

SILVERPOP

Employee Handbook - US

Welcome to Silverpop!

Our vision is to transform the relationship between businesses and their customers. We do this by enabling companies to understand and act on each individual customer so they can drive true one-to-one engagement and loyalty. We call this behavioral marketing and our mission is to deliver this to every marketing department in the world.

For Silverpop to be successful in its mission, we must first be successful as a business. I believe great businesses are built on three foundations: world class execution, outstanding people and an unwavering set of core values. Execution is simple - it is about "getting stuff done". Set goals, anticipate change, learn, adapt and constantly deliver. Execution requires effective communications, relentless focus and alignment of vision. The second foundation, outstanding people, is the most powerful competitive weapon any company can have. A solid team of committed, passionate, smart, hardworking people can accomplish anything. The last foundation is the most fundamental - our core values. These permeate everything we do and everything we are. They are at the heart of our success. They are a source of pride when we are successful and they provide a roadmap when our path forward is unclear. We believe in five core values: character, hard work, innovation, customer success, winning and our people.

Character - *Doing the right thing.*

We are people of good character. We act ethically, morally, and legally with integrity and humility. We avoid the questionable short cut and never look the other way. We act in a way that would make our friends and families outside of work proud of us

Hard Work - *Delivering on commitments.*

We are hard workers. We measure hard work not in hours but in outcomes. Whether it's in our office, with our families or in our communities, we contribute more than our share of effort, improving everything around us.

Customer Success – *Surpassing customer ambitions.*

We are champions for our customers. At every interaction, we are responsive, compassionate, professional and easy to work with. Every solution we deliver is designed to quickly, easily and cost-effectively accomplish our customers' goals. Successful customers are the foundation of shareholder and employee success.

Winning – *Relentlessly being the best.*

We set ambitious goals and work hard to beat them. We thrive on competition because it makes us better. We celebrate our successes and reward those who contributed.

Innovation - *Building extraordinary solutions.*

We are equally passionate about small improvements and revolutionary breakthroughs. We seek out diverse perspectives, build rapid prototypes and gracefully use our failures to learn and improve. Innovation undercuts our competitors and elevates our customers.

I am committed to Silverpop's success, to our customers' success and to your success. I will pursue these goals with unwavering integrity, hard work and a thirst to learn and grow. From each of you, I ask for nothing more than the same things in return.

I look forward to working with each of you as we share this incredible journey together.



Bill Nussey
CEO

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PURPOSE AND APPLICATION OF THIS HANDBOOK

This handbook is designed to acquaint you with Silverpop Systems Inc. (the “Company”) and provide you with information about working conditions, employee benefits and some of the policies affecting your employment. You should read, understand and comply with all provisions of the handbook. It describes many of your responsibilities as an employee and outlines the programs developed by Silverpop to benefit employees. One of our objectives is to provide a work environment that is conducive to both personal and professional growth.

No employee handbook can anticipate every circumstance or question about policy. As Silverpop continues to grow, the need may arise and Silverpop reserves the right to revise, supplement or rescind any policies or portion of the handbook from time to time as it deems appropriate, in its sole and absolute discretion. The only exception to any changes is our employment-at-will policy permitting you or Silverpop to end our relationship for any reason at any time. Employees will, of course, be notified of such changes to the handbook as they occur.

These policies and procedures should serve as a guide for employees of Silverpop in their routine work activities and relationships. These personnel policies, procedures and practices are subject to change at Silverpop’s discretion. **This Handbook is not a contract, express or implied, guaranteeing employment for any specific duration. Furthermore, this handbook does not create a contract for benefits.**

All questions and comments regarding this handbook should be directed to the HR Department.

EMPLOYMENT POLICIES AND PROCEDURES

EMPLOYMENT AT-WILL

Unless otherwise provided for in writing, all Silverpop employees are employed "at-will." Both Silverpop and the employee have the right to terminate the employment relationship at any time. The employment relationship may be ended with or without cause or advance notice.

EQUAL EMPLOYMENT OPPORTUNITY STATEMENT

The policy of Silverpop has been, and shall continue to be, to provide equal employment opportunity to all applicants regardless of race, color, religion, sex, national origin, ancestry, birthplace, age, marital status, sexual orientation, genetic information, handicap or disability. This shall prevail in all decisions involving an employee's compensation, terms and conditions of employment, promotional opportunities and privileges of employment, in accordance with applicable law.

GENETIC INFORMATION NON-DISCRIMINATION ACT (GINA)

Silverpop complies with the federal GINA Act, which prohibits discrimination based on the genetic information of employees and/or applicants as well as their dependents genetic information. All Employees have the right to work in an environment free of discrimination, which includes freedom from harassment – whether the harassment is based on gender, age, race, national origin, religion, sexual orientation, marital status, veteran status, genetic information or membership in other protected groups. The Company prohibits harassment of any kind of its Employees by supervisors, co-workers, or customers.

Silverpop complies with all provisions of GINA, including protection from any group health plan that may request or require a genetic test or attempts to discriminate based on a genetic test.

Genetic information may legally be sought as part of a wellness program with the plan participant's prior voluntary written authorization. This exception includes a requirement that the genetic information be provided only to the plan participant and the licensed health care professional involved in providing services. The Company may also legally obtain medical certification for leave under FMLA that may include genetic information.

Any genetic information the employer may legally possess will be maintained in separate confidential medical files. Only those with a need to know basis will be aware of the presence of these files, and access will be restricted to those authorized individuals alone.

Genetic information will not be disclosed by Silverpop to others, except:

- The person to whom the information relates
- An occupational health researcher, if the research is conducted under applicable federal regulations
- In response to a court order that specifically calls for the information
- To government officials investigating compliance with GINA

- Disclosure in connection with a request for leave under federal, state or local law
- To officials in connection with a contagious disease or imminent hazard of life-threatening illness.

NO HARASSMENT POLICY

All Employees have the right to work in an environment free of discrimination, which includes freedom from harassment – whether the harassment is based on gender, age, race, national origin, religion, sexual orientation, marital status, veteran status, genetic information or membership in other protected groups. The Company prohibits harassment of any kind of its Employees by supervisors, co-workers, or customers.

Sexual harassment is illegal, completely unacceptable conduct, and violates this policy. Our policy concerning sexual harassment in the workplace is clear. It is against the law; it will not be tolerated.

Sexual harassment encompasses a wide range of unwanted, sexually directed behavior and has been defined in the following manner:

Unwelcome sexual advances, requests for sexual favors, and other verbal or physical conduct of a sexual nature constitutes sexual harassment when: (1) submission to such conduct is made either explicitly or implicitly a term or condition of an individual's employment, or (2) submission to or rejection of such conduct by an individual is used as the basis for employment decisions affecting such individual, or (3) such conduct has the purpose or effect of unreasonable interference with an individual's work performance or creating an intimidating, hostile, or offensive working environment.

A hostile environment may include jokes, vulgar comments, sexually suggestive cartoons, emails, or posters, as well as actual physical abuse or touching. Sexual harassment applies to the conduct of a supervisor toward a subordinate, an employee toward another employee, a non-employee toward an employee, an employee toward an applicant for employment, and extends to our customers, clients and vendors. Sexual harassment can apply to conduct outside the workplace as well as on the work site.

Employees should take immediate action when harassment occurs. Employees who believe they have been harassed should take the following action:

1. Express your discomfort to the harasser ***only if you feel comfortable and do not feel threatened in doing so***. State what action you find objectionable and want stopped. Respond immediately to the offending conduct or behavior. Do not ignore the problem.
2. Notify your supervisor or manager and Human Resources immediately. The Company will respond to your complaint. By notifying the Company of improper conduct, it can take prompt steps to remedy the situation.
3. Keep your supervisor and Human Resources informed about any repeat occurrence after the harasser has been notified that his/her conduct is offensive.
4. If you are harassed by a non-employee, immediately report the incident to your supervisor.

Employees who wish to register a complaint may do so through many different channels. You may register a complaint with your supervisor, manager, Human Resources, or any officer of the Company. Employees may always bypass their immediate supervisor and report instances of sexual harassment directly to Human Resources or any officer of the Company.

All managers, supervisors, and employees are responsible for creating a workplace free from harassment. You should be aware how your co-workers react to your comments and actions. If co-workers object to or seem uncomfortable with your conduct, heed the objection and discontinue the conduct that is objectionable. Remember that what is acceptable behavior to some employees may not be acceptable to others.

Silverpop encourages all employees to report any violations of the anti-harassment policy. All members of management, including all immediate supervisors, who witness or become aware of instances of harassment, must report such instances to senior management. Management must also assist Human Resources in enforcing these policies. Violations of this reporting requirement may be grounds for disciplinary action, up to and including employment termination.

Employees are expected to participate in company investigations; refusal to do so could jeopardize employees' continued employment with Silverpop. Retaliation for harassment complaints is against the law and will not be tolerated. Retaliation includes any adverse employment action against an employee because the employee has complained about or resisted harassment, discrimination, or retaliation, or has cooperated in an investigation.

Allegations of sexual harassment or retaliation will be investigated thoroughly. The facts will determine the response to each allegation. Substantiated acts of sexual harassment or retaliation will be met with appropriate disciplinary action, up to and including employment termination. Information regarding specific incidents will be kept confidential within the necessary boundaries of the fact-finding process.

Similarly, harassment concerning age, race, color, religion, national origin, disability, marital status, sexual orientation, genetic information and medical conditions is also unlawful and against the Company's policy. Such harassment should be reported as described above and will be investigated as described above.

GRIEVANCE PROCESS

Silverpop is committed to providing the best possible working conditions for its employees. Part of this commitment is encouraging an open and frank atmosphere in which any problem, complaint, suggestion or question receives a timely response.

We strive to ensure fair and honest treatment of all employees. Supervisors, managers and employees are expected to treat each other with mutual respect. Employees are encouraged to offer positive and constructive feedback.

If employees disagree with established rules of conduct, policies or practices, or they experience a conflict with a co-worker or supervisor, they can express their concern through the grievance process. No employee will be penalized, formally or informally, for voicing a grievance with Silverpop in a reasonable, business-like manner or for using the grievance process.

If a situation occurs when employees believe that a condition of employment or a decision affecting them is unjust or inequitable, they are encouraged to make use of the following steps. An employee may discontinue the process at any step.

1. The employee presents the problem to his or her immediate supervisor within 10 calendar days after it occurs. If the supervisor is unavailable to address the problem, or if the employee believes it would be inappropriate to contact the immediate supervisor, the employee may present the problem to their skip-level supervisor, their department Vice President, or a member of the Human Resources team.
2. The supervisor responds to the problem during the face-to-face/telephonic discussion or within 10 calendar days; consulting with appropriate management and/or Human Resources may be necessary. The supervisor must document the discussion.
3. If the problem is unresolved the employee presents the problem to the Human Resources department within 10 calendar days.
4. Human Resources counsels and advises the employee, assists in putting the problem in writing, visits with the employee's manager(s), if necessary, and works with the employee towards resolution.

