

Code of Business Conduct and Ethics

Infoblox Inc. ("Infoblox", the "Company", "we", "our") is committed to the highest standards of legal and ethical business conduct and has long operated its business consistent with written operating principles and policies that reinforce this commitment. This Code of Business Conduct and Ethics (the "Code") summarizes the ethical standards for all directors, officers and employees (the "Infoblox members") and is a reminder of the seriousness of our commitment. Compliance with this Code is mandatory for every Infoblox member. In addition to this Code, Infoblox members are subject to and must comply with other policies and programs of the Company, as applicable.

I. INTRODUCTION

Our business is complex in terms of the geographies and cultures in which we function and the laws with which we must comply. To help our officers and employees understand what is expected of them and to carry out their responsibilities, we have created this Code.

This Code is not intended to be a comprehensive guide to all of our policies or to all responsibilities under law or regulation. All Infoblox members are expected to be familiar with applicable laws and regulations in their area of operation, and Infoblox expressly prohibits any activity by Infoblox members that violates any applicable law or regulation. This Code is a guideline, or a minimum requirement, that must always be followed. Any questions about anything in this Code or a business practice or appropriate actions in light of this Code may be addressed to the Company's General Counsel. Infoblox members may also contact the Chief Financial Officer or Internal Audit for matters related to accounting, internal accounting, controls, or auditing.

We expect each of our directors, officers, and employees to read and become familiar with the ethical standards described in this Code. Violations of the law, our corporate policies, or this Code may lead to disciplinary action, including dismissal.

II. ETHICAL CONDUCT

Infoblox has built its business on the quality of its products and services and the performance of its employees. Our continuing success depends upon the quality of Infoblox members, who adhere to the highest standards of honesty, ethics and fairness in our business dealings. We insist on not only ethical dealings with others, but on the ethical handling of actual or apparent conflicts of interest between personal and professional relationships.

III. FAIR DEALING

Officers and employees are required to deal honestly, ethically, and fairly with customers, suppliers, competitors and other third parties. We:

- Prohibit offering or making bribes, payoff, kickbacks or any other form of improper payment, regardless of whether such offer or payment is made directly or indirectly through third parties;
- Prohibit our officers and employees from accepting any bribe, payoff, kickback or improper payment from anyone;
- Prohibit any payments, gifts, entertainment, or promotional expenses, *regardless of their value*, which are offered for an improper purpose or which may violate any local or U.S. laws;
- Limit marketing and client entertainment expenditures to those that are necessary, prudent, job related and consistent with our policies;
- Require clear and precise communication in our contracts, advertising, literature and other public statements and seek to eliminate misstatement of fact or misleading impressions;
- Reflect accurately on all invoices to customers the sale price and terms of sale for products sold or services rendered;
- Protect all proprietary data our customers or suppliers provide to us as reflected in our agreements with them or as compelled by law; and
- Prohibit our representatives from otherwise taking unfair advantage of our customers or suppliers, or other third parties, through manipulation, concealment, abuse of privileged information or any other unfair-dealing practice.

IV. CONFLICTS OF INTEREST

All Infoblox members must avoid situations in which their private interests interfere, or appear to interfere, with the interests of Infoblox as a whole. We refer to these situations as “conflicts of interest.”

It is not possible to list every situation that might give rise to a conflict of interest, but the information that follows serves as a guide, pointing out important areas where conflicts may arise. The responsibility for conduct within the letter and the spirit of this Code regarding conflicts of interest rests with each individual. It is, however, important to avoid not only any situation that is an obvious conflict of interest, but also to be aware of situations that might appear to be a conflict. Questions or concerns as to whether specific activity raises conflict of interest issues should be addressed to the General Counsel.

Use of Company Property. In the absence of prior Company approval, assets of Infoblox should be used for legitimate business purposes and for personal purposes only to the extent allowed by Company policy. All Infoblox members have an obligation to use Company property efficiently and to report any theft or damage to Company property to appropriate Company management personnel.

