



Intralinks Code of Business Conduct and Ethics

Dear Intralinks Clients:

Intralinks Holdings, Inc. and its subsidiaries (collectively “**Intralinks**”) have a commitment to high ethical standards — a commitment that has long been part of our history and culture. Preserving these standards has never been more important than in today’s competitive and rapidly changing business climate.

Our Code of Business Conduct and Ethics (as amended and restated from time to time, the “**Code**”) helps ensure that we can preserve our high ethical standards. Although we cannot anticipate every ethical situation or decision we might face, our Code serves as a consistent guideline for how we work with you, our clients, each other, our business partners, stockholders, suppliers and communities.

Each of us at Intralinks, as well as our Board of Directors and contractors, are expected to read the Code thoroughly, adhere to both the intent and the spirit of what it says, and use it as a guide to make the right decisions and do the right thing – for our clients, our colleagues, and our stockholders. By doing so, we can preserve the high ethical standards that have helped fuel our past success and will contribute to our success in the future.

Thank you very much.

A handwritten signature in black ink that reads "Leif O'Leary".

Leif O'Leary
Chief Executive Officer

A handwritten signature in black ink that reads "Ari Buchler".

Ari Buchler
Chief Legal Officer



Intralinks Code of Business Conduct and Ethics

Dear Intralinks Employees, Contractors and Directors:

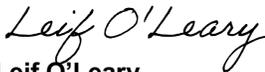
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Please join us in reading this Code carefully and in pledging to follow the standards and rules it presents.

Thank you very much.


Leif O’Leary
Chief Executive Officer


Ari Buchler
Chief Legal Officer

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Intralinks Holdings, Inc.

Code of Business Conduct and Ethics

Introduction — General statement of Intralinks policy

Intralinks Holdings, Inc., together with its subsidiaries (collectively, “**Intralinks**”), established this Code of Business Conduct and Ethics (the “**Code**”) to provide Intralinks’ employees, contractors and directors with a statement of certain key policies and procedures to follow in making ethical and legal decisions when conducting Intralinks’ business and performing their day-to-day duties. This Code is intended as a guide to ensure lawful and ethical conduct by Intralinks, its employees, contractors and directors. This Code is part of a larger process that includes compliance with the corporate policies themselves, an open relationship between employees and supervisors that is conducive to good business conduct and, above all, integrity and good judgment.

A note about other obligations

We have other legal and contractual obligations applicable to Intralinks. The policies stated in this Code are NOT all of Intralinks’ policies, and they are NOT a complete explanation of the laws or standards of conduct that are applicable to us or Intralinks. This Code is not intended to reduce or limit the other obligations that we may owe to Intralinks. Instead, the standards in this Code should be viewed as the *minimum standards* that Intralinks expects from us in the conduct of Intralinks’ business.

Communication of this code

A copy of the Code is available by requesting one from the Compliance Officer or the Human Resources department, or by accessing Intralinks’ website at www.intralinks.com. After you have read the Code, you will be asked to sign a form certifying that you have read and understood, and will comply with, the Code. Updates of the Code will be provided from time to time.

Standards of conduct

I. Use of confidential information

Confidential information

Confidential company information is an important corporate asset that merits the same protection as Intralinks’ physical assets. “**Confidential information**” includes all non-public information that might be of use to competitors or harmful to Intralinks or its customers if disclosed. It includes sales, forecasts, business, product or marketing plans, computer programs, software and other inventions or developments, customer lists, prospects, financial information, business practices and intellectual property. It is very important for us to safeguard Intralinks’ confidential information and to refuse any improper access to such information entrusted to any employee, contractor or director for whatever purpose.

Equally important is our obligation to protect the confidential information provided to Intralinks by its business partners, end users, customers and suppliers and our fellow workers during the course of Intralinks’ business. This includes nonpublic information contained within online exchanges hosted by Intralinks and nonpublic information about transactions being conducted by Intralinks’ clients using exchanges. We will use Confidential Information solely for legitimate Intralinks purposes.

We must take care not to display or discuss confidential information in public places or in front of third parties. In addition, we must exercise care when sending or discussing confidential information on voicemail, electronic mail, fax machines or message services.

