

VENDOR CODE OF CONDUCT

XO Group Inc. (together with its subsidiaries and affiliates, the “Company” or “XO Group”) is committed to the highest standards of ethical business conduct and to the practice of business in accordance with all applicable laws, rules and regulations. To that end, the Company has established a set of company standards of business practices and regulatory compliance that are set out in the Company’s Code of Business Conduct and Ethics which applies to all XO Group employees, directors and officers. The Code of Business Conduct and Ethics is an extension of our values and reflects our commitment to ethical business practices and regulatory compliance.

XO Group expects that its vendors will share and embrace the letter and spirit of our commitment to integrity. By “vendor” we mean any firm or individual that provides a product or service to XO Group or indirectly to any of its clients. We understand that vendors are independent entities, but the business practices and actions of a vendor may significantly impact and/or reflect upon us, our reputation and our brand, which is one of our most important assets. Because of this, XO Group expects all vendors and their employees, agents and subcontractors (their “representatives”) to adhere to the Company’s Code of Business Conduct and Ethics while they are conducting business with and/or on behalf of XO Group.

We encourage vendors to review the Code of Business Conduct and Ethics located on our website at www.xogroupinc.com. To the extent reasonably appropriate to the circumstances under which a vendor and their representatives are engaged, the Code of Business Conduct and Ethics is incorporated into this Vendor Code of Conduct. All vendors should educate their representatives to ensure they understand and comply with the Code of Business Conduct and Ethics. Additionally, all XO Group vendors and their representatives shall:

LEGAL AND REGULATORY COMPLIANCE PRACTICES

- Conduct their business activities in full compliance with the applicable laws, rules and regulations.
- Comply with the anti-corruption, anti-bribery and anti-money laundering laws of the countries in which it does business, including the United States Foreign Corrupt Practices Act and similar laws in which the vendor or XO Group operate.
- Conduct business in full compliance with antitrust and fair competition laws that govern the jurisdictions in which they conduct business.
- Comply with all applicable environmental laws and regulations.

BUSINESS PRACTICES

- Honestly and accurately record and report all business information and comply with all applicable laws regarding their completion, accuracy, retention and disposal.
- Comply with the intellectual property ownership rights of XO Group and others, including but not limited to copyrights, patents, trademarks and trade secrets.
- Use good judgment, discretion and moderation when offering gifts or entertainment to XO Group employees. Any gifts, meals, or entertainment must comply with applicable law, must not violate the giver’s and/or recipient’s policies on the matter, and must be consistent with local custom and practice. Avoid gifts to XO Group employees that might constitute a bribe under certain circumstances, or create conflicts of interest.

- Avoid the appearance of or actual improprieties or conflicts of interests. To that end, Vendors and/or their representatives shall not deal directly with any XO Group employee whose spouse, domestic partner or other family member or relative has a financial interest in the vendor (other than ownership of less than one percent (1%) of the Vendor's publicly traded outstanding shares).
- Avoid insider trading by buying or selling XO Group or another company's stock when in possession of information about XO Group or another company that is not available to the investing public and that could influence an investor's decision to buy or sell stock.

EMPLOYMENT PRACTICES

- Conduct their employment practices in full compliance with all applicable laws and regulations.
- Cooperate with XO Group's commitment to a workforce free of harassment and unlawful discrimination.
- Provide a safe and healthy work environment and fully comply with all applicable safety and health laws, regulations and practices.
- Prohibit the use, possession, distribution and sale of illegal drugs while on XO Group or vendor owned, leased or managed property.
- Use only voluntary labor. The use of forced labor whether in the form of indentured labor, bonded labor, or prison labor by a Company vendor or its subcontractors is prohibited.
- Comply with all local minimum working age laws and requirements and not utilize child labor.
- Do not engage or threaten to engage in physical discipline or abuse.
- Pay living wages under humane conditions and in accordance with applicable laws.
- Do not require workers to work more than the maximum hours of daily labor set by applicable laws; ensure that overtime is voluntary and paid in accordance with applicable laws and regulations.
- Keep employee records in accordance with local, regional and national laws, rules and regulations.

REPORTING OF QUESTIONABLE BEHAVIOR OR POSSIBLE VIOLATIONS

If you or your representatives wish to report any questionable behavior or possible violation of this Vendor Code of Conduct, the Company has a variety of resources available to assist you. You are encouraged to work with your primary Company contact in resolving a business practice or compliance concern. However, XO Group recognizes that there may be times when this is not possible or appropriate. In such instances, please contact the XO Group Internal Audit department directly at ethics@xogrp.com or (212) 219-8555.

XO Group will not tolerate any retribution or retaliation taken against any individual who has in good faith sought out advice or has reported questionable behavior or a possible violation. We thank you for your compliance with this important Vendor Code of Conduct and look forward to a mutually beneficial relationship with all of our vendors based on the highest levels of ethical behavior.