

SUPPORTSOFT, INC.

**CODE OF ETHICS AND BUSINESS CONDUCT
FOR
EMPLOYEES, OFFICERS AND DIRECTORS**

Integrity is one of SupportSoft's core values. It is the responsibility of each and every SupportSoft employee, officer and director to practice honesty and integrity in every aspect of dealing with other employees, customers, stockholders, suppliers, auditors, the public, and government authorities. This Code of Ethics and Business Conduct for Employees, Officers and Directors (hereinafter referred to as the "Code") defines a minimum set of ethical standards for all SupportSoft employees, officers, and directors (hereinafter referred to as "Employees") in all countries in which SupportSoft does business to ensure compliance with applicable laws and to uphold the reputation of SupportSoft for integrity and professional business conduct.

It is the obligation of each and every Employee of SupportSoft to become familiar with the standards set forth in this Code and integrate them into every aspect of SupportSoft's business. In addition, SupportSoft Employees must endeavor to ensure that all agents and contractors are aware of, understand and adhere to these standards.

This Code is a statement of goals and expectations for individual and business conduct. Nothing in this Code, or in any SupportSoft policy or related communications, creates or implies an employment contract, a term of employment, or continued employment. Nothing in this Code creates any rights in any Employee, customer, stockholder, supplier, shareholder or any other person or entity.

Scope

This Code does not supercede, change or alter the existing SupportSoft Employee Handbook or other policies discussed herein. Certain matters contained herein are also contained in the Handbook and other policies. The Handbook and other Policies contain information that is proprietary and confidential, and SupportSoft hereby expressly denies waiving any right to assert claims that the contents of the Handbook and other policies are proprietary and/or confidential.

SupportSoft's Ethics Committee

SupportSoft's Ethics Committee consists of SupportSoft's Chief Financial Officer, Corporate Counsel and Vice President of People Innovation and Education. The purpose of the Ethics Committee is to provide guidance to Employees regarding issues related to ethics and business conduct; to review and evaluate ethical situations and potential violations of this Code; to recommend disciplinary actions for potential violations of this Code; to report violations to and seek guidance or approvals from SupportSoft's Chief Executive Office, Audit Committee, and Board of Directors, as appropriate; to recommend to the Board of Directors amendments to this Code, if necessary, and to ensure compliance with the laws of the Securities Exchange Commission and the rules of the Nasdaq Stock Market related to ethics and business conduct.

General Standards of Conduct

SupportSoft expects all Employees to exercise good judgment to ensure the safety and welfare of Employees and to maintain a cooperative, efficient, positive, harmonious and productive work environment and business organization. These standards apply while working on SupportSoft premises, at offsite locations where SupportSoft business is being conducted, at SupportSoft-sponsored business and social events, or at any other place where Employees are representing SupportSoft. Employees who engage in misconduct or whose performance is unsatisfactory may be subject to corrective action, up to and including termination. SupportSoft's Employee Handbook provides more detailed information.

Conflicts of Interest

As an Employee of SupportSoft, it is imperative that you avoid conflicts of interest. Often even the appearance of a conflict of interest must be avoided. A conflict of interest arises when an Employee takes action or enters into relationships that oppose the interests of SupportSoft or that interfere with the Employee's performance or independent judgment when carrying out his or her duties. You may not exploit your position or relationship with SupportSoft for personal gain. Employees shall take every reasonable step to promptly disclose to a supervisor or the Ethics Committee any business or financial interest or relationship of any Employee which might interfere with the ability of the Employee to pursue the best interests of SupportSoft. Not all conflicts of interest will be prohibited. Each case will be decided on an individual basis. For example purposes, there is likely conflict of interest if you:

- Cause SupportSoft to engage in business transactions with relatives or friends;
- Use nonpublic SupportSoft, customer or vendor information for the personal gain of you, your relatives or your friends (including securities transactions based on such information);
- Have more than a modest financial interest in SupportSoft's vendors, clients or competitors;
- Receive a loan, or guarantee of any obligation, from SupportSoft or a third party as a result of your position at SupportSoft;
- Receive any payments or gifts, other than gifts of nominal value, from any third party as a result of your position with SupportSoft;
- Compete, or prepare to compete, with SupportSoft while still employed by SupportSoft;
- Serve as a director of any company that competes with SupportSoft; or
- Short sell any SupportSoft stock (which is also prohibited by SupportSoft's Insider Trading Policy).

