



Code of Conduct and Business Ethics

Applicable to Employees and Directors serving on the Board of Directors

The Bright Horizons Family Solutions Employee Handbook outlines various practices with which each employee in the company is expected to adhere, and it includes guidelines for each of us to put our Mission Statement and Heart Principles into practice.

The Bright Horizons Family Solutions Code of Conduct and Business Ethics (Code of Conduct) provides a guide for every employee (including every officer) and member of the Board of Directors (BOD Members) that explains your role within the company as it relates to the work we do and how we interact with one another and those with whom we do business. The Code of Conduct sets forth standards to promote honest and ethical conduct, appropriate public disclosures and legal compliance and includes policies related to conflicts of interest, record keeping, use of company property or resources, and policies regarding fraud, dishonesty or criminal conduct.

The Code of Conduct is outlined below, and because it is impossible to describe every potential situation that relates to our standards of conduct and business ethics, Bright Horizons Family Solutions (BHFS or the Company) relies on your commitment to exercise sound judgment, to seek advice when appropriate and to adhere to the highest ethical standards in the conduct of your professional and personal affairs.

BHFS is committed to resolving complaints, and issues related to your employment should be directed to your supervisor or the Human Resources Team. In addition to steps outlined in the Complaint Resolution policy in the Employee Handbook, you may contact the BHFS Compliance Officer for any concerns or violations of the policies outlined below. Violations of the Code of Conduct may result in disciplinary action, up to and including termination of your employment. BHFS will not tolerate any retribution or retaliation taken against anyone who has in good faith sought out advice, or has reported questionable conduct and/or a possible Code of Conduct violation.

A waiver of any provision of this Code of Conduct with respect to any BOD Member or executive officer of the Company may only be given by the Board of Directors of the Company and will be promptly disclosed, along with the reasons for the waiver, to the Company's stockholders as required by law and NASDAQ.

I. Conflicts of Interest

Employees and BOD Members must conduct themselves in a manner that avoids actual or apparent conflicts of interest and that protects BHFS' business reputation.

All business decisions must be made in BHFS' best interest. A conflict of interest arises when the judgment of an employee or BOD Member is or may be influenced by considerations of

improper personal gain or benefit to the individual or to another person. Situations that even create the appearance of a conflict may cause public relations or other problems damaging to BHFS, and also should be avoided. Guidelines for some of the most common conflict of interest situations are listed below.

Employee and Other Affiliations and Interests

A conflict of interest is likely to arise if an employee or BOD Member becomes affiliated with a business entity that is a competitor, customer, provider or supplier, or otherwise does business with BHFS. If you plan to take a position (e.g., as employee, officer, director, consultant or agent) with or acquire a significant ownership interest in such a business entity, you must report your intention to your manager and the BHFS Compliance Officer for review before you enter into the relationship. The Company would typically consider investments in competitors, clients or suppliers that are listed on a national or international securities exchange which have a total investment value of more than one tenth of one percent (0.1%) of the outstanding stock of the corporation or entity to be significant. If you plan to become affiliated with a nonprofit organization that is a competitor, customer, provider or supplier of BHFS, or if there is any other reason such affiliation may give rise to a conflict of interest, you must report your intention to your manager and Compliance Officer for review before you enter into the relationship. Further, you may not engage in any outside activity that will prevent you from performing your BHFS duties. Since conflicts may not always be clear-cut, you must report to your manager and Compliance Officer all transactions or relationships that reasonably could be expected to give rise to a conflict.

Family and Personal Relationships

When a family member or close friend, living in the same household, of an employee or BOD Member works for a competitor, customer, provider or supplier of BHFS, there is the potential for favoritism or inappropriate sharing of confidential information. You must report any situation involving such persons to your manager and BHFS Compliance Officer.

Disclosure to Customers

Confidential information about BHFS should not be discussed with or disclosed to anyone outside the Company, including customers or suppliers. To the extent that customers or suppliers may require or request certain information to conduct their normal business with the Company, you should exercise reasonable judgment and discretion in disclosing any information and consult with your manager as needed.