Be aware that our duty of confidentiality applies during and even after the employment relationship with Intralinks. We may not take confidential information when leaving Intralinks or use or disclose confidential information for our own personal benefit or for the benefit of a new employer or prospective new employer.

II. Ethical business practices

Lawful and ethical behavior

Intralinks, by the very nature of its business, requires all employees, contractors and directors to observe all laws, rules and regulations that apply to our global operations and business. Indeed, it is the personal responsibility of all employees, contractors and directors to be familiar with the laws and regulations applicable to business activities in the territories in which we operate and those of our policies and procedures that are applicable to your assigned duties and responsibilities.

Fair dealing

Intralinks intends to succeed in the marketplace through superior performance, not by unethical or manipulative practices. It is Intralinks' policy that we deal honestly, competitively and fairly with Intralinks' customers, suppliers, competitors, contractors and employees in all business dealings on Intralinks' behalf. We should not take unfair advantage of another person in business dealings on Intralinks' behalf through the abuse of privileged or confidential information or through improper manipulation, concealment or misrepresentation of facts.

Misrepresentation of facts

We may not misrepresent the capabilities of Intralinks' services or the ability of Intralinks to provide a solution to a customer. Any employee who makes false, misleading or defamatory statements regarding Intralinks' competitors, customers or suppliers, or their products will be subject to disciplinary action up to and including termination.

Side agreements

We may not enter into any side agreements with customers, vendors, or partners. Side agreements may include or take the form of oral promises, email agreements or written letters that are not part of the executed agreements between Intralinks and the respective third party.

Political activity

Business contributions to political campaigns are strictly regulated by law. All political contributions to any candidate, political party or in support of any referendum proposed to be made with Intralinks' funds or other assets — including our work time, company premises, or company property — must be coordinated and approved by the Compliance Officer. We may not, without the approval of the Compliance Officer, use any of Intralinks' funds for any political contributions. Political contributions or activities on our own behalf and with our own money and on our own time are permissible but we should not represent that we are making any such contribution on Intralinks' behalf. Similar restrictions on political contributions may apply in other countries. Specific questions should be directed to the Compliance Officer.

III. Avoid conflicts of interest

Conflicts of interest

Intralinks' success depends on the diligence and loyalty of its employees, contractors and directors. When acting on behalf of Intralinks, we are expected to put the best interests of Intralinks at the forefront of any work-related activity or decision. We must avoid any conduct, activity or relationship that might create or cause an actual or potential conflict of interest, and we must address any conflicts of interest that we might discover by bringing conflicts or potential conflicts to the attention of the Compliance Officer.

A “**conflict of interest**” occurs when an employee's, contractor's or director's personal interest interferes with Intralinks' interests. While it is not possible to identify every particular activity that might give rise to a conflict of interest, you should be guided by the examples set forth in the Code and our other applicable policies. For example, a conflict of interest may exist because of a relationship with an individual or with a family member that is inconsistent with Intralinks' best interests or could cause a conflict with our ability to perform our job responsibilities. Conflicts of interest may arise in many situations, including the following:

- **Outside employment and other affiliations.** A conflict of interest may arise if an individual is employed or engaged by Intralinks and another business, particularly an Intralinks customer or business partner. A conflict of interest may also arise if an individual is a member of the board of directors of any customer, supplier, partner or competitor of Intralinks. Board membership is problematic from a conflict of interest perspective because a person holding a board seat in an outside business can influence the actions of that outside business.

- **Activities with competitors.** A conflict of interest arises if an individual takes part in any activity that enhances or supports a competitor's position, including accepting employment with a competitor.
- **Gifts.** While entertaining customers in the ordinary course of business is not prohibited, a conflict of interest may arise if an individual accepts, directly or indirectly (such as through a member of an individual's family) anything of value from a competitor, supplier, customer or distributor, particularly where the purpose is (or could appear to be) to improperly influence a business decision or relationship relating to Intralinks or its business partners.
- **Investments in other businesses.** A conflict of interest may arise if an individual or any member of an individual's immediate family holds a financial interest in an outside business, particularly an Intralinks client or business partner. Many factors must be considered in determining whether a conflict of interest exists in this situation, including the size and nature of the investment, the ability to influence Intralinks' decisions that could affect the outside business, access to confidential information of Intralinks or of the outside business, and the nature of the relationship between Intralinks and the outside business.
- **Conducting business with family members.** A conflict of interest may arise if an individual conducts business on behalf of Intralinks with a business in which the individual or family member or spouse of such individual is associated in any significant role.

