

# BRIGHTCOVE INC.

## CODE OF BUSINESS CONDUCT AND ETHICS

### Introduction

#### *Purpose and Scope*

The Board of Directors of Brightcove Inc. (together with its