



Code of Ethics for the Chief Executive Officer and Senior Financial Officers of QAD Inc.

This Code of Ethics applies to the chief executive officer and the senior financial officers of QAD Inc. (each individually and collectively, the "Senior Officers").

The honesty, integrity and sound judgment of QAD's Senior Officers is fundamental to the reputation and success of QAD as a leading provider of enterprise resource planning software applications to global manufacturing companies.

Senior Officers shall:

- a. Engage in and promote honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- b. Seek to promote full, fair, accurate, timely and understandable disclosure in reports and documents that QAD files with, or submits to, the Securities and Exchange Commission, and in other public communications made by QAD;
- c. Strive to comply with laws, rules and regulations of federal, state and local governments and regulatory agencies applicable to QAD; and
- d. Promptly report any violation of this Code of Ethics to the Audit Committee.

Senior Officers are expected to adhere to this Code of Ethics. Failure to observe the terms of this Code of Ethics may result in disciplinary action up to and including termination of employment and prosecution under the law.

Waivers of or changes to this Code of Ethics shall be publicly disclosed on a timely basis to the extent required by law.