If you or your family members are engaged in any of the activities listed above, then there may be a conflict of interest, and you must disclose the facts concerning this activity to the Compliance Officer. You are responsible for promptly reporting to the Compliance Officer any transaction or relationship that reasonably could be expected to give rise to a conflict of interest. The Compliance Officer may notify the board of directors or a committee thereof or take other action as he or she deems appropriate. Actual or potential conflicts of interest involving a director or executive officer should be disclosed directly to the Chairman of the Board of Directors or a committee thereof responsible for administering this Code.

Any employee or contractor with questions regarding activity that may create a conflict of interest should discuss the situation with his or her immediate supervisor or the Compliance Officer. If you know of a conflict of interest that exists elsewhere in Intralinks, you should disclose the conflict to the Compliance Officer.

Intralinks reserves the right to determine when actual or potential conflicts of interest exist, and then to take any action that, in its sole judgment, is needed to avoid a potential conflict or prevent an actual one from continuing. The action taken by Intralinks may include having you divest the conflicting interest or return the benefit or gain received, realigning your duties and responsibilities, or disciplinary action, up to and including termination of your employment.

Gifts and entertainment

Giving anything of value to a government employee for the purpose of obtaining or retaining business is strictly regulated and, in most cases, prohibited by law. We must comply with U.S. federal, state and local laws, as well as applicable foreign government laws, governing the giving and acceptance of business courtesies. Consistent with Intralinks' policy regarding conflicts of interest and applicable laws, you and members of your immediate family are not permitted to give or accept any gift with the intent to improperly influence the business relationship between Intralinks and its customers or other business partners. Employees, contractors and directors are encouraged to consult with the Compliance Officer before giving or accepting lavish gifts, services, discounts or favors from those with whom Intralinks does business or considers doing business. In addition, employees, contractors and directors are required to consult with the Compliance Officer before giving or accepting any gifts, services, discounts or favors to government officials or entities with whom Intralinks does business or considers doing business.

Prohibition of personal loans

Intralinks will not make any extension of credit, or arrange for the extension of credit, in the form of a personal loan to any employee, contractor or director.

Corporate opportunities

We owe a duty to Intralinks to advance its legitimate business interests when the opportunity to do so arises. We may not use corporate property, information, or position for improper personal gain. We are prohibited from competing with Intralinks or taking advantage for personal gain of any Intralinks' business opportunity that is discovered through the use of Intralinks' property, information or position unless such opportunity has first been presented to, and rejected by, Intralinks. We should report any such corporate opportunity to our supervisor or other appropriate individual within Intralinks to determine whether Intralinks desires to take advantage of the opportunity.

IV. Protection of Intralinks' assets

Unauthorized use of Intralinks' property or services

We are expected to use Intralinks' property (including exchanges, work spaces, software, equipment, supplies and Intralinks' e-mail) only for legitimate business purposes. Loss, theft and misuse of Intralinks' assets have a direct impact on Intralinks' business and its profitability. We may not use or remove from Intralinks' premises any Intralinks property or services for personal benefit. Intralinks realizes that sometimes the line between personal and company benefits is difficult to draw, and sometimes there are both personal and company benefits in certain activities. Examples include writing articles of a technical or professional nature that may enhance the reputation of the author but also may have some benefit to Intralinks, and employee participation in continuing education programs. We should obtain approval from our supervisor in advance of any use of Intralinks' property or services that is not solely for the benefit of Intralinks.

Notwithstanding the foregoing, Intralinks does not prohibit moderate, reasonable personal use of Intralinks' office equipment, Internet connectivity and e-mail (but not online exchanges, work streams or other services and resources sold by Intralinks), so long as that use does not interfere with the performance of our jobs, hinder the performance of anyone else's job, or violate any other Intralinks policy or any applicable laws or regulations.

