

SEACHANGE INTERNATIONAL, INC.

Amended and Restated Corporate Governance Guidelines

The Board of Directors (“Board”) of SeaChange International, Inc. (“Corporation”) has adopted the following guidelines in furtherance of its continuing efforts to enhance the quality of corporate governance. The Board will review and amend these guidelines as it deems necessary and appropriate.

1. Board Mission and Director Responsibilities.

- a) The primary function of the Board is to oversee the stockholders interests in the long-term financial strength and overall success of the Corporation’s business. The Board serves as the ultimate decision-making body of the Corporation, except for those matters reserved to or shared with the stockholders, or delegated to certain committees by the Board or as mandated by rules promulgated by the Securities and Exchange Commission, the Nasdaq Stock Market or other governing or regulatory bodies (the “Regulatory Bodies”). The Board selects and oversees the members of senior management, who are charged by the Board with conducting the business of the Corporation.
- b) The core responsibility of the Board is to exercise its business judgment to act in what it reasonably believes to be in the best interests of the Corporation and its stockholders. Directors must fulfill their responsibilities consistent with their fiduciary duty to the stockholders, in compliance with all applicable laws and regulations. Directors will also, as appropriate, take into consideration the interests of other stakeholders, including employees and the members of communities in which the Corporation operates.
- c) The Board provides advice and counsel to the Chief Executive Officer and other senior officers of the Corporation. The Board ensures that the assets of the Corporation are properly safeguarded, that appropriate financial and other controls are maintained, and that the Corporation’s business is conducted wisely and in compliance with applicable laws and regulations.
- d) In discharging its duties, Directors may rely on the Corporation’s senior executives and outside advisors and auditors. Accordingly, skill and integrity will be important factors in selection of the Corporation’s senior executives and other advisors. The Board has the authority to hire independent legal, financial or other advisors as it may deem necessary.
- e) Directors are expected to attend all meetings of the Board and of the committees on which each Director serves. Directors should devote the time and effort necessary to fulfill their responsibilities. Information important to Directors’ understanding of issues to come before the Board or a committee will be provided

sufficiently in advance of the meeting to permit Directors to make informed decisions. Directors are expected to review these materials before the meeting.

- f) The Executive Chair shall fulfill the function of Chairman of the Board. Among the functions of the Executive Chair shall be facilitating and improving communication between the independent directors and the Corporation by serving as an interface between the senior management and the Board of Directors.
- g) The Board will hold regularly scheduled meetings at least four times a year. The Chairman of the Board will set the agenda for Board meetings. Any Director may suggest items for inclusion on the agenda. Any Director may raise a subject that is not on the agenda at any meeting. Certain items pertinent to the oversight and monitoring function of the Board will be brought to the Board regularly. The Board will review the Corporation's long-term strategic plans and the most significant financial, accounting and risk management issues facing the Corporation in at least one Board meeting each year.
- h) The independent directors of the Board must have regularly scheduled meetings at which only independent directors are present. Normally, such meetings will occur during regularly scheduled Board meetings. The Chairman of the Board may preside at the regular meetings of the non-management Directors.

2. Director Qualifications.

- a) The Board of Directors will nominate candidates for the Board of Directors such that, if elected, a majority of directors would be considered independent, as set forth below, and, if sufficient independent directors are elected, will appoint only independent directors to serve on the committees of the Board of Directors.
- b) For purposes of this policy, "independent director" will mean a director who:
 - is not or has not within the prior three years been an employee of the Corporation or of any of its subsidiaries,
 - has not, nor has a family member accepted from the Corporation or any of its subsidiaries of more than \$120,000 during the current or previous three fiscal years, other than the following: compensation for board or board committee service; payments arising solely from investments in the company's securities; compensation paid to a family member who is a non-executive employee of the Corporation or any of its subsidiaries; benefits under a tax-qualified retirement plan, or non-discretionary compensation; or loans permitted under Section 13(k) of the Securities Exchange Act of 1934,
 - is not a family member of an individual who is or was at any time during the past three years, employed by the Corporation or by any subsidiary as an executive officer,

