



Code of Conduct

A MESSAGE FROM OUR CHIEF EXECUTIVE OFFICER

Dear Colleagues:

SolarWinds prides itself on developing and maintaining a strong reputation. Our reputation of integrity provides a level of trust with our customers and partners that gives us a competitive advantage. There are many aspects to maintaining our reputation, and SolarWinds' first priority is ensuring that each employee adheres to the highest ethical standards in conducting our business. Nothing we do is more important.

Our business is built on the fundamental value of trust. The Code of Conduct is an essential tool for maintaining that trust by guiding our actions. This Code is neither a comprehensive resource nor a substitute for sound judgment; it is a summary of standards intended to drive integrity throughout SolarWinds.

I know that learning about the Code and related policies takes time, but knowing the rules of the road is absolutely necessary before we do anything else. In every market that we do business, principles like integrity, honesty, fairness, and accountability are held in common. We must incorporate the letter and spirit of these principles into our actions as we deliver on our commitments to each other, customers, business partners, shareholders, and the communities in which we do business.

Thank you for observing this Code and protecting SolarWinds' integrity. Each of the members of the executive team have signed and acknowledged this document and we request that you sign this document, agreeing to abide by the SolarWinds Code of Conduct.

Kevin B. Thompson



President & Chief
Executive Officer

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CODE OF CONDUCT

OUR CORE VALUES

We are committed to maintaining the highest ethical standards and conducting our business in full compliance with all applicable laws and regulations. Our Code of Conduct, or Code, reflects the business practices and principles of behavior that support this commitment.

WHO MUST FOLLOW THIS CODE?



All employees, officers, and directors of SolarWinds and its affiliated companies must abide by this Code. Agents and contractors are also expected to abide by this Code. References in this Code to employees are intended to cover employees, officers, directors, agents, and contractors, as applicable. Many of the topics addressed in this Code are also addressed in more detail in other company policies and procedures, such as our **EMPLOYEE HANDBOOK**, or Handbook. Throughout this Code, we have included references to other relevant company policies and procedures where appropriate. This Code is intended to complement, but not replace, the policies and procedures of the Company. If any policy or procedure of the Company conflicts with this Code, you must comply with this Code. For the avoidance of doubt, nothing in this Code limits in any way the rights granted under the SolarWinds' certificate of incorporation, that certain amended and restated stockholders agreement among the Company and the other parties thereto and that certain registration rights agreement by and among the Company and the other parties thereto.

WHAT ARE OUR DUTIES AND RESPONSIBILITIES?

Responsibility for SolarWinds' commitment to integrity rests with each employee.

WE EXPECT EVERY EMPLOYEE TO ADHERE TO HIGH ETHICAL STANDARDS, PROMOTE ETHICAL BEHAVIOR, AND BE HONEST AND FORTHRIGHT IN DEALINGS WITH ONE ANOTHER, AS WELL AS WITH OUR CUSTOMERS, BUSINESS PARTNERS, AND THE PUBLIC. AS A SOLARWINDS EMPLOYEE, YOU ARE EXPECTED TO:

- Read and understand our Code and its application to the performance of your business responsibilities
- Comply with both the letter and the spirit of our Code
- Be alert to potential violations of our Code
- Promptly report internally any suspected violations of our Code
- Cooperate fully in any investigation of suspected violations of our Code
- Report internally any acts of retaliation against an employee who in good faith reports suspected violations of our Code
- Seek guidance if you have questions or concerns regarding our Code
- Stay knowledgeable about this Code and attend all required training sessions

ADDITIONALLY, IT IS THE RESPONSIBILITY OF EACH EMPLOYEE TO APPLY COMMON SENSE, TOGETHER WITH YOUR OWN HIGHEST PERSONAL ETHICAL STANDARDS, IN MAKING BUSINESS DECISIONS WHERE THERE IS NO STATED GUIDELINE IN THE CODE.

WHAT ARE THE DUTIES AND RESPONSIBILITIES OF MANAGERS?