Dealings with Suppliers and Competitors. Infoblox members shall select and deal with suppliers, customers, and other persons doing or seeking to do business with Infoblox in an impartial manner, without favor or preference based upon any considerations other than the best interests of Infoblox. Infoblox members shall not seek or accept, directly or indirectly, any payments, fees, services, or loans from any person or business entity that does or seeks to do business with Infoblox. This does not, however, prohibit an Infoblox member from receiving compensation for outside services that Infoblox permits such person to render, when such outside services will not affect the impartial discharge of such person’s duties or obligations to Infoblox. In the absence of prior Company approval, with regard to any person or business entity that does or seeks to do business with Infoblox, Infoblox members shall not seek or accept for themselves, or any member of their families, any gifts, entertainment, or other favors of a character that goes beyond common courtesies consistent with ethical and accepted business practices and are consistent with our internal policies.

Interests In or Relationships with Other Companies. Infoblox members shall not own, directly or indirectly, a financial interest (other than the ownership of less than 0.50% of the capital stock of a competitor whose common stock is publicly traded) in any business entity that is in competition with, or a significant financial interest in any business entity that does or seeks to do business with, the Company except where such interest has been fully disclosed to Infoblox and a determination has been made by the Company that such interest will not influence any decision that such person might be required to make performing duties for Infoblox. Infoblox members shall not accept a directorship or other managerial position in, or serve as a consultant or employee of, a business entity, organized for profit, that does or seeks to do business with, or is in competition with, Infoblox, without receiving specific written approval from senior management of Infoblox or, in the case of a director, the Board of Directors.

Dealings with Related Parties. Infoblox members shall not conduct business on behalf of Infoblox with a relative or a business entity with which the Infoblox member or a relative is associated, except where such dealings have been disclosed to the Company and senior management of Infoblox has given its specific approval.

Loans. Infoblox shall not make any loans to Infoblox members unless the Chief Financial Officer approves them. No supervisor shall solicit a loan from a subordinate or accept a loan from a subordinate. In no event shall the Company make a loan to any member of the existing Board of Directors or to any executive officer of the Company.

Reporting Obligations. Infoblox members who believe they are involved in a potential conflict of interest are expected to discuss the situation with their direct supervisor or the General Counsel. Infoblox members shall report in writing to their direct supervisor (or the General Counsel) any personal ownership interest or other relationship that might affect their ability to exercise impartial, ethical business judgments in their area of responsibility. Each situation reported shall be reviewed by the Infoblox member's supervisor, and the supervisor shall make a determination as to whether a conflict of interest exists or may arise from such a situation. If the Infoblox member to whom the ownership interest or relationship relates is a director or an executive officer of the Company (or a relative of such person), such interest or relationship shall be reviewed by the management or the Board of Directors from time to time. All Infoblox members shall give Infoblox their fullest cooperation in the correction of any situation in which a conflict exists or may arise.

V. CONFIDENTIALITY AND CORPORATE ASSETS AND CORPORATE OPPORTUNITIES

Infoblox members are entrusted with Infoblox confidential information and with the confidential information of Company suppliers, customers or other business partners. This information may include: (1) technical or other information about current and future products, services or research; (2) business or marketing plans or projections; (3) earnings and other internal financial data; (4) personnel information; (5) supply and customer lists; and (6) other non-public information that, if disclosed, might be of use to competitors, or harmful to the Company's suppliers, customers or other business partners. This information is the property of Infoblox, or the property of its suppliers, customers or business partners, and in many cases was developed at great expense. All Infoblox members, upon commencement of employment with Infoblox, shall sign an agreement to protect and hold confidential Infoblox's proprietary information. Strict adherence to that agreement is required of each Infoblox member.

Infoblox members shall not take for themselves, or for family members or any other entities with which they are affiliated, any opportunity of which they become aware through the use of Company property or information, or through their position with the Company, and shall not use Company property or information, or their position with the Company, for personal gain other than actions taken for the overall advancement of the interests of the Company.

