

MODEL N, INC.

CODE OF BUSINESS CONDUCT

As adopted March 19, 2013

Model N, Inc. (“*Model N*”, 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 (the “*Code*”) summarizes the ethical standards for all officers and employees (the “*Model N Members*”) and is a reminder of the seriousness of our commitment. Compliance with this Code is mandatory for every Model N Member. In addition to this Code, Model N 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 of Business Conduct. Responsibility for overseeing adherence to this Code shall rest with the Chief Financial Officer of Model N (the “*Compliance Officer*”), as instructed by the Board of Directors.

This Code is not intended to be a comprehensive guide to all of our policies or to all responsibilities under law or regulation. All Model N Members are expected to be familiar with applicable laws and regulations in their area of operation, and Model N expressly prohibits any activity by Model N 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 the Code or appropriate actions in light of the Code may be addressed to the Compliance Officer or the Chair of the Audit Committee of the Board of Directors of Model N.

We expect each of our 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

Model N 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 Model N 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 bribes, kickbacks or any other form of improper payment, direct or indirect, to any representative of a government, labor union, customer or supplier in order to obtain a contract, some other commercial benefit or government action;
- prohibit our officers and employees from accepting any bribe, kickback or improper payment from anyone;
- prohibit gifts or favors of more than one hundred dollars (\$100.00) to or from any single customer or supplier during any twelve-month period;
- 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 Model N Members must avoid situations in which their personal interests may conflict, or appear to conflict, with the interests of Model N.

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 Compliance Officer.

Use of Company Property. In the absence of prior Company approval, assets of Model N should be used for legitimate business purposes and for personal purposes only to the extent allowed by Company policy. All Model N 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, Customers and Competitors. Model N Members shall select and deal with suppliers, customers, and other persons doing or seeking to do business with Model N in an impartial manner, without favor or preference based upon any considerations other than the best interests of Model N. Model N 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 Model N. This does not, however, prohibit a Model N Member from receiving compensation for outside services that Model N permits such person to render, when such outside services will not affect the impartial discharge of such person's duties or obligations to Model N. In the absence of prior Company approval, with regard to any person or business entity that does or seeks to do business with Model N, employees 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. Model N 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 Model N 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 Model N. Model N 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, Model N, without receiving specific approval from their direct supervisor.

Dealings with Related Parties. Model N Members shall not conduct business on behalf of Model N with a relative or a business entity with which the Model N Member or a relative is associated, except where such dealings have been disclosed to the Company and senior management of Model N has given its specific written approval. Where the Model N Member having the association is an Executive Officer of the Company, such situation shall be subject to approval or ratification under the Company's Related Party Transaction policy.

Loans. Model N shall not make any loans to Model N Members unless the Board of Directors 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 Board of Directors or to any Executive Officer of the Company.

Reporting Obligations. Model N Members shall report in writing to their direct supervisor 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 Model N 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. All Model N Members shall give Model N their fullest cooperation in the correction of any situation in which a conflict exists or may arise. If the Model N Member to whom the ownership interest or relationship relates is an Executive Officer of the Company, such relationship shall be reviewed in the manner prescribed by the Company's Related Party Transaction Policy.

V. CONFIDENTIALITY AND CORPORATE ASSETS AND CORPORATE OPPORTUNITIES

Model N Members are, on occasion, entrusted with Model N confidential information and with the confidential information of Company suppliers, customers or other business partners. This information may include: (1) technical or scientific 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 Model N, or the property of its suppliers, customers or business partners, and in many cases was developed at great expense. All Model N Members, upon commencement of employment with Model N, shall sign an Employee Proprietary Information and Inventions Agreement provided by the Company. Strict adherence to that Confidentiality Agreement is required of each Model N Member.

Model N 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. Model N Members are prohibited from competing with Model N.

VI. RECORDS ON LEGAL HOLD

A legal hold suspends all document destruction procedures in order to preserve appropriate records under special circumstances, such as litigation or government investigations. Model N's Compliance Officer determines and identifies what types of Company records or documents are required to be placed under a legal hold and will notify employees if a legal hold is placed on records for which they are responsible. Employees must not destroy, alter or modify records or supporting documents that have been placed under a legal hold under any circumstances. A legal hold remains effective until it is officially released in writing by the Compliance Officer. If an employee is unsure whether a document has been placed under a legal hold, such employee should preserve and protect that document while the Compliance Officer is contacted.