Managers have an important responsibility to lead by example and maintain the highest standards of behavior. If you supervise others, you should create an environment where employees understand their responsibilities and feel comfortable raising issues and concerns without fear of retaliation. Managers are expected to:

- ❑ Advocate the requirements of this Code
- ❑ Ensure that employees are aware of this Code and the legal requirements relevant to their work
- ❑ Maintain a work environment that encourages open and honest communication regarding ethics and business conduct issues and concerns
- ❑ Avoid placing, or seeming to place, pressure on employees that could cause them to deviate from acceptable ethical behavior
- ❑ Take appropriate and timely corrective action for conduct in violation of this Code

Violations of the Code will not be tolerated. Employees who violate this Code will be subject to disciplinary action up to and including termination of employment. Violations also may result in civil or criminal penalties. An employee who witnesses a violation and fails to report it may be subject to discipline, and a manager may be subject to discipline to the extent that a violation reflects inadequate supervision or lack of diligence.

Retaliation against employees who raise genuine concerns will not be tolerated and may be cause for disciplinary action up to and including termination of employment.

WHERE DO I GO TO ASK QUESTIONS AND REPORT CONCERNS?

YOU ARE OBLIGATED TO REPORT VIOLATIONS OF THE CODE, THE LAW, OR ANY OTHER COMPANY POLICY OR PROCEDURE. IF YOU HAVE QUESTIONS, CONCERNS, OR NEED TO REPORT A KNOWN OR SUSPECTED VIOLATION, YOU SHOULD DISCUSS IT WITH YOUR MANAGER, A HUMAN RESOURCES OR LEGAL DEPARTMENT REPRESENTATIVE OR COMPLETE A CONFIDENTIAL AND ANONYMOUS ONLINE FORM AT [ETHICSLINE](#).

INVESTIGATIONS

Once a report is received, SolarWinds will investigate it promptly and thoroughly. SolarWinds expects all employees to cooperate in investigations fully and candidly. SolarWinds will take corrective action, as appropriate, based on the findings of the investigation.

COMMITMENT TO NON-RETALIATION

We believe it is essential to create an environment in which individuals feel able to raise any matters of genuine concern internally without fear of disciplinary action being taken against them. SolarWinds prohibits retaliation, in any form, against anyone who, in good faith, reports violations or suspected violations of this Code, company policies and procedures, or applicable law, or who assists in the investigation of a reported violation. Acts of retaliation should be reported immediately to your manager.

WAIVERS

SolarWinds will waive application of the policies set forth in this Code only where circumstances warrant granting a waiver based on the best interests of SolarWinds and its shareholders. Any waiver pertaining to an employee must be submitted to the General Counsel and approved by the Chief Executive Officer or Chief Financial Officer. Waivers of the Code for directors and executive officers may be made only by those members of the Board of Directors not involved in the possible waiver and must be promptly disclosed as required by law or regulation. Any waivers of any provision of the Code for officers and directors will be promptly disclosed in accordance with applicable securities laws and the applicable rules of the New York Stock Exchange.

MAKING GOOD DECISIONS

Employees must not engage in conduct or activity that may raise questions as to SolarWinds' honesty, impartiality, or reputation, or otherwise cause embarrassment to SolarWinds. In addition to complying with the requirements contained in company policies, each employee should consider the following questions before taking any action, and unless the answer to each question is "yes," the action should not be taken:

- ❑ Is this action legal, ethical, and socially responsible?
- ❑ Does this action comply with both the spirit and the letter of our Code?
- ❑ Will this action appear appropriate?
- ❑ Is it clear that our company would not be embarrassed or compromised if this action were to become known within our company or publicly?

COMPLIANCE WITH LAWS

SolarWinds and its employees must obey all applicable laws and regulations that affect our business. Some of the more common laws and regulations are set forth in this Code. While we do not expect employees to be experts in legal matters, each employee is responsible for being familiar with the laws governing his or her areas of responsibility. If you have a question concerning the application of any law or regulation to a contemplated action, it is your responsibility to seek guidance.



NO TOLERANCE FOR HARASSMENT

Every employee has a right to a work environment free from harassment, regardless of whether the harasser is a co-worker, supervisor, manager, customer, vendor, or visitor.

SolarWinds considers harassment to be any behavior, whether it's **verbal, physical, digital, or visual**, that is unwelcome and unwanted, that is **DEMEANING, INTIMIDATING, THREATENING, or OTHERWISE INAPPROPRIATE**, that is based on a person's protected characteristic or belief, and that creates a work environment that is hostile.