VI. SPECIAL ETHICS OBLIGATIONS FOR INFOBLOX MEMBERS WITH FINANCIAL REPORTING RESPONSIBILITIES

The Chief Executive Officer, Chief Financial Officer, Vice President, Finance and Corporate Controller, and Finance Department personnel bear a special responsibility for promoting integrity throughout the organization, with responsibilities to stakeholders both inside and outside of Infoblox. The Chief Executive Officer, Chief Financial Officer, Vice President, Finance and Corporate Controller, and members of the Finance Department have a special role both to adhere to these principles themselves and also to ensure that a culture exists throughout Infoblox as a whole that ensures the fair, accurate, comprehensive, and timely reporting of financial results. Because of this special role, the Chief Executive Officer, Chief Financial Officer, Vice President, Finance and Corporate Controller, and all members of the Finance Department are bound by the following:

- Act with honesty and integrity, avoiding actual or apparent conflicts of interest in personal and professional relationships;
- Provide information that is accurate, complete, objective, timely and understandable to ensure full, fair, accurate, timely, and understandable disclosure in reports and documents that Infoblox files with, or submits to, government agencies and in other public communications;
- Comply with applicable governmental laws, rules and regulations, and acquire appropriate knowledge of such laws, rules and regulations relating to Infoblox' duties sufficient to enable the Infoblox member to recognize potential dangers and to know when to seek legal advice;
- Promptly report to the General Counsel any conduct believed to be a violation of law or business ethics or of any provision of this Code, including any transaction or relationship that reasonably could be expected to give rise to such a conflict; and
- Promote accountability to this Code among all Infoblox members.

VII. COMPLIANCE WITH ALL LAWS, RULES AND REGULATIONS

Our business activities are subject to extensive governmental regulation under numerous U.S. federal and state laws, as well as the laws and regulations of any other jurisdiction in which we operate. Infoblox will comply with all laws and governmental regulations that are applicable to its activities, and expects all directors, officers and employees to obey the law. Specifically, Infoblox is committed to:

- Maintaining a safe and healthy work environment;
- Promoting a workplace that is free from discrimination or harassment based on race, color, religious creed, sex, age, national origin, ancestry, marital status, sexual orientation, disability, medical condition, or on any other basis protected by law;
- Supporting fair competition and laws prohibiting restraints of trade and other unfair trade practices;
- Full compliance with applicable environmental laws;
- Prohibiting any illegal payments, gifts, or gratuities;

- Prohibiting the unauthorized use, reproduction, or distribution of any third party's trade secrets, copyrighted information, or confidential information; and
- Complying with all applicable federal and state laws.

VIII. REPORTING AND EFFECT OF VIOLATIONS

Compliance with this Code is, first and foremost, the individual responsibility of every Infoblox member. Infoblox attempts to foster a work environment in which ethical issues and concerns may be raised and discussed with supervisors or with others without fear of retribution.

Reporting Violations and Questions. Infoblox members must report, in person or in writing, any known or suspected violations of laws, governmental regulations or this Code to the Company's General Counsel. Additionally, Infoblox members may contact their direct supervisor or the General Counsel with questions or concerns about this Code or a business practice. Infoblox members may also contact the Chief Financial Officer or Internal Audit for matters related to accounting, internal accounting, controls, or auditing. Any questions or violation reports will be addressed promptly, and can be made anonymously as outlined below.

1. By calling the Company's compliance hotline: From within the United States, toll-free at 1- 844-231-3370 or International toll-free at 0808-234-0162;
2. By letter addressed to the Company's corporate headquarters marked "Attention: General Counsel"; or
3. By clicking on www.infoblox.ethicspoint.com and following the instructions.

Infoblox will not allow any retaliation against any Infoblox member who acts in good faith in reporting any violation of this Code. The Company will investigate reported violations and will determine an appropriate response, including corrective action and preventive measures, and will involve the General Counsel when required. All reports will be treated confidentially to the extent possible.

In addition to this Code, the Company has adopted procedures by which employees may make confidential and anonymous submission of reports regarding the Company's accounting, internal accounting controls or auditing matters, as described in our Whistleblower and Complaint Policy. In doing so please provide as detailed of a disclosure as feasible, so as to enable the investigating party to conduct their investigation.

Consequences of a Violation. Officers and employees who violate any law, governmental regulation or this Code will face appropriate, case-specific disciplinary action, which may include demotion or discharge.

IX. NO RIGHTS CREATED

Nothing in this Code, in any Company policies and procedures, or in other related communications (verbal or written) creates or implies an employment contract or term of employment or otherwise alters an Infoblox member's "at will" employment arrangement with the Company or its affiliates.

X. WAIVER AND AMENDMENT

Waivers or amendment to this Code may only be granted in a manner permitted by law, with review and approval by the General Counsel, and, if required under applicable regulations, review and approval by the Board of Directors.