The network

Intralinks' communication facilities (including our network, infrastructure, related hardware, equipment and mobile devices) are a critical aspect of Intralinks' property. Be sure to follow all security policies. If you have any reason to believe that our network security has been violated — for example, you lose your laptop or smartphone or think that our network password may have been compromised — you must promptly report the incident to the Information Security team. For more information, consult Intralinks' security policies.

Social media

With the rise of new media and next-generation communications tools, the way in which we communicate internally and externally continues to evolve. These emerging media tools include: video, blogs, wikis, podcasts, virtual worlds, and social networking. You are encouraged to learn about and use these social media tools because they can promote teamwork and collaboration. You are also required to abide by Intralinks' policies and guidelines regarding the use of these tools, which among other things, emphasize the need to:

- Communicate in a respectful and professional manner;
- Avoid disclosing proprietary information or misusing Intralinks' intellectual property;
- Keep applicable policies and regulations in mind, including Intralinks' Social Media Policy; and
- Understand that the same rules about communicating Intralinks information 'offline' also apply in the 'online' world.

V. Work environment

Environment, health and safety

Intralinks is committed to managing its business in a manner that is sensitive to the environment and conserves natural resources and to providing a work environment that strives to protect employee health and safety. Intralinks expects us to learn and follow applicable safety procedures and to comply with all environmental, health and safety laws.

Discrimination and harassment

Intralinks respects and values the diversity reflected in our various backgrounds, experiences and ideas. We must each be dedicated to providing an inclusive work environment that fosters respect for all of our coworkers, clients and business partners, and one that reflects the diversity of the communities in which we operate. We do not make employment-related decisions or discriminate against anyone on the basis of race, color, religion, gender, age, mental or physical disability, veteran status, national origin, sexual orientation or any other characteristic protected by applicable law.

Intralinks also prohibits all forms of unlawful harassment, whether physical or verbal. "Harassment" is any form of unwelcome behavior toward another person that is motivated by a characteristic protected by applicable law and has the

purpose or effect of creating an intimidating, hostile or offensive work environment, such as unwanted sexual conduct, threats and offensive comments.

If you know or suspect that illegal discrimination or harassment has occurred, report the situation immediately by contacting a supervisor or your local Human Resources representative or by following the steps outlined below under the Reporting Concerns/Receiving Advice section of this Code. All reports will be investigated, and disciplinary action will be taken when necessary, consistent with applicable law.

You will not experience retaliation for making a good faith report.

VI. Ensure integrity and responsibility

Procurement and signature policies

Intralinks has adopted procurement and signature policies designed to ensure all agreements are reviewed for their terms and for compliance with Intralinks' approved budget. Information about who is authorized to approve and sign contracts on Intralinks' behalf is available from the Legal and Finance departments. If you are not named as an authorized signatory for Intralinks or its subsidiaries, you are not authorized to approve or sign documents or legally bind Intralinks or such subsidiaries to any contract or other agreement.

Accurate books and records

The integrity, reliability and accuracy in all material respects of Intralinks' books, records and financial statements is fundamental to Intralinks' continued and future business success. We may not cause Intralinks to enter into a transaction with the intent to document or record it in a deceptive or unlawful manner. In addition, we may not create any false or artificial documentation or book entry for any transaction entered into by Intralinks. Employees and contractors who have responsibility for accounting and financial reporting matters have a responsibility to accurately record all funds, assets and transactions on Intralinks' books and records. You must take all steps available to assist Intralinks in these responsibilities consistent with your role within Intralinks.

Audits and influencing auditors

In some cases, Intralinks will monitor compliance with its policies by audits, which may be conducted by Intralinks' legal counsel or at the direction of the Compliance Officer. You are required to cooperate fully with any such audits and to provide truthful and accurate responses to any request.

We may not influence, coerce or mislead any auditor, internal or independent, who is auditing Intralinks' financial statements, for the purpose of rendering the financial statements materially misleading, or for any other purpose.

