

ZOOM TELEPHONICS, INC.

CODE OF BUSINESS CONDUCT adopted on _____, 2009

INTRODUCTION

Zoom Telephonics, Inc. and its subsidiaries are committed to conducting their business activities with honesty, integrity and fairness in accordance with the highest ethical standards. Similarly, the Company depends on you, its employees and directors, to be committed to the highest standards of business ethics and personal performance. In our business transactions, it is our goal to gain and maintain the confidence of the public, our customers, stockholders and others with whom we come in contact. As a Company employee or director, you are obligated and expected to uphold these ethical standards in every business activity you conduct.

This Code of Business Conduct has been created to provide a written guide to the principles and standards of conduct for our business. We do not expect you to become a legal expert by reading this booklet. However, we do expect you to comply with this Code, to be generally aware of certain laws and regulations, and to recognize sensitive issues. Most importantly, we expect you to ask questions and seek advice when you are unsure about appropriate conduct. Remember: It is always better to ask questions first to avoid problems later.

If a situation ever arises that raises a question in your mind as to ethical or legal compliance, it is your obligation to communicate this to Zoom. Speak with your supervisor or the appropriate Compliance Officer designated to oversee compliance with this Code.

Thank you for your cooperation. Our mutual commitment to the principles of ethical business conduct is an essential element to our success.

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I. General Principles

Zoom is committed to operate its business in an ethical fashion, governed by both the letter and spirit of the law. Our standards of ethical conduct are based on six basic values:

- *Honesty*: being truthful and upfront with co-workers, customers, communities, suppliers, distributors and shareholders;
- *Integrity*: delivering what Zoom promises and standing for what is right;
- *Respect*: treating each other with fairness and dignity and appreciating the unique abilities and strengths of the individual and the advantages of diversity;
- *Trust*: building team spirit and confidence by communicating openly and honestly;
- *Responsibility*: taking the initiative to speak up and report concerns regarding ethical conduct and to seek reliable guidance in cases of doubt; and
- *Citizenship*: obeying the laws of the United States or other jurisdictions where any company operations may be located.

II. Compliance

Compliance with this Code of Business Conduct is required of everyone who acts on behalf of Zoom Telephonics, Inc., including our directors, officers, employees and agents. Anyone who violates our Code will be acting outside the scope of his or her employment (or agency) and will be subject to disciplinary action, up to and including termination of employment (or agency). The following person has been designated by the Board of Directors to oversee compliance with certain aspects of our Code and its policies and procedures:

- **Human Resources Compliance Officer: Kerry Smith, Director of Human Resources; Telephone: (617) 423 1072 Ext. 3149; E-mail address: ksmith@zoom.net.**

Any questions of applicability or interpretation should be addressed to the appropriate Compliance Officer at 99 High Street, Boston, MA 02110.

If at any time you have an ethical concern or become aware of any conduct on the part of any Company employee, officer or director that violates – or may violate – this policy, you should report such concern or conduct to your supervisor or the appropriate Compliance Officer. See the section entitled “How To Report Violations” in Article VII of this Code of Business Conduct for more details.

Each employee, officer and director will be asked to complete and submit an “Acknowledgment of Receipt” that you have received and read a copy of the Code and agree to comply with its requirements.

III. Human Resources

A. Hiring and Employment Practices

Zoom is an Equal Employment Opportunity Employer. All employees and applicants for employment are afforded equal opportunity in every area of hiring and employment without regard to race, color, religion, national origin, ancestry, gender, age, disability, veteran status or any other characteristic protected by applicable law. The Company is committed to providing reasonable accommodations to qualified employees with disabilities in accordance with law.

Zoom will not tolerate discrimination against any employee. This policy applies to all phases of the employment relationship, including hiring new employees, promotions, selection for training programs, compensation administration and benefit programs.

Employees can raise concerns with their supervisor and/or the Human Resources Compliance Officer and make reports without fear of reprisal. Anyone found to be engaging in any type of unlawful discrimination will be subject to disciplinary action, up to and including termination of employment.