Not every problem can be resolved to all parties' complete satisfaction. However, through discussion and understanding, employees and management can develop confidence in each other. Silverpop strives to build such confidence and believes it is important to the operation of an efficient and harmonious work environment.

REASONABLE ACCOMMODATION

It is Company policy not to discriminate against qualified individuals with disabilities in regard to application procedures, hiring, advancement, discharge, compensation, training, or other terms, conditions, and privileges of employment.

Additionally, the Americans with Disabilities Act (ADA) requires employers to reasonably accommodate qualified individuals with disabilities. It is the policy of the Company to comply with all Federal, state, and local laws concerning the employment of persons with disabilities.

Silverpop will reasonably accommodate qualified individuals with a disability so that they can perform the essential functions of the job in question. A request for an accommodation should be directed to a member of the Human Resources team.

An individual, who can be reasonably accommodated for the job in question, without undue hardship, will be given the same consideration for that position as any other employee or applicant.

The HR Department is responsible for implementing this policy, including resolution of reasonable accommodation, safety, and undue hardship issues. In implementing this policy, the Company will be guided by the then-applicable definitions stated in the ADA or in case law construing the ADA, and applicable state and local law. In the event of any conflict between the definitions in the ADA and the definitions in this policy, the legal definitions will control.

IMMIGRATION AND NATURALIZATION

The U.S. Immigration and Naturalization Service requires that the Company and candidates for employment provide specific information within three (3) days of commencing employment. Candidates for employment must complete Section 1 of Form I-9 and provide the Company with specific documents from the *Form I-9 List of Acceptable Documents* to establish their identity and employment eligibility. The U.S. Department of Justice provides a list of acceptable documents on its employment eligibility form.

Employees will not be allowed to continue employment without completing the Form I-9 and providing these identification documents for inspection within the required time period.

EMPLOYEE RECORDS CONFIDENTIALITY

Silverpop Systems Inc.'s policy is to safeguard personal employee information in its possession to ensure the confidentiality of the information. Additionally, the company will only collect personal information that is required to pursue its business operations and to comply with government reporting and disclosure requirements. Personal information collected by the company includes employee names, addresses, telephone numbers, e-mail addresses, emergency contact information, EEO data, social security numbers, date of birth, employment eligibility data, benefits plan enrollment information, which may include dependent personal information, and school/college or certification credentials. All pre-employment inquiry information and reference checking records conducted on employees and former employee files are maintained in locked, segregated areas.

Personal employee information will be considered confidential and as such will be shared only as required and with those who have a need to have access to such information. All hard copy records will be maintained in locked, secure areas with access limited to those who have a need for such access. Personal employee information used in business system applications will be safeguarded under Silverpop's proprietary electronic transmission and intranet policies and security systems. Participants in company benefit plans should be aware that personal information will be shared with plan providers as required for their claims handling or record keeping needs.

Company-assigned information, which may include organizational charts, department titles and staff charts, job titles, department budgets, company coding and recording systems, telephone directories, e-mail lists, company facility or location information and addresses, is considered by the company to be proprietary company information to be used for internal purposes only. The company maintains the right to communicate and distribute such company information as it deems necessary to conduct business operations.

If an employee becomes aware of a material breach in maintaining the confidentiality of his or her personal information, the employee should report the incident to a representative of the HR Department. The HR Department has the responsibility to investigate the incident and take corrective action. Please be aware that a standard of reasonableness will apply in these circumstances. Examples of the release of personal employee information that will not be considered a breach include the following:

- Release of partial employee birth dates, i.e., day and month is not considered confidential and will be shared with department heads that elect to recognize employees on such dates.
- Personal telephone numbers or e-mail addresses may be distributed to department head in order to facilitate company work schedules or business operations.
- Employee identifier information used in salary or budget planning, review processes and for timekeeping purposes will be shared with department heads.
- Employee's company anniversary or service recognition information will be distributed to appropriate department heads periodically.
- Employee and dependent information may be distributed to healthcare providers and/or benefit advisors in accordance with open enrollment processes for periodic benefit plan changes or periodic benefits statement updates.

ORIENTATION PERIOD

All new and rehired employees work on an introductory basis for the first 90 calendar days after their date of hire. The orientation period is intended to give new employees the opportunity to demonstrate their ability to achieve a satisfactory level of performance and to determine whether the new position meets their expectations. The Company uses this period to evaluate employee capabilities, work habits, and overall performance. Either the employee or the Company may end the employment relationship at-will at any time during or after the introductory period, with or without cause or advance notice.

This policy does not limit or alter the at-will employment relationship in any way. Either you or the Company may terminate the employment relationship at any time, with or without cause or notice, even in the absence of employee misconduct.

EMPLOYMENT OF RELATIVES

Silverpop does not prohibit but does discourage the hiring or transfer of relatives of current employees in certain situations. The guidelines for these situations are as follows:

- Silverpop's Vice President – HR must be made aware of, and approve, the hiring, or transfer of relatives as defined and noted below, in all cases.
- An examination of each case will be made to determine potential negative results associated with conflict of interest, loss of morale, potential undermining of authority, and other issues in all such cases.
- Persons should not be hired or transferred to positions where they are reporting to a relative. Exceptions to this directive will be rare, if at all.
- For the purposes of this policy, "relatives" may include but are not necessarily limited to
 - relatives by blood or marriage or whose relationship with the employee is similar to that of persons who are related by blood or marriage

- those who are not legally related, but due to the nature of the relationship (i.e. domestic partners, live-in relationships, those who share the same household) are considered a relative

PERSONNEL DATA CHANGES

It is the responsibility of each employee to promptly notify the Company of any changes in personnel data to include personal mailing address, telephone numbers, number and names of dependents, individuals to be contacted in the event of emergency, and marital status. Be sure to report any changes through our employee self-service gateway, the ADP Portal, which can be found at <https://portal.adp.com>.

Changes in Federal tax withholding and banking information for direct deposit should be submitted through the ADP Portal.

For name changes, a copy of a driver's license, passport, or social security card reflecting your new name must be presented to Human Resources. Please email the *Benefits Help* distribution list with any questions.

ACCESS TO PERSONNEL FILE RECORDS

Employee files are maintained by the HR Department and are considered confidential. Managers and supervisors may only have access to personnel file information on a need-to-know basis. A manager or supervisor considering the hire of a former employee or transfer of a current employee may be granted access to the file under the supervision of a Human Resources employee.

Representatives of government or law enforcement agencies, in the course of their business, may be allowed access to file information. This decision will be made at the discretion of the HR Department in response to the request, a legal subpoena, or court order.

Personnel file access by current employees and former employees will be permitted within 3 days of Human Resources receiving the request. Personnel files are to be reviewed in the HR Department. Personnel files may not be taken outside of the department.

CONFLICT OF INTEREST

Employees should avoid both conflicts of interest and the appearance of conflicts of interest between your responsibilities to the Company and any outside interest. A conflict of interest exists when the loyalty of a Company employee is divided between his or her responsibilities to the Company and to an outside interest. A good rule of thumb is that a potential conflict of interest exists any time an objective observer of your actions might wonder if these actions are motivated solely by your responsibilities to the Company. If you believe a conflict of interest exists, treat the situation as if a conflict definitely exists until you have disclosed and resolved the potential conflict with your supervisor, manager, or any officer of the Company.

The Company expects 100% effort from all employees and expects you to devote your full time and effort to the performance of your duties. Accordingly, the Company does not allow moonlighting that conflicts with fulfilling the requirements of the position you hold at Silverpop.

The Company may take disciplinary action, up to and including employment termination, for violations of this policy.

PERFORMANCE EVALUATION

Supervisors and employees are strongly encouraged to discuss job performance and goals on an informal, day-to-day basis. Additional formal performance evaluations are conducted to provide both supervisors and employees the opportunity to discuss job tasks, identify and correct weaknesses, encourage and recognize strengths, and discuss positive, purposeful approaches for meeting goals.

Performance evaluations are scheduled annually in the first quarter to review the prior year's performance and set goals for the coming 12 month period.

Merit-based pay adjustments are awarded at the sole discretion of the Company. The decision to award such an adjustment is dependent upon numerous factors, including the information documented by this formal performance evaluation process. Pay increases, while factoring in performance evaluations, are not guaranteed.

DISCIPLINARY ACTION

Although employment with the Company is based on mutual consent and both the employee and Company have the right to terminate employment at will, with or without cause or notice, the Company may, in its discretion, use progressive discipline.

Disciplinary action may call for any of four steps -- verbal warning, written warning, suspension with or without pay, or employment termination -- depending on the severity of the problem and the number of occurrences. There may be circumstances when one or more steps are bypassed.

There are certain types of employee problems that are serious enough to justify either suspension or employment termination, without going through the usual progressive discipline steps. Employee problems which are serious enough to justify immediate suspension or termination are determined solely by the Company.

By using progressive discipline, the Company hopes that most employee problems can be corrected at an early stage, benefiting both the employee and Company.

This policy does not limit or alter the at-will employment relationship in any way. Either you or the Company may terminate the employment relationship at any time, with or without cause or notice, even in the absence of employee misconduct.

SEPARATION

Since the employment relationship with Silverpop is At-Will, employees are free to resign at any time, and Silverpop reserves the right to terminate employment for any legal reason. Employees are expected to give notice of their intent to resign whenever possible. As a matter of courtesy, you are requested to give notice in writing along with a minimum of a two-week notice period.

Upon retirement, layoff or other form of termination you must immediately return all Company property to your supervisor or the HR Department. This includes all keys, employee identification cards,

equipment, records, reports, etc.

If at the time of your employment termination from the Company, you have any outstanding amounts owed to the Company, you acknowledge that the Company is authorized to deduct from your final paycheck any amounts owed to the Company.

All employees leaving Silverpop will have the opportunity to respond to an exit interview and will be contacted by Human Resources. The purpose of the interview is to resolve any questions regarding compensation, insurance continuation, return of Company property or other matters related to the separation of employment.

GENERAL EMPLOYMENT INFORMATION

EMPLOYMENT APPLICATIONS

Employee acknowledges that the Company relies upon the accuracy of information contained in the online employment application, as well as the accuracy of other data presented throughout the hiring process and employment. Any misrepresentations, falsifications, or material omissions in any of this information or data may result in the exclusion of the individual from further consideration for employment or, if the person has been hired, employment termination.

EMPLOYMENT REFERENCE CHECKS

To ensure that individuals who join the Company are well qualified and have a strong potential to be productive and successful, it is the policy of the Company to check the employment references of all applicants.

The Company will respond appropriately to reference check inquiries that are submitted in writing or requested verbally. Responses to such inquiries will confirm only dates of employment and position(s) held. Wage rates will only be confirmed in writing with a written authorization executed by the employee or former employee. **All inquiries for references about employees and former employees must be directed to the HR Department.**

WORK LOCATION

Each employee's Work Location (WL) is identified in their Employment Offer Letter. The WL is the place where an employee performs their primary role; this could be a Silverpop office or the employee's home office. From time-to-time, the WL may change for an employee either at Company request or at Employee request.