Accepting Gifts

While it is appropriate for teachers to occasionally accept gifts from parents or guardians of the children in their care, gifts or other benefits of value offered to you because of your employment or affiliation with BHFS should be refused where prohibited by law or whenever they are in excess of a nominal value.

Travel and Entertainment Expenses

BHFS will reimburse its employees and BOD Members for legitimate expenses for business trips. Personal travel should not be paid for by BHFS or by any of its suppliers. Employees and BOD Members may accept an occasional meal or entertainment in connection with furthering BHFS' business interest, provided it meets the nominal value guidelines described above. Employees may not receive compensation (e.g., an honorarium) for participation on professional committees and panel presentations related to BHFS business, but the sponsoring organization may pay reasonable travel expenses if non-BHFS participants are treated equally.

Discount and Preferential Treatment

You may not accept any discount or other preferential treatment for your personal use because of your position with BHFS, except discounts extended to all employees. If you use Company suppliers or contractors for personal business, you are expected to pay full market value for services rendered and materials provided.

Use of BHFS' Name, Facilities or Relationships

You should not use BHFS' name, facilities, or relationships for personal benefit in connection with activities outside work. Use of BHFS' name, facilities or relationships for charitable or pro bono purposes can be made only with prior written approval from your senior manager (Vice President level) or the Chair of the Board for BOD Members.

Corporate Opportunities

You owe a duty to BHFS to advance its legitimate interests when the opportunity to do so arises. You may not take advantage yourself of an opportunity that is discovered in the course of your employment or through the use of corporate property, information or position, nor may you compete against the Company.

Related Party Business Dealings

You must notify your supervisor of any business relationship or proposed business transaction BHFS may have with any company in which you or a related party have a direct or indirect interest or from which you or a related party may derive a benefit, or where a related party member is employed, if such a relationship or transaction might give rise to an actual or the appearance of a conflict of interest. .

II. Policies regarding Record Keeping and Use of Company Property or Resources

Accuracy of Company Records and Reporting

The records, data and information owned, used and managed by BHFS must be accurate and complete. You are personally responsible for the integrity of the information, reports and records under your control. The Company requires full, fair, accurate, timely, and understandable

disclosure in reports and documents filed with, or submitted to, the Securities and Exchange Commission and other regulators, and in other public communications made by the company.

You must use common sense and observe standards of good taste regarding content and language when creating business records and other documents (such as e-mail), and recognize that such documents will comprise the permanent record of events for any future reference.

You are required to cooperate fully with appropriately authorized internal or external investigations. You must never withhold or fail to communicate information that raises ethical questions and thus should be brought to the attention of higher levels of management.

Records should be retained in accordance with the policies of your department and in accordance with all laws. You are prohibited from destroying any records that are potentially relevant to a violation of law or any litigation or any pending, threatened or foreseeable government investigation or proceeding.

Accounting Controls

Books, records and accounts must be kept so as to accurately and fairly reflect in reasonable detail transactions and disposition of assets. Off-balance sheet transactions, arrangements and obligations must not be executed, and unrecorded funds or assets must not be maintained unless permitted by applicable law or regulation. If permitted, such transactions, arrangements, obligations and accounts, if material, must be appropriately disclosed in appropriate reports to the Securities and Exchange Commission. The management of the Company must establish and maintain a system of internal accounting controls designed to (i) prevent unauthorized, unrecorded or inaccurately recorded transactions; and (ii) permit the preparation of financial statements according to Generally Accepted Accounting Principles (GAAP).

Bribes or Other Illegal Payments

Employees and BOD Members are prohibited from making or authorizing bribes, payments for illegal acts, offering, paying or authorizing payment to foreign government officials, political parties or their officials, or political candidates for the purpose of obtaining, retaining or directing business, or any other use of Company property or resources in a manner that creates a conflict of interest or violates applicable law.