B. Harassment

1. Definition

All employees are to be treated with dignity and respect. Conduct that could be considered offensive or intimidating will not be tolerated. Harassment on the basis of race, color, religion, national origin, ancestry, gender, age, disability, veteran status or any other personal characteristic that is protected by applicable law has no place in our work environment. Prohibited harassment includes, but is not limited to, conduct such as slurs, jokes, intimidation or any other verbal or physical attack upon a person that is based on, or relates to, one of the above characteristics. Sexual harassment also includes unwelcome sexual advances and other verbal or physical conduct of a sexual nature that:

i) Is made either explicitly or implicitly a term or condition of an individual’s work performance or create an intimidating, hostile or offensive working environment;

ii) Is used as the basis for employment decisions affecting an individual;

or

iii) Has the purpose of substantially interfering with an individual’s work performance or creating an intimidating, hostile or offensive working environment.

2. Action To Be Taken

An employee who believes that he or she has been the object of harassment should report the matter immediately to his or her supervisor or the Human Resources Compliance Officer. A supervisor who observes an incident that may constitute harassment, or who otherwise becomes aware of such an incident, should immediately notify the Human Resources Compliance Officer, who will arrange for an appropriate investigation. Upon completion of the investigation, the employees directly involved will be advised of the results.

Any employee not satisfied with his or her supervisor's response to a complaint of harassment described above, or who for any reason feels uncomfortable discussing the matter with his or her supervisor (for example, if the complaint concerns the supervisor's conduct), may bring the complaint directly to the attention of the Human Resources Compliance Officer. The complaint will be investigated, and the complaining employee will be advised of the conclusions.

If you are employed in the Commonwealth of Massachusetts and you feel that your complaint requires escalation beyond Zoom, you may file a formal complaint with either or both of the following government agencies:

- i) The United States Equal Employment Opportunity Commission, Boston, MA (EEOC), 475 J.F.K. Federal Building, Boston, MA 02203, (617) 565-3200.
- ii) The Massachusetts Commission Against Discrimination, One Ashburton Place – Rm 601, Boston, MA 02108, (617) 727-3990 or 436 Dwight Street, Suite 220, Springfield, MA 01103, (413) 739-2145.

If you are not employed in the Commonwealth of Massachusetts, please contact the appropriate government agency in your jurisdiction to file your formal complaint. You can locate the appropriate government agency in your jurisdiction by going to the EEOC's website located at www.eeoc.gov or by requesting this information from the Human Resources Compliance Officer.

Any supervisor or other employee who is found to have engaged in harassment of another employee will be subject to disciplinary action. To the fullest extent possible, all internal investigations of harassment complaints will be conducted confidentially.

3. Retaliation

Zoom prohibits retaliation against an employee who has filed, in good faith, a complaint under this policy or under any law or for assisting in a complaint investigation. Any supervisor or member of management who knows an employee is being harassed, discriminated or retaliated against and fails to address the situation or fails to notify higher management will be subject to disciplinary action.

Retaliation against any individual for reporting or cooperating in the investigation of an incident of harassment is unlawful, will not be tolerated and will be treated with the same discipline as the harassment itself.

C. Substance Abuse

All Zoom employees, officers and directors worldwide shall abide by applicable laws and regulations relative to the possession or use of alcohol and other drugs. Zoom's policy prohibits the illegal use, sale, purchase, transfer, possession or presence in one's system of drugs, contraband (e.g., drug paraphernalia such as pipes) or substances, or the abuse or misuse of legal drugs or alcohol while on Company business or during working hours.

You will be subject to disciplinary action for unlawful activities, including, but not limited to, as a result of your involvement with illegal drugs or contraband, controlled substances or alcohol, even if such activities are committed during non-working hours. Violations of the Company's Substance Abuse Policy should be reported to the Human Resources Compliance Officer.

