

**SUPPORTSOFT, INC.**  
**CORPORATE GOVERNANCE GUIDELINES**

**(Adopted April 28, 2008)**

The Board of Directors of SupportSoft, Inc. (the “Company”) has adopted these corporate governance guidelines to assist the Company in following governance practices that serve the best interests of the Company and its stockholders. The Nominating and Corporate Governance Committee of the Board reviews these guidelines annually and recommends changes as appropriate.

**A. THE ROLES OF THE BOARD OF DIRECTORS AND MANAGEMENT**

1. *The Board of Directors* — The business of the Company is conducted under the oversight of the Board of Directors (the “Board”). The Board selects the Chairperson and Chief Executive Officer (the “CEO”) and delegates to the CEO the authority and responsibility to manage the Company’s operations. The Board serves as elected representatives of the stockholders, acts as an advisor and counselor to the CEO and senior management, and oversees management performance on behalf of stockholders.
2. *Management* — The CEO and senior management are responsible for running the Company’s business operations.

**B. BOARD COMPOSITION AND LEADERSHIP**

1. *Chairperson of the Board and Chief Executive Officer* — The Board selects and appoints the Chairperson of the Board and the Chief Executive Officer. The positions of Chairperson and CEO are to be held by separate individuals.
2. *Size of the Board* — The number of directors should not exceed a number that can function efficiently. The Nominating and Corporate Governance Committee considers and makes recommendations to the Board concerning the appropriate size of the Board.
3. *Board Independence* — The Board believes in having a majority of independent directors on the Board. As such, three-quarters of the directors shall be “independent directors” as defined by the rules promulgated by the National Association of Securities Dealers, Inc., as amended (the “NASD Rules”), and shall satisfy all applicable independence requirements under the federal securities laws or rules thereunder. The Board has established a Nominating and Corporate Governance Committee of independent directors to make recommendations to the Board regarding decisions on corporate governance matters.
4. *Board Membership Criteria* — The Nominating and Corporate Governance Committee shall periodically review with the Board the appropriate skills and

characteristics required of Board members given the current Board composition. The Board will be comprised of individuals who have distinguished records of leadership and success in their arena of activity and who will make substantial contributions to Board operations. The Board's assessment of Board candidates includes, but is not limited to, consideration of relevant industry experience, general business experience, relevant financial experience, and compliance with independence and other qualifications necessary to comply with any applicable tax and securities laws and the rules and regulations thereunder, and the NASD rules. Specific consideration shall also be given to: (i) roles and contributions valuable to the business community, (ii) personal qualities of leadership, character, judgment and whether the candidate possesses and maintains throughout service on the Board a reputation in the community at large of integrity, trust, respect, competence and adherence to the highest ethical standards, (iii) relevant knowledge and diversity of background and experience in such things as business, manufacturing, technology, finance and accounting, marketing, international business, government and the like; or (iv) whether the candidate is free of conflicts and has the time required for preparation, participation and attendance at all meetings. A director's qualifications in light of these criteria are considered at least each time the director is nominated or re-nominated for Board membership.

5. *Selection of New Director Candidates* — The Nominating and Corporate Governance Committee screens and recommends director candidates to the Board.
6. *Directors Who Experience Change in Present Job Responsibilities or Other Relevant Circumstances* — When a director's principal occupation or business affiliation changes, or other circumstances arise which may raise questions about the Director's continuing qualifications in relation to the Board Membership Criteria set forth above, then the director should consider tendering her/his resignation, or the Nominating and Corporate Governance Committee may ask for such tender. The Nominating and Corporate Governance Committee will consider the tendered resignation and recommend to the Board the action to be taken.
7. *Service On Other For-Profit Boards* — Independent directors are encouraged to evaluate carefully the time required to serve on other boards (excluding non-profit) taking into account Board attendance, preparation, participation and effectiveness on these boards. Independent directors must advise the Chairperson and CEO before accepting an invitation to serve on another company's board of directors to enable the Company to determine whether (i) any regulatory issues or potential conflicts are raised by the director accepting such an invitation and (ii) the director will have the time required for preparation, participation and attendance at Board meetings. Directors may not serve on the boards of directors of more than three other publicly-traded companies in addition to the Company Board.

8. *Board Compensation Review* — The Compensation Committee will periodically receive reports on the status of Board compensation in relation to other companies, as it deems appropriate, and is responsible for recommending to the Board changes in compensation for non-employee directors.
9. *Board's Interaction With Stakeholders* — The CEO and senior management are responsible for establishing effective communications with the Company's stakeholders, including stockholders, customers, employees, communities, suppliers, creditors, governments, and corporate partners. It is the policy of the Board that management speaks for the Company. This policy does not preclude independent directors from meeting with stakeholders, but, subject to exceptions for communications with employees as described in Section C(4) below or in which it would be inadvisable for management to participate, management should be present at such meetings.