In keeping with our policy, SolarWinds strictly prohibits sexual harassment and any harassment based on any protected characteristics or beliefs, such as the ones identified in our **EQUAL EMPLOYMENT OPPORTUNITY POLICY**, or any other characteristics or beliefs protected under the applicable law.

Employees should be familiar with company policies related to its **COMMITMENT TO PRODUCTIVE WORKPLACE RELATIONS**, which are found in the Handbook.

EQUAL EMPLOYMENT OPPORTUNITY

SolarWinds is committed to treating all employees fairly and with respect. We will provide equal opportunities to all employees and applicants. Discrimination based on race, color, religion, national origin, gender, sex, sexual orientation, gender identity, age, physical or mental disability, or veteran or any other protected status is not tolerated. This applies to all terms and conditions of employment including recruiting, hiring, transfers, promotions, terminations, compensation and benefits. Employees should be familiar with the company policies related to its **COMMITMENT TO PRODUCTIVE WORKPLACE RELATIONS**, which are found in the Handbook.

WORKPLACE SAFETY AND VIOLENCE PREVENTION

We are committed to the protection of our employees and property. Threats, intimidation, and violence in our workplace will not be tolerated. You may not possess firearms, other weapons, explosive devices, or dangerous materials in the workplace unless you have prior authorization. Employees should be familiar with SolarWinds' **NO WORKPLACE VIOLENCE POLICY**.

DRUG-FREE WORKPLACE

SolarWinds strives to maintain a workplace that is free from illegal use, possession, sale, or distribution of alcohol or controlled substances. Legal or illegal substances shall not be used in a manner that impairs a person's performance of assigned tasks. Employees should be familiar with SolarWinds' **DRUG AND ALCOHOL ABUSE AND MISUSE POLICY**, which is found in the Handbook.

EMPLOYEE PRIVACY

SolarWinds respects the confidentiality of personal information of employees and is committed to complying with all applicable laws to maintain employee's privacy. Personal information includes employee medical and personnel records. Access to personal information is only authorized when there is a legitimate and lawful reason, and access is only granted to appropriate personnel. Requests for confidential employee information from anyone outside SolarWinds under any circumstances must be approved in accordance with our policies and with applicable law. It is important to remember, however, that employees should have no expectation of privacy with regard to information and communications stored or sent on company technology systems. Employees should be familiar with company policies related to its **COMMITMENT TO EMPLOYEES' PRIVACY**, which are found in the Handbook.

PROTECTING PROPRIETARY AND CONFIDENTIAL INFORMATION

One of our most important assets is our confidential and proprietary information. Some examples of confidential and proprietary information include:

- ❑ Financial information (either consolidated or by product, geography, or subsidiary)
- ❑ Business forecasts
- ❑ Business analytics data
- ❑ Product roadmaps
- ❑ Software code
- ❑ Merger, acquisition, divestiture, or other strategic transaction plans and negotiations
- ❑ Corporate development strategies
- ❑ Marketing plans and strategies
- ❑ Pricing plans and strategies
- ❑ Customer information
- ❑ Partner information
- ❑ Company-specific operations systems and processes (e.g., IT infrastructure)

As an employee, you may have access to confidential and proprietary information about SolarWinds. It is essential for all employees to safeguard SolarWinds' confidential and proprietary information and to prevent improper access to this information. Confidential and proprietary information must be used solely for legitimate business purposes and should not be discussed with others (even others within SolarWinds) except on a strictly need-to-know basis. If an employee does not have a business reason to access confidential or proprietary information, he or she should not do so. If there is a need to disclose company confidential or proprietary information, the disclosure must be done only in conjunction with an enforceable nondisclosure agreement approved by the Legal department and signed by an authorized signatory. Employees should be familiar with the company policies related to **CORPORATE CONTRACTING SIGNATURE AUTHORITY**.

PROTECTING CUSTOMER AND THIRD PARTY INFORMATION

Keeping customer information secure and using it appropriately is a top priority. We must safeguard any confidential information customers or third parties share with us. We must also ensure that such information is used only for the reasons for which it was provided. Customer or third-party information includes any information about a specific customer or third party, including such things as name, address, phone numbers, and business or financial information.



PROTECTING CLASSIFIED INFORMATION

All national security classified information must be handled and safeguarded in strict compliance with U.S. (or the relevant) Government mandated procedures.