D. Security and Compliance Assistance

Zoom is committed to providing a safe and secure workplace. In this regard, in compliance with applicable laws the Company may conduct a full background investigation on each prospective employee prior to and/or after actual employment and may require drug screening as a condition of employment. Firearms and other deadly weapons shall not be in the possession of any employee, agent or visitor while on Company premises or when engaged in Company business. Any firearm violation must be reported immediately to the Human Resources Compliance Officer. Employees and other persons on Company premises may be subject to inspection, in compliance with applicable laws, of their personal property (including lockers, baggage, desks, parcels, computers and automobiles) while on Company property. Any employee who refuses an inspection request by authorized Zoom personnel may be subject to disciplinary action, up to and including termination. Injury or threats of injury to Company employees, theft, fraud, data security violations, property damage or threats of property damage must be reported immediately.

IV. Business Conduct

A. Conflicts of Interest

It is in the best overall interest of the Company and its stockholders for employee's officers, and directors of the Company to adhere to fundamental ethical business practices and to avoid situations involving any conflicts of interest. Therefore, Company policy requires that all employees, officers and directors act in the best interests of Zoom and refrain from placing themselves in any situation that could produce a conflict between their self-interest and the interests of the Company. Any activity that involves any potential or apparent conflict of interest must be reviewed and approved by management before the activity is undertaken by the employee, officer or director. Waivers of conflicts of interests for executive officers or directors must be pre-approved in accordance with Article VIII hereof.

A conflict of interest exists when there is a conflict between an individual's obligation to the Company and his or her personal economic or business interests. You should avoid any relationship that could impair or unduly influence your ability to work objectively and effectively. Conflicts of interest may also arise when an employee, officer or director, or members of his or her family, receives improper personal benefits as a result of his or her position with the Company. Loans to, or guarantees of obligations of, employees and their family members may also create conflicts of interest.

Generally speaking, you should not provide service or assistance to a competitor, customer or supplier. The best policy is to avoid any direct or indirect business connection with our customers, suppliers or competitors, except on our behalf. You should be especially careful if your duties as a Zoom employee, officer or director bring you into contact with an entity that employs or is owned, in whole or in part, by a relative. In addition, if a business opportunity should belong to the Company, taking it for your personal gain is similar to misappropriating a corporate asset.

Activities, interests or relationships that may affect or appear to affect impartiality, judgment or effectiveness of you in the performance of your job is considered in conflict with Company interests, include, but are not limited to, the following:

- i.) Having a direct or indirect interest in, or serving as a director, officer, employee, consultant, agent or franchisee of, any competitor of Zoom Telephonics, Inc.
- ii.) Having a direct or indirect interest in, or serving as a director, officer, employee, consultant, agent or franchisee of, any entity with which Zoom does or is seeking to do business, if you have direct responsibility for the Company's decision whether or not to do business with such entity; and
- iii.) Accepting gifts, payment of any kind or other favors by employees or member of employees' families from present or prospective competitors, customers or suppliers of the Company that go beyond the common courtesies usually associated with ethical business practices and good judgment. See also the next section entitled "Gifts and Entertainment".

A modest investment in a publicly-held company that is a competitor, supplier, customer, etc., or a small indirect ownership via an investment fund or trust in such a company would normally not represent a conflict of interest, provided it would not affect your efforts on behalf of Zoom. However, a conflict of interest may arise if you or your immediate family has a significant ownership interest in a company that does or seeks to do business with, or is in competition with, Zoom. If you have any questions, contact the Business Conduct Compliance Officer.

You have the responsibility to disclose to the Business Conduct Compliance Officer any contemplated or existing activity, interest or relationship that could be perceived as impairing your objectivity, judgment or effectiveness relating to the Company. You are to take the

initiative to disclose activities whenever you have a potential or apparent conflict. Through this action, you protect your own interests as well as those of the Company.

If, in the opinion of management, an existing or potential conflict is found, resolution of such conflict may require you:

- i) to refrain from the contemplated activity, interest or relationship;
- ii) to terminate or sufficiently modify the existing activity, interest or relationship within a reasonable period of time;
- iii) be transferred to another position or shift; or
- iv) be discharged from employment with the Company.

