its policies with respect to the protection of CheckFree's customers' data. It is a violation of law for CheckFree to deviate from this policy statement. You are responsible for being familiar with this policy and for ensuring that it is not intentionally violated.

SECURITIES LAWS AND INSIDER TRADING

Everyone at CheckFree must comply with all applicable securities laws. These laws impose civil and criminal penalties on employees, officers and directors of public companies. While these laws are summarized below, it is impossible to list every possible scenario you might encounter.

Material non-public information must not be disclosed to anyone, except to persons within CheckFree whose positions require them to know it. If your position at CheckFree requires you to possess material inside information, you must treat such information carefully to avoid even inadvertent disclosure. You are not permitted to answer questions from any person regarding non-public information regarding CheckFree, including results of operations. All questions from the press, securities analysts, brokers, or others shall be referred to one of the Communication Officers.

What is *material inside* information? Any non-public information that, if it were made public, would be important to a reasonable investor in the decision to buy, hold or sell CheckFree's securities is material. Both positive and negative information about CheckFree can be material. As a practical matter, you should ask yourself: "Would this non-public information be likely to result in an increase or decrease in the price of our stock?" Examples of information that is often regarded as material include: projections of future earnings or losses; unpublished sales and earnings numbers; an undisclosed but declared stock dividend or stock split; the undisclosed sale by our company of additional stock; changes in our senior management; an undisclosed plan for a significant acquisition or divestiture of assets or a merger; and the undisclosed negotiation, execution or renewal of an important contract.

You may not place a purchase or sale order, or recommend that another person place a purchase or sale order, in our securities when you have knowledge of material information concerning CheckFree that has not been disclosed to the public. If you are in possession of material non-public information about CheckFree, you must refrain from trading in CheckFree stock or recommending that others do so. The exercise of employee stock options is not subject to this policy. However, CheckFree stock that was acquired upon exercise of a stock option will be treated like any other of CheckFree securities, and may not be sold by you if you are in possession of material non-public information. Anyone at CheckFree who possesses material inside information should wait until the start of the second business day after the information has been publicly released before trading. These restrictions apply equally to your family members (and others) who share your household.

You may not place a purchase or sale order, or recommend that another person place a purchase or sale order, in the securities of another public company, if you learn in the course of your position confidential information about the other company that is likely to affect the value of those securities. For example, it would

be a violation of the securities laws if you learned through CheckFree's sources that we intended to purchase assets from another company, and then bought or sold securities in that other company because of the likely increase or decrease in the value of its securities.

Although CheckFree encourages its associates, officers and directors to own our common stock, you should avoid frequent (speculative) trading in our common stock. Investing in our common stock provides an opportunity to share in the future growth of CheckFree. However, investment in CheckFree and sharing in our growth does not mean short-range speculation based on fluctuations in the market. Such activities put your personal gain in conflict with the best interests of CheckFree and our stockholders.

You may not engage in short sales or options trading in our securities, and you are strongly discouraged from purchasing or holding our securities on margin.

If you have questions about the federal securities laws or trading in our stock, please ask the CheckFree Legal Department or your own legal counsel. The federal securities laws are complex and violations may result in severe civil and criminal penalties. Do not rely on casual advice. Additionally, our directors and executive officers are subject to further restrictions and pre-clearance measures before effecting transactions in our securities, and should consult with the Legal Department prior to any such transactions.

EMPLOYEE RELATIONS

CheckFree's policy is to be fair and equitable in the treatment of all of our employees and to abide by the laws and regulations of the countries, states and local governments where we operate.

All decisions with respect to the recruitment, selection, training, promotion, compensation, discipline and release of employees shall be based on that person's qualifications and without regard to race, religion, national origin, sex, sexual preference, age, physical or mental handicaps or veteran status.

All associates, officers and directors should treat their colleagues and subordinates with respect and dignity and should strive to create a workplace free from harassment. In particular, you should avoid all unwelcome sexual advances, requests or demands for sexual favors, comments, innuendoes, cartoons, visual displays and other verbal, graphic or physical conduct of a sexual nature in the workplace.

VIOLATIONS

CheckFree expects all directors, officers and associates to conduct themselves in accordance with the Code. Failure to do so may result in disciplinary action, up to and including removal from your position and/or termination.

CheckFree also expects you to take constructive action to prevent or correct any improper acts that may come to your attention if you are in a position to do so, and to report any activity that you think might violate the Code. If you believe the Code may have been violated, or are unsure of what behavior is appropriate in any circumstance, you should either talk over the situation with your manager or contact the Legal Department. No disciplinary action will be taken against you for providing information regarding conduct that you believe in good faith may violate the Code. It is also the policy of the company to not to retaliate against employees who lawfully and truthfully report information to law enforcement regarding, or who participate in, government investigations of alleged corporate fraud or other federal or state law violations by the company or its agents.

Failure to report suspected violations of this Code will be considered a violation of the Code itself.

If you do not wish to discuss an issue with your manager or the Legal Department, you may call the toll-free Ethics Hotline number:



All calls to this number will be handled confidentially, and you may choose to remain anonymous.

WAIVERS

The Board of Directors does not anticipate many circumstances where a waiver to the provisions of the Code would be warranted. However, if you have a legitimate and necessary need for a waiver, you must discuss the matter with and seek a waiver through the Legal Department. A waiver will only be considered under the appropriate circumstances, where one is truly necessary and warranted, and can be limited and qualified so as to protect the company to the greatest extent possible.

Waivers to the Code for any executive officer, our controller, or any member of our Board of Directors may only be made by our Board of Directors and will be publicly disclosed to CheckFree's shareholders within five business days of such waiver, including the reasons for the waiver.