Company Request for Work Location Change

A work location change may involve a promotion, reassignment, or lateral move. Employees have the right to refuse to work at an alternate location if the option is made available to them. However, employees are not relieved of their responsibility to perform all essential functions of their position.

In some instances, relocation assistance may be available to an employee who has been requested by the Company to move to an alternate work location.

Employee Request for Work Location Change

Eligibility is contingent upon the employee's current position description, work history, and job classification. Working at an approved alternate location will not be permitted if the employee cannot perform all essential functions of his or her assigned duties, including his or her contact with customers and coworkers; also considered, is the employee a good choice for working at an alternate location given his or her ability to work autonomously, need for face-to-face communication, ability to control and schedule work flow, reliability concerning work hours, self-discipline regarding work, etc.?

The suitability for an alternate work location will be determined by the employee's manager in conjunction with the appropriate department Vice President. The department VP and the direct

manager must present a business case to HR for review. ***Final approval of a work location change will be made by the VP of HR and the VP of Finance.***

NOTE: If an employee is currently working from a home office and moving to a new home office within the same city/state, pre-approval is not required. **All moves to a different state must be vetted and approved prior to relocation.**

IMPORTANT: Silverpop reserves the right to refuse to approve a work location change to any employee and/or to terminate the arrangement at any time.

WORKING HOURS

The core business hours are 8:30 a.m. to 5:30 p.m., with a one-hour unpaid meal period. Schedules other than the normal work hours are allowed with the agreement of your supervisor. Employees working shifts outside of normal work hours should coordinate a work schedule with their supervisor. If you are a part-time employee, your working hours and schedule will be arranged by your supervisor.

Daily and weekly work schedules may be changed from time to time at the discretion of the Company. Changes in work schedules will be announced as far in advance as practical.

Silverpop considers telecommuting to be a viable alternative work arrangement in cases where individual, job and supervisor characteristics are best suited to such an arrangement. Telecommuting allows an employee to work at home, on the road, or in a satellite location for all or part of their regular workweek. Telecommuting is a voluntary work alternative that may be appropriate for some employees and some jobs. It is not an entitlement; it is not a company-wide benefit; and it in no way changes the terms and conditions of employment with the Company.

JOB ABANDONMENT

Silverpop expects employees to report for work on time for every scheduled shift. An employee who is unable to report to work at the designated time is required to notify his or her supervisor, or human resources, as soon as possible. Employees who fail to report to work for three consecutive business days without notifying the company of the absence will be considered as having voluntarily resigned as a result of job abandonment.

If the employee is unable to contact the company for any absence, he or she should ask a representative (such as a family member or friend) to do so on the employee's behalf. If the employee or a representative is unable to contact Silverpop due to extreme circumstances (such as a medical emergency or natural disaster that prohibits the employee or his or her representative to contact the company within three days), the employee or his or her representative must contact the company as soon as practicable to explain the situation. In extreme circumstances, the employer will consider the explanation and its timing before determining if the voluntary resignation will be upheld.

RECORDING TIME

In order to ensure that employees are compensated for all time worked, all nonexempt employees are responsible for timely and accurately recording their own time. Employees are required to record and report all time worked, regardless of their assigned shift.

Nonexempt employees may not work overtime unless it is approved by a supervisor in advance. However, all overtime hours worked by nonexempt employees must be paid regardless of whether they were approved. Managers are prohibited from requiring or permitting nonexempt employees to work “off the clock.” Failure to accurately report and pay overtime for nonexempt employees violates the law.

If you are a nonexempt employee, your supervisor will explain to you the method that you will use to record your time worked. The accuracy of your time card/sheet is necessary for the Company to calculate your pay.

The following are time recording violations that may result in disciplinary action up to and including termination:

- a) Recording the time for another employee on his/her timecard or timesheet.
- b) Failing to record your time properly upon beginning or ending a workday.
- c) Changing recorded time without your supervisor’s authorization.
- d) Falsifying information on your timesheet or inaccurately reporting time worked.

In some instances, exempt employees may be required to track and report their time worked on a weekly basis. For employees included in this group, your supervisor will explain to you the method that you will use to record your time worked. The accuracy of your time card/sheet is necessary for the Company to calculate billability, resource allocation, and headcount add justification.

EMPLOYEE REFERRAL PROGRAM

We believe that our Employees drive the success of the company, which is why internal growth and development starts with our internal job posting policy. Our Silverpop Leadership Team believes in recognizing talent and rewarding effort while providing creative ways for Silverpopper’s to gain new skills and experience. With business and customer success as our ultimate goal, Silverpop strives to create and provide an environment that offers challenging, stimulating and financially rewarding opportunities as new roles develop within the company to foster career advancement.

One of the best ways to find quality employees is to hire people that our own employees know and recommend. To help make sure that we get the best candidates possible for our open positions, the Company will pay a \$1,000 referral fee to any non-management employee who refers a qualified candidate that we subsequently interview and hire to work at the Company. For steps to submit a referral, please read the *Employee Referral Policy* which can be found on **Pop Opps**, Silverpop’s internal careers site for employees.

When your referral is hired and has been employed by the Company for 180 days (the equivalent of (6) months), you will receive a \$1,000 referral fee paid through payroll as taxable wages.

Should more than one employee submit the same candidate for referral, the employee who first submitted the candidate will receive the referral fee. Any candidate that Silverpop has first become aware of through the efforts of an outside recruiting agency or who we are otherwise obligated to pay a fee to hire will not be eligible for the referral program.

All referrals must be people that you actually know or have some connection with and that you believe would make an excellent addition to our team. With great people, great products and great customers we will be well on our way to achieving the level of success we all are striving for!

EMPLOYEE EXCELLENCE AWARD

Each month, a Silverpop employee, and in some cases employees, who has been nominated by his or her peers and selected by senior management will be recognized for their contribution to the growth and success of Silverpop Systems Inc. The employee will also be recognized through a formal resolution of the Board of Directors made at the next Board meeting, which will become a permanent part of the records of the corporation.

Nominations should be submitted via email to the HR Department no later than the 5th of each month and should provide information about the employee's activities, initiatives, or attitude that demonstrated excellence and contributed to the growth and success of the Silverpop team.

The winner will be announced at the monthly All Employee Meeting and the nomination will be read (or paraphrased) so that the entire team is made aware of and can celebrate the contribution made by the Excellent Employee.

ALL EMPLOYEE MEETINGS

The Company believes that continuous communication among Silverpop team members is vital to our success. In order to provide a regular forum for discussions, All Employee Meetings are scheduled on a regular basis. Ad hoc meetings may also be called whenever appropriate. The Company encourages every employee to make plans to participate either in person or by phone and to arrange their schedules accordingly.

COMPENSATION & BENEFITS

EMPLOYMENT CATEGORIES

It is the intent of the Company to have clear definitions of employment classifications so that employees understand their employment status and benefit eligibility. These classifications do not guarantee employment for any specified period of time. Accordingly, the right by both parties to terminate the relationship at any time is regardless of the employees' employment classification

Each employee will be classified under one of the following categories:

- **Full-time** employees are those who are not in a part-time or introductory status and who are regularly scheduled to work the Company's full-time schedule. Generally, full-time employees are eligible for the Company's benefit package, subject to the terms, conditions, and limitations of each specific benefit program.
- **Part-time** employees are those who are not assigned to a full-time or introductory status and who are regularly scheduled to work less than 32 hours per week. While they do receive all legally mandated benefits (such as Social Security and workers' compensation insurance), they are not eligible for all other Company benefit programs.

In addition, Silverpop classifies each employee or position as exempt or nonexempt:

- **Exempt** employees are not subject to federal and state overtime requirements. An employee is exempt if determined to be an executive, administrative, or professional employee or outside sales representative as defined by the Fair Labor Standards Act.
- **Non-exempt** employees are subject to federal and state overtime requirements and may be entitled to overtime pay subject to the laws of the state in which they work. Any employee who is not classified as exempt is nonexempt.

PAY

All employees are paid on a semi-monthly basis, usually on the fifteenth and the last working day of each month. If payday falls on a company holiday or a weekend, payday will be on the last weekday immediately preceding the holiday/weekend. Employees are encouraged to enroll for the direct deposit service offered by our payroll processor.

OVERTIME PAY PROCEDURES

As necessary, employees may be required to work overtime. Upon hire, you will be notified whether your position is nonexempt or exempt from the federal overtime provisions. Only nonexempt employees qualify for overtime pay. To work overtime, a nonexempt employee must be authorized in advance by his or her supervisor. If a nonexempt employee works overtime without permission, the employee may be disciplined, up to and including employment termination. The Company pays for all overtime hours worked by nonexempt employees in accordance with state and federal law.

Your supervisor will attempt to provide you with reasonable notice when the need for overtime work arises. Please remember, however, that advance notice may not always be possible

EMPLOYMENT BENEFIT PROGRAMS

The Company offers a comprehensive package of insurance and other benefit programs for its employees and qualified dependents. All full-time employees are provided with the option to participate in the Company's health and welfare plans effective the first day of the first month following their date of employment. If the employee is hired on the first day of the month, benefits are effective immediately, if elected. Part-time employees are not eligible for medical or other insurance.

Complete and official details of our benefit plans are available through the HR Department and can be found on the HR page of the company intranet. Some of the highlights of these benefits are summarized here to inform you that they are available. In each case, the official plan documents will govern. Please contact the HR Department for important details not covered here.

Eligible employees at the Company are provided a wide range of benefits. A number of the programs (such as Social Security, workers' compensation, and unemployment insurance) cover all employees in the manner prescribed by law.

The following benefit programs are available to eligible employees:

- Company Sponsored 401(k) Retirement Plan
- Company Stock Option Plan
- Dental Insurance
- Employee Assistance Plan
- Flexible Spending Plans - Medical and Dependent Care
- Health Insurance
- Life/Accidental Death Insurance
- Paid Holidays
- Paid Time Off (PTO)
- Section 125 Premium Conversion Plan
- Short Term and Long Term Disability Insurance
- Vision Insurance

Benefits enrollment is completed online through our employee self-service gateway, the ADP Portal, which can be found at <https://portal.adp.com>. Most benefit programs require contributions from the employee, but some are fully paid by the Company.

CONTINUATION OF BENEFITS (COBRA)

The federal Consolidated Omnibus Budget Reconciliation Act (COBRA) gives employees and their

qualified beneficiaries the opportunity to continue health insurance coverage under Silverpop's medical and dental plans when a "qualifying event" would normally result in the loss of eligibility. Some common qualifying events are resignation, employment termination, or death of an employee; a reduction in an employee's hours or a leave of absence; an employee's divorce or legal separation; and a dependent child no longer meeting eligibility requirements.

Employees are required to notify the HR Department as soon as possible of any change of address, marital or family status so that appropriate notices of coverage can be processed.

Under COBRA, the employee or beneficiary pays the full cost of coverage at Silverpop's group rates plus an administration fee. Silverpop provides each eligible employee with a written notice describing rights granted under COBRA when the employee becomes eligible for coverage under Silverpop's health insurance plan. The notice contains important information about the employee's rights and obligations.