B. Gifts and Entertainment

1. Physicians & Non-Government Customers, Suppliers, etc.

Various federal and state laws and regulations prohibit payments or giving anything of value to physicians or other medical providers to induce any business that is reimbursed, directly or indirectly, under a health care program.

Additionally, Zoom prohibits paying or giving any money or gifts, directly or indirectly, to any person or entity who has a business relationship with Zoom other than normal and approved promotional items of nominal value.

Receiving gifts can be construed as an attempt to improperly influence a relationship or allow a relationship to be improperly influenced. Your judgment should tell you when an offer of a gift is improper and should be refused in order to prevent embarrassment and perhaps an unintentional violation of the law.

Business entertainment is an ambiguous area. Picking up the check (or letting someone else pay the tab) for a business lunch or dinner or a trip to a sporting event or the theater is usually permissible if not excessive, but a clear business purpose should be involved. If you have any questions and before taking any action that might violate this policy, you should discuss the proposed action with the Business Conduct Compliance Officer.

2. Government Customers, Suppliers, etc.

Gifts to government officials and employees are especially sensitive areas. To the extent that you have reason to deal with officials of or any employees of federal, state, municipal, or public authorities or foreign officials in connection with contracts, concessions, licenses or other arrangements, it is extremely important to avoid even the appearance of impropriety.

Failure in this regard can result in the loss of business, as well as damaging publicity for Zoom and its employees. U.S. federal regulations prohibit government employees from accepting gifts or entertainment in any form from any contractor or vendor doing (or seeking to do) business with the government. Federal law prohibits gifts to such persons given with intent to influence the individual in the performance of an official act. Many state and other governmental bodies and foreign governments also have similar statutes. In acknowledgment of these regulations, it is the policy of Zoom not to offer or give gifts, gratuities, favors, entertainment or anything of monetary value to any government employee or to his/her family members.

Federal, state and local public agencies have developed detailed guidelines that provide rules for when an agency's employee may be given gifts, refreshments, etc. If you deal with public officials on a regular basis, obtain a copy of their agency's governing ethics, guide or rules, if any. In addition, you should be sensitive to requests or comments by government officials which may appear perfectly proper, but could be susceptible to a different interpretation by other government officials or the media.

If you deal directly with government you are responsible for being familiar and complying with the applicable regulations of the government agencies with which s/he does business. Before taking any action that might violate this policy, you should discuss the proposed action with the Business Conduct Compliance Officer.

C. Compliance with Laws Generally

Zoom and its directors, officers, employees and agents will abide by the letter and the spirit of all applicable laws, rules and regulations, and will act in such a manner that the full disclosure of all facts related to any activity will always reflect favorably upon the Company.

The international business operations of Zoom may encounter laws, local customs and social standards that differ widely from U.S. practice. It is Company policy to abide by the national and local laws of the countries in which we operate, unless prohibited by U.S. law. When local customs and business or social practices vary from the standards contained in this Code of Business Conduct, it is permissible to conform to local customs and practices when necessary for the proper conduct of Zoom business provided that it does not violate U.S. law, such as the Foreign Corrupt Practices Act (discussed below) and when approved by the Business Conduct Compliance Officer.

1. The Foreign Corrupt Practices Act

It is a federal offense under the Foreign Corrupt Practices Act ("FCPA") to offer, pay, promise, or authorize the payment of anything of value to any foreign government official, political party or candidate for political office, for the purpose of influencing an act or decision to obtain, retain or direct business or securing any improper advantage. "Anything of value" includes money, debt forgiveness, gifts, entertainment and other goods or services of value. The

FCPA applies to U.S. individuals, companies and businesses, including their controlled international subsidiaries. Therefore, foreign agents who represent Zoom must comply with the terms of the FCPA. Any director, officer, employee or agent of Zoom, or any stockholder acting on behalf of Zoom, who is convicted of violating the FCPA is subject to substantial fines and/or imprisonment. In addition, Zoom may also be subject to substantial fines.

If you think a transaction may be illegal under the FCPA, you must report this to the Business Conduct Compliance Officer. All appropriate persons, including the reporting individual, will be informed as to how the issue is resolved. If the review procedure results in a favorable decision, the transaction may proceed.

