

CREXENDO, INC. CODE OF BUSINESS CONDUCT AND ETHICS

I. INTRODUCTION

At, Crexendo, Inc., we are committed to always doing the right thing. That is why we have an ethics and compliance program and why we publish this Code.

The Code is specifically designed to be part of an effective program to prevent and detect violations of law and conduct we believe is important.

Before you review specific principles, you should have a general sense of Crexendo, Inc.'s basic principles reflected in this Code. These principles are:

- We will always be truthful.
- We will adhere to both the letter and spirit of all laws.
- We will provide high quality products, service, and customer support.
- We will work to earn the respect of our customers, colleagues, vendors, and all parties we come into contact with as a consequence of our employment.
- We will be a good corporate citizen.
- We will promote and sustain a work environment that fosters mutual respect, openness and individual integrity.
- We will be fair in all aspects of our business.

When faced with a business decision that seems to have ethical overtones, here are several questions you should ask yourself to determine if your actions are proper:

- Am I adhering to the spirit, as well as the letter of applicable law or Crexendo policy that may be involved?
- Am I proud of my actions?
- What would others think of my actions?
- Could my actions involve negative consequences for me or Crexendo?



- Are my actions consistent with the overall values set forth in this Code and the Crexendo policy manual?

This Code is not just for our employees, officers and directors. All consultants, sales agents and representatives must be informed about the Crexendo, Inc., Code of Corporate Conduct. In some cases, U.S. or other countries' laws may impose on our business associates, including consultants, sales agents and representatives, an obligation to obey and to help us obey certain laws. Also, where the actions of our consultants, agents or representatives may be attributable to us, we must insist that they conduct themselves in accordance with this Code in carrying out those actions, and help us comply with applicable laws.

If you remain uncertain about what to do, stop and ask for help. Refer to the relevant section of this Code. Speak with your supervisor, or senior management.

If you have any doubt, ask for help.

II. OUR COMMITMENT

This Code affirms our commitment to the highest standards of integrity in our relationships with one another, customers, suppliers, shareowners, and others in the communities where we live and work. We all are expected to uphold these standards of professionalism, honesty and respect in all of our interactions with others, including with colleagues in the workplace.

III. ACCOUNTABILITY

It is ultimately the responsibility of the Board of Directors, the Compliance Committee, the Company and senior management, both directly and indirectly, to oversee compliance with this Code.

People who supervise others have a special responsibility to show, through words and actions, personal commitment to the highest standards of integrity. In particular, supervisors:

- Maintain an environment of open communication in which the Crexendo's commitment to integrity and honesty and the provisions of the Code and related policies and instructions are shared and discussed.
- Ensure their people understand the Crexendo's commitment to integrity and honesty and the provisions of this Code, and give them additional information and training, when appropriate.
- Take reasonable steps to ensure that unethical or improper conduct within their areas of responsibility is detected and addressed.
- Consider whether a person maintains the appropriate commitment to integrity and honesty before placing him or her in a position of responsibility.
- Ensure that all information necessary to meet disclosure and reporting obligations of the Company is accurately and completely compiled and communicated.

Because Crexendo, Inc. believes so strongly in ethical behavior, those persons who don't comply with the provisions of this Code and other Crexendo, Inc. plans and policies may be disciplined, up to and including termination or removal -- even for a first offense in appropriate circumstances -- and criminal prosecution may occur if the law has been broken.

The Compliance Committee and Board of Directors shall review or (cause to be reviewed) at reasonable intervals the various compliance plans and policies of the Company, and will annually review this Code.

IV. CONFLICT OF INTEREST

A conflict of interest arises when an employee's personal interests conflicts with their responsibilities to Crexendo, Inc. As to employees, Crexendo, Inc. policy regarding conflicts of interest is straightforward: Employees may never let business dealings on behalf of Crexendo, Inc. be influenced -- or even appear to be influenced -- by personal or family interests and relationships. Included herein is a gift policy which more fully addresses specific issues.

- Employees, officers and directors may not use corporate property, information, or position for personal gain.



- Employees must never compete with Crexendo, Inc. and not enter into unauthorized business relationships with competitors.
- Employees, officers and directors should advance the Company's legitimate interests when the opportunity to do so arises.

The Company's General Counsel and outside counsel retained by the GC must conduct themselves in accordance with all applicable professional ethical obligations, which govern their profession and their relationship with their client, the Company. The Company's lawyers have a duty to comply with all rules and regulations promulgated by the Securities and Exchange Commission, as well as our internal policy, that may require them to report violations of law and breaches of fiduciary duties to the General Counsel or CEO and, if necessary, to the Audit Committee of the Board.

The Company will apply standards of 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 government agencies.