RETIREMENT SAVINGS PLAN

The Company offers to all eligible employees a 401(k) retirement savings plan through Great-West Retirement Services. Eligible employees may participate on the first of the month following their date of hire. Participation begins on the first day of the month following satisfaction of all eligibility requirements.

The 401(k) plan is voluntary, and all eligible employees may enroll. To enroll, the employee completes an online enrollment process through www.gwrs.com, chooses the desired investment options and agrees to contribute a percentage of annual pay or a flat dollar amount to the plan. Contributions are made on a before-tax basis through payroll deduction.

Our 401(k) provider will contact employees as they become eligible to join. At that time, enrollment instructions will be provided and further information concerning plan details and investment options will be given.

This description of benefits does not create a contract for benefits. The benefits described in this document are subject to change with or without notice in the sole discretion of the Company.

TIME OFF

PAID TIME OFF

Employees are encouraged to use their Paid Time Off (PTO) as sick time, relaxation time and for other personal pursuits. PTO can be used in minimum increments of ¼ day. To use PTO for any reason other than illness, we ask that employees request advance approval from their supervisors. All PTO requests should be submitted through the ADP Portal. Requests will be reviewed based on a number of factors, including business needs and staffing requirements.

PTO is paid at the employee's base pay rate at the time they are utilizing the paid time off. It does not include overtime or any special forms of compensation such as incentives, commissions, bonuses or shift differentials.

All regular full-time employees are allowed to accrue paid time off (PTO) based on each full month of service. A month of service begins on the first of the month following your date of employment and ends on the last day of the last full month during which you are actively employed. PTO accrual is applied to the PTO bank on the last day of the month. Please see the schedule below for accrual amounts in days.

<u>Months of Service</u>	<u>Monthly Accrual (days)</u>	<u>Annual Accrual (days)</u>
1 through 24	1.25	15
25 through 60	1.67	20
61+	2.09	25

NON-CALIFORNIA BASED EMPLOYEES For employees working outside the state of California, in the event that available PTO is not used by the end of the calendar year, employees will be allowed to carry over no more than five (5) days of their unused PTO into the next calendar year. The carried over PTO must be used by April 15th of the following year. Any unused PTO in excess of five (5) days will be forfeited at the end of the current calendar year.

CALIFORNIA BASED EMPLOYEES For employees working in the state of California, any time the balance of accrued paid time off reaches ten (10) days, the accrual will stop. Once the employee's accrued paid time off drops below ten (10) days, the monthly amount will begin to accrue again.

Upon termination of employment or commencement of a leave of absence lasting longer than 4 weeks, a negative PTO balance will be offset against any earnings due the employee at the time of their leave commencement or separation date. Terminated employees who return to Silverpop within 12 months of their separation date will receive credit for prior service to determine future PTO accruals.

HOLIDAYS

Full-time employees will be eligible for the following paid holidays:

New Year's Day - January 1

MLK Day – The third Monday in January

Memorial Day - The last Monday in May

Independence Day - July 4

Labor Day - The first Monday in September

Thanksgiving Day - The fourth Thursday in November

Day after Thanksgiving Day

Christmas Day - December 25

Part-time employees will not be paid holiday pay.

When an official holiday falls on a Saturday or Sunday, but it is officially observed on Friday or Monday, then it is the Company's policy to observe the day as officially designated.

Due to the constraints of the business, it may not be possible for all employees to have any or all holidays off. Your manager will announce the work schedule at least 2 weeks in advance so that you may make plans for the holiday. If an employee is scheduled to work on a company holiday, the employee will be allowed to schedule an alternate day off to make up for the holiday worked. The day off must be scheduled with the prior approval of the employee's supervisor and within 30-days of the worked holiday.

In addition to the recognized holidays previously listed, full-time employees will receive two floating holidays each year to be used on dates selected by the employee. These holidays must be scheduled through the ADP Portal.

Unused floating holidays may not be carried over into the next calendar year and will not be paid out upon employment termination.

PAID MATERNITY LEAVE

The Company provides a paid maternity benefit for its employees to bridge the difference between Short Term Disability coverage and 100% of employee pay during the 6 week medical disability period for childbirth. This 33 1/3% of weekly pay is paid through payroll in a lump sum on the first payroll after the baby is born. Please see the *Paid Maternity Leave Policy* on the Human Resources page of the company intranet for full details.

PAID PARENTAL LEAVE

The Company provides Paid Parental Leave (PPL) to provide a father, domestic partner or adoptive

parent with paid time off to care for and bond with a newborn or newly-adopted child. PPL allows for up to three (3) days of paid leave following the birth or adoption of a child and will run concurrently with Family Medical Leave (FML) to the extent that FML is available to the employee. Please see the *Paid Parental Leave Policy* on the Human Resources page of the company intranet for full details.

VOLUNTEER TIME OFF

The company provides Volunteer Time Off (VTO) to qualifying employees to support activities that enhance and serve communities in which we live and work and positively impact quality of life. To encourage employee volunteerism, Silverpop provides up to sixteen (16) hours of VTO per calendar year for employees to connect with their communities. Time off may be taken in increments of no less than four hours. Please see the *Volunteer Time Off Policy* on the Human Resources page of the company intranet for full details.

FAMILY AND MEDICAL LEAVE

GENERAL PROVISIONS

It is the policy of Silverpop to grant up to 12 weeks of family and medical leave during any 12-month period to eligible employees, in accordance with the Family and Medical Leave Act of 1993 (FMLA) and up to 26 weeks of leave in any 12-month period in compliance with the expansion of FMLA under The Support for Injured Servicemembers Act of 2007. The leave may be paid, unpaid or a combination of paid and unpaid leave, depending on the circumstances of the leave and as specified in this policy.

ELIGIBILITY

To qualify to take family or medical leave under this policy, the employee must meet all of the following conditions:

- 1) The employee must have worked for the employer for 12 months or 52 weeks. The 12 months or 52 weeks need not have been consecutive. For eligibility purposes, an employee will be considered to have been employed for an entire week even if the employee was on the payroll for only part of the week or if the employee is on leave during the week.
- 2) The employee must have worked at least 1,250 hours during the 12-month period immediately before the date when the leave is requested to commence. The principles established under the Fair Labor Standards Act (FLSA) determine the number of hours worked by an employee. The FLSA does not include time spent on paid or unpaid leave as hours worked. Consequently, these hours of leave should not be counted in determining the 1,250 hours eligibility test for an employee under FMLA.
- 3) The employee must work in an office or work site where 50 or more employees are employed by the company within 75 miles of that office or work site. The distance is to be calculated by using available transportation by the most direct route.

TYPE OF LEAVE COVERED

To qualify as FMLA leave under this policy, the employee must be taking three (3) or more days of leave for one of the reasons listed below:

- 1) *The birth of a child and in order to care for that child.*
- 2) *The placement of a child for adoption or foster care and to care for the newly placed child.*
- 3) *To care for a spouse, qualifying child or parent with a serious health condition.*
- 4) *The serious health condition (described as follows) of the employee.*

An employee may take leave because of a serious health condition that makes the employee unable to perform the functions of the employee's position.

A serious health condition is defined as a condition that requires inpatient care at a hospital, hospice or residential medical care facility, including any period of incapacity or any subsequent treatment in connection with such inpatient care or a condition that requires continuing care by a licensed health care provider

This policy covers illnesses of a serious and long-term nature, resulting in recurring or lengthy absences. Generally, a chronic or long-term health condition, which, if left untreated, would result in a period of incapacity of more than three days, would be considered a serious health condition.

Employees with questions about what illnesses are covered under this FMLA policy or under the company's sick leave policy are encouraged to consult with the HR Department.

The company may require an employee to provide a doctor's certification of the serious health condition. The certification process is outlined in a subsequent section of this policy.

If an employee takes paid sick leave for a condition that progresses into a serious health condition and the employee requests unpaid leave as provided under this policy, the company may designate all or some portion of related leave taken as leave under this policy, to the extent that the earlier leave meets the necessary qualifications.

- 5) *A covered family member's active duty or call to active duty in the Armed Forces.*

An employee whose spouse, son, daughter or parent either has been notified of an impending call or order to active military duty or who is already on active duty may take up to 12 weeks of leave for reasons related to or affected by the family member's call-up or service. Reasons related to the call-up or service include helping the family member prepare for the departure or caring for children of the servicemember. The leave may commence as soon as the individual receives the call-up notice. (Son or daughter for this type of FMLA leave is defined the same as for child for other types of FMLA leave, except that the person does not have to be a minor.) This type of leave would be counted toward the employee's 12-week maximum of FMLA leave in a 12-month period.

Employees requesting this type of FMLA leave must provide proof of the qualifying family member's call-up or active military service before leave is granted.

- 6) *To care for an injured or ill servicemember.*

This leave may extend to up to 26 weeks in a 12-month period for an employee whose spouse, son, daughter, parent or next-of-kin is injured or recovering from an injury suffered while on active military duty and who is unable to perform the duties of the servicemember's office, grade, rank or rating. Next-

of-kin is defined as the closest blood relative of the injured or recovering servicemember. An employee is also eligible for this type of leave when the family servicemember is receiving medical treatment, recuperation or therapy, even if the servicemember is on temporary disability retired list.

Employees requesting this type of FMLA leave must provide certification of the family member or next-of-kin's injury, recovery or need for care. This certification is not tied to a serious health condition as for other types of FMLA leave. This is the only type of FMLA leave that may extend an employee's leave entitlement beyond 12 weeks to 26 weeks. Other types of FMLA leave are included with this type of leave totaling the 26 weeks.

An eligible employee can take up to 12 weeks (or up to 26 weeks of leave to care for an injured or ill servicemember) under this policy during any 12-month period. The company will measure the 12-month period as a rolling 12-month period measured backward from the date an employee uses any leave under this policy. Each time an employee takes leave, the company will compute the amount of leave the employee has taken under this policy in the last 12 months and subtract it from the 12 weeks (or 26 weeks for the care of an injured or ill servicemember) of available leave, with the balance remaining being the amount the employee is entitled to take at that time.

If a husband and wife both work for the company and each wishes to take leave for the birth of a child, adoption or placement of a child in foster care, or to care for a parent (but not a parent in-law) with a serious health condition, the husband and wife may only take a combined total of 12 weeks of leave. If a husband and wife both work for the company and each wishes to take leave to care for a covered injured or ill servicemember, the husband and wife may only take a combined total of 26 weeks of leave.

EMPLOYEE STATUS AND BENEFITS DURING LEAVE

While an employee is on leave, the company will continue the employee's health benefits during the leave period at the same level and under the same conditions as if the employee had continued to work.

If the employee chooses not to return to work for reasons other than a continued serious health condition of the employee or the employee's family member or a circumstance beyond the employee's control, the company will require the employee to reimburse the company the amount it paid for the employee's benefit premiums during the leave period.