2. Antitrust and Competition Laws

Antitrust laws in the United States are designed to preserve and foster fair and honest competition within the free enterprise system. To accomplish this goal, the language of these laws is deliberately broad, prohibiting such activities as “unfair methods of competition” and agreements “in restraint of trade.” Such language gives enforcement agencies the right to examine many different business activities to judge their effect on competition.

Zoom requires all employees to comply with the U.S. antitrust laws. The failure to do so can result in severe penalties for both the individuals involved and Zoom.

Outside of the United States, many countries and the European Union have competition laws that are similar to the U.S. antitrust laws. Zoom also requires compliance with these laws. There are two areas in which antitrust or competition violations most frequently occur – relations with competitors and relations with customers and suppliers.

i) Relations with Competitors

The greatest danger for violations of the antitrust/competition laws rests in contacts with competitors. It is illegal to have an understanding with a competitor, expressed or implied, written or oral, that improperly restricts competition or interferes with the ability of the free market system to function properly.

A formal agreement with a competitor is not needed to prove a violation of the antitrust laws. A general discussion followed by common action often is enough to show that an agreement exists. In an investigation, every communication, written or oral, is subject to extreme scrutiny.

Communications with competitors should be avoided unless they concern a true customer-supplier relationship, other legitimate business ventures (such as mergers and acquisitions) or permitted trade association activities. You must not engage in any communications with competitors that could result, or even appear to result, in price-fixing, allocation of customers or markets, boycotts or production limits. Contact the Business Conduct Compliance Officer if you have questions.

The antitrust laws do recognize, however, your need to be aware of market conditions, and you may discuss these with customers, suppliers, retailers, wholesalers and brokers, if they are not your competitors.

ii) Relations with Customers and Suppliers

Generally speaking, a company has an unrestricted right to choose its customers and suppliers. However, a company may not improperly restrict a customer's (including a distributor's) freedom to establish its own prices or terms of resale. With respect to suppliers, we must avoid any understanding that sets the minimum price of resale by Zoom. You should also avoid discussions with customers regarding Zoom's supplying other customers or the prices charged to other customers.

Tie-in sales and reciprocal dealing are other potential danger areas where caution should rule. Tie-in sales occur when a customer must purchase one product or service to be able to purchase another product or service. Reciprocal sales can be described as "you buy from me because I buy from you."

This is by no means an exhaustive list of areas in which antitrust laws apply. If you have any questions about a specific business activity, consult with the Business Conduct Compliance Officer. Remember that we want you to ask questions.

D. Information and Technology Management

1. Protection of Proprietary Information and Intellectual Property

All Zoom employees must respect the proprietary information and intellectual property of our customers, suppliers, partners and others. Employees are not to divulge the proprietary information of their former employers. Zoom employees should not disclose any proprietary information of others unless the release or disclosure is properly authorized by the individual or firm owning the information. Employees should also be careful not to use published works of others, or patented processes or methods, or trademarks, without first obtaining a license or written permission to do so. Consult your supervisor and the Business Conduct Compliance Officer if you have any questions.

2. Protection of Patient Information

Zoom employees may have access to individually identifiable patient information. This information is protected by the Federal HIPAA regulations and perhaps also by confidentiality agreements. Employees must protect the privacy and security of this patient information and use it only for appropriate purposes. Employees must familiarize themselves and follow Zoom's guidelines for handling this information, and should contact the Business Conduct Compliance Officer with any questions.

3. Electronic Communications Policy

All company-provided equipment, software and communication systems, including without limitation voice mail, e-mail, Internet, file folders and personal computer systems, are

the property of Zoom and as such are provided to employees for business purposes only. The solicitation, transmission, retrieval or storage of offensive, obscene or other inappropriate material via Zoom computing and communications systems, including the Internet and electronic mail, is strictly prohibited. The use of Company e-mail system to send offensive or inappropriate statements, make solicitations or divulge confidential information is also prohibited.