- is not, nor has a family member that is, a partner, controlling shareholder or executive officer of any business organization to which the Corporation made, or from which the Corporation received, payments for property or services in the current or any of the past three fiscal years that exceed 5% of the recipient's consolidated gross revenues for that year, or \$200,000, whichever is more, other than payments arising solely from investments in the Corporation's securities or under non-discretionary charitable contribution matching programs,
 - is not, nor has a family member who has been, employed as an executive officer of another entity where at any time during the past three years any of the Corporation's executive officers serve on the compensation committee of such other entity, or
 - is not, nor has a family member who is, a current partner of the company's outside auditor, or was a partner or employee of the company's outside auditor who worked on the company's audit at time during the past three years.
- c) In addition to the above criteria, the Board must determine that each director nominee has no relationship which, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. The Board will observe all additional criteria for independence promulgated by the Securities and Exchange Commission, the Nasdaq Stock Market and any other governing or regulatory body, as applicable.
- d) Director nominees may either be selected, or recommended for the Board's selection by the Corporate Governance and Nominating Committee as disclosed in its charter and any policies governing director nominations adopted by the Board. The Corporate Governance and Nominating Committee will review all nominees for the Board in accordance with its charter and any policies governing director nominations adopted by the Board. The Committee will select qualified nominees and review its recommendations with the Board, which will decide whether to invite the nominee to join the Board. The Chairman of the Board should extend the Board's invitation to join the Board.
- e) In accordance with the By-Laws, Directors are elected for a term of three (3) years. The Board does not believe that it should establish limits on the number of terms a Director may serve. Term limits may cause the loss of experience and expertise important to the optimal operation of the Board. However, to ensure that the Board remains composed of high functioning members able to keep their commitments to Board service, the Corporate Governance and Nominating Committee will evaluate the qualifications and performance of each incumbent Director before recommending the nomination of that Director for an additional term.

- f) The Board expects that when the Chief Executive Officer resigns from that position, he or she will also simultaneously submit his or her resignation from the Board. Whether the individual continues to serve on the Board is a matter for discussion at that time with the new Chief Executive Officer and the Board.
- g) The Corporation expects that a director's existing and future commitments will not materially interfere with such director's obligations to the Corporation. In the event of (i) a change in the director's employment or other circumstances giving rise to an actual or potential material conflict of interest with the Corporation or (ii) malfeasance by the director, individual directors shall (a) in the case of an actual or potential material conflict of interest, inform the Corporate Governance and Nominating Committee of such conflict, and (b) in either case, submit a letter of resignation to the Board for consideration by the Corporate Governance and Nominating Committee and the full Board. Whether the individual continues to serve on the Board is a matter for consideration by the Corporate Governance and Nominating Committee and the full Board.
- h) The Corporation recognizes that directors should limit the number of boards on which they serve so that they can give proper attention to each board responsibility. However, the philosophy of the Corporation is not to set an invariant limit on the number of boards on which a director may serve. In the event a director wishes to join the board of another company, it is expected that the director will advise the Board of his or her intention. The Board will then determine whether the new commitment will allow the director to continue to fulfill his or her obligations to the Corporation.
- i) Other than in connection with a Contested Election Meeting, as defined in the Corporation's Amended and Restated By-Laws, if any nominee for Director who is a Director of the Corporation prior to such meeting does not receive at his or her election a number of votes "for" such nominee's election greater than the number of votes "against" such nominee's election, the Director shall promptly tender his or her resignation to the Board of Directors, and the Corporate Governance and Nominating Committee will undertake an evaluation of the appropriateness of the Director's continued service on the Board of Directors, and will make a recommendation to the Board of Directors as to whether to accept such Director's resignation. The Corporate Governance and Nominating Committee may consider any facts and circumstances it deems relevant.

The Corporate Governance and Nominating Committee's evaluation will begin promptly following certification of the voting results and the Corporate Governance and Nominating Committee will submit a recommendation to the Board of Directors promptly following completion of the evaluation. In reviewing the Corporate Governance and Nominating Committee's recommendation, the Board of Directors will consider the factors evaluated by the Corporate Governance and Nominating Committee and such additional information and factors the Board believes to be relevant.

Any Director who is the subject of the evaluation described in this section will not participate in the Corporate Governance and Nominating Committee's or Board of Directors' considerations of the appropriateness of his or her continued service, except to respond to requests for information. If a majority of the members of the Corporate Governance and Nominating Committee are subject to this evaluation process, then the independent directors on the Board (as most recently determined by the Board pursuant to applicable Nasdaq guidelines) who are not subject to the evaluation will appoint a Board committee comprised of independent directors who are not being evaluated solely for the purpose of conducting the required evaluation. The special committee will make the recommendation to the Board otherwise required of the Corporate Governance and Nominating Committee.

Following the Board's determination, the Corporation shall promptly publicly disclose in a document furnished or filed with the Securities and Exchange Commission the Board's decision within ninety (90) days from the date of the certification of the election results.