The Company's accounting and financial employees must conduct themselves in accordance with an all applicable ethical obligations, which govern their profession. Each member of the accounting department has signed Code of Ethics for the Company's Chief Executive Officer and Employees of the Company's Finance Department. A copy of the code is posted on the company web-site.

It is imperative that Crexendo, Inc. accounting, financial, and other systems provide accurate and timely reporting of transactions involving Crexendo, Inc. assets. Therefore, every accounting or financial record, as well as the underlying support data, must accurately describe the assets and transactions without omission, concealment or falsification of information, and must comply with applicable accounting standards and laws.

You should not have a financial interest in any organization that CREXENDO, INC. does business with or competes with if that interest would give you or would appear to give you a conflict of interest with CREXENDO, INC. Such organizations include suppliers, competitors, customers, distributors and alliance companies. Financial interests in competitors usually will present a conflict of interest.

To determine whether an improper interest exists, ask yourself the following questions:

- What is the extent of the competition or the nature of the relationship between CREXENDO, INC. and the other company? If the other company is in more than one line of business, how significant is the part that competes with or supplies CREXENDO, INC.?



- What is the size of my investment in relation to my salary and other family income, including income from other investments? Is it significant enough to cause me to take some action as an CREXENDO, INC. employee to protect or enhance my investment?
- Given the nature of my job in CREXENDO, INC., could my actions as an CREXENDO, INC. employee affect the value of my investment in the other company? Could my actions significantly enhance my investment, even if it is a relatively modest one?

A financial interest is improper if your job, the amount of your investment, or the particular company in which you invested could--when viewed objectively by another person--influence your actions as an CREXENDO, INC. employee.

You should not evade these guidelines on investments by acting indirectly through anyone else.

V. INSIDER INFORMATION AND TRADING OF COMPANY STOCK

In the course of your employment with CREXENDO, INC., you may become aware of information about CREXENDO, INC. or other companies that has not been made public. The use of such nonpublic or "inside" information about CREXENDO, INC. or another company for your financial or other benefit not only is unethical, but also may be a violation of law.

U.S. law makes it unlawful for any person who has "material" nonpublic information about a company to trade the stock or other securities of the company or to disclose such information to others who may trade. Violation of such laws may result in civil and criminal penalties, including fines and jail sentences. CREXENDO, INC. will not tolerate the improper use of inside information. These prohibitions also apply outside the U.S.

Material inside information is information which is not available to the general public and which could influence a reasonable investor to buy, sell or hold stock or securities. While it is not possible to identify in advance all information that could be viewed as material inside information, some examples might include nonpublic information about: CREXENDO, INC.'s financial performance including earnings and dividend actions; acquisitions or other business combinations; divestitures; major new product announcements; significant advances in research; and, other significant activities affecting CREXENDO, INC. . Here are some examples of how you can avoid the improper use of inside information:

- If you know that CREXENDO, INC. is considering an alliance or is about to announce a new product or make a purchasing decision that could affect the price of the stock of an CREXENDO, INC. supplier or other company, you should not buy or sell the stock of that company until after the information becomes public.



- If you know that CREXENDO, INC. is considering an alliance or is about to announce a new product or make a purchasing decision that could affect the price of the stock of an CREXENDO, INC. supplier or other company, you should not buy or sell the stock of that company until after the information becomes public
- If you are aware of financial results or have material information on performance of the company which has not been made public you may not trade in the stock of the company until that information becomes public.
- Similarly, if you know that CREXENDO, INC. is about to make an announcement that could affect the price of its stock, you should not buy or sell CREXENDO, INC. stock on the open market until after the announcement.
- You should not buy or sell the stock of a customer or alliance company based on any inside information you have about that company announcement. You should not disclose inside information to CREXENDO, INC. employees who do not have a business need to know or to anyone outside of CREXENDO, INC.
- You may also not trade in Crexendo Stock during a “quiet period”.

If you have any doubt about what you can or cannot do in this area, you should consult with the General Counsel.

VI. GIFT POLICY

Gifts offered by employees of different companies vary widely. They can range from widely distributed advertising novelties of nominal value, which you may give or accept, to bribes, which you unquestionably may not give or accept.

Gifts include not only material goods, but also services, promotional premiums and discounts.

The following are CREXENDO, INC. 's general guidelines on giving and receiving gifts and business amenities. Under these guidelines, senior management may also approve giving or receiving higher value gifts and business amenities provided the gifts and business amenities are not prohibited by law or known customer business practice.

With management approval, you may give or accept customary business amenities, so long as such gifts are not in excess of \$200.00 per gift, and that there is no more than \$400.00 in gifts per any calendar month, such as meals and entertainment, provided the expenses involved are kept at a reasonable level and are not prohibited by law or known customer business practice. In certain circumstances the Compliance Committee may allow gifts in excess of that amount if they are fully disclosed, and the Committee believes it is in the best business interest of the Company to waive the policy.