All communications made via Zoom property are considered records and property of the Company. Zoom reserves the right, in compliance with applicable laws, to monitor, access, copy, modify, disclose or delete the contents of messages sent or received over its systems, including Internet points of contact.

E. Finance and Accounting

Because we are a public company, it is imperative that our disclosures to the public provide full, fair, accurate, timely and understandable disclosure. To assist us in this endeavor, you must comply with the following:

1. Accuracy of Company Records

Zoom business transactions worldwide must be properly authorized and be completely and accurately recorded on the Company's books and records in accordance with generally accepted accounting practice and established Zoom financial policy. Budget proposals and economic evaluations must fairly represent all information relevant to the decision being requested or recommended. No false, artificial or misleading entries in the books and records of Zoom, domestic or foreign, shall be made for any reason, and no employee shall engage in any arrangement that results in such prohibited acts. The retention or proper disposal of Company records shall be in accordance with established Zoom financial policies and applicable statutory and legal requirements.

2. Authorization Systems

Zoom has established a financial approval system that defines and limits the authority of employees to commit or obligate the Company with respect to any agreement or transaction that has financial consequences. The Chief Financial Officer maintains and monitors compliance with the system. You are required to understand your financial approval authority and to ensure that you do not exceed your authority.

3. Code of Ethics Relating to Financial Matters

The honesty, integrity and sound judgment of the senior financial officers and the chief executive officer of Zoom Technologies, Inc (the "Senior Financial Officers") are fundamental to the reputation and success of the Company. Because the professional and ethical conduct of the Senior Financial Officers is essential to the proper functioning and success of the Company, our Senior Financial Officers, in addition to complying with all of the other provisions of this Code

of Business Conduct, must also comply with the Company's Code of Ethics for Senior Financial Officers, a copy of which is attached hereto as Exhibit A. While you may not be a Senior Financial Officer, we expect all of our employees, officers and directors to adhere to the principles identified in the Company's Code of Ethics for Senior Financial Officers to the extent applicable to you.

V. Securities Trading and Non-Public Information

In the normal course of business, you may have access to information that would affect the value of the stock, options or other securities of Zoom or another company. Until this information is publicly disclosed, it is considered material non-public information and must be kept confidential. Acting on this information for personal gain or disclosing it to anyone else before it has been released to the public violates federal law and Zoom policy.

Information is material if it would influence a reasonable person's decision to buy, sell or hold a company's stock, options or other securities. It includes not only information about earnings and possible dividend changes, but also such things as stock splits, new stock or bond offerings, significant acquisitions or divestitures, and major changes in business or financial performance or prospects, management, corporate structure or policy. You may not trade while possessing this information, or disclose it to anyone else, including relatives, friends, co-workers or stockbrokers, until the information has been released publicly and the public has had time to react to the information.

Trading while in possession of material non-public information creates an unfair advantage over investors who do not have access to this information. Federal securities laws are designed to protect the investing public by prohibiting anyone with access to material non-public information from exploiting this advantage. Penalties for violations are severe and include criminal fines and imprisonment, payment to damaged investors of any profits made from trading on the information, and payment of civil penalties of up to three times the amount of profits made or losses avoided. In addition, Zoom may be penalized for violations by its employees.

Although the nature of their duties means that some employees have greater access to non-public information than others, the rules apply to anyone who has direct or indirect access to material non-public information. This includes everyone from officers and directors to secretaries who may type confidential memoranda or technical personnel who may work on new projects.

The following guidelines are intended to help you comply with the rules regarding non-public information about Zoom or such other company that has not been made public. After it has been made public, you cannot act on the information until the public has had time to react to the information.

- i) Material non-public information should be shared only with Zoom employees whose jobs require them to have the information.
- ii) Do not disclose sensitive or non-public information to anyone outside Zoom. The Company has standard procedures for the release of information to the public.
- iii) You should not trade in another company's stock, options or other securities if you believe Zoom's plans or activities will affect such stock's value.

