

	<p>Code of Business Conduct</p> <p>Global Policy</p>
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(As adopted by the Board of Directors on April 15, 2005)

1. Introduction

This Code of Business Conduct (the “Code”) covers a wide range of business practices and procedures. It does not cover every issue that may arise, but it sets out basic principles to guide all directors, officers, and workers of Ariba, Inc., and its subsidiaries (Ariba, Inc., and its subsidiaries are collectively referred to as “Ariba”). The term “Worker” means any individual providing any services or work for Ariba, whether as an employee, a third party contractor, a temporary worker, an agent, representative (including but not limited to a consultant) or otherwise. All directors, officers, and Workers of Ariba must conduct themselves accordingly and seek to avoid improper behavior.

If a Worker violates the standards in the Code, he/she may be subject to disciplinary action, up to and including termination of employment or assignment, as applicable. ***If a Worker is in a situation that he/she believes may violate or lead to a violation of the Code, he/she should follow the guidelines described in Section 18 of the Code.***

If a law conflicts with a policy in the Code, the Worker must comply with the law. If Workers have any questions about these conflicts, they should ask their manager or Human Resources how to handle the situation. However, this Code supersedes all other codes of conduct, policies, procedures, instructions, practices, rules, or written or verbal representations to the extent that they are inconsistent with the Code. Ariba is committed to continuously reviewing and updating its policies and procedures. The Code, therefore, is subject to modification.

Nothing in this Code, in any Ariba policies and procedures, or in other related communications, (verbal or written) creates or implies a contract of continued employment/assignment. Employment/assignment with Ariba is at-will.

2. Purpose

The Code seeks to deter wrongdoing and to promote:

- Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- Full, fair, accurate, timely, and understandable disclosure in reports and documents that Ariba files with, or submits to, the Securities and Exchange Commission (the “SEC”) and in other public communications made by Ariba;
- Compliance with applicable governmental laws, rules, and regulations;
- The prompt internal reporting to an appropriate person or persons identified below of violations to the Code; and
- Accountability for adherence to the Code.

3. Compliance with Applicable Laws, Rules and Regulations

Obeying the law is the foundation on which Ariba's ethical standards are built. Workers must comply with all applicable laws, rules, and regulations. If a Worker is not sure whether a particular course of action is lawful or otherwise permitted under this Code, he or she should consult his or her supervisor or Human Resources.

4. Conflicts of Interest

A "conflict of interest" exists when a person's private interests interfere or conflict in any way with the interests of Ariba. Examples of when a conflict of interest may arise include, but are not limited to:

- When a director, officer, or Worker takes actions or has interests that may make it difficult to perform his or her work objectively and effectively;
- When a director, officer, or Worker, or a member of his or her family, receives improper personal benefits as a result of his or her position with Ariba;
- Almost always, when a Worker works simultaneously for a competitor or, except on Ariba's behalf, for a customer or supplier. A Worker is not allowed to work for a competitor in any capacity;
- When a director, officer, or Worker serves as a director of any company that competes with Ariba;
- When a director, officer, or Worker invests in a customer, supplier, developer, or competitor of Ariba. In deciding whether to make such an investment, a Worker should consider the size and nature of the investment, his/her ability to influence decisions of Ariba, his/her access to confidential information of Ariba or of the other company, and the nature of the relationship between Ariba and the other company;
- When a director, officer, or Worker conducts Ariba business with a relative or significant other, or with a business with which a relative or significant other is associated in any significant role. Relatives include spouses, sisters, brothers, daughters, sons, mothers, fathers, grandparents, aunts, uncles, nieces, nephews, cousins, step relationships, and in-laws. Significant others include persons living in a spousal or familial fashion (including same sex) with a Worker.

Conflicts of interest are prohibited as a matter of Ariba policy, except in the case of any director, executive officer, or member of Ariba's management committee, with the informed written consent of the Board of Directors of Ariba (the "Board") or pursuant to guidelines approved by the Board, or in the case of any other Workers, with the informed written consent of Ariba's Chief Executive Officer. Conflicts of interest may not always be clear-cut, so if a Worker has a question, he/she should consult with higher levels of management or Ariba's General Counsel. Workers should review and be familiar with Ariba's Business Relationships and Conduct Policy located on the Human Resources site on Ariba's intranet. If a Worker becomes aware of a conflict or potential conflict, he/she should bring it to the attention of a manager or other appropriate personnel or consult the procedures described in Section 18 of the Code.

5. Public Disclosure of Information

The federal securities laws require Ariba to disclose certain information in various reports that Ariba must file with or submit to the SEC. In addition, from time to time, Ariba makes other public communications, such as issuing press releases.

Ariba expects all directors, officers, and Workers who are involved in the preparation of SEC reports or other public documents to ensure that the information disclosed in those documents is full, fair, accurate, timely, and understandable.