Under current company policy, the employee pays a portion of their benefit premiums. While on paid leave, the employer will continue to make payroll deductions to collect the employee's share of the premium. While on unpaid leave, the employer may elect to maintain such benefits during the leave and pay the employee's share of the premium payments. If the employer maintains coverage, the employer may recover the costs incurred for paying the employee's share of any premiums whether or not the employee returns to work.

If the employee contributes to a life insurance or disability plan, the employer will continue making payroll deductions while the employee is on paid leave. While the employee is on unpaid leave, the employee may request continuation of such benefits and pay their portion of the premiums; or the employer may elect to maintain such benefits during the leave and pay the employee's share of the premium payments. If the employee does not continue these payments, the employer may discontinue

coverage during the leave. If the employer maintains coverage, the employer may recover the costs incurred for paying the employee's share of any premiums whether or not the employee returns to work.

EMPLOYEE STATUS AFTER LEAVE

An employee who takes leave under this policy will be able to return to the same position or a position with equivalent status, pay, benefits and other employment terms. The position will be the same or virtually identical in terms of pay, benefits and working conditions.

The company may choose to exempt certain key employees from this requirement and not return them to the same or similar position.

USE OF PAID AND UNPAID LEAVE

An employee who is taking FMLA leave because of the employee's own serious health condition or the serious health condition of a family member may use all accrued paid time off (PTO) prior to being eligible for unpaid leave. Paid time off will be run concurrently with FMLA leave.

Disability leave for the birth of the child and for an employee's serious health condition, including workers' compensation leave (to the extent that it qualifies), will be designated as FMLA leave and will run concurrently with FMLA. For example, if an employer provides six weeks of pregnancy disability leave, the six weeks will be designated as FMLA leave and counted toward the employee's 12-week entitlement. The employee may then be required to substitute accrued (or earned) paid leave as appropriate before being eligible for unpaid leave for what remains of the 12-week entitlement.

An employee who is taking leave for the adoption or foster care of a child must use all paid time off, personal and family leave prior to being eligible for unpaid leave.

INTERMITTENT LEAVE OR A REDUCED WORK SCHEDULE

The employee may take FMLA leave in 12 consecutive weeks, may use the leave intermittently (take a day periodically when needed over the year) or, under certain circumstances, may use the leave to reduce the work week or work day, resulting in a reduced hour schedule. In all cases, the leave may not exceed a total of 12 work weeks (or 26 work weeks to care for an injured or ill servicemember over a 12-month period).

The company may temporarily transfer an employee to an available alternative position with equivalent pay and benefits if the alternative position would better accommodate the intermittent or reduced schedule, in instances of when leave for the employee or employee's family member is foreseeable and for planned medical treatment, including recovery from a serious health condition or to care for a child after birth, or placement for adoption or foster care.

For the birth, adoption or foster care of a child, intermittent leave is not available. Leave for birth, adoption or foster care of a child must be taken within one year of the birth or placement of the child.

If the employee is taking leave for a serious health condition or because of the serious health condition of a family member, the employee should try to reach agreement with the company before taking intermittent leave or working a reduced hour schedule. If this is not possible, then the employee must

prove that the use of the leave is medically necessary. The company may require certification of the medical necessity.

PROCEDURE FOR REQUESTING LEAVE

Leaves of Absence are administered by **FMLASource** on behalf of Silverpop. Any time you are missing work due to your own serious medical condition or the care of a family member's condition, please contact FMLASource per the following process:

- Contact a Human Resources Representative to advise them of your leave request.
- Call 1-877-SUN-FMLA or log on to <http://fmla.sunlife-usa.com>.
- Your information will be verified by a Benefit Specialist who will initiate the Leave process and answer any questions you may have.
- You will be notified of the status of your leave/FMLA claim once it has been processed.

This process ensures that your leave is properly approved and administered to protect your benefits and ensure that qualified claims are filed.

When an employee plans to take leave under this policy, the employee must give the company 30 days' notice. If it is not possible to give 30 days' notice, the employee must give as much notice as is practicable. An employee who is to undergo planned medical treatment is required to make a reasonable effort to schedule the treatment in order to minimize disruptions to the company's operations.

If an employee fails to provide 30 days' notice for foreseeable leave with no reasonable excuse for the delay, the leave request may be denied until at least 30 days from the date the employer receives notice. While on leave, employees are requested to report periodically to the company regarding the status of the medical condition and their intent to return to work.

CERTIFICATION OF THE SERIOUS HEALTH CONDITION OF THE EMPLOYEE OR THE SPOUSE, QUALIFYING CHILD OR PARENT OF THE EMPLOYEE

FMLASource may ask for certification of the serious health condition. The employee must respond to such a request within 15 days of the request or provide a reasonable explanation for the delay. Failure to provide certification may result in a denial of continuation of leave.

The company has the right to ask for a second opinion if it has reason to doubt the certification. The company will pay for the employee to get a certification from a second doctor, which the company will select. If necessary to resolve a conflict between the original certification and the second opinion, the company will require the opinion of a third doctor. The company and the employee will mutually select the third doctor, and the company will pay for the opinion. This third opinion will be considered final. The employee will be provisionally entitled to leave and benefits under the FMLA pending the second and/or third opinion.

DOCUMENTATION OF THE COVERED FAMILY MEMBER'S ACTIVE DUTY OR CALL TO ACTIVE DUTY IN THE ARMED FORCES

Employees requesting this type of servicemember FMLA leave must provide proof of the qualifying family member's call-up or active military service.

DOCUMENTATION OF THE NEED FOR SERVICEMEMBER FMLA LEAVE TO CARE FO AN INJURED OR ILL SERVICEMEMBER

Employees requesting this type of Servicemember FMLA leave must provide documentation of the family member's or next-of-kin's injury, recovery or need for care.

OTHER LEAVE

BEREAVEMENT

Full-time employees who have been with the Company at least 90 days may receive up to three consecutive days off with full pay in the event of the death of the employee's spouse, child, father, father-in-law, mother, mother-in-law, brother, sister, stepfather, stepmother, stepbrother, stepsister, stepson or stepdaughter, and one day off with full pay in the event of the death of the employee's grandparent or grandchild, and their spouse's grandparent or spouse's grandchild. Notify your supervisor for approval as soon as possible so that arrangements may be made for someone to cover your work schedule.

Bereavement pay is calculated based on the base pay rate at the time of absence and will not include any special forms of compensation, such as incentives, commissions, bonuses, overtime or shift differentials.

Approval of bereavement leave will occur in the absence of unusual operating requirements and should be submitted through WFN. Employees may, with their supervisors' approval, use any available paid leave for additional time off as necessary and should submit all requests through WFN.

MILITARY LEAVE

Please refer to the *Uniformed Services Leave* below.

JURY DUTY

When an employee is served notice for jury duty, he or she should notify their immediate supervisor as soon as possible so arrangements can be made to cover the employee's shift until employee returns to work. Employees will be paid for all days of jury service in accordance with the applicable state and local laws.

PERSONAL LEAVE

A personal leave of absence without pay may be granted to a full-time employee at the sole discretion of the Company. Requests for personal leave should be limited to unusual circumstances and must be submitted in writing to Human Resources.

DOMESTIC VIOLENCE POLICY

The Company will provide up to three days' leave without pay for a variety of activities connected with domestic violence. This leave is offered to exempt and corporate office full time employees who have

completed at least 90 days of continuous employment.

Examples of activities that are considered connected to domestic violence are:

- Seeking an injunction for protection against domestic violence
- Obtaining medical care or mental health counseling or both for the employee or a family or household member to address injuries resulting from domestic violence.
- Obtaining services from victims services organizations such as a domestic violence shelter or rape crisis center.
- Making the employee's home secure from the perpetrator of domestic violence or finding a new home to escape the perpetrator.
- Seeking legal assistance to address issues arising from domestic violence or attending or preparing for court related proceedings arising from the act of domestic violence.

Employees are required to provide appropriate advance notice to Human Resources of the need for leave, unless prevented from doing so because of imminent danger to the health or safety of the employee or a family member. **Information relative to leave for domestic violence issues will remain confidential.** Applicable law also prohibits retaliation against any employee by another employee or by the Company for exercising his or her rights according to this law.

Employees must exhaust any available paid time off prior to utilizing time without pay/unpaid leave.

UNIFORMED SERVICES LEAVE OF ABSENCE

Silverpop complies with the *Uniformed Services Employment and Reemployment Rights Act* ("USERRA"), and other applicable state and local laws. Silverpop will grant appropriate leaves of absence to a full-time or part-time employee to complete uniformed service requirements, whether voluntary or involuntary. Uniformed services include the U.S. Armed Services (including the Coast Guard), the National Guard, and the commissioned corps of the public health service.

Under most circumstances, any employee requesting a service leave of absence must provide advance notice of service. Silverpop requests that an employee submit copies of his or her military orders or other written notice or service requirements to their manager. Upon completion of service, an employee must apply for reemployment in accordance with federal and state law in a timely manner. The employee should submit documents providing that his or her reemployment application is timely and service ended under honorable circumstances. Normally, Silverpop will reinstate any employee who takes a service leave of absence with the same seniority status and pay he or she would have acquired if he or she had not been absent due to service, as long as the employee satisfies the eligibility requirements for reinstatement under federal and state law. To ensure compliance with these reinstatements, an employee should contact their manager and Human Resources whenever he or she contemplates or anticipates a service leave of absence for more information including tenure continuance and benefit continuation.

BUSINESS STANDARDS

CODE OF CONDUCT

While performing your job, you are expected to follow good common sense rules of proper behavior. Unacceptable behaviors and violations of policy will be addressed with disciplinary action and could result in employment termination. The Company discourages and considers the following as unacceptable behavior, but is not all inclusive:

- Unsatisfactory work performance
- Excessive absenteeism or tardiness
- The use of obscene, abusive or threatening language
- Unauthorized use of and/or disclosure of confidential information or records
- Destruction of Company property
- Dishonesty/Theft
- Insubordination
- Assaulting, harassing or fighting with another employee or customer on Company property
- Violation of anti-harassment policy
- Falsification of Company records and time-keeping records
- Possession of firearms or weapons on Company property

The Company reserves the right to solely determine the level of discipline for infractions of Company policy. The types of misconduct identified above are merely examples of conduct that may lead to disciplinary action and is not an exhaustive list. The list does not constitute a complete list of all types of conduct that can result in disciplinary action, up to and including employment termination.

This Code of Conduct does not limit or alter the at-will employment relationship in any way. Either you or the Company may terminate the employment relationship at any time, with or without cause or notice, even in the absence of employee misconduct.

DRESS CODE GUIDELINES

Silverpop's objective in establishing a casual dress code is to allow our employees to work comfortably. Yet, we still need our employees to project a professional image for our customers who visit.

In a casual work setting, employees should wear clothing that is comfortable and practical for work, but not distracting or offensive to others. Because all casual clothing is not suitable for the office, these guidelines will help you determine what is appropriate to wear to work.

Attire Recommendations

Clothing that works well for the beach, yard work, dance clubs, exercise sessions, and sports contests

may not be appropriate for a professional, casual appearance at work. Clothing that reveals too much cleavage, your back, your chest, your stomach or your underwear is not appropriate for a place of business.