This policy is meant to supplement the Company's Statement of Policy on Securities Traded by Company Personnel and any additional insider trading Policies for officers, directors and key employees as in effect from time to time (together, the "Insider Trading Policy"). In the event of any conflict between the provisions of this Section V and the provisions of the Insider Trading Policy, the provisions of the Insider Trading Policy shall control. Violations of, complaints or concerns relating to the Insider Trading Policy should be reported to the Securities Trading and Non-Public Information Compliance Officer.

VI. Where to Find More Information

The Zoom Telephonics, Inc., Code of Business Conduct is a summarized version of many policies and laws and does not cover all situations. Any questions of applicability or interpretation should be addressed to your supervisor or the appropriate Compliance Officer. You should also refer to our employee manual and other policies of the Company in effect from time to time

VII. How to Report Violations

It is each employee's personal responsibility to bring violations or suspected violations of the Company's Code of Business Conduct to the attention of their supervisor or the designated Compliance Officer. To report conduct you suspect to be unethical or in violation of any Zoom Code of Business Conduct policy or the law, talk to your supervisor or the designated Compliance Officer. If you wish to disclose such information anonymously, you are free to do so. To report an ethical violation anonymously, we suggest that you deliver a sealed, confidential envelope containing a written or typed concern to the designated Compliance Officer. You should feel free to make the report to your supervisor. If you are reporting a violation or suspected violation of an accounting matter, please report the complaint in accordance with the procedures identified in the Company's Complaint Procedures for Accounting and Auditing Matters, a copy of which is attached hereto as Exhibit B.

The Company encourages you to report or question any conduct that may violate the Company's ethical standards. Therefore, you will not suffer any retribution in connection with any good faith reporting.

VIII. Waivers of the Code of Business Conduct

Any waiver of this Code for executive officers or directors may be made only by the Board or, if permitted by applicable rules, a Board committee, and will be promptly disclosed as required by law or applicable stock exchange or stock market rules.

Exhibit A
ZOOM TELEPHONICS, INC.

CODE OF ETHICS FOR SENIOR FINANCIAL OFFICERS

The honesty, integrity and sound judgment of Zoom Telephonics' senior financial officers, which includes Zoom's principal financial officer, principal accounting officer or controller and other persons performing similar functions (the "Senior Financial Officers"), is fundamental to the financial reporting process and the reputation and success of Zoom. Zoom's President and Chief Executive Officer and Senior Financial Officers hold an important and elevated role in corporate governance in that they are uniquely capable and empowered to ensure that all stakeholders' interests are appropriately balanced, protected and preserved. Because of this special role, the President and Chief Executive Officer and each of the Senior Financial Officers are required and agree to materially comply with the following.

1. Act with honesty and integrity, including the ethical handling of actual or apparent conflicts of interest in personal and professional relationships.
2. Provide information that promotes the full, fair, accurate, timely and understandable disclosure in reports and documents that Zoom files with, or submits to, government agencies and in other public communications.
3. Comply with applicable laws, rules and regulations of federal, state, provincial and local governments, and other appropriate private and public regulatory agencies.
4. Act in good faith, responsibly, with due care, competence and diligence, without knowingly misrepresenting material facts or allowing his/her independent judgment to be subordinated.
5. Respect the confidentiality of confidential information acquired in the course of his/her work except when authorized or otherwise legally obligated to disclose.
6. Promote ethical behavior as a responsible partner among peers in the work environment.
7. Achieve responsible use of and control over assets and resources employed or entrusted.

Each of the Senior Financial Officers and the President and Chief Executive Officer are expected to adhere to this Code of Ethics for Senior Financial Officers at all times in such officer's capacity as an employee, officer and/or director of Zoom and in any other situation which reflects upon such officer's honesty or integrity in the performance of such officer's duties in any such capacity.. Any violations of this Code shall be reported to the Audit Committee of the Board of Directors. If any Senior Financial Officer or the President and Chief Executive Officer is found to be in violation of this Code of Ethics for Senior Financial Officers, such person may be subject to disciplinary action, including termination of employment. It is against Zoom's policy to retaliate against any employee for good faith reporting of violations of this Code.

