

XO GROUP INC.

CODE OF BUSINESS CONDUCT AND ETHICS

Introduction

XO Group Inc. (the “Company”) is committed to the highest standards of ethical business conduct

and to the practice of business in accordance with all applicable laws, rules and regulations. The Board of Directors has adopted this Code of Ethics (the “Code”) as a set of guidelines for Company employees, officers and directors, intended to promote honest and ethical conduct; full, fair, accurate, timely and understandable disclosure; compliance with applicable governmental laws, rules and regulations; and to provide guidance to help employees, officers and directors recognize and deal with ethical issues. The Company expects its consultants generally to abide by this Code.

This Code is not intended to cover every issue or situation an employee, officer or director may encounter at the Company. The Code should be used as a guide in addition to other Company policies and guidelines, including those outlined in the XO Group Inc. Employee Handbook and the XO Group Inc. Insider Trading Policy.

Section I

A. Compliance and reporting

Employees, officers and directors should strive to identify and raise potential issues before they lead to problems and should ask about the application of this Code whenever in doubt. An employee, officer or director who becomes aware of any existing or potential violation of this Code should promptly notify the Chief Executive Officer, the Chief Financial Officer, the Chairperson of the Company’s Audit Committee, or the local Human Resources Representative (the “Compliance Team”) or report the existing or potential violation via the Company’s anonymous and confidential reporting procedure.

Any questions relating to how these policies should be interpreted or applied should be addressed to an appropriate member of the Compliance Team.

B. Personal Conflicts of Interest

A “personal conflict of interest” occurs when an individual’s private interest improperly interferes with the interests of the Company. Personal conflicts of interest are prohibited as a matter of Company policy, unless they have been approved by the Company. In particular, an employee, officer or director must never use or attempt to use his or her position at the Company to obtain any improper personal benefit for himself or herself, for his or her family members, or for any other person, including loans or guarantees of obligations, from any person or entity. Service to the Company should never be subordinated to personal gain and advantage. Conflicts of interest should, to the extent possible, be avoided.

Conflicts are not always clear-cut. Any employee, officer or director who becomes aware of a material transaction or relationship that could reasonably be expected to give rise to a conflict of interest or has a question as to a potential conflict, should discuss the matter promptly with a

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member of the Compliance Team. Common examples of possible conflicts of interest are further outlined in the Company Employee Handbook.

C. Compliance with Laws, Rules and Regulations

It is the Company’s policy to comply with all applicable laws, rules and regulations. It is the personal responsibility of each employee, officer and director to adhere to the standards and restrictions imposed by those laws, rules and regulations.

Generally, it is both illegal and against Company policy for any employee, officer or director who is aware of material nonpublic information relating to the Company to buy or sell any securities of the Company, or recommend that another person buy, sell or hold the securities of the Company.

More detailed rules governing the trading of securities by the Company's employees, officers and directors are set forth in the Company's Insider Trading Policy. Any employee, officer or director who is uncertain about the legal rules involving his or her purchase or sale of any Company securities should consult with the Company's Chief Financial Officer before making any such purchase or sale.

D. Corporate Opportunities

In carrying out their duties and responsibilities, employees, officers and directors should endeavor to advance the legitimate interests of the Company when opportunity to do so arises. Employees, officers and directors should avoid: (a) taking for themselves personally opportunities that are discovered in carrying out their duties and responsibilities to the Company; (b) using Company property or information, or their position as employees, officers or directors, for personal gain; and (c) competing with the Company, in each of the foregoing cases, to the material detriment of the Company. Whether any of the foregoing actions is to the material detriment of the Company will be determined by the Board of Directors based on all relevant facts and circumstances.

E. Confidentiality

In carrying out the Company's business, employees, officers and directors often learn confidential or proprietary information about the Company, its customers, prospective customers or other third parties. Employees, officers and directors must maintain the confidentiality of all information so entrusted to them, except when disclosure is authorized or legally mandated. Confidential or proprietary information includes, among other things, any non-public information concerning the Company, including its businesses, financial performance, results or prospects, and any nonpublic information provided by a third party with the expectation that the information will be kept confidential and used solely for the business purpose for which it was conveyed.

F. Fair Dealing

The Company does not seek competitive advantages through illegal or unethical business practices. Each employee, officer and director should endeavor to deal fairly with the Company's customers, service providers, suppliers, competitors and employees. No employee, officer or director should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any unfair dealing practice.

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G. Equal Employment Opportunity and Harassment

Concern for the personal dignity and individual worth of every person is an indispensable element in the standard of conduct that we have set for ourselves. The Company affords equal employment opportunity to all qualified persons without regard to any impermissible criterion or circumstance. This means equal opportunity in regard to each individual's terms and conditions of employment and in regard to any other matter that affects in any way the working environment of the employee. We do not tolerate or condone any type of discrimination prohibited by law, including harassment.

H. Protection and Proper Use of Company Assets

In carrying out their duties and responsibilities, employees, officers and directors should promote the responsible use and control of the Company's assets and resources by the Company. Company assets, such as information, materials, supplies, intellectual property, facilities, software and other assets owned or leased by the Company, or that are otherwise in the Company's possession, should be used only for legitimate business purposes of the Company.

I. Personal Loans to Executive Officers or Directors

Federal securities laws prohibit the Company from, directly or indirectly (including through subsidiaries), (a) extending or arranging for the extension of personal loans to its executive officers and directors and (b) renewing or materially modifying existing loans to such persons. Executive officers and directors shall not seek or facilitate personal loans from the Company in contravention of the foregoing.

Section II

Waivers of this Code

From time to time, the Company may waive certain provisions of this code. Any employee, officer or director who believes that a waiver may be called for should discuss the matter with a member of the Compliance Team. Waivers for executive officers (including senior financial officers) or directors of the Company may be made only by the Board of Directors or a committee of the Board.

Section III

Administration and Enforcement

The Chief Executive Officer shall be responsible for ensuring that the Code is effectively communicated to all employees, officers and directors and that the Code is accessible on the Company's website.

When an alleged violation of the Code is reported, the Company shall take prompt and appropriate action in accordance with the law and regulations and otherwise consistent with good business practice.

The Compliance Team, after consultation with outside counsel, shall be responsible for implementing the appropriate disciplinary action in accordance with the Company's policies and procedures for any employee who is found to have violated the Code. Any violation of

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applicable law or any deviation from the standards embodied in this Code will result in disciplinary action, up to and including termination of employment. In addition to imposing discipline upon employees, officers and directors involved in non-compliant conduct, the Company also will impose discipline, as appropriate, upon supervisory personnel, if any, who direct or approve such improper actions, or are aware of those actions but do not act appropriately to correct them, and upon other individuals who fail to report known non-compliant conduct. In addition to imposing its own discipline, the Company will bring any violations of law to the attention of appropriate law enforcement personnel.

In the event of a violation of the Code, the members of the Compliance Team will assess the situation to determine whether the violation demonstrates a problem that requires remedial action as to Company policies and procedures. Such corrective action may include providing revised public disclosure, retraining Company employees, modifying Company policies and procedures, improving monitoring of compliance under existing procedures and other action necessary to detect similar non-compliant conduct and prevent it from occurring in the future. Such corrective action shall be documented, as appropriate.

The Company shall make the most current version of this Code publicly available.

Any amendment or waiver of this Code applicable to or directed at executive officers, including senior financial officers, or directors may be made only after approval by the Board of Directors and will be disclosed within five (5) business days of such action by the Company's filing of a Form 8-K with the Securities and Exchange Commission.