PROTECTION AND PROPER USE OF COMPANY ASSETS

All employees are responsible for the protection and appropriate and efficient use of company assets, which include physical assets, such as equipment, inventory, supplies, and cash, as well as intellectual property, data, and

information. All company assets should be used for legitimate business purposes, but incidental personal use may be permitted if in accordance with Company policy. Please treat SolarWinds' assets with the same care you would as if the assets were your own.

PROTECTING INTELLECTUAL PROPERTY RIGHTS



Our intellectual property is among our most valuable assets. Intellectual property refers to creations of the human mind that are protected by various national laws and international treaties. Intellectual property includes copyrights, patents, trademarks, trade secrets, design rights, logos, expertise, and other intangible industrial or commercial property. We must protect and, when appropriate, enforce our intellectual property rights. Any disclosure of SolarWinds' intellectual property must be done in conjunction with an enforceable nondisclosure agreement approved by the Legal department and signed by an authorized signatory. Employees should be familiar with the company policies related to **CORPORATE CONTRACTING SIGNATURE**

AUTHORITY. We also respect the intellectual property rights of third parties at all times. It is our policy to not knowingly infringe upon the intellectual property rights of others.

USING THE INTERNET AND TECHNOLOGY SYSTEMS

SolarWinds provides computers, devices, e-mail systems, voicemail systems, access to the Internet, and other technology systems to assist employees in conducting our business. Access and use of the Internet and these systems is permitted and encouraged, but employees must adhere to all company policies regarding **EMPLOYEE USE OF COMPANY PROPERTY**, and **SOCIAL MEDIA USE** which are found in the Handbook. Occasional, limited personal use of these resources is permitted, but cannot interfere with your work performance, or the work performance of your colleagues. Further, as these resources are intended for legitimate business purposes, you should not have any expectation of privacy related to your access and use of these resources. Further, SolarWinds does not tolerate inappropriate or illegal use of these resources and reserves the right to take appropriate disciplinary actions, up to and including termination of employment, for inappropriate or illegal use.

USING SOCIAL MEDIA

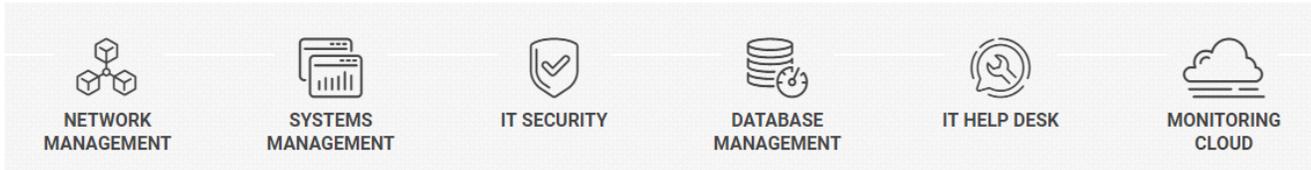
Social media represents an opportunity for people to connect and interact for both personal and professional



reasons. Employees, especially when acting on behalf of SolarWinds, must exercise care when participating in social media, as the lines between personal and professional, lawful and unlawful, and public and private content, can be blurred. Employees involved in any social media activity must comply at all times with company policies regarding **EMPLOYEE USE OF COMPANY PROPERTY**, and **SOCIAL MEDIA USE**, which are found in the Handbook.

USING SOFTWARE

Any software used or installed on company technology systems, or used in conducting our business, must be used in accordance with company policies and procedures regarding the **USE OF EXTERNAL SOFTWARE**, which are found in the Handbook. Appropriate licensing is required for all software installed on company devices or systems, or used in conducting company business. Each employee is directly responsible for the ongoing integrity of the software they use.



AVOIDING CONFLICTS OF INTEREST

Each employee is obligated to make sound business decisions in the best interests of SolarWinds without the influence of personal interests or gain. Subject to the Company's certificate of incorporation, company policy requires you to avoid any conflict, or even the appearance of a conflict, between your personal interests and the interests of SolarWinds. A conflict exists when your interests, duties, or obligations, or those of a family member are, or may be, in conflict or incompatible with the interests of SolarWinds. Conflicts of interest expose our personal judgment and that of our company to increased scrutiny and criticism and can undermine our credibility and the trust that others place in us. In the interest of clarity, members of the board of directors may also be a partner or employee of an entity that holds Company equity or an employee of an entity that manages such an entity (a "Fund"). Subject to the Company's certificate of incorporation, if such Board member acquires knowledge of an opportunity of interest to both the Company and his or her Fund other than through his or her service as a member of the board of directors, then, provided that such director has acted in good faith, such an event shall be deemed not to violate this Code.