The Board of Directors (or, if permitted under applicable SEC and FINRA Marketplace Rules, the Audit Committee of the Board of Directors) shall have the sole discretionary authority to approve any deviation or waiver from this Code of Ethics for Senior Financial Officers. Any change of this Code of Ethics for Senior Financial Officers, or any waiver and the grounds for such waiver for a Senior Financial Officer must be publicly disclosed promptly to the extent and in the manner specified by the Securities and Exchange Commission rules.

Exhibit B

COMPLAINT PROCEDURES FOR ACCOUNTING AND AUDITING MATTERS

Zoom is committed to continuing compliance with all applicable securities laws and regulations, accounting standards, accounting controls and audit practices. In furtherance of this commitment, Zoom wishes to assure you that you may submit a good faith complaint regarding accounting or auditing matters to management without fear of harassment, discrimination, dismissal or retaliation of any kind.

To facilitate reporting of complaints, Zoom's Audit Committee has established these procedures for (1) the receipt, retention and treatment of complaints regarding accounting, internal accounting controls, or auditing matters (referred to in this document as "Accounting Matters") and (2) the confidential, anonymous submission by employees of concerns regarding questionable Accounting Matters.

Scope of Matters Covered by These Procedures

These procedures relate to complaints relating to any questionable Accounting Matters, including, without limitation, the following:

- fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement of Zoom Telephonics, Inc.;
- fraud or deliberate error in the recording and maintaining of financial records of Zoom Telephonics, Inc.;
- deficiencies in or noncompliance with Zoom's internal accounting controls;
- misrepresentation or false statement to or by a senior officer or accountant regarding a matter contained in the financial records, financial reports or audit reports of Zoom Telephonics, Inc.;
- deviation from full and fair reporting of Zoom's financial condition; or
- violations of Zoom's Code of Ethics for Senior Financial Officers.

Receipt of Complaints

Concerns regarding Accounting Matters may be reported as follows:

by regular mail to:

Zoom Telephonics, Inc
Chairman of the Audit Committee –Confidential
99 High Street
Boston, MA 02110

by email to: accountingconcerns@zoom.net

by telephone voicemail to: Direct: 617-753-0506

Employee complaints may be made on a confidential or anonymous basis. If an employee provides a complaint on a confidential or anonymous basis, we encourage the submitter to provide enough specifics and facts to allow Zoom to fully review the complaint and act appropriately. We also encourage the submitter to provide a way for us to follow up if more information is needed, and to allow acknowledgement of the complaint. We emphasize this is not required to submit a complaint.

Treatment of Complaints

Upon receipt of a complaint, Zoom's Complaint Administrator will (i) determine whether the complaint actually pertains to Accounting Matters and (ii) when possible, acknowledge receipt of the complaint to the sender.

Complaints relating to Accounting Matters will be reviewed under Audit Committee direction and oversight by Zoom's Complaint Administrator or such other persons as the Audit Committee determines to be appropriate. Prompt and appropriate corrective action will be taken when and as warranted in the judgment of the Audit Committee.

Zoom will not discharge, demote, suspend, threaten, harass or in any manner discriminate against any employee in the terms and conditions of employment based upon any lawful actions of such employee with respect to good faith reporting of complaints regarding Accounting Matters or otherwise as specified in Section 806 of the Sarbanes-Oxley Act of 2002.

Reporting and Retention of Complaints and Investigations

The Complaint Administrator will maintain a log of all complaints, tracking their receipt, investigation and resolution and shall prepare a periodic summary report thereof for the Audit Committee. Copies of complaints and such log will be maintained in accordance with Zoom's then applicable document retention policy.

ACKNOWLEDGMENT OF RECEIPT

I, the undersigned, certify that:

- 1 I have received and read the Zoom Telephonics, Inc. Code of Business Conduct (the “Code”).
- 2 I understand the provisions of the Code and agree to comply with its requirements.
- 3 I understand that the Compliance Officers designated in the Code are available to answer any questions I have regarding the Code.

Signature: _____

Print Name: _____

Date: _____