Any clothing that has words, terms, or pictures that may be offensive to other employees is unacceptable. Clothing that has the company logo is encouraged. Sports team, university, and fashion brand names on clothing are generally acceptable.

Makeup, Perfume, and Cologne

Remember that some employees are allergic to the chemicals in perfumes and makeup, so wear these substances with restraint.

Dress Code for Travel, Client Interaction, and Trade Shows

While the office setting can be casual because customers don't visit often, traveling to see customers, exhibiting at or attending trade shows, and representing the company in the business community, requires different decisions about attire. Business casual dress is the minimum standard that must be observed when you are representing the company or interacting with customers or potential customers.

Before visiting a customer or potential customer ascertain the accepted dress code and match it in your attire. This is especially important when you are traveling globally representing the company as customs and dress may differ from those observed in the United States.

Additionally, some community events, when you are representing the company, might require formal dress. These might include Chamber of Commerce and other civic or business development meetings, luncheons, and dinners. Take your cue from other employees who have attended and be observant at the event. Certainly, if you are a speaker at a business event, consider wearing business attire.

Finally, on the occasions when a customer or a business partner does visit the office, the employee groups with whom the visitor is interacting should adhere to the standards set within their department.

BUSINESS ETHICS HOTLINE

Companies today face serious challenges from unsafe, illegal and unethical behavior. To put it bluntly, this kind of behavior is simply wrong. At Silverpop, we take these issues seriously and we expect our employees to take them seriously as well. We want everyone to act with integrity every day, in everything we do for our business, our customers and each other as a team.

Unethical, illegal or unsafe behaviors can have very serious consequences for our company, our clients and our team – they will not be tolerated. Every Silverpop employee is responsible for making sure his or her own actions are reasonable, ethical and appropriate and for bringing to light any actions by others that seem questionable.

To continue to bring out the best in our employees and our company, Silverpop maintains a program designed to maximize the ability of each team member to “Make a Difference.” It’s designed to give employees the resources and encouragement they need to get involved in protecting our company and upholding our high standards of business and professional conduct. This program helps us to all focus

on making ethics a top priority.

If you see or suspect unethical, illegal or unsafe activity, please don't ignore it; please report it right away. While speaking directly to your Manager is the most effective way to report your concerns, we realize it is not always possible. That's why we've partnered with The Network – a toll-free hotline service that is an anonymous alternative for safely reporting these types of activities. This service is available 24 hours a day, 7 days a week. When you call, a specially trained interviewer documents your concern and relays the information to us completely confidentially – you don't have to even give your name.

Ethics Hotline Contact Information

US Via Phone: 1-888-292-7220

Toll-free 24 Hours a day, 7 days a week

Web Address: <https://www.reportlineweb.com/silverpop>

Via Email: Reportline@tnwinc.com

Please include Silverpop in the email text.

Via Postal Mail: The Network

ATTN: Silverpop 333 Research Court Norcross, GA 30092

Via Fax: 770-409-5008

TO: The Network

ATTN: Silverpop

Working together, we can avoid unethical, illegal and unsafe activity before it undermines our business or causes harm. Your personal commitment to integrity and the pursuit of the highest ethical standards are critical to helping us continue to be the kind of company we can all be proud of.

WORKPLACE VIOLENCE

Silverpop expressly prohibits any act or threat of violence by any employee against any other employee, customer, or visitor on our premises at any time. This includes employees who are conducting business off of corporate property. Prohibited violent actions include but are not limited to striking with or without a weapon, hitting, slapping, shoving, pushing, or grabbing an employee, or threatening to do the same.

No type of weapon or firearm is allowed on Silverpop's premises, except as provided for in Section 790.251 Florida Statutes, which allows an employee who is licensed to carry a concealed weapon to keep the weapon locked inside or locked to a private motor vehicle. Under no circumstances are the following items permitted on Silverpop property (owned, leased, or otherwise occupied) including parking areas:

- Knives or switchblade knives
- Dangerous chemicals

- Explosives including blasting caps
- Chains
- Other objects used for the purpose of injuring and/or intimidating others

It is not a violation of this policy for a person to carry a self-defense chemical spray (2 oz. or less) for purposes of lawful self-defense.

Silverpop is committed to providing a safe and healthful work environment and will take prompt and remedial action, up to and including employment termination and legal prosecution, against any employee who engages in any threatening behavior or acts of violence or who uses any obscene, abusive, or threatening language or gestures. Further, Silverpop will take appropriate action against customers, former employees, or visitors to our facilities who engage in such behavior. Such action may include notifying the police or other law enforcement employee and prosecuting violators of this policy to the maximum extent of the law.

In furtherance of this policy, employees have a “duty to warn” their supervisors of any suspicious workplace activity or situations or incidents that they observe or that they are aware of that involve other employees, former employees, customers, or visitors that appear “problematic.” This includes, for example, threats or acts of violence, aggressive behavior, offensive acts, threatening or offensive comments or remarks, and the like. Supervisors are responsible for notifying Human Resources as soon as they become aware of a possible threat or act of violence.

All activities related to the situation will be kept confidential to the extent possible, consistent with the need to conduct an investigation.

DRUG FREE WORKPLACE

It is the policy of the Company to maintain a workplace that is free from the effects of drug and alcohol abuse. Employees are prohibited from the use, sale, dispensing, distribution, possession, or manufacture of illegal drugs, controlled substances, and narcotics on Company premises or work sites. In addition, the Company prohibits the off-premises abuse of alcohol and controlled substances, as well as the possession, use, or sale of illegal drugs, when those activities adversely affect job performance, job safety, or the Company’s reputation in the community.

Employees will be subject to disciplinary action, up to and including employment termination, for violations of this policy. Violations include, but are not limited to, possessing illegal or non-prescribed drugs and narcotics at work; being under the influence of those substances while working; using them while working; or dispensing, distributing, or illegally manufacturing or selling them on Company premises and work sites. Employees, their possessions, and Company-issued equipment and containers under their control are subject to search and surveillance at all times while on Company premises or work sites or while conducting Company business. Employees subject to the Drug-Free Workplace Act who are convicted of any criminal drug violation occurring in the workplace must report the conviction to the HR Department within five (5) days, and the HR Department will take appropriate action as required by law.

The Company reserves the right to test for illegal substances in the event of any work-related accident

or injury. Employees that agree to take the test must sign a consent form authorizing the test and the Company's use of the test results for purposes of administering its discipline policy. It is a violation of this policy to refuse consent for these purposes or to test positive for illegal drugs. Policy violations will result in discipline and may result in employment termination. Tests that are paid for by the Company are the property of the Company, and the examination records will be treated as confidential and held in separate medical files. However, records of specific examinations, if required by law or regulation, will be made available to the employee, persons designated and authorized by the employee, public agencies, relevant insurance companies, or the employee's doctor, or as directed by court order or subpoena.

SOLICITATION AND DISTRIBUTION IN THE OFFICE

In order to maintain and promote efficient operations, discipline and security, the Company has established rules applicable to all employees that govern solicitation, distribution of written material and entry into premises and work areas.

No employees shall solicit or promote support for any cause or organization during his or her working time or during the working time of the employee or employees at whom such activity is directed. Meals and breaks do not constitute working time.

No employee shall distribute or circulate any printed or written material in work areas at any time or during his or her working time or during the working time of the employee or employees at whom such activity is directed.

Notices or other written material may be posted on Company bulletin boards in the break room only. Under no circumstances will non-employees be permitted to solicit or distribute written materials for any purpose on the Company's premises without prior authorization.

GIFTS AND ENTERTAINMENT FROM CUSTOMERS AND VENDORS

Employees of the Company are prohibited from accepting or soliciting a gift from anyone reasonably designed to reward or influence the employee in connection with any Company business and prohibit customers or vendors from giving or offering a gift to anyone to influence or reward the employee in connection with Company business. For the purpose of this guideline "gift" means anything of value including entertainment, gratuities, favors, price concessions, loans, legacy or bequest, commissions, travel expenses, lodging, meals, free services or any other payment or concessions given directly or indirectly by customers or vendors. This policy applies to employees not only receiving, but also giving gifts to our customers and/or vendors.

Exceptions: The matters described below do not create a risk of conflict of interest because they are ordinary or accepted business practices and do not imply any return of favor on the part of the receiving person.

- Ordinary courtesies, entertainment associated with business related events or business discussions, including meals, sporting events, charitable events or golf outings. Travel may not be provided by nor travel expenses accepted from a customer or vendor if the purpose of travel is business entertainment.

- Customer or vendor sponsored meetings or conferences that have a predominant business purpose (as opposed to a purpose of business entertainment.)
- Expressions of courtesy and appreciation such as gifts of fruits, flowers, food, wine or candy given with monetary value for \$200 or less for the aggregate over a period of a year; however, you may not accept gifts of cash in any amount to include visa gift cards or any type of gift card that can be exchanged or deposited as cash.
- Gifts offered solely because of kinship, marriage or social relationships and not because of any business relationship.
- Unsolicited advertising or promotional materials that are generally given as promotional or marketing gifts.

ATTENDANCE AND PUNCTUALITY

To maintain a safe and productive work environment, the Company expects employees to be reliable and to be punctual in reporting for scheduled work. Absenteeism and tardiness place a burden on other employees and on the Company. In the rare instances when employees cannot avoid being late to work or are unable to work as scheduled, they should notify their supervisor as soon as possible in advance of the anticipated tardiness or absence. Poor attendance and excessive tardiness can be disruptive. Either may lead to disciplinary action, up to and including employment termination.

SMOKING

The Company provides a working environment that is smoke-free. Smoking is strictly prohibited. If you smoke, you must exit the building to do so and may smoke only in the areas designated. Smoke breaks are limited and should not be disruptive to the completion of work.

BUSINESS TRAVEL EXPENSES

The Company will reimburse employees for reasonable business travel expenses incurred while on assignments away from the normal work location. All business travel must be approved in advance by the Company.

When approved, the actual costs of travel, meals, lodging, and other expenses directly related to accomplishing business travel objectives will be reimbursed by the Company. Employees are expected to limit expenses to reasonable amounts.

Employees who are involved in an accident while traveling on business must promptly report the incident to their immediate supervisor or Human Resources. Vehicles owned, leased, or rented by the Company may not be used for personal use without prior approval.

When travel is completed, employees should submit completed travel expense reports through Concur, the online business expense reporting system, within 14 days. Reports should be accompanied by receipts for all individual expenses of \$10.00 dollars or more.

Employees should contact their supervisor for guidance and assistance on procedures related to travel

arrangements, travel advances, expense reports, reimbursement for specific expenses, or any other business travel issues. Employees can find the full *Business Travel and Entertainment Policy* on the Finance page of the corporate intranet.

Abuse of this business travel expenses policy, including falsifying expense reports, may be grounds for disciplinary action, up to and including employment termination.