While it is impossible to describe every potential conflict, the following situations are prohibited:

- Competing against SolarWinds
- Serving as a consultant to, or a director, trustee, officer, or employee of, a company, organization, or government agency that competes or deals with or is a supplier to or customer of SolarWinds
- Holding a significant financial interest (other than an interest of 5 percent or less in a publicly held company) in a company doing business with or competing with SolarWinds
- Accepting gifts, gratuities, or entertainment from any customer, competitor, or supplier of goods or services to the Company, except to the extent they are lawful and reasonable (e.g., consistent with marketplace practices, infrequent, and not lavish or extravagant) and are not offered in consideration for an improper action or in a manner that could hurt our company's reputation for impartiality and fair dealing
- Using for personal gain any business opportunities that are identified through your position with SolarWinds
- Using SolarWinds property, information, or position for personal gain
- Having a personal interest or potential for gain in any transaction involving SolarWinds
- Maintaining other employment or a business that adversely affects your job performance
- Recommending or placing SolarWinds business with a firm owned or controlled by a SolarWinds employee or his or her family

Should any business or personal conflict of interest arise, or even appear to arise, you should disclose it immediately to your manager or the General Counsel for review. In some instances, disclosure may not be sufficient and we may require that the conduct be stopped or that actions taken be reversed where possible. If you are in doubt whether a situation or certain activity constitutes a conflict of interest, it is your responsibility to seek advice.

FAIR PURCHASING

Integrity and fair dealing are core components of our business practices. All vendors, suppliers, and other business partners should be treated fairly and uniformly in accordance with our established purchasing policies and procedures. Further, all employees must comply with our established purchasing policies and procedures in connection with engaging or hiring any vendor, supplier, or service provider. Employees should be familiar with the company policies related to **SPENDING AUTHORIZATION** and **CORPORATE CONTRACTING SIGNATURE AUTHORITY**.

MAINTAINING ACCURATE FINANCIAL RECORDS AND INTERNAL CONTROLS

The integrity of our financial records is critical to the operation of our business. We are committed to maintaining accurate accounting and financial records in order to ensure legal and ethical business practices and to prevent fraudulent activities. Each employee is responsible for helping to ensure that the information we record, process, and analyze is accurate, and recorded in accordance with applicable legal and accounting principles, as well as our internal controls and procedures.

There is never a reason to make false or misleading entries. Undisclosed or unrecorded funds, payments, or receipts are inconsistent with our business practices and are prohibited.

As an employee, it is your responsibility to:

- Use all reasonable efforts to ensure that every business record or report with which you deal is accurate, complete, and timely
- Understand, and adhere to, all internal controls and procedures that relate to the performance of your business responsibilities
- Report to the Chief Financial Officer or the General Counsel any reasonable suspicion you may have that any books and records are being maintained in a materially inaccurate or incomplete manner
- Make open and full disclosure to, and cooperate fully with, outside accountants in connection with any audit or review of our company's financial statements
- Report to the Chief Financial Officer or the General Counsel any reasonable suspicion you may have that someone has made a misleading, incomplete, or false statement to an accountant, auditor, attorney, or government official in connection with any investigation, audit, examination, or filing with any government agency or regulatory body

MANAGING RECORDS PROPERLY

Our records are our corporate memory, providing evidence of actions and decisions and containing data and information critical to the continuity of our business. Records consist of all forms of information created or received by SolarWinds, whether originals or copies, regardless of media. Examples of company records include paper documents, e-mail, electronic files stored on any medium (CD, DVD, USB data storage devices, etc.) that contain information about our company or our business activities. All records are the property of SolarWinds and should be retained in accordance with applicable law and company policies. Further, each employee is responsible for properly labeling and carefully handling confidential, sensitive, and proprietary information, and securing it when not in use.



ANTI-MONEY LAUNDERING

Money laundering is conduct designed to disguise proceeds of criminal activity by individuals or entities. Our company will not condone, facilitate, or support money laundering. Two areas that deserve special awareness are unusual ways in which payments may be requested and customers who appear to lack integrity in their operations.