Retaining records

It is important that we keep records for an appropriate length of time. Intralinks' Records and Information Management Policy and associated schedules suggest minimum retention periods for certain types of records. Please keep in mind that legal requirements, accounting rules and other external sources may specify longer retention periods for certain types of records, and those will control where applicable. If you become aware of a required retention period that differs from the period set forth in the schedules to the Records and Information Management Policy, please promptly notify the Compliance Officer so that the retention period in question can be reviewed and, if appropriate, updated. If asked by the Legal Department to retain records relevant to a litigation, audit or investigation, do so until the Legal Department states that retention is no longer necessary. If you have any questions regarding the correct length of time to retain a record, contact the Compliance Officer.

VII. Obey the law

Insider trading

We are prohibited under both U.S. and other countries' laws and Intralinks' Policy on Insider Trading and Disclosure from purchasing or selling securities of any company on the basis of material, non-public information about any company that we obtain during the course of our work (also called "**Insider Information**"). Insider Information may include, but is not limited to, financial or business information; operating developments; or proposed corporate transactions and reorganizations. If you possess any Insider Information related to a company, including, for example, one of our clients or

an entity that may be a party to a potential transaction with one of our clients, you may not engage in transactions involving the securities (including any derivatives thereof) of such company or entity until this Insider Information has been released to the public and the market has an opportunity to absorb and react to it. We are also prohibited from “tipping” other people, which occurs when one passes along material and non-public information about a company to another person.

The misuse of Insider Information may result in regulatory inquiries, civil or criminal charges, litigation, adverse publicity for Intralinks and disciplinary action for employees, contractors and directors, up to and including termination.

Privacy

Many countries have implemented privacy or personal data protection laws (covering any information that can be used to identify, contact, or locate an individual) that set requirements for the appropriate collection and handling of personal data. Intralinks respects privacy and is committed to protecting the reasonable privacy expectations of everyone with whom we do business, including our clients, end users of our services and employees. As part of our work, we may have access to personal data, or this personal data may be hosted with a third party. It is important that we access, use, or share personal data only to the extent necessary to fulfill our assigned job responsibilities and in accordance with Intralinks privacy and information security policies, as well as applicable local laws and regulations.

We believe that responsible safeguarding of personal data, especially sensitive personal information, is a critical component in building and maintaining trust in the Intralinks brand. We each have a responsibility to collect only personal information that is relevant and necessary, and to safeguard, and appropriately use, the personal data in our possession or under our control. When questions, issues, or concerns arise, consult the Compliance Officer.

Foreign Corrupt Practices Act, UK Bribery Act and improper payments

We should be aware that Intralinks and its employees and contractors are subject to and required to comply with laws known as the Foreign Corrupt Practices Act (“FCPA”), the UK Bribery Act and the Brazil Anti-Corruption Law of 2014 (Law n°. 12,846/2013), as well as other similar laws that are applicable to Intralinks and its personnel. In general, these laws prohibit companies and their joint ventures from offering, promising, approving, or making payments, gifts or otherwise providing anything of value to foreign government officials or private parties for the purpose of influencing the recipient to obtain or retain business for Intralinks. These laws also prohibit payments made with a wrongful or corrupt intent (i.e., payments Intralinks knew or should have known were intended to influence the private party, the government official or the government). Companies may not circumvent these laws by using a third party to make these prohibited payments or arrangements. If you become aware of improper activity by a partner or other third party working on Intralinks’ behalf, it is our obligation to immediately report this activity to the Compliance Officer.

We are prohibited from offering, approving or making payment of money or anything of value to anyone, including a government official, agent, or employee of a government, political party, or business entity, with the intent to induce favorable business treatment or to improperly affect business or government decisions. You must use discretion and care to ensure that expenditures are in the ordinary and proper course of business and are not bribes or improper inducement.

Combating modern slavery and human trafficking

Modern slavery is a crime and a violation of fundamental human rights. We are committed to acting ethically and with integrity in all our business dealings and relationships and to implementing policies intended to ensure modern slavery is not taking place anywhere in our own business.

Anti-trust compliance

Intralinks is committed to fair competition and adherence to antitrust laws. We are prohibited from entering into agreements or understandings (written or oral, express or implied) with any competitor concerning the following: prices, discounts or other terms or conditions of sale, profits or profit margins, costs, allocation of products or geographic markets, allocation of customers, limitations on production, or bids or the intent to bid. These are only some of the activities that could violate antitrust laws. If you have any questions or would like to seek advice regarding permissible activities, please contact the Compliance Officer.