VII. GOVERNMENT BUSINESS

Model N Members should understand that special requirements might apply when contracting with any governmental body (including national, state, provincial, municipal, or other similar governmental divisions on local jurisdictions). Because government officials are obligated to follow specific codes of conduct and laws, special care must be taken in government procurement. Some key requirements for doing business with government are:

- accurately representing which Model N products are covered by government contracts;
- not improperly soliciting or obtaining confidential information, such as sealed competitors' bids, from government officials prior to the award of a contract; and
- hiring present and former government personnel in compliance with applicable laws and regulations (as well as consulting the Compliance Officer).

When dealing with public officials, Model N Members must avoid any activity that is or appears illegal or unethical. Promising, offering or giving of favors, gratuities or gifts, including meals, entertainment, transportation, and lodging, to government officials in the various branches of U.S. government, as well as state and local governments, is restricted by law. Model N Members must obtain pre-approval from the Compliance Officer before providing anything of value to a government official or employee. The foregoing does not apply to lawful personal political contributions.

In addition, 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. Illegal payments to government officials of any country are strictly prohibited. Additional information regarding the Foreign Corrupt Practices Act can be found in Model N's Policy Regarding Improper Influence of Foreign Officials.

VIII. POLITICAL CONTRIBUTIONS

It is Model N's policy to comply fully with all local, state, federal, foreign and other applicable laws, rules and regulations regarding political contributions. Model N's funds or assets must not be used for, or be contributed to, political campaigns or political practices under any circumstances without the prior written approval of Model N's Chief Executive Officer and, if required, Model N's Board of Directors. You should also consult Model N's Policy Regarding Improper Influence of Foreign Officials.

IX. USE OF COMPUTERS AND OTHER EQUIPMENT

Model N strives to furnish Model N Members with the equipment necessary to efficiently and effectively perform their jobs. Model N Members must care for that equipment and use it responsibly and only for Company business purposes. If Model N Members use Model N equipment at their home or off site, precautions must be taken to protect such Model N equipment from theft or damage. Model N Members must immediately return all Model N equipment when their employment relationship with Model N ends. While computers and other

electronic devices are made accessible to Model N Members to assist them to perform their jobs and to promote our interests, all such computers and electronic devices, whether used entirely or partially on Model N's premises or with the aid of Model N's equipment or resources, must remain fully accessible to Model N and will remain the sole and exclusive property of Model N.

Model N Members should not maintain any expectation of privacy with respect to any electronic communications made using Model N equipment. To the extent permitted by applicable law, Model N retains the right to gain access to any such information, at any time, with or without your knowledge, consent or approval.

X. USE OF SOFTWARE

All software used by Model N Members to conduct Model N business must be appropriately licensed. Model N Members should never make or use illegal or unauthorized copies of any software, whether in the office, at home, or on the road, since doing so may constitute copyright infringement and may expose the Model N Member and the Company to potential civil and criminal liability. Model N's information technology department will inspect Model N computers periodically to verify that only approved and licensed software has been installed. Any non licensed/supported software will be removed.

XI. SPECIAL ETHICS OBLIGATIONS FOR MODEL N MEMBERS WITH FINANCIAL REPORTING RESPONSIBILITIES

As a public company, it is of critical importance that the Model N filings with the Securities and Exchange Commission and its other disclosures to the public be accurate and timely. Depending on their position, Model N Members may be called upon to provide information to assure that the Company's public reports are complete, fair and understandable. All personnel are to take this responsibility very seriously and to provide prompt and accurate answers to inquiries related to public disclosure requirements.

The Chief Executive Officer, Chief Financial Officer and senior financial officers (including the principal financial officer, comptroller, principal accounting officer or persons performing similar functions) bear a special responsibility for promoting integrity throughout the organization, with responsibilities to stakeholders both inside and outside of Model N. The Chief Executive Officer, Chief Financial Officer and senior financial officers have a special role both to adhere to these principles themselves and also to ensure that a culture exists throughout Model N 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 and senior financial officers 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 Model N 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 Model N's duties sufficient to enable the Model N Member to recognize potential dangers and to know when to seek legal advice;
- promptly report to the Chief Financial Officer and/or the Chair of the Audit Committee any conduct believed to be a violation of law or business ethics or of any provision of this Code of Conduct, 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 Model N Members.