There are other situations in which a conflict of interest may arise. If you have concerns about any situation, follow the steps outlined in the Section on “*Reporting Violations.*”

Outside Directorships

It is a conflict of interest to serve as a director of any company that competes with SupportSoft. In addition, Employees (other than directors) of SupportSoft must obtain approval from SupportSoft's Ethics Committee before serving as a director of a potential or actual supplier, customer or business partner of SupportSoft. The Ethics Committee must seek approval from SupportSoft's Chief Executive Officer if an Employee seeking approval for serving on a board is an executive officer. Directors must advise the Board of Directors before serving as a director of a potential or actual supplier, customer, business partner, or perceived competitor of SupportSoft.

Gifts, Bribes and Kickbacks

Other than for modest gifts given or received in the normal course of business (including travel or entertainment), neither you nor your relatives may give gifts to, or receive gifts from SupportSoft's clients or vendors. In cultures where refusing a non-modest gift would offend the giver and result in the loss of business, the Employee should accept the gift but forward it to the SupportSoft Ethics Committee, which shall in turn give the gift to charity or some other suitable recipient. Other gifts may be given or accepted only with prior approval of your supervisor or SupportSoft's Ethics Committee and in no event should you put SupportSoft or yourself in a position which creates an appearance of impropriety.

Many federal, state and local governmental bodies, as well as contracts with customers, strictly prohibit the receipt of any gratuities by their employees, including meals and entertainment. You must be aware of and strictly follow these prohibitions.

Any Employee who pays or receives bribes or kickbacks will be immediately terminated and reported as warranted, to the appropriate authorities. A kickback or bribe includes any item intended to improperly obtain favorable treatment, including a bribe to guarantee that SupportSoft will use the services of a particular vendor when such use is not advantageous to SupportSoft.

Improper Use or Theft of Property

Every Employee must safeguard SupportSoft's property from loss or theft, and may not take such property for personal use. SupportSoft property includes confidential information, software, computers, office equipment and supplies. You must appropriately secure all SupportSoft property within your control to prevent its unauthorized use. Employees may make limited non-business use of SupportSoft's electronic communications and other systems, provided that such use (i) is occasional, (ii) does not interfere with the Employee's professional responsibilities, (iii) does not diminish productivity, (iv) does not access or store improper content that might offend other Employees, (v) is not for the purpose of running another business or participating in political campaigns, and (vi) does not violate this Code. Information and messages stored in

these systems will be treated no differently from other business-related information and messages, as set forth in SupportSoft's Employee Handbook.

Protection of SupportSoft, Customer and Vendor Information

You may not use or reveal SupportSoft, customer or vendor confidential or proprietary information to others. Additionally, you must take appropriate steps – including securing documents, limiting access to computers and electronic media, and proper disposal methods – to prevent unauthorized access to such information. Proprietary and/or confidential information, among other things, includes: business methods, pricing and marketing data, strategy, computer code, screens, forms, experimental research, or information about, or received from, SupportSoft current, former and prospective customers, vendors and Employees.

Fair Dealing

An exhaustive list of unethical practices cannot be provided. Instead, SupportSoft relies on the judgment of each individual Employee to avoid such practices. No Employee should take unfair advantage of anyone, including SupportSoft's customers, suppliers, competitors and Employees, through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair-dealing practice.

Fair Competition and Antitrust Laws

SupportSoft must comply with all applicable fair competition and antitrust laws. These laws attempt to ensure that businesses compete fairly and honestly and prohibit conduct seeking to reduce or restrain competition. If you are uncertain whether a contemplated action raises unfair competition or antitrust issues, the legal department can assist you.