Compliance with export laws and international trade controls

Export control laws govern the export of products and services, such as technical data, and written or oral disclosures of technical data from the United States and other countries in which we operate. It also includes trade with and the provision of services to, certain individuals, entities and nations. We must comply fully with these laws. If you have any questions or would like to seek advice regarding export compliance, please contact the Compliance Officer.

Many countries regulate international trade transactions, such as imports, exports and international financial transactions. In addition, the United States prohibits any cooperation with boycotts against countries friendly to the United States or against firms that may be “blacklisted” by certain groups or countries. It is Intralinks’ policy to comply with these laws and regulations even if it may result in the loss of some business opportunities. Employees should learn and understand the extent to which U.S. and international trade controls apply to transactions conducted by Intralinks.

Required government reporting

Whenever conduct occurs that requires a report to a governmental body, the Compliance Officer will be responsible for complying with such reporting requirements.

Reporting, administration and amendments

VIII. Reporting concerns / Receiving advice

Reporting

Intralinks fully commits to maintaining high standards of ethical and professional conduct for Intralinks and its employees, contractors and directors. To do so, we provide multiple resources for reporting, investigating, and resolving allegations of misconduct, as well as for determining and enforcing related disciplinary action. Report any conduct that you believe may be a violation of this Code and other activities that could affect Intralinks’ or its employees’, contractors’ or directors’ compliance with legal and ethical obligations. If at any time you have a suspicion that Intralinks’ obligations relating to financial integrity, auditing and accounting, insider trading, fraud, kickbacks, improper payments, anti-corruption policies, or political contributions have been compromised, you are expected to report it immediately.

Non-Retaliation

Intralinks will not tolerate retaliation against any employee or contractor who reports a concern in good faith or who cooperates with a compliance investigation, even when the allegations are found to be unsubstantiated. Specifically, Intralinks will not discharge, demote, suspend, threaten, harass or in any other manner discriminate against, such employee, contractor or director in the terms and conditions of his or her employment. Any person who participates in any such retaliation is subject to disciplinary action, up to and including termination.

Seeking guidance

The best starting point for seeking advice on ethics-related issues or reporting potential violations of the Code will usually be your supervisor. However, if the conduct in question involves your supervisor, if you have reported the conduct in question to your supervisor and do not believe that he or she has dealt with it properly, or if you do not feel that you can discuss the matter with your supervisor, you may raise the matter directly with the Compliance Officer.

Communication alternatives

You may communicate with the Compliance Officer by any of the following methods:

- By calling or emailing the Compliance Officer at +1-617-574-5422 or abuchler@intralinks.com;
- In writing, addressed to the Compliance Officer, by U.S. mail to c/o Intralinks Holdings, Inc., 150 East 42nd Street, 8th Floor, New York, New York 10017;
- By submitting information through a website hosted by a third party that we have established for receipt of questions and reports of potential violations of the Code. The website is www.intralinks.alertline.com; submissions may be made anonymously as set forth below under “*Anonymity*”; or
- By phoning an off-site voicemail account that we have established for receipt of questions and reports of potential violations of the Code. You can reach this off-site voicemail account by calling **(800) 683-6217**; calls may be made anonymously as set forth below under “*Anonymity*.”

Reporting accounting and similar concerns

Any concerns or questions regarding any Intralinks policy or procedure or applicable law, rule or regulation that involves accounting, internal accounting controls or auditing matters should be directed to the Audit Committee or a designee of the Audit Committee. You may communicate with the Audit Committee or its designee:

- in writing to: Chairman of the Audit Committee, c/o Intralinks Holdings, Inc., 150 East 42nd Street, 8th Floor, New York, New York 10017;
- by logging into the website at www.intralinks.alertline.com; or
- by phoning the off-site voicemail account at **(800) 683-6217**.

Anonymity

When reporting suspected violations of the Code, Intralinks prefers that employees, contractors and directors identify themselves to facilitate Intralinks' ability to take appropriate steps to address the report, including conducting any appropriate investigation. However, Intralinks recognizes that some people may feel more comfortable reporting a suspected violation anonymously.