Payment to Outside Parties

Any payment made to an outside party shall be made only for identifiable goods or services and shall be appropriate in relationship to the services provided.

Giving Gifts

Gifts or other benefits of value may never be given if doing so is prohibited by law or otherwise prohibited by this Code of Conduct or other Company policies and procedures. All gifts or benefits given must be approved by your manager, and disclosed in the appropriate expense report in a manner that identifies the recipient, purpose and amount.

Monitoring

BHFS may monitor or inspect information systems, including e-mail, Internet use and personal computer files, and any materials contained anywhere on Company premises in order to prevent or detect improper record keeping or use of property or resources and to investigate possible violations of law, this Code of Conduct or other Company policies.

Protecting Corporate Assets

You are responsible for safeguarding the tangible and intangible assets of BHFS and its client customers, suppliers and families that are under your control. Company property and resources, including information systems, must be used solely for Company purposes, unless you obtain authorization in advance from your manager. Assets include cash, furniture, fixtures and equipment, business plans and financial reports, customer information, supplier information, child and family information, intellectual property (computer programs, models and other items), physical property and services.

Company property, resources or position may never be used for improper personal gain, and you are prohibited from taking or keeping Company property or resources upon termination of your employment or affiliation with BHFS. Copying, selling, using or distributing information, software, and other forms of intellectual property in violation of license agreements is also prohibited. Misappropriation of corporate assets is a breach of your duty to BHFS and may constitute an act of fraud against the Company. Similarly, carelessness or waste in regard to corporate assets is also a breach of your duty to BHFS.

The Company's telephone, e-mail and voice-mail systems are primarily for business purposes. You may not use these systems in a manner that could be harmful or embarrassing to BHFS. Personal communications using these systems is expected to be incidental and should be kept to a minimum.

III. Policies regarding Fraud, Dishonesty or Criminal Conduct

Fraud, dishonesty or criminal conduct involving company operations is prohibited.

Our reputation for integrity and our continued success depend on each of us conducting BHFS' business honestly and in accordance with our legal and regulatory obligations. Fraud, dishonesty or criminal conduct on the part of any employee or anyone doing business with the Company will not be tolerated. If you detect or suspect conduct on the part of anyone inside or outside the Company that violates this Code of Conduct, report it immediately to the Compliance and Ethics Hotline, internal audit or the Compliance Officer. The following guidelines should be observed in situations involving actual or suspected fraud, dishonesty or criminal conduct.

- Do not discuss instances of actual or suspected fraud, dishonesty or criminal conduct with anyone except those authorized to investigate such conduct.

- Do not discipline an employee for conduct prohibited by this Code of Conduct until you have consulted with the Compliance Office and have been authorized to do so by the Compliance Officer or internal legal counsel.
- Do not promise not to report conduct to law enforcement authorities for any reason.
- Do not attempt to dissuade another person from reporting actual or suspected criminal activity to any law enforcement or other governmental agency, including but not limited to child care licensing or child protective services.
- Do not destroy, attempt to destroy, alter, falsify or conceal evidence of actual or suspected criminal activity or of any conduct that violates this Code of Conduct.
- Do not retaliate or take any adverse personnel action against any individual for lawfully (i) reporting to the Company or any law enforcement or other governmental agency a possible violation of law, regulation or Company policy; (ii) assisting the Company or governmental agency in an investigation of a possible violation of law, regulation or Company policy; or (iii) filing or participating in a proceeding to address a possible violation of law, regulation or Company policy.
- You must cooperate with, and be truthful, during all authorized Company investigations.
- If you are contacted by any law enforcement or other governmental agency, including but not limited to child care licensing or child protective services, about actual or suspected illegal conduct of any kind, immediately report such contact to internal legal counsel or the Compliance Officer.

People to Contact.

Your manager or departmental Vice President, the Compliance and Ethics hotline (see intranet for contact details), internal audit department, BHFS Compliance Officer (Chief Administrative Officer), or Corporate Secretary (for BOD Members only).