XII. COMPLIANCE WITH ALL LAWS, RULES AND REGULATIONS

Model N will comply with all laws and governmental regulations that are applicable to its activities, and expects all officers and employees to obey the law. Specifically, Model N is committed to:

- maintaining a safe and healthy work environment;
- promoting a workplace that is free from discrimination or harassment based on race, color, religion, sex, age, national origin, disability or sexual preference;
- supporting fair competition and laws prohibiting restraints of trade and other unfair trade practices;
- prohibiting insider trading, as further described in Model N's Procedures and Guidelines Governing Securities Trades by Company Personnel;
- full compliance with applicable environmental laws;
- prohibiting any illegal payments, gifts or gratuities to any government official, political party or customer;
- prohibiting the unauthorized use, reproduction or distribution of any third party's trade secrets, copyrighted information or confidential information; and
- complying with all applicable state and federal securities laws.

XIII. GENERAL COMPLIANCE GUIDELINES

We must all work to ensure prompt and consistent action against violations of this Code. However, in some situations it is difficult to know if a violation has occurred. Since we cannot

anticipate every situation that will arise, it is important that we have a way to approach a new question or problem. These are the steps to keep in mind:

- Make sure you have all the facts possible. To reach the right solutions, we must be as fully informed as possible.
- Ask yourself: What specifically am I being asked to do? Does it seem unethical or improper? This will enable you to focus on the specific question you are faced with, and the alternatives you have. Use your judgment and common sense; if something seems unethical or improper, follow up on it.
- Clarify your responsibility and role. In most situations, there is shared responsibility. Are your colleagues informed? It may help to get others involved and discuss the problem.
- Discuss the problem with your manager. This is the basic guidance for all situations. In many cases, your manager will be more knowledgeable about the question, and will appreciate being brought into the decision-making process. Remember that it is your manager's responsibility to help solve problems.
- Seek help from company resources. If you do not feel comfortable approaching your manager with your question, discuss it with your local Human Resources representative.
- You may report ethical violations in confidence and without fear of retaliation. If you find yourself in a situation that requires that your identity be kept confidential, your anonymity will be protected to the extent possible. Model N does not permit retaliation of any kind against employees for good faith reports of ethical violations.
- Always ask first, act later when confronted with an ethical issue: If you are unsure of what to do in any situation, seek guidance before you act.

XIV. REPORTING AND EFFECT OF VIOLATIONS

Compliance with this Code is, first and foremost, the individual responsibility of every Model N Member. Model N 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.

Administration. The Model N Board of Directors, working with the Nominating and Corporate Governance Committee, has established the standards of business conduct contained in this Code and oversees compliance. The Chief Financial Officer has been given the responsibility of ensuring adherence to the Code. While serving in this capacity, the Chief Financial Officer reports directly to the Board of Directors.

Reporting Violations and Questions. Model N Members must report, in person or in writing, any known or suspected violations of laws, governmental regulations or this Code to either the Chief Financial Officer or the Chair of the Audit Committee. Additionally, Model N Members may contact the Compliance Officer or the Chair of the Audit Committee with questions or

concerns about this Code or a business practice. Any questions or violation reports will be addressed promptly, and can be made anonymously.

Model N will not allow any retaliation against any Model N 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 preventative measures, and will involve the Chair of the Audit Committee or Chief Financial Officer 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 submission of reports to the Audit Committee of the Board of Directors regarding the Company's accounting, internal accounting controls or auditing matters, as described in the Model N Whistleblower and Complaint Policy.

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.

Reporting Contacts:

Chief Financial Officer

Model N, Inc.

Audit Committee Chairperson:

Communication concerning this Code may be sent via e-mail to:

whistleblower@modeln.com

XV. WAIVER AND AMENDMENT

We are committed to continuously reviewing and updating our policies and procedures. Therefore, this Code is subject to modification. Any amendment or waiver of any provision of this Code must be approved in writing by the Audit Committee and will be immediately communicated to you. Any waiver or amendment will be reported as required by federal securities laws and applicable stock exchange rules.

Model N shall maintain a copy of this Code in the section of the Company's website where corporate governance materials are maintained.