If an employee, contractor or director wishes to remain anonymous, he or she may do so, to the extent permitted by law and practical. Intralinks will use reasonable efforts to protect the confidentiality of the reporting person, subject to applicable law, rule or regulation or to any applicable legal proceedings. Persons who make reports anonymously should provide as much detail as is reasonably necessary to permit Intralinks to evaluate the matter(s) set forth in the anonymous report and, if appropriate, commence and conduct an appropriate investigation.

Internal investigation

When an alleged violation of the Code is reported, Intralinks will take prompt and appropriate action in accordance with applicable laws and regulations and consistent with good business practice. If the suspected violation appears to involve either a possible violation of law or an issue of significant corporate interest, or if the report involves a complaint or concern of any person regarding Intralinks' financial disclosure, internal accounting controls, or auditing matters or other issues relating to Intralinks' accounting or auditing, then the manager or investigator must immediately notify the Compliance Officer, who, in turn, will notify the Chair of the Audit Committee.

If a suspected violation involves any director or executive officer, or if the suspected violation concerns any fraud involving management or other employees who have a significant role in Intralinks' internal controls, the alleged violation should be immediately reported to the Compliance Officer. If appropriate, it should also be reported to the Chief Executive Officer, and/or the Chief Financial Officer, and, in every such case, the Chair of the Audit Committee. The Compliance Officer or the Chair of the Audit Committee, as applicable, will assess the situation and determine the appropriate course of action. At a point in the process consistent with the need not to compromise the investigation, a person who is suspected of a violation of the Code will be apprised of the alleged violation and will have an opportunity to provide a response to the investigator. It is important that the person reporting the violation not conduct an investigation on his or her own. Employees, contractors and directors are expected to cooperate fully with any investigation of reported violations.

Disciplinary action

Disciplinary measures for violations of the Code may include, but are not limited to, counseling, oral or written warnings, suspension with or without pay, demotions, reductions in salary, termination of employment or service and/or restitution. Additionally, you may be subject to disciplinary action if you have knowledge of a violation of the Code and fail to promptly report it using the channels outlined above.

Administering the code

Intralinks' Board of Directors or a committee of the Board is responsible for administering the Code. The Board of Directors has delegated the day-to-day responsibility of administering and interpreting the Code to the Compliance Officer. Our Chief Legal Officer has been appointed as Intralinks' Compliance Officer under this Code. If you have any questions about the proper application of the principles or about what is required by the law in any given situation, you are encouraged to consult with the Compliance Officer.

Monitoring, training and certification

Each department manager is responsible for monitoring his or her department members' compliance with the Code. As such, department managers should ensure that they are familiar with the types of improprieties that might occur within their area of responsibility, be alert to any indications of that type of conduct and implement any controls that the Compliance Officer may, from time-to-time, establish.

All directors, officers and employees of Intralinks are required to review the Code and complete training in the form and at the frequency determined by the Compliance Officer.

All employees, contractors and directors must certify in writing, at least annually, that they have been informed of the requirements of the Code and that they understand and will abide by it.

Waivers and amendments

No waiver of any provisions of the Code for the benefit of a director or an executive officer (which includes without limitation, for purposes of this Code, Intralinks' principal executive, financial and accounting officers) will be effective unless approved by the Board of Directors or, if permitted, a committee thereof.

Any waivers of the Code for other employees may be made by the Compliance Officer, the Board of Directors or, if permitted, a committee thereof.

All amendments to the Code must be approved by the Board of Directors or a committee thereof.

Adopted: August 3, 2010

Amended: April 26, 2012, February 4, 2014, October 29, 2015 and July 24, 2018.

Certification

I have received and read the Intralinks Code of Business Conduct and Ethics dated _____, and agree to comply with its terms and policies. I have complied with all of the requirements of this Code and, as of the date hereof, neither have I failed to meet any requirements contained herein nor do I know of failures by others within Intralinks to meet the requirements.

If I have a question or concern about compliance with the Code, I will raise it with the Compliance Officer or as otherwise indicated in the Code.

Signature

Name (Print)

Department/Location

Date