3. Committees of the Board.

- a) The Board shall at all times have the following standing committees: Audit, Compensation, and Corporate Governance and Nominating. The Board may establish additional committees as necessary or appropriate.
- b) In accordance with the Corporation's Board independence policy outlined above, only independent Directors shall serve on the standing committees of the Board. Each of the standing committees will have its own charter. The charter will set forth the responsibilities of each committee, the qualifications and procedures of the committee and how the committee will report to the Board.
- c) The Chair of each committee will determine the frequency of committee meetings, consistent with the committee's charter and the Corporation's needs.

4. Director Access to Officers, Employees and Information.

Directors have full and free access to officers, employees and the books and records of the Corporation. Any meetings or contact that a Director wishes to initiate may be arranged through the Chief Executive Officer or the Chief Financial Officer. The Directors should use their judgment to ensure that any such contact is not disruptive to the business operations of the Corporation.

5. Director Orientation.

All new Directors must participate in the Corporation's orientation program, which should be conducted within six (6) months after a new Director is elected. This orientation will include presentations by senior management to familiarize new Directors with the Corporation's business and strategic plans, its significant financial, accounting and risk management issues, its compliance programs, its corporate governance documents, including the Code of Ethics and Business Conduct, its principal officers, and its internal and independent auditors. Copies of the Corporation's corporate governance documents shall be made available at the orientation. Any sitting Directors may attend the orientation program.

6. Annual Chief Executive Officer Performance Evaluation.

To ensure that the Chief Executive Officer is providing the best leadership for the Corporation, the Board will annually evaluate the Chief Executive Officer's performance. The Board of Directors will discuss the Chief Executive Officer's performance in an executive session of non-management Directors. The Board's evaluation of the Chief Executive Officer's performance will be a significant factor in the Compensation Committee's annual review of the Chief Executive Officer's compensation. The Board shall annually review and ratify corporate goals and objectives relevant to the Chief Executive Officer's compensation. These duties may be delegated to a committee of the Board. The Chairman of the Board shall work with the Board or the delegated committee to conduct this annual Chief Executive Officer evaluation.

7. Annual Board Performance Evaluation.

The Board of Directors will conduct an annual self-evaluation to determine whether the Board and its committees are functioning effectively and have the necessary resources. The Corporate Governance and Nominating Committee will receive comments from all Directors and report annually to the Board with an assessment of the Board's performance, which will be discussed with the full Board. The assessment will focus on the Board's contribution to the Corporation and specifically focus on areas in which the Board or management believes that the Board or any of its committees could improve.

8. Officer Compensation and Stock Ownership.

- a) Compensation of the Chief Executive Officer must be determined, or recommended to the Board for determination, by the Compensation Committee. The Chief Executive Officer may not be present during voting or deliberation.
- b) Compensation for all other executive officers must be determined, or recommended to the Board for determination, by the Compensation Committee.
- c) The following stock ownership targets shall apply to the below-specified officers of the Corporation, which targets shall be initially achieved by December 16, 2015 or, if later, six (6) years following appointment to office:
 - The Chief Executive Officer shall at all times retain ownership of vested shares of stock in a minimum amount equal to 250,000 shares;

- The Chief Financial Officer shall at all times retain ownership of vested shares of stock in a minimum amount equal to 75,000 shares; and
- Each Senior Vice President that is an executive officer shall at all times retain ownership of vested shares of stock in a minimum amount equal to 50,000 shares.

Prior to meeting the foregoing stock ownership targets, each officer subject to the foregoing stock ownership targets is encouraged, but is not required, to retain a meaningful portion of all shares of stock acquired by the officer (whether through equity awards by the Corporation, purchases on the open market or otherwise) in order to progress toward the stock ownership targets, other than shares of stock sold to pay taxes and/or applicable exercise price with respect to an equity award.

Upon meeting the foregoing stock ownership targets, each such officer shall in addition thereafter retain 25% of all shares of stock acquired by the officer (whether through equity awards by the Corporation, purchases on the open market or otherwise), other than shares of stock sold to pay taxes and/or applicable exercise price with respect to an equity award.

Individuals will not be subject to penalties for failure to achieve the foregoing targets; however, the Chief Executive Officer shall have the responsibility to ensure that the targets are adhered to by the officers of the Corporation.

- d) Upon voluntary termination of service, officers subject to the foregoing stock ownership targets are prohibited from selling any stock then owned for a period of ninety (90) days following termination.
- e) The Chief Executive Officer may, for hardship or other compelling personal requirements, permit the sale of shares of stock by an officer subject to the foregoing stock ownership guidelines other than in compliance with the aforementioned guidelines.