To the extent that a Worker reasonably believes that questionable accounting or auditing conduct or practices have occurred or are occurring, he/she should report those concerns to Ariba's General Counsel.

6. Insider Trading

Workers are not permitted to use or share confidential information for stock trading purposes or for any other purpose, except the conduct of Ariba's business. All non-public information about Ariba should be considered confidential information. The use of material non-public information for personal financial benefit or to "tip" others who might make an investment decision on the basis of this information is not only unethical, but also illegal, and could result in criminal prosecution in addition to the termination of employment/assignment. In order to assist with compliance with laws against insider trading, Ariba has adopted a Securities Trading Policy. This policy is available at the Stock Programs site on Ariba's internal intranet. If a Worker has any questions, he/she should consult Ariba's General Counsel.

7. Corporate Opportunities

Workers are prohibited from taking for themselves opportunities that are discovered through the use of corporate property, information, or position without the informed prior written consent of the Board. A Worker may not use for improper personal gain corporate property or information that he/she has obtained through his/her position with Ariba, and he/she may not compete with Ariba directly or indirectly. Workers owe a duty to Ariba to advance Ariba's legitimate interests whenever such an opportunity arises.

8. Competition and Fair Dealing

Ariba seeks to outperform its competition fairly and honestly. Stealing proprietary information, possessing trade secret information that was obtained without the owner's consent, or inducing such disclosures by past or present Workers of other companies is prohibited. Workers should endeavor to respect the rights of and deal fairly with Ariba's customers, suppliers, competitors, and Workers. Workers should review and be familiar with Ariba's Confidential Information and Trade Secrets Policy located on the Human Resources site on Ariba's intranet.

9. Gifts

The purpose of business entertainment and gifts in a commercial setting is to create good will and sound working relationships not to gain unfair advantage with customers. No gift or entertainment should ever be offered, given, provided, or accepted by, a Worker unless it:

- Is not a cash gift,
- Is consistent with customary business practices,
- Is not excessive in value,
- Cannot be construed as a bribe or payoff, and
- Does not violate any laws or regulations.

Workers should discuss with their managers or a Human Resources representative any gifts or proposed gifts if they are not certain that such gifts are appropriate.

10. Discrimination and Harassment

The diversity of Ariba's Workers is a tremendous asset. Ariba is firmly committed to providing equal opportunity in all aspects of employment/assignment and will not tolerate any illegal discrimination or harassment of any kind. Examples of such behavior include derogatory comments based on racial or ethnic characteristics and unwelcome sexual advances. Workers should review and be familiar with Ariba's Equal Employment Opportunity and Sexual and Other Unlawful Harassment Policies located on the Human Resources site on Ariba's intranet.

11. Health and Safety

Ariba strives to provide its Workers with a safe and healthy work environment. Workers are responsible for helping to maintain a safe and healthy workplace for all Workers by following safety and health rules and reporting accidents, injuries and unsafe equipment, practices, or conditions. Workers should review and be familiar with Ariba's Health and Safety Practices Policy.

Violence and threatening behavior are not permitted. Workers should report to work in condition to perform their duties, free from the influence of illegal drugs or alcohol. Workers should review and be familiar with Ariba's Drug and Alcohol Policy. The abuse of alcohol or illegal drugs in the workplace will not be tolerated.

12. Record Keeping

Ariba requires honest and accurate recording and reporting of information in order to make responsible business decisions and to comply with the law. For example, Workers who must report their hours worked should only report the true and actual number of hours worked (whether for purposes of individual pay or for purposes of reporting such information to customers). Ariba also requires each director and Worker to disclose any material transaction or arrangement between such individual or any immediate family member or affiliated entity of such individual, and any other director, Worker, or any immediate family member or affiliated entity of such other individual, that in any way relates to or arises out of such individual's professional relationship with Ariba.

Many Workers regularly use business expense accounts. The use of all business expense accounts must be documented and recorded accurately in accordance with Ariba's policies. If a Worker is not sure whether he/she may seek reimbursement for a certain expense, he/she should ask his/her manager or the Corporate Controller.

All of Ariba's books, records, accounts, and financial statements must appropriately reflect Ariba's transactions, and must conform both to applicable legal requirements and to Ariba's system of internal controls. Unrecorded or "off the books" funds or assets should not be maintained unless permitted by applicable law or regulation.

Business records and communications often become public. Workers should avoid exaggeration, derogatory remarks, guesswork, or inappropriate characterizations of people and companies whenever there is a possibility that such communications could be misunderstood. This policy applies equally to e-mail, internal memos, and formal reports.

All Ariba information in any medium should always be retained or discarded in accordance with Ariba's Document and Electronic Records Retention Policy (including all attachments thereto). In accordance with this policy, in the event of any pending or reasonably anticipated lawsuit,

regulatory proceeding or governmental investigation, please consult Ariba's General Counsel. This policy is available on Ariba's internal intranet. If a Worker has any questions, he/she should consult Ariba's General Counsel.

