

**CODE OF BUSINESS CONDUCT AND ETHICS  
OF  
INTERSECTIONS INC.**

Intersections Inc. (the “Company”) recognizes that it is essential to preserve and maintain our reputation for integrity among our investors, employees, officers, directors, customers and the public. Therefore, we have enacted this Code of Business Conduct and Ethics (the “Code of Conduct”) in order to provide guidance to all our personnel in recognizing and dealing with ethical issues, provide mechanisms for reporting unethical conduct, and help foster and maintain a culture of honesty and accountability throughout the Company. It is, therefore, essential that all Company personnel adhere to the guidelines outlined in this Code of Conduct. This Code of Conduct shall be made publicly available. The Company maintains other policies and procedures that provide additional detail and information relating to the items contained in this Code of Conduct. Examples include, but are not limited to, policies on Insider Trading, Related Person Transactions, Whistleblowers, Data Handling, Data Retention, and Use of Company Property. The Company reserves the right to revise the policies and procedures at any time, in whole or in part, with or without notice. You are responsible for periodically reviewing the policies located in the employee handbook, on the Intranet, or otherwise made available to you, and complying with this Code of Conduct and all other Company policies.

**I. Conflicts of Interest.**

A. Definition. A “conflict of interest” occurs when an individual’s private interest interferes in any way – or even appears to interfere – with the interests of the Company as a whole. A conflict situation can arise when an officer, director or employee (each, a “Subject Person”), takes actions or has interests that may make it difficult to perform his or her work for the Company objectively and effectively. Conflicts of interest also arise when a Subject Person, or a member of his or her family, receives improper personal benefits as a result of his or her position in the Company.

B. Prohibition on Conflicts of Interest. The policy of the Company is to prohibit conflicts of interest unless a Subject Person first obtains a waiver pursuant to the Company’s review requirements as described in Section XI below.

**II. Corporate Opportunities.**

All Subject Persons are prohibited from directly or indirectly: (a) taking personally for themselves opportunities that are discovered through the use of Company property, information or positions; (b) using Company property, information or positions for personal gain; and (c) competing with the Company. Subject Persons owe a duty to the Company to advance the legitimate interests of the Company when the opportunity to do so arises.

**III. Confidentiality.**

All Subject Persons must maintain the confidentiality of information entrusted to them by the Company or its customers, except when disclosure is authorized or legally mandated. Confidential information includes all non-public information that might be of use to competitors, or harmful to the Company or its customers, if disclosed.

**IV. Fair Dealing.**

All Subject Persons should endeavor to deal fairly with the Company's customers, suppliers, competitors and employees. No Subject Person should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair-dealing practice.

**V. Protection and Proper Use of Company Assets.**

All Subject Persons should protect the Company's assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on the Company's profitability. All Company assets should be used for legitimate business purposes.

**VI. Compliance with Laws, Rules and Regulations (Including Insider Trading Laws).**

The Company requires compliance with laws, rules and regulations, including insider trading laws. The purchase or sale of securities while aware of material nonpublic information, or the disclosure of material nonpublic information to others who then trade in the securities of the Company, is prohibited by the federal securities laws. Insider trading is both unethical and illegal and will be dealt with decisively. All directors, officers and other employees of the Company should refer to the Company's insider trading policy, a copy of which is available from the Company's Chief Legal Officer.

**VII. U.S. Securities and Exchange Commission ("SEC") Filings and Other Public Communications.**

In order to promote full, fair, accurate, timely, and understandable disclosure in: (a) reports and documents the Company files with, or submits to, the SEC; and (b) other public communications made by the Company, the Chief Executive Officer and the Chief Financial Officer shall ensure that the Company's internal disclosure controls and procedures are adhered to.

**VIII. Record Keeping.**

The Company requires honest and accurate recording and reporting of information in order to make responsible business decisions. All of the Company's books, records, accounts and financial statements must be maintained in reasonable detail, must appropriately reflect the Company's transactions and must conform both to applicable legal requirements and to the Company's system of internal controls. All the Company's business data, records and reports must be prepared truthfully and accurately.

Business records and communications often become public, and we should avoid exaggeration, derogatory remarks, guesswork, or inappropriate characterizations of people and companies that can be misunderstood. This applies equally to email, internal memos, and formal reports. Records should always be retained or destroyed according to the Company's record retention policies.

**IX. Political Contributions and Payments to Government Personnel.**

The U.S. Foreign Corrupt Practices Act prohibits giving anything of value, directly or indirectly, to officials of foreign governments or foreign political candidates in order to obtain or retain business. It is strictly prohibited to make illegal payments to government officials of any country.

In addition, the U.S. government has a number of laws and regulations regarding business gratuities, which may be accepted by U.S. government personnel. The promise, offer or delivery to an official or employee of the U.S. government of a gift, favor or other gratuity in violation of these rules would not only violate Company policy but could also be a criminal offense. State and local governments, as well as foreign governments, may have similar rules.

