



Concord Communications, Inc. Code of Business Conduct and Ethics

Concord Communications, Inc. (the “Company”) and its employees are committed to high standards of ethical behavior. This Code of Business Conduct and Ethics (the “Code”) is intended to document the principles of conduct and ethics to be followed by the Company’s directors, officers and employees including its principal executive officer, principal financial officer and principal accounting officer or controller. The purpose of this Code is to deter wrongdoing and to promote:

- Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- Full, fair, accurate, timely and understandable disclosure in reports and documents that the Company files with, or submits to, the United States Securities and Exchange Commission (“SEC”) and in other public communications made by the Company;
- Compliance with applicable governmental laws, rules and regulations;
- Prompt internal reporting of any violations of this Code; and
- Accountability for adherence to the Code.

The effectiveness of this Code depends in large part on the cooperation of all directors, officers, and employees in promptly disclosing to appropriate personnel within the Company any situations that may be contrary to the intent of the Code and the ethical standards that it expresses. The Company expressly prohibits retaliation of any kind against any individual for the reporting of suspected misconduct.

This Code is neither a contract nor a comprehensive manual that covers every situation directors, officers, or employees might encounter. Neither this Code nor any other Company policy, procedure, guideline or practice creates any contractual rights. If you have any questions about the provisions of this Code, or about how you should conduct yourself in a particular situation, you should contact your manager, or Douglas Batt (the Company’s Compliance Officer) or Melissa Cruz.

Conflicts of Interest

Company policy prohibits conflicts between the interests of its directors, officers, and employees and the Company. A conflict of interest exists when a director, officer or employee’s personal interest interferes or may interfere with the interests of the Company. Every director, officer and employee must disclose any matter that he or she believes might raise doubt regarding his or her ability to act objectively and in the Company’s best interest. Conflicts of interest may not always be clear, so if an employee has a concern that a conflict of interest may exist, they should consult with a supervisor or department head, Douglas Batt or Melissa Cruz.

Corporate Opportunities

Each director, officer, and employee is prohibited from taking for themselves personally corporate opportunities that are discovered through the use of company property, information or position without first offering such opportunities to the Company; using corporate property, information, or position for personal gain; and competing with the Company.

Confidentiality

Company policy prohibits employees from disclosing sensitive business, technical, or other information entrusted to them by the Company, its customers, or business partners, except when disclosure is authorized or legally mandated. Confidential information includes all non-public information that might be of use to competitors or harmful to the Company, its customers, or business partners if disclosed.

Fair Dealing

Each director, officer and employee should act fairly, honestly, and in good faith in any dealings on behalf of the Company with any of its customers, suppliers, competitors, employees, and all others.

Protection and Proper Use of Company Assets

All directors, officers and employees should protect the Company's assets and strive to ensure their efficient use. Theft, carelessness and waste have a direct impact on the Company's profitability. Each employee is asked to cooperate in helping the Company protect against the improper disclosure, theft, or misuse of its intellectual and physical property. Unauthorized or improper disclosure, theft, or misuse of any Company property, including the Company's intellectual property can result in disciplinary measures.

The obligation of employees to protect the Company's assets includes its proprietary information. Proprietary information includes intellectual property, patents, trademarks, trade secrets and copyrights, as well as business, marketing and service plans.

Full, Fair, Accurate, Timely and Understandable Disclosures

The Company strives to maintain the highest standards to ensure that all business records and financial reports are accurate, complete, understandable, and contain no false or misleading information. The Company is committed to complying with applicable laws requiring the fair and timely disclosure of material information and ensuring the accuracy of publicly disseminated information. In carrying out this commitment, the

Company maintains internal controls and procedures designed to provide reasonable assurance of achieving the following objectives:

- efficacy and efficiency of operations;
- safeguarding and proper management of the Company's assets;
- reliability of financial reporting that is in compliance with generally accepted accounting principles in the United States;
- timely and accurate regulatory disclosures; and
- compliance with applicable laws and regulations, including, without limitation, the Company's responsibility to maintain disclosure controls and procedures intended to ensure that financial and non-financial information is collected, analyzed, and timely reported in full compliance with applicable law.

Compliance with these controls and procedures is of paramount importance. If anyone in the Company believes that the Company's books or records are not being maintained, or that its financial condition or results of operations are not being disclosed, in accordance with these controls and procedures, that person should file a report anonymously (as described below) or report the matter directly to Douglas Batt or Melissa Cruz.

Compliance with Laws, Rules and Regulations

The Company is committed to compliance with applicable laws, rules, and regulations. The Company also maintains separate policies regarding such matters as employee confidentiality, insider trading, revenue recognition, fair employment practices, and sexual harassment that can be obtained through the Legal, Human Resources or Finance Department or Planet Concord. These separate policies are consistent in all respects with the spirit and the letter of this Code. Each and every director, officer, and employee is required to act within the bounds of the law.

Reporting and Enforcement Mechanisms

Among the most important responsibilities of each and every director, officer, and employee in this Company are: (1) the obligation to comply with this Code and applicable laws, rules, and regulations; and (2) the obligation to raise a concern about a possible violation of the Code or the law.

The Company expects all directors, officers, and employees to behave ethically and to conduct their business activities on behalf of the Company with honesty and integrity. Any director, officer, or employee who has knowledge of a potential or suspected violation of the Code has an obligation to report relevant information to Douglas Batt or Melissa Cruz or a manager. Generally, a supervisor or department head will be in the best position to resolve the issue quickly. However, every employee can raise any specific or general question or concern with either Douglas Batt or Melissa Cruz at any time, in addition to – or instead of – their manager. Directors, officers, and employees can raise concerns orally or in writing and, if preferred, anonymously.

Information on the procedures for reporting a concern or complaint on an anonymous basis is available on Planet Concord.

Specifically, if the issue or concern relates to the internal accounting controls of the Company or any auditing or accounting matter, or any matter involving violations of securities laws, you may report it on an anonymous basis, pursuant to the procedures established by the Audit Committee. Information on these anonymous reporting procedures is located on Planet Concord.

Policy Against Retaliation

Directors, officers, or employees who report suspected violations or voice other concerns are assured that the Company will not tolerate any retaliation for reports made in good faith. The Company prohibits any director, officer, or employee from retaliating or taking adverse action of any kind against anyone for raising or helping to resolve a conduct concern. Any individual who is found to have engaged in retaliation against a Company director, officer, or employee for raising, in good faith, a conduct concern or for participating in the investigation of such a concern may be subject to discipline, up to and including immediate termination. If any individual believes he or she has been subjected to such retaliation, that individual is encouraged to report the situation as soon as possible to Douglas Batt, Melissa Cruz or Kelli-ann McCabe.

Penalties For Violations

Concord is committed to taking prompt and consistent action against violations of this Code. Directors, officers, and employees who violate the Code are subject to disciplinary action up to and including immediate termination. Reports of suspected violations will be promptly investigated internally, and an appropriate sanction will be imposed for violations, including reporting the violation to authorities, as determined at the Company's sole discretion.

Waiver/Amendments

Only the Board of Directors may grant a waiver of any provision of this Code. A request for such a waiver should be submitted to Douglas Batt in writing for consideration by the Board of Directors. The Board of Directors will promptly cause the Company to disclose to investors any substantive changes in or waivers, along with reasons for the waivers, of the Code granted to directors or executive officers. Such disclosure shall be in a form prescribed by the Securities and Exchange Commission.