Securities Trading

It is usually illegal to buy or sell securities using material information not available to the public. Persons who give such undisclosed "inside" information to others may be as liable as persons who trade securities while possessing such information. Securities laws may be violated if you, or any of your relatives or friends trade in securities of SupportSoft, or any of its clients or vendors, while possessing inside information. You must comply with SupportSoft's Insider Trading Policy. If you are uncertain about the legality of a particular trade, the legal department can assist you.

Books and Records, Accurate Periodic Reports and Financial Statements

SupportSoft requires that all of its books and records be maintained with honesty and using best efforts to ensure accuracy. This requires that no fund, asset, liability, revenue or expense be intentionally concealed or incompletely recorded for any purpose. All entries must be supported by documentation adequate to permit the books and records to be verified by audit. Proper accounting requires careful compliance by all Employees who are involved in keeping financial records of any type.

Full, fair, accurate, timely and understandable disclosures in SupportSoft's periodic reports to the public and to governmental authorities are legally required and are essential to the success of its business. All filings with the SEC must be fair, accurate and timely. You should exercise the highest standard of care in contributing to or preparing such reports to ensure that:

- All SupportSoft accounting records, as well as reports produced from those records, are in accordance with the laws of each applicable jurisdiction;
- All records fairly and accurately reflect the transactions or occurrences to which they relate;
- All records fairly and accurately reflect, in reasonable detail, SupportSoft's assets, liabilities, revenues and expenses;
- SupportSoft's accounting records do not contain any false or intentionally misleading entries;
- No transactions are intentionally misclassified as to accounts, departments or accounting period;
- All transactions are supported by accurate documentation in reasonable detail, are recorded in the proper account and are in the proper accounting period;
- No information is intentionally concealed from the internal auditors or the independent auditors, who shall have unrestricted access to all documents and records; and
- SupportSoft's system of internal accounting controls is complied with.

If you have knowledge of any unreported or improperly reported financial activity you must report the information to your supervisor, the Ethics Committee or the Audit Committee. You may instead report such activity anonymously through SupportSoft's hotline, as described below.

Compliance With Law

All Employees, both foreign and domestic, must comply with all applicable laws, regulations, rules, and regulatory orders. Employees located outside of the United States must comply with applicable local laws as well as laws, regulations, rules and regulatory orders of the United States, including the Foreign Corrupt Practices Act and the U.S. Export Control Act. Each Employee must acquire appropriate knowledge of the requirements relating to his or her duties sufficient to enable him or her to recognize potential dangers and to know when to seek advice from the legal department on specific SupportSoft policies and procedures. Violations of laws, regulations, rules and orders may subject the Employee to individual criminal or civil liability, as well as discipline by SupportSoft. Such individual violations may also subject SupportSoft to civil or criminal liability.

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.

Compliance Resources

In some situations, you may be uncertain how to proceed in compliance with this Code. This uncertainty may concern the ethical nature of your own acts or your duty to report the unethical acts of another. When determining the proper course of action, you should carefully analyze the situation and seek guidance from your supervisor or other appropriate personnel in accordance with the following four steps:

1. *Gather all the facts.* Do not take any action that may violate this Code until you have gathered all the facts that are required to make a well-informed decision and, if necessary, you have consulted with your supervisor, the Ethics Committee or the legal department.
2. *Ask whether the action is illegal or contrary to this Code.* If the action is illegal or contrary to a provision of this Code, you should not carry out the act. If you believe that this Code has been violated by an Employee, you must promptly report the violation in accordance with the procedures set forth herein.
3. *Discuss the problem with your supervisor.* It is your supervisor's duty to assist you to comply with this Code. Feel free to discuss the situation with your supervisor if you have any questions. Reprisals, threats, retribution or retaliation against any person who has in good faith reported a violation or a suspected violation of the law, this Code or any other SupportSoft policy, or against any person who is assisting in any investigation or process with respect to such a violation, is prohibited.
4. *If necessary, seek additional resources.* Your office manager is available to speak with you about problematic situations if you do not feel comfortable approaching your direct supervisor. Alternatively, an ethics hotline has been established to assist you with ethics matters. Simply dial the toll-free number found on the PIE website to reach a reporting hotline. You may also request assistance in writing by sending a request to the Ethics Committee at ethicscommittee@supportsoft.com. The legal department is also available to assist you in complying with those aspects of this Code that involve more complex issues, such as insider trading and conflicts of interest.