ANTITRUST AND FAIR COMPETITION

We believe in free and open competition. In addition, in most of the countries where we operate, strict laws are in force similar to antitrust laws in the United States and competition laws in the European Union prohibiting collusive or unfair business behavior that restricts free competition. United States' antitrust and other countries' competition laws are quite complicated, and failure to adhere to these laws could result in significant penalties imposed on both SolarWinds and the employees who violated the law. There are almost no circumstances allowed by law to enter agreements with competitors to fix prices, bid rigging, terms of sale, production output, or to divide markets or customers. In addition, attempts to discriminate in prices or terms of sale among our customers, or to otherwise restrict the freedom of our customers to compete, may sometimes be illegal. Legal issues may also arise if we refuse to deal with certain customers or competitors.

EXPORT CONTROLS

We comply with all United States federal import and export laws and regulations. These laws restrict transfers, exports, and sales of products or technical data from the United States to certain prescribed countries and persons as well, as re-export of certain such items from one non-U.S. location to another. Many countries in which we operate have similar laws and regulations. We have implemented export control procedures designed to ensure compliance with applicable export laws and regulations. If you are involved in order entry or processing, you are responsible for knowing and following all applicable company procedures related to **EXPORT COMPLIANCE**, which are found in the Handbook.

ANTI-CORRUPTION AND ANTI-BRIBERY

The United States and many other countries have laws that prohibit bribery, kickbacks, and other improper payments. No SolarWinds employee, officer, agent, or independent contractor acting on our behalf may offer or provide bribes or other improper benefits in order to obtain business or an unfair advantage. A bribe is defined as directly or indirectly offering anything of value (e.g., gifts, money, or promises) to influence or induce action, or to secure an improper advantage. The Foreign Corrupt Practices Act and other U.S. laws prohibit payment of any money or anything of value to a foreign official, foreign political party (or official thereof), or any candidate for foreign political office for the purposes of obtaining, retaining, or directing of business. We expect all employees, officers, agents, and independent contractors acting on behalf of SolarWinds to strictly abide by these laws.



GIFTS AND ENTERTAINMENT

Employees should not accept gifts, gratuities, or entertainment from any customer, competitor or supplier of goods or services to the company, unless they are lawful and reasonable (e.g. consistent with marketplace practices, infrequent, and not lavish or extravagant) and are not offered in consideration for an improper action or in a manner that could hurt SolarWinds' reputation for impartiality and fair dealing.

RESTRICTIVE TRADE AND BOYCOTTS

A request to participate in any activity that could have the effect of promoting a boycott or restrictive trade practice fostered by a foreign country against customers or suppliers located in a country friendly to the United States or against a U.S. person, firm, or SolarWinds may be a violation of law and must be reported promptly to your immediate supervisor.

INTERNATIONAL BUSINESS

It is always important that employees conducting international business know and abide by the laws of the United States and the countries that are involved in the activities or transactions. These laws govern the conduct of SolarWinds employees throughout the world. If you participate in these business activities, you should know, understand, and strictly comply with these laws and regulations, including those relating to fair competition, export controls, anti-corruption, anti-bribery, and restrictive trade practices discussed above. If you are not familiar with these laws and regulations, seek guidance prior to negotiating any foreign transaction.

GOVERNMENT CUSTOMERS AND CONTRACTING

When doing business with federal, state, or local governments, we must ensure all statements and representations to government procurement officials are accurate and truthful, including costs and other financial data. If your assignment directly involves the government, or if you are responsible for someone working with the government on behalf of SolarWinds, be alert to the special rules and regulations applicable to our government customers. Additional steps should be taken to understand and comply with these requirements.

Any conduct that could appear improper should be avoided when dealing with government officials and employees. Payments, gifts, or other favors given to a government official or employee are strictly prohibited as it may appear to be a means of influence or a bribe. Failure to avoid these activities may expose the government agency, the government employee, our company, and you to substantial fines and penalties. For these reasons, any sale of our products or services to any federal, state, or local government entity must be in accordance with our company policy.