**X. Encouraging the Reporting of Any Illegal or Unethical Behavior.**

In order to ensure that the spirit and intent of this Code of Conduct is realized, the Company encourages employees to talk to supervisors, managers or other appropriate personnel, including the officers, the Chief Legal Officer and the Board of Directors or the Nominating/Corporate Governance Committee of the Company, when in doubt about the best course of action in a particular situation. Additionally, employees should report violations of laws, rules, regulations or this Code of Conduct to such appropriate personnel.

All Company employees have a duty to report known violations of this Code of Conduct, including any violation of laws, rules, regulations or policies that apply to the Company. In addition, employees may report conduct that they suspect to be a violation of this Code of Conduct or other policies of the Company. Reporting a known or suspected violation of this Code of Conduct by others will not be considered an act of disloyalty, but an action to

safeguard the reputation and integrity of the Company and its employees. To report a known or suspected violation, the employee may speak with his or her supervisor or manager, or the officers, Chief Legal Officer, Board of Directors or Nominating/Corporate Governance Committee of the Company. An employee may also report a violation or suspected violation by calling the *Whistleblower Hotline* 800-789-5837. The hotline is operated on behalf of the Audit Committee of the Board of Directors by Thompson Financial Corporation Group. An anonymous message may be left with the employee's complaint or concern.

Any reports made will be treated as confidential, except to the extent necessary to investigate such report or any limits imposed by law. To encourage employees to report any and all such violations, the Company will not tolerate retaliation for reports made in good faith by any employee of the Company. Retaliation or retribution against any employee for the reporting in good faith of violations of laws, rules, regulations or this Code of Conduct is cause for appropriate discipline, up to and including, dismissal.

Violations of the Company standards of business conduct and ethics enumerated in this Code of Conduct are cause for appropriate corrective action, including dismissal.

#### XI. **Code of Conduct Waivers.**

A. General. Before a Subject Person, or an immediate family member of any such Subject Person, undertakes any action that would be otherwise prohibited by this Code of Conduct, the Subject Person is required to obtain a written waiver from the Company's Chief Legal Officer, or, if such Subject Person is a director or executive officer of the Company, from the Company's Board of Directors.

B. Review Requirements for Non-Executive Subject Persons. For purposes of this Section XI.B. only, the term Subject Person shall refer only to a Subject Person who is not an executive officer or director of the Company.

1. In the event a Subject Person desires to receive a waiver from any provision contained in this Code of Conduct, such Subject Person must first submit a written request to the Chief Legal Officer. The request should, at a minimum, contain the following information:

- a. a description of the Subject Person's duties and responsibilities with the Company;
- b. a general description of the proposed activities that would violate the provisions of this Code of Conduct;
- c. a description of the relationship between any of the parties potentially involved in such proposed activity with the Company and the Subject Person; and

d. the proposed level of the Subject Person's involvement in such proposed activity.

2. The Chief Legal Officer may request additional information and may request a recommendation, evaluation or concurrence from the officers, directors or outside counsel.

3. Once a written determination has been made, it shall continue in effect until it is reversed, modified or withdrawn, irrespective of whether a waiver is granted. Notwithstanding the foregoing, when changed circumstances or new developments occur, the Subject Person is responsible for informing the Chief Legal Officer of such change. Upon further review, the previous decision may be reversed, modified or withdrawn.

4. Records of Code of Conduct waiver reviews will be retained by the Chief Legal Officer. Copies will be provided to the employee and filed in the Subject Person's personnel file.

5. A Subject Person may appeal the determination of the Chief Legal Officer directly with the officers of the Company.

C. Review Requirements for Officers and Directors. For purposes of this Section XI.C. only, the term Subject Person shall refer only to a Subject Person who is an executive officer or director of the Company.

1. In the event a Subject Person desires to receive a waiver from any provision contained in this Code of Conduct, such Subject Person must first submit a written request to the Board of Directors. The request should, at a minimum, contain the following information:

a. a description of the Subject Person's duties and responsibilities with the Company;

b. a general description of the proposed activities that would violate the provisions of this Code of Conduct;

c. a description of the relationship between any of the parties potentially involved in such proposed activity with the Company and the Subject Person; and

d. the proposed level of the Subject Person's involvement in such proposed activity.

2. The Board of Directors may request additional information and may request a recommendation, evaluation or concurrence from outside counsel. Only the Board of Directors may grant waivers from any provision contained in

this Code of Conduct with respect to a Subject Person who is an executive officer or director of the Company.

3. Once a written determination has been made, it shall continue in effect until it is reversed, modified or withdrawn, irrespective of whether a waiver is granted. Notwithstanding the foregoing, when changed circumstances or new developments occur, the Subject Person is responsible for informing the Board of Directors, or relevant committee thereof, of such change. Upon further review, the previous decision may be reversed, modified or withdrawn.

4. Records of Code of Conduct waiver reviews will be retained by the Chief Legal Officer. Copies will be provided to the employee and filed in the Subject Person's personnel file.

5. In the event a conflict of interest waiver is granted to a Subject Person pursuant to any provision of this Section XI.C., the Company shall be required to disclose such waiver in accordance with the NASDAQ listing rules and applicable law.