Reporting Violations

Your conduct can reinforce an ethical atmosphere and positively influence the conduct of your fellow Employees. If you are powerless to stop suspected misconduct or discover it after it has occurred, you must report it to the appropriate level of management at your location. Misconduct cannot be excused because it was directed or requested by another. In this regard,

you are expected to report the violation whenever an illegal, dishonest or unethical act is discovered or suspected.

If you are still concerned after speaking with your local management or feel uncomfortable speaking with them for whatever reason, you must (anonymously, if you wish) call the ethics hotline, or send a detailed note, along with relevant documents, to the Ethics Committee, or the Audit Committee of SupportSoft's Board of Directors. If you choose to remain anonymous and make an anonymous report, you should create and preserve your own record of this report in order to be able to demonstrate your compliance with the requirement of reporting violations.

Your calls, detailed notes and/or emails will be dealt with confidentially, although there may be a point where your identity may become known or have to be revealed in the course of an investigation or to take corrective action. You have the commitment of SupportSoft and of the Audit Committee of SupportSoft's Board of Directors, which is composed of independent directors, that you will be protected from retaliation for your good faith actions. Any Employee who attempts to or encourages others to retaliate against an individual who has reported a violation will be subject to disciplinary action.

Waivers

SupportSoft expects you to comply with the provisions of this Code. Any waiver of this Code for executive officers or directors may be made only by the Board of Directors and will be promptly disclosed to the public as required by law and the rules of the Nasdaq Stock Market. When necessary, a waiver will be accompanied by appropriate controls designed to protect SupportSoft.

Disciplinary Action

SupportSoft has implemented the following disciplinary policies to ensure that prompt and consistent actions are taken in response to violations of this Code:

1. *Range of Penalties.* All violations of this Code will be treated seriously and will result in the prompt imposition of penalties by SupportSoft which may include, without limitation, (1) an oral or written warning, (2) a reprimand, (3) suspension, (4) termination and/or (5) restitution. Violations will also be reported to the appropriate regulatory agencies or other authorities.
2. *Disciplinary Process.* The penalty for a particular violation will be decided on a case-by-case basis and will depend on the nature and severity of the violation as well as the Employee's history of non-compliance and cooperation in the disciplinary process. Significant penalties will be imposed for violations resulting from intentional or reckless behavior. Penalties may also be imposed when an Employee fails to report a violation due to the Employee's indifference, deliberate ignorance or reckless conduct. Where there is credible evidence of a violation, the Ethics Committee will determine the appropriate sanction with the

assistance of the Chief Executive Officer, Audit Committee and the Board of Directors, as appropriate.

3. *Consistent Enforcement.* All Employees will be treated equally with respect to the imposition of disciplinary measures. Pursuant to this policy, all levels of Employees will be subject to the same disciplinary action for the commission of the same or a similar offense.

Conclusion

In the final analysis you are the guardian of SupportSoft's ethics. While there are no universal rules, when in doubt ask yourself:

- Will my actions be ethical in every respect and fully comply with the law and with SupportSoft's policies?
- Will my actions have the appearance of impropriety?
- Will my actions be questioned by my supervisors, fellow Employees, customers, clients, family and the general public?
- Am I trying to fool anyone, including myself, as to the propriety of my actions?
- Can I explain my actions in public, for example, at an employee meeting, on a television show, etc.?

If you are uncomfortable with your answer to any of the above, you should not take the contemplated actions without first discussing them with your supervisor or the Ethics Committee. If you are still uncomfortable, please follow the steps outlined above in the Section on *"Reporting Violations."*

Any Employee who ignores or violates any of SupportSoft's ethical standards, and any manager who penalizes a subordinate for trying to following these ethical standards, will be subject to corrective action, including immediate dismissal. However, it is not the threat of discipline that should govern your actions. SupportSoft expects you to share its belief that a dedicated commitment to ethical behavior is the right thing to do and is good business, as well as being the surest way for SupportSoft to remain a world class organization.