OBTAINING COMPETITIVE INFORMATION FAIRLY

Gathering information about our competitors, often called competitive intelligence, is a legitimate business practice. Doing so helps us stay competitive in the marketplace; however, we must never use any illegal or unethical means to get information about other companies. Legitimate sources of competitive information include publicly available information such as news accounts, industry surveys, competitors' displays at conferences and trade shows, and information publicly available on the Internet. You may also gain competitive information appropriately from customers and suppliers (unless they are prohibited from sharing the information) and by obtaining a license to use the information or actually purchasing the ownership of the information. When working with consultants, vendors, and other partners, ensure that they understand and follow SolarWinds policy on gathering competitive information.



INSIDER TRADING

Employees who have material non-public information about SolarWinds or any other public companies, including our suppliers and customers, as a result of their relationship with SolarWinds are prohibited by law and company policy from trading in securities of SolarWinds or those other companies. In addition, employees are prohibited from recommending, or “tipping,” that anyone else buy or sell stock or other securities of SolarWinds or any other company on the basis of material, nonpublic information. Violation of insider trading laws can result in severe fines and criminal penalties, as well as disciplinary action up to and including termination of employment.

Information is “non-public” if it has not been made generally available to the public by means of a press release or other means of widespread distribution. Information is “material” if a reasonable investor would consider it important in a decision to buy, hold or sell stock or other securities. As a rule of thumb, any information that would affect the value of stock or other securities should be considered material. The laws against insider trading are specific and complex. If you are uncertain about the constraints on your purchase or sale of securities of SolarWinds or any other company that you are familiar with by virtue of your relationship with SolarWinds, you should review the Insider Trading Policy or consult with the General Counsel before making any such purchase or sale.

HONEST ADVERTISING AND MARKETING

It is our responsibility to accurately represent SolarWinds and our products in our marketing, advertising, and sales materials. Deliberately misleading messages, omissions of important facts, or false claims about our products,

individuals, competitors or their products, services, or employees are inconsistent with our values. Sometimes it is necessary to make comparisons between our products and our competitors. When we do, we will make factual and accurate statements that can be easily verified or reasonably relied upon.

SOCIAL RESPONSIBILITY

We pride ourselves on being a company that operates with integrity, makes good choices, and does the right thing in every aspect of our business. We will continually challenge ourselves to define what being a responsible company means to us, and work to translate our definition into behavior and improvements at SolarWinds. We seek to align our social and environmental efforts with our business goals and continue to develop both qualitative and quantitative metrics to assess our progress.



POLITICAL ACTIVITIES AND CONTRIBUTIONS

SolarWinds strives not to become involved in political process. However, SolarWinds respects the right of employees to be involved in the political process through personal contributions or by volunteering your personal time to the candidates or organizations of your choice. These activities, however, must not be conducted on company time or involve the use of any company resources such as telephones, computers, or supplies. You may not make or commit to political contributions on behalf of SolarWinds.



CHARITABLE CONTRIBUTIONS

SolarWinds supports community development throughout the world. SolarWinds employees may contribute to these efforts, or may choose to contribute to organizations of their own choice. However, as with political activities, you may not use company resources to personally support charitable or other non-profit institutions. You should consult the Legal department if you have questions about permissible use of company resources.

COMMUNICATING WITH EXTERNAL PARTIES

Only specifically authorized employees may speak with the media, investors, and analysts on behalf of SolarWinds. Unless specifically authorized, do not give the impression that you are speaking on behalf of SolarWinds in any communication that may become public. This includes posts to online forums, social media sites, blogs, chat rooms, and bulletin boards. Employees should be familiar with company policies regarding **EXTERNAL COMMUNICATIONS** and **SOCIAL MEDIA USE**.

FULL, FAIR AND ACCURATE DISCLOSURE IN PUBLIC FILINGS AND COMMUNICATIONS

The Company's commitment to its stockholders demands that we provide full, fair, accurate, timely and understandable disclosure in the reports, documents and communications filed with the Securities and Exchange Commission and in other public communications. Although certain personnel are more directly involved in the preparation of such reports, documents and communications than others, the Company expects all members of our community to accept this responsibility to our stockholders. Accordingly, all employees, officers, directors and consultants have an ethical responsibility to provide prompt, complete and accurate information in response to inquiries related to preparation of the Company's public disclosure documents and public communications. In addition and in order to ensure accurate financial reporting to our stockholders, those personnel who participate in the maintenance and preparation of the Company's books, records and accounts must ensure that the

transactions and events recorded therein are done so in an accurate and complete manner in compliance with required accounting principles and Company policies.