FRATERNIZATION

The Company has adopted this policy in recognition of its responsibility to caution employees about the potential problems posed by romantic and/or sexual relationships with other employees. These problems include conflicts of interest, interference with the productivity of co-workers and potential charges of sexual harassment. They can be particularly serious in situations in which one person has a position of authority over the other, such as in a supervisor-subordinate relationship.

RESTRICTIONS ON EMPLOYEE CONDUCT

The Company does not prohibit consensual romantic relationships between employees however it does impose the following restrictions:

- The Company strongly discourages supervisors and managers from engaging in romantic and/or sexual relationships with subordinates and requires the supervisor or manager to disclose the existence of such a relationship to Human Resources. Additionally, supervisors and managers are required to take steps to resolve any actual or potential conflict of interest or impropriety created by the relationship.
- All employees must avoid romantic or sexual relationships with other employees that create conflicts of interest, potential charges of sexual harassment, or discord or distractions that interfere with other employees' productivity.

DISCLOSURE

Any romantic relationship between a supervisor and subordinate employee must be disclosed by the supervisor to the VP of Human Resources. The VP of HR will assess the situation and make a recommendation to resolve any actual or potential conflict of interest or impropriety caused by the relationship. In any event, the supervisor partner is prohibited from having any involvement in professional decision-making affecting the subordinate employee.

FAILURE TO COMPLY

Failure to make required disclosures or comply with a recommendation to resolve a conflict with this policy can result in discipline up to and including employment termination.

OUR POLICY ON UNIONS

It is the Company's position that labor unions are not in the best interest of employees or our Company. We strongly believe that by being honest with each other and working together we can build a mutually successful future. Our experience has shown that when employees deal openly and directly with managers, the work environment can be excellent, communications can be clear, and attitudes can be

positive. We believe that our managers amply demonstrate their commitment to employees by responding effectively to employee concerns.

No organization is free from occasional problems; but, when difficulties do arise, all of our employees are free to speak out. If employees have concerns about working conditions or compensation, they are strongly encouraged to voice these concerns openly and directly to their managers. We also have a very effective Grievance Process which provides an objective review of any dispute.

In an effort to protect and maintain direct employer/employee communications, we will resist organization, within applicable legal limits, and protect the right of employees to speak for themselves. If a union representative asks you to sign a union authorization card, we suggest you use caution and refuse to sign. Instead, contact your manager or a member of Human Resources for the true facts about unions. When employees carefully examine the option of union representation, including such issues as regular deductions from paychecks for union dues, union dominance and control at the expense of individual freedoms and strikes, they almost always decide to reject union representation.

EXTERNAL TRAINING AND MEMBERSHIPS

Silverpop recognizes that for development purposes, employees may need to attend training seminars or workshops conducted offsite or join professional associations that will enable employees to remain abreast of best practices in their respective fields. This policy is subject to annual company budgets established for external training and memberships. Membership expenses will be approved on an individual basis at the manager's discretion. Training expenses should be coordinated through the Human Resources organization.

DATA AND COMPUTING SYSTEM SECURITY

All Silverpop computer systems face information security risks. Laptop computers are an essential business tool but their very portability makes them particularly vulnerable to physical damage or theft. Furthermore, the fact that they are often used outside Silverpop's premises increases the threats from people who do not work for the Silverpop and may not have its interests at heart.

Portable computers are especially vulnerable to physical damage or loss, and theft, either for resale (opportunistic thieves) or for the information they contain (industrial spies).

Do not forget that the impacts of such breaches include not just the replacement value of the hardware but also the value of any Silverpop data on them, or accessible through them. Information is a vital Silverpop asset. We depend very heavily on our computer systems to provide complete and accurate business information when and where we need it. The impacts of unauthorized access to- or modification of- important and/or sensitive Silverpop data can far outweigh the cost of the equipment itself. This policy refers to certain other/general information security policies, but the specific information given here is directly relevant to laptops and, in case of conflict, takes precedence over other policies. Please contact the Information Security Group ("InfoSec") for full current Security Policy documents.

PHYSICAL SECURITY CONTROLS FOR COMPUTING SYSTEMS

Access to workstations, laptops, and mobile devices that process company information shall be limited by both physical and logical security controls. Users are responsible for the security of devices assigned to them and of the company information stored on the devices.

Users are advised to observe the following guidelines for the usage of devices that process or store Company information:

- Devices issued to employees remain the property of the Company with the user assuming temporary “custodianship”;
- Upon leaving the employment of the Company, the user must return the device(s) to his/her manager/supervisor or directly to MIS. The manager/supervisor must return the device(s) to MIS within three business days or make immediate, alternative arrangements with MIS as dictated by mission requirements;
- Users shall take precautions to minimize/eliminate risk of physical theft or loss:
 - Avoid taking laptops and other company property to locations where there is a heightened risk of theft or loss;
 - Any laptop that must be left unattended shall be secured with a cable lock secured to an immobile object or another security device (e.g., a hotel safe that can be unlocked only by the user);
 - If devices must be stored in vehicles, they shall be concealed from view and the vehicle locked;
- Users shall avoid subjecting devices to extreme temperatures (e.g. leaving in a car trunk when very hot or cold) as components can become very brittle and easy to break in cold temperatures and can melt or warp in high temperatures. Users shall observe the general rule "your device is safest at temperatures that are comfortable for you".

The Company Information Security Policy applies to all telecommuting environments processing Company information even when the equipment being used is not owned by the Company. Users who work with Company information outside of Company facilities must understand what security threats exist in their home-office and other external environments and take appropriate measures to ensure the security of the information in that environment.

CONTROLS AGAINST UNAUTHORIZED ACCESS TO LAPTOP AND MOBILE DEVICE DATA

- You must use approved encryption software on all corporate laptops and mobile devices (smartphones and tablets) utilizing enterprise encryption and management software administered through MIS. Contact the Silverpop Help Desk for further information on laptop encryption. If your laptop is lost or stolen, encryption provides extremely strong protection against unauthorized access to the data.
- You are personally accountable for all network and systems access under your user ID, so keep your password absolutely secret. Never share it with anyone, not even members of your family,

friends or MIS staff.

- Corporate laptops are provided for official use by authorized employees. Do not loan your laptop or allow it to be used by others such as family and friends.
- Avoid leaving your laptop unattended and logged-on. Always shut down, log off or activate a password-protected screensaver before walking away from the machine.

All laptops, computing systems and mobile devices containing Silverpop information must be immediately reported stolen or lost to MIS and InfoSec.

VIRUS PROTECTION OF COMPUTERS

- Email attachments and websites are now the number one source of computer viruses. Avoid opening any email attachment or web link unless you were expecting to receive it from that person.
- Do not manipulate Anti-Virus tools as it is configured by MIS
- Follow policies and procedures regarding Anti-Virus use
- Report any security incidents (such as virus infections) promptly to the Silverpop Help Desk and Information Security in order to minimize the damage
- Respond immediately to any virus warning message on your computer, or if you suspect a virus (e.g. by unusual file activity) by contacting the Silverpop Help Desk. Do not forward any files or upload data onto the network if you suspect your PC might be infected.
- Be especially careful to virus-scan your system before you send any files outside the Silverpop. This includes EMAIL attachments and external media that you create.

Information Security Policies

- In addition to the specific policies outlined in this handbook, employees will adhere to all information security related policies. Copy of these policies and questions regarding them may be directed to the Information Security team.
- Any violation of the Information Security Policies outlined in Silverpop Policies or in this handbook may result in disciplinary action, up to an including employment termination.

OTHER CONTROLS FOR COMPANY EQUIPMENT

Laws, Regulations and Policies

You must comply with relevant laws, regulations and policies applying to the use of computers and information. Various corporate security policies apply to laptops, the data they contain, and network access (including use of the Internet). Visit Information Security's intranet website for further information.

Inappropriate Materials

Be sensible! Silverpop will not tolerate inappropriate materials such as pornographic, racist, defamatory or harassing files, pictures, videos or email messages that might cause offence or embarrassment. Never store, use, copy or circulate such material on a Silverpop issued computer and steer clear of dubious websites. The Security Operations Center (SOC) staff may monitor the network and systems

for such materials and track use of the Internet: they will report serious/repeated offenders and any illegal materials directly to management, and disciplinary processes will be initiated. If you receive inappropriate material by email or other means, delete it immediately. If you accidentally browse to an offensive website, click 'back' or close the window straight away. If you routinely receive a lot of spam, contact the Silverpop Help Desk to check your spam settings.

Health and Safety Aspects of Using Laptops

Laptops normally have smaller keyboards, displays and pointing devices that are less comfortable to use than desktop systems, increasing the chance of repetitive strain injury. Balancing the laptop on your knees hardly helps the situation! Wherever possible, place the laptop on a conventional desk or table and sit comfortably in an appropriate chair to use it. If you tend to use the laptop in an office most of the time, you are advised to use a 'docking station' with a full-sized keyboard, a normal mouse and a display permanently mounted at the correct height. Take frequent breaks while using your laptop. Stop using the laptop and consult Office Services for assistance if you experience symptoms such as wrist pain, eye strain or headaches that you think may be caused by the way you are using the laptop.

EMPLOYEE SECURITY RESPONSIBILITIES

All Silverpop personnel have a responsibility to protect the security of Company assets, including physical and intellectual property. Examples of responsibilities include, but are not limited to:

- Protecting Company information assets as prescribed by the Silverpop Information Classification Policy (e.g., ensuring sensitive information is not shared with outside parties except as authorized by management according to the policy guidelines); and
- Protecting the physical security of Silverpop facilities by prominently displaying identification badges and challenging, or reporting to management (e.g., Facilities) or Human Resources, any unknown individuals who fail to do so.

COMPUTER, PHONE, AND EMAIL USAGE

Computers, computer files, the phone system, the email system, and software furnished to employees are Company property intended for business use. Employees should not use a password, access a file, or retrieve any stored communication without authorization. Under no circumstances may Employees copy any software product licensed to the Company. Employees are prohibited from installing software from sources other than the MIS-managed repository of approved software without prior approval from IT management (MIS or Prod Ops), InfoSec, and the Legal Department. All employees shall adhere to all copyright laws and packaged software license agreements.

In addition, before distributing proprietary software to a third party, authorization shall be obtained from the executive management and the Legal Department. This includes storage of company data and proprietary software on any unauthorized third/external party storage device or service (e.g. cloud services).

The Company strives to maintain a workplace free of harassment and sensitive to the diversity of its employees. Therefore, the Company discourages the use of computers, phones, and the email system in ways that are disruptive, offensive to others, or harmful to morale.

For example, the display or transmission of sexually explicit images, messages, and cartoons violate the Company's sexual harassment policy and will not be tolerated. Other such misuse includes, but is not

limited to, ethnic slurs, racial comments, off-color jokes, or anything that may be construed as harassment or showing disrespect for others.

The email and phone systems may not be used to solicit others for commercial ventures, religious or political causes, outside organizations, or other non-business matters.

Employees should notify their immediate supervisor, or any member of management upon learning of violations of this policy. Employees who violate this policy may be subject to disciplinary action, up to and including employment termination.

MOBILE PHONE POLICY

This policy outlines the use of personal mobile phones at work, the personal use of business mobile phones and the safe use of mobile phones by employees while driving.