### **C. BOARD OPERATIONS**

1. *Selection of Agenda Items for Board Meetings* — The Chairman of the Board, in consultation with other directors and management as appropriate, establishes the agenda for each meeting of the Board. Any Board member may ask to include items on the agenda. =
2. *Board Materials Distributed in Advance* — Board members receive materials related to certain agenda items in advance of Board meetings in the event directors need to prepare to discuss the items at the meeting. Sensitive subjects may be discussed at the meeting without distributing written materials in advance or at the meeting.
3. *Director Responsibilities* — Directors must exercise their business judgment to act in the best interests of the stockholders and the Company. In discharging this obligation, directors reasonably may rely on the Company's senior executives and its advisors and auditors. Directors are expected to attend and participate in all meetings of the Board and of committees on which they serve and to spend the time needed and prepare for and meet as frequently as necessary to discharge their responsibilities. The Board shall make the determination that at least one of the members of the Audit Committee meets the Audit Committee financial expert requirements.
4. *Board Presentations and Access to Employees* — Members of senior management may be invited to attend part or all of a Board meeting in order to participate in discussions. Generally, the executive responsible for an area of the Company's operations makes the presentation for the Board to consider. Board members have complete access to all members of management and all other Company employees. The Board meets regularly at the Company's principal offices, and at least once a year while on-site, independent directors are encouraged to meet with employees to discuss matters of concern regarding the operations of the Company on a confidential basis, if requested by employees.

5. *Board Access to Independent Advisors* — The Board and its committees may seek advice from outside advisors as appropriate.
6. *Executive Sessions of Independent Directors* — Independent directors are to use best efforts to conduct an executive session (i.e., a session without management present) at each regular Board meeting and shall meet without management at least two times a year. The chairs of the Audit, Compensation, and Nominating and Corporate Governance Committees of the Board may chair executive sessions of the independent directors at which the principal items to be considered are within the scope of the committee chair's authority.
7. *Conflicts of Interest and Code of Ethics* — The Board expects directors, in addition to the Company's officers and employees, to act ethically at all times and to adhere to the Company's Code of Ethics. The Board will oversee the implementation and effectiveness of the Code of Ethics and the Company's compliance program. Directors shall disclose any conflicts of interest promptly to the appropriate officer or Board committee.

#### **D. BOARD COMMITTEES**

1. *Committees* — The current committees are the Audit, Compensation, and Nominating and Corporate Governance Committees.
2. *Assignment and Term of Service of Committee Members* — The Board is responsible for the appointment of committee members and chairs, based on recommendations of the Nominating and Corporate Governance Committee. Every year, after its first meeting following the Annual Meeting of Stockholders, the Board shall elect the members of each committee.
3. *Agenda, Frequency, Length and Reports of Committee Meetings* — The chair of each committee approves the agenda, length of and attendance at each committee meeting and determines the frequency of meetings. Materials related to agenda items are given to the committee members sufficiently in advance to allow the members to prepare for discussing the items at the meeting. The committee chairs report a summary of their meeting to the Board following each regular committee meeting, or as the Board otherwise deems appropriate.
4. *Membership* — Only independent directors may serve on the Audit, Compensation, and Nominating and Corporate Governance Committees.
5. *Responsibilities* — The Board periodically reviews the responsibilities of each committee and approves each committee's charter.

#### **E. DIRECTOR EDUCATION**

Directors shall receive periodic updates on corporate governance, ethics and compliance, regulatory and other developments, and roles and responsibilities of Board members from Company management and/or third-party providers (which may include

corporate governance seminars or NASDAQ-approved or certified educational programs). Each director shall receive training on such topics separate and apart from Board meetings at least once every two years.

## **F. BOARD AND MANAGEMENT EVALUATION**

1. *Formal Evaluation of the CEO and other Officers* — The Compensation Committee shall review and approve corporate goals and objectives relevant to the compensation of the Company’s CEO and other officers who are reporting persons under Section 16 of the Securities Exchange Act of 1934 and the rules promulgated thereunder (“Officers”). The Compensation Committee shall also evaluate the CEO’s performance and provide guidance to the CEO for the evaluation of the other Officers’ performance in light of such goals and objectives at least annually and communicate the results to the CEO and the Board. Based on such evaluation, the Compensation Committee shall establish and approve annually for the CEO and other Officers, the compensation levels for those persons, including, as applicable, (a) base salary, (b) bonus, (c) long-term incentive and equity compensation, and (d) any other compensation, perquisites, and special or supplemental benefits. The CEO may not be present during discussion of her/his compensation, but may be present during discussion of, but may not vote on, compensation of the other executive officers.
2. *Board Self-Assessment* — The Board will conduct an annual self-evaluation to determine whether it and its committees are functioning effectively. The Nominating and Corporate Governance Committee shall review on an annual basis the functioning and effectiveness of the Board, its committees and its individual members, and to the extent that Committee deems appropriate, recommend changes to enhance the effectiveness of the Board and its committees. The Board, based on such recommendations of the Nominating and Corporate Governance Committee and comments from each Board member, will make a self-assessment specifically reviewing areas in which the Board and/or the management believe improvements could be made to enhance the effectiveness of the Board and its committees. The Board may delegate the management of the self-assessment process to the General Counsel or another member or members of management (but not any management director).
3. *Succession Planning* — The Board, with the assistance of the Compensation Committee, plans the succession to the position of CEO and certain other senior management positions. To assist the Board and Compensation Committee, the CEO annually assesses senior managers and their succession potential. The CEO also provides the Board and Compensation Committee with an assessment of persons considered potential successors to certain senior management positions.
4. *Management Development* — The CEO annually should report to the Board on the Company’s program for management development.

## **G. AMENDMENT**

These Corporate Governance Guidelines may be amended from time to time by the Board. At least once every three years, the Board will seek an appraisal of these guidelines and any recommended changes from outside counsel, an outside consultant, or an independent director designated by the Board, and will consider any recommended changes, as appropriate.