9. Director Compensation and Stock Ownership.

- a) The form and amount of Director compensation shall be determined by the Compensation Committee and then recommended to the full Board for action in accordance with its committee charter.
- b) Director compensation may be a combination of cash and stock, including deferred stock units or “DSU’s”, in the Corporation. For purposes of this Section 9, vested DSU’s shall be treated as vested shares of stock owned by the applicable non-employee director.
- c) Non-employee directors shall at all times retain ownership of vested shares of stock in a minimum amount equal to lesser of 40,000 shares and \$250,000 in shares, with such stock ownership target to be initially achieved by December 16, 2015 or, if later, four (4) years following election to the Board.

Prior to meeting the foregoing stock ownership targets, each non-employee director is encouraged, but is not required, to retain a meaningful portion of all shares of stock acquired by the non-employee director (whether through equity awards by the Corporation, purchases on the open market or otherwise) in order to progress toward the stock ownership targets, other than shares of stock sold to pay taxes and/or applicable exercise price with respect to an equity award.

Upon meeting the foregoing stock ownership targets, each non-employee director shall in addition thereafter retain 25% of all shares of stock acquired by the non-employee director (whether through equity awards by the Corporation, purchases on the open market or otherwise), other than shares of stock sold to pay taxes and/or applicable exercise price with respect to an equity award.

Individuals will not be subject to penalties for failure to achieve the foregoing targets; however, the Chairman of the Board shall have the responsibility to ensure that the targets are adhered to by the non-employee directors of the Corporation.

- d) Upon voluntary termination of service, non-employee directors are prohibited from selling any stock then owned for a period of ninety (90) days following termination.
- e) The Chairman of the Board (or, in the case of the Chairman of the Board, the Corporate Governance and Nominating Committee) may, for hardship or other compelling personal requirements, permit the sale of shares of stock by a non-employee director other than in compliance with the aforementioned guidelines.

10. Board Interaction with Outside Interested Parties.

The Board believes that management speaks for the Corporation. From time to time, at the request of management, individual Board members may meet or otherwise communicate with various constituencies that are involved with the Corporation. Where comments from the Board are appropriate, they will normally come from the Chairman.

11. Code of Ethics and Business Conduct.

- a) Corporate Directors and executive officers should, through Corporation management, bring to the attention of the Governance and Nominating Committee any proposed transaction or change in circumstance with respect to an existing transaction that might reasonably be anticipated to violate the provisions of the Corporation's Code of Ethics and Business Conduct or that, pursuant to the terms of the Corporation's Code of Ethics and Business Conduct, requires approval of the Governance and Nominating Committee prior to the execution of such transaction.
- b) Corporate Directors and executive officers shall, on an annual basis, review a copy of the Corporation's Code of Ethics and Business Conduct and deliver to the

Corporation a signed receipt and acknowledgment that such person has received and read a copy of the Corporation's Code of Ethics and Business Conduct.

12. Stockholder – Board Communications.

a) The Board provides to every stockholder the ability to communicate with the Board, as a whole, and with individual directors on the Board through an established process for security holder communication (as that term is defined by the rules of the SEC) (“Stockholder Communication”) as follows:

1. For Stockholder Communications directed to the Board as a whole, stockholders may send such communication to the attention of the Chairman of the Board via the method listed below:

U.S. Mail (or courier or expedited delivery service):

SeaChange International, Inc.
50 Nagog Park
Acton, Massachusetts 01720
Attn: Chief Financial Officer

2. For Stockholder Communications directed to an individual director in his or her capacity as a member of the Board, stockholders may send such communication to the attention of the individual director via the method listed below:

U.S. Mail (or courier or expedited delivery service):

SeaChange International, Inc.
50 Nagog Park
Acton, Massachusetts 01720
Attn: [Name of Individual Director]
c/o Chief Financial Officer

b) The Corporation will forward any such Stockholder Communication to each director via U.S. Mail to an address specified by each such director. Each director, including the Chairman, to receive such Stockholder Communication will report the information contained therein to the Board at the next scheduled meeting of the directors.

c) Communications from an officer or director of the Corporation and proposals submitted by stockholders pursuant to Rule 14a-8 of the Securities Exchange Act of 1934 (and related communications) will not be viewed as a Stockholder Communication. Communications from an employee or agent of the Corporation will be viewed as Stockholder Communication only if such communications are made solely in such employee's or agent's capacity as a stockholder.

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