PERSONAL MOBILE PHONES

While at work employees are expected to exercise the same discretion in using personal mobile phones as is expected for the use of company phones. Excessive personal calls during the workday, regardless of the phone used, can interfere with employee productivity and be distracting to others. Employees are therefore asked to make any other personal calls on non-work time, when practical, and to ensure that friends and family members are aware of the company's policy. Flexibility will be provided in circumstances demanding immediate attention.

The company will not be liable for the loss of personal mobile phones brought into the workplace.

PERSONAL USE OF COMPANY-PROVIDED MOBILE PHONES

Employees in possession of company equipment such as mobile phones are expected to protect the equipment from loss, damage or theft. Upon resignation or employment termination, or at any time upon request, the employee may be asked to produce the phone for return or inspection. Employees unable to present the phone in good working condition within the time period requested (for example, 24 hours) may be expected to bear the cost of a replacement.

Employees who separate from employment with outstanding debts for equipment loss or unauthorized charges will be considered to have left employment on unsatisfactory terms and may be subject to legal action for recovery of the loss.

SAFETY ISSUES FOR MOBILE PHONE USE

Employees whose job responsibilities include regular or occasional driving and who regularly use a mobile phone for business purposes are expected to refrain from using their phone while driving. Safety must come before all other concerns. Regardless of the circumstances, including slow or stopped traffic, employees are strongly encouraged to pull off to the side of the road and safely stop the vehicle before placing or accepting a call. If acceptance of a call is unavoidable and pulling over is not an option, employees are expected to keep the call short, use hands-free options if available, refrain from discussion of complicated or emotional discussions and keep their eyes on the road. Special care should be taken in situations where there is traffic, inclement weather or the employee is driving in an unfamiliar area.

Under no circumstances are employees allowed to place themselves at risk to fulfill business needs.

Employees who are charged with traffic violations resulting from the use of their phone while driving will be solely responsible for all liabilities that result from such actions.

Violations of this policy will be subject to the highest forms of discipline, including employment termination.

INTERNET USAGE

Internet access to global electronic information resources on the World Wide Web is provided by the Company to assist employees in obtaining work-related data and technology. The following guidelines have been established to help ensure responsible and productive Internet usage. Internet usage should be limited primarily to job-related activities. All Internet data that is composed, transmitted, or received via our computer communications systems is considered to be part of the official records of the Company and, as such, is subject to disclosure to law enforcement or other third parties. Consequently, employees should always ensure that the business information contained in Internet email messages and other transmissions is accurate, appropriate and ethical.

The equipment, services, and technology provided to access the Internet remain at all times the property of the Company. As such, the Company reserves the right to monitor Internet traffic, and retrieve and read any data composed, sent, or received through our online connections and stored in our computer systems.

Data that is composed, transmitted, accessed, or received via the Internet should not contain content that could be considered discriminatory, offensive, obscene, threatening, harassing, intimidating, or disruptive to any employee or other person. Examples of unacceptable content may include, but are not limited to, sexual comments or images, racial slurs, gender-specific comments, or any other comments or images that could reasonably offend someone on the basis of race, age, sex, religious beliefs, national origin, disability, or any other characteristic protected by law.

Abuse of the Internet access provided by the Company in violation of law or the Company policies may result in disciplinary action, up to and including employment termination. Employees may also be held personally liable for any violations of this policy. The following behaviors are examples of previously stated or additional actions and activities that are not acceptable and may result in disciplinary action leading up to employment termination:

- Sending or posting discriminatory, harassing, or threatening messages or images
- Copying, pirating, or downloading software and electronic files without permission
- Sending or posting confidential material, trade secrets, or proprietary information outside of the organization
- Sending or posting messages or material that could damage the organization's image or reputation
- Participating in the viewing or exchange of pornography or obscene materials

- Engaging in any other illegal activities

NO EXPECTATION OF PRIVACY IN ELECTRONIC COMMUNICATIONS

Electronic communications include telephone, e-mail, Internet, file transfers, electronic forums, faxes, and voice mail sent or received by you with the use of any electronic communications system or service utilized, operated or maintained on behalf of Silverpop. All of Silverpop's electronic communications systems are for business purposes only, and Silverpop reserves the right to access and monitor them. **Thus, employees should not have any expectation of privacy with respect to the use of laptops, e-mail, internet, or any other electronic communications.**

NON-DISCLOSURE OF INFORMATION

It is the policy of the Company to ensure that the operations, activities, and business affairs of the Company and our employees are kept confidential to the greatest possible extent. If, during the course of your employment, you acquire confidential or proprietary information about the Company or its employees, such information is to be handled in strict confidence and not to be discussed with outsiders. Employees are also responsible for the internal security of such information. Further information around non-disclosure and information security can be found in the *Employment Covenants Agreement*.

SOCIAL MEDIA GUIDELINES

Silverpop encourages its employees to actively use social media and explore different social channels. The social landscape is a place for personality and opinions, but within that comes a responsibility to keep the Silverpop brand in mind. This document is intended to provide Silverpop employees with guidelines to eliminate any confusion concerning the use of social media and to position you as a Silverpop employee and Silverpop as a company in the most positive light. If you have questions regarding the use of social media or this policy, please email social@silverpop.com for further information.

Why Have Social Media Guidelines for Employees?

In today's very social world, the lines between work and personal life can become blurred. In general, what employees do on their own time is a personal decision. However, your participation on social networks does reflect Silverpop as a company. Therefore, it is important to adhere to the guidelines detailed below.

Social platforms include, but are not limited to:

- Social networking sites (Facebook, Foursquare, Gowalla, LinkedIn, Myspace, Google Plus)
- Micro-blogging sites (Twitter)
- Personal blogs and comments (Tumblr, Blogger, Wordpress)
- Video and photo sharing websites (Flickr, YouTube)

- Forums and Discussion Boards (LinkedIn Groups, LinkedIn Answers, Quora, Google Groups, Yahoo! Groups)
- Wikis

Social Media Use at Work: Engaging with current customers and prospects is an important part of day-to-day work, so we encourage the use of social media during office hours as long as it is work related and does not take the focus away from primary responsibilities.

Confidentiality: Do not use personal or social networking sites to break news. Only disclose publicly available information. If you have any questions about what has or has not been announced publicly, please contact the Corporate Communications department. Confidentiality rules also apply to publicly revealing the identity of job candidates who have applied with Silverpop or what companies are current customers.

Be Transparent: If you plan on discussing topics related to email marketing or marketing automation, your About Me or bio sections should make it clear that you are a Silverpop employee, but your opinions are your own.

Official Statements: Our corporate communications team monitors public forums and social networks for discussions about Silverpop and Silverpop products. While it is very tempting to offer your opinions and defend our company in these situations, please refrain from doing so without first contacting the Corporate Communications department. There may already be a response plan in place and we will want to coordinate accordingly.

DISCUSSIONS WITH MEDIA AND ANALYSTS

It is the policy of the Company that all contact with the media or analyst firms be managed by only designated employees. This ensures that information about the Company is provided to outside parties in a deliberate, consistent manner and maximizes the success of our marketing and messaging efforts.

Employees should never initiate contact with members of the media or analyst firms directly or provide information of any kind if they are ever contacted by these groups. Should you receive a call from someone in the media or with an analyst firm, tell them that they need to contact our Manager - Corporate Communications and offer to transfer their call or take a message for them.

USE OF THE SILVERPOP NAME

In order to help the Company maximize the impact of its sales and marketing messaging, the Marketing organization has established certain guidelines for referring to the Company and its products and services. The *Silverpop Style Guide* can be found on the Marketing page of the company intranet. The Marketing department will provide ongoing direction to the Company as these guidelines grow and change over time. All employees are expected to use their best efforts to follow these guidelines, especially regarding Email Signature, Logo Usage, Letterhead Template and PowerPoint Template.

SAFETY

CHEMICAL SENSITIVITY

Due to health concerns that affect some employees with chemical sensitivities, we ask that all employees be conscious of this, and refrain from excessive use of scented products, such as hair spray, cologne, perfume and air fresheners. As an additional consideration, we ask that employees refrain from the application of these scented products in the office.

ACCIDENTS/JOB SAFETY AND HEALTH

While the Company is not an industrial environment, accidents do occur. Your safety is important to us. Practice safe habits and be alert to any conditions which could harm you or others. Therefore, please keep the floor and aisle ways clear of boxes and your work area free of debris. Do not lift boxes that are too heavy for you.

Any injury or accident, no matter how insignificant you think it is, should be reported immediately to your supervisor or to Human Resources. An injury report will then be filled out and used for insurance purposes and to satisfy workers' compensation laws.

All employees should immediately bring unsafe work conditions to the attention of the Manager – Facilities and Office Services.

SAFETY AND SECURITY

The safety and security of our employees and our assets are of utmost importance. Our office facility is to remain secure at all times and every employee is responsible for making sure that obvious breaches of security (such as doors propped open or visitors wandering alone on the office) are identified and corrected immediately.

Each employee will be issued a magnetic security badge, which will allow the employee to enter and exit our office facility. In addition, a second security badge may also be issued to an employee that will allow access into the office complex and office building outside of normal business hours. Badges should be worn by, and remain under the control of, the individual employee at all times and should not be given to other employees or visitors for their use. If appropriate, visitors may receive a temporary security badge from the Facilities and Office Services team. Report lost or misplaced badges and keys to the Facilities and Office Services team as soon as possible by sending an email to "Office Manager"; you can find full information on the visitor process on the Facilities/Office Management page of the intranet.

The building manager has established both a fax and email notification procedure to make tenants aware of any issues that may arise. The Facilities and Office Services team will then pass along to Company employees the information provided.

Please remember that, where available, building security upon request will provide escorts to your automobile after hours. In **Atlanta**, you may call them directly at **770-226-5418**. You should report any safety or security concerns to your supervisor and to the Facilities and Office Services team immediately.

FIRE AND EMERGENCY EVACUATION DRILLS

In conjunction with the building manager, the Company will conduct fire and/or emergency evacuation drills from time to time. All employees are expected to participate and cooperate in these drills and should take the time to make themselves aware of the emergency escape routes from the building using the designated stairwells. During a drill or in an actual emergency all employees are required to evacuate the building and gather at the designated meeting place where they should wait for next steps (all clear, re-enter the building, etc).

EMERGENCY CLOSING POLICY

Although Silverpop will make every effort to remain open for business on scheduled work days, there may be instances where conditions make it impossible to do so. These include, but are not limited to, severe weather, declared state of emergency, utility disruptions, natural disasters and terrorist actions. In all cases, employee safety will be the primary consideration.

The Company reserves the right to make decisions regarding emergency closings believed to be in the best interests of the safety of all employees. In the event of a possible Company-designated closure, employees should call the **Silverpop Corporate Emergency Information Line** 770-763-3094 to check the operational status of the office before coming into work.

Silverpop Systems Inc.

Employee Handbook

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VERSION CONTROL

Document Version	Revised Date	Revised By	Revised Description
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