13. Confidentiality

Workers must maintain the confidentiality of confidential information entrusted to them by Ariba or its customers, except when disclosure is authorized by Ariba's established written policies or in writing by its General Counsel or required by laws or regulations. Confidential information includes all non-public information that might be of use to competitors, or be harmful to Ariba or its customers, if disclosed, and information which suppliers, Workers, and customers have entrusted to us. The obligation to preserve confidential information continues even after employment/assignment ends. In connection with this obligation, every Worker should have executed a proprietary information agreement or confidentiality agreement when he or she began his or her employment/assignment with Ariba. Workers should review and be familiar with Ariba's Confidential Information and Trade Secrets Policy located on the Human Resources site on Ariba's intranet.

14. Protection and Proper Use of Ariba Assets

Workers should endeavor to protect Ariba's assets and ensure their efficient use. Any suspected incident of fraud or theft should immediately be reported for investigation. Ariba equipment should not be used for non-Ariba business, though limited incidental personal use is permitted.

Worker's obligation to protect Ariba's assets includes protecting its proprietary information. Proprietary information includes intellectual property such as trade secrets, patents, trademarks, and copyrights, as well as business, marketing, technical and service plans and information, engineering and manufacturing ideas, designs, databases, records, salary information, and any unpublished financial data, and reports. Unauthorized use or distribution of such information would violate Ariba policy and could also be illegal and result in civil or even criminal penalties. Workers should review and be familiar with Ariba's Confidential and Trade Secrets Policy located on the Human Resources site on Ariba's intranet.

15. 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 that 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 Ariba policy but could also be a criminal offense. State and local governments, as well as foreign governments, may have similar rules. Ariba's General Counsel can provide guidance in this area.

Please review the Ariba Global Anti-Corruption Policy located on Ariba's intranet site for additional details on Ariba's policies regarding anti-bribery and anti-corruption.

16. Waivers of the Code

Waivers of the Code may only be granted by Ariba's Chief Executive Officer or General Counsel, provided, however, that any waiver of the Code for executive officers or directors may be granted only by the Board or a Board committee. All waivers must be in writing signed by the Chief Executive Officer or General Counsel for Workers, or the Chairman of the Board for executive

officers and directors. Any waiver of the Code for executive officers or directors, and the reasons for such waiver, will be disclosed in Ariba's public filings, as required by law or securities market regulations.

17. Reporting Illegal or Unethical Behavior

Workers are encouraged to talk to managers or other appropriate personnel about observed illegal or unethical behavior or when in doubt about the best course of action in a particular situation. Ariba will not tolerate retaliation for reports of misconduct by others made in good faith by Workers. Also, Workers are expected to cooperate in internal investigations of misconduct.

A Worker may, on an anonymous basis, submit a good-faith concern regarding questionable accounting or auditing matters without fear of dismissal or retaliation of any kind.

Please review the [Ariba Whistleblower Policy located on the Ariba intranet site](#) for additional information.

18. Compliance Procedures

We must all work to ensure prompt and consistent action against violations of the Code. However, in some situations, it is difficult to know if a violation has occurred. Since Ariba cannot anticipate every situation that will arise, it is important that we have a way to approach a new question or problem. The following are steps to keep in mind:

- Ensure all of the facts are obtained. In order to reach the right solutions, Ariba must be as fully informed as possible.
- The Worker should ask him/herself: What specifically am I being asked to do? Does it seem unethical or improper? These questions will enable an employee to focus on the specific question he/she is faced with and the alternatives he/she has. A Worker should use judgment and common sense; if something seems unethical or improper, it probably is.
- Clarify individual responsibility and role. In most situations, there is shared responsibility. Are colleagues informed? It may help to get others involved and discuss the problem.
- A Worker should discuss the problem with his/her manager. This is the basic guidance for all situations. In many cases, the manager will be more knowledgeable about the question and will appreciate being brought into the decision-making process. Remember that it is the Worker's manager's responsibility to help solve problems.
- Seek help from Ariba's resources. In any case where it may not be appropriate to discuss an issue with the manager or where a Worker does not feel comfortable approaching his/her manager with a question, he/she should discuss it with Ariba's General Counsel or Vice President, Human Resources.
- A Worker may in good faith report ethical violations in confidence and without fear of retaliation. If a Worker's situation requires that his/her identity be kept confidential, his/her anonymity will be protected to the greatest extent possible consistent with a thorough investigation. Ariba does not permit retaliation of any kind against Workers for good-faith reports of ethical violations.
- A Worker should always ask first, act later. If a Worker is unsure of what to do in any situation, he/she should seek guidance.

19. Violations of the Code

Violation of the Code may result in disciplinary action at Ariba's discretion up to and including termination of employment/assignment.

Related Policies:	All Ariba Policies
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