Neither you nor any member of your family may solicit or accept from a supplier or customer money or a gift that could influence or could reasonably give the appearance of influencing CREXENDO, INC.'s business relationship with that supplier or customer. Furthermore, you may accept a gift of nominal value, such as an advertising novelty, when it is customarily offered to others having a similar relationship with the customer or supplier. If you have any doubts about a particular situation, you should consult your supervisor, the Chief Operating Officer, or General Counsel.

If you are offered a gift which has more than nominal value, normally \$200.00 or more, which is not customarily offered to others, or money, or if either arrives at your home or office, tell your manager immediately. Appropriate arrangements will be made to return or dispose of what has been received, and the supplier or customer will be reminded of CREXENDO, INC.'s gift policy. In certain circumstances the Compliance Committee may allow gifts in excess of that amount if they are fully disclosed, and the Committee believes it is in the best business interest of the Company to waive the policy.

When authorized by CREXENDO, INC., you may refer customers to third party vendors however; CREXENDO, INC. employees may not accept any fee, commission or other compensation for this activity from anyone except CREXENDO, INC.

VII. COMPLIANCE WITH LAWS

Every one of us must comply with all applicable laws and regulations, and with the provisions of this Code. Ultimately, our conduct is our own responsibility. We should never commit dishonest, destructive, or illegal acts even if directed to do so by a supervisor or co-worker, nor should we direct others to act improperly.

In all our business relationships, we must comply with the domestic and foreign laws and regulations affecting our business. These laws include, but are not limited to, federal and state securities and business laws (including those of the Securities and Exchange Commission), Environment, Health & Safety laws and the respective regulations, as well as various trade and sale regulations.

IIX. FAIR DEALING

It is our policy that each employee, officer and director will endeavor to deal fairly with the Company's customers, suppliers, competitors and employees. No one should take unfair advantage of another through improper manipulation,



concealment, abuse of privileged information, misrepresentation of material facts, or any other dealing practice.

Employees are bound by other company policies which address specific behaviors including but not limited to the training manual.

IX. COMMUNITY SUPPORT

We believe in contributing to the well being of local and regional communities. We encourage employees to be active in their local communities, engage in charitable endeavors, and be an asset both to the company and the greater community.

X. REPORTING CONCERNS OR VIOLATIONS

Employees are encouraged to discuss any questions related to this Code with their supervisor or with the General Counsel.

Employees who believe they are aware of a violation of the Code are expected and encouraged to report their concerns.

Employees have many ways in which they can report a concern or incident related to this Code. They may discuss it with their manager, the Chief Operation Officer, or the General Counsel. Employees may also contact Lighthouse Services at 1-800-398-1496. Such reports may be made confidentially and anonymously.

Directors, who learn of or suspect violations of this Code, or other improper behavior, will take appropriate action which may include promptly advising the Compliance Committee, the Audit Committee or other appropriate managers, which will conduct or direct an appropriate investigation.



Reports, concerns or complaints regarding accounting, internal accounting controls, or auditing matters, or questionable accounting or auditing matters may be made by calling Lighthouse Services at 1-800-398-1496. Such reports may be made confidentially and anonymously.

It is Company policy to comply with all applicable laws that protect employees against unlawful discrimination or retaliation by their employer as a result of their lawfully reporting information regarding, or their participating in, investigations involving corporate fraud or other violations by the Company or its agents of federal or state law. Specifically, Company policy prevents any employee from being subject to disciplinary or retaliatory action by the Company or any of its employees or agents as a result of the employee's:

1. Disclosing information to a government or law enforcement agency, where the employee has reasonable cause to believe that the information discloses a violation or possible violation of federal or state law or regulation; or
2. Providing information, filing, testifying, participating in a proceeding, or otherwise assisting in an investigation or proceeding regarding any conduct that the employee reasonably believes involves a violation of: (i) any rule or regulation of the United States Securities and Exchange Commission; (ii) any federal criminal law relating to securities fraud; or (iii) any provision of federal law relating to fraud against shareholders, where with respect to investigations, the investigation is being conducted by a federal regulatory agency, a member of Congress, or a person at the Company with supervisory authority over the employee.

However, employees who file reports or provide evidence which they know to be false or without a reasonable belief in the truth and accuracy of such information will not be protected by the above policy statement and may be subject to disciplinary action, including termination of their employment.

XI. CONCLUSION

Ethical behavior can not be easily codified. This policy is therefore only a blueprint to advise you of what we as a company expect from our board, management, employees and agents.

We expect, trust, and demand that each of us is a person of honesty and integrity. Each person's actions affect the company and how people perceive the company. We expect you to use your best judgment to always abide by this code, and engage in proper business behavior and etiquette. Your actions do reflect on yourself, your coworkers, company and community.



As indicated in the preface to this policy we ask that you take that into consideration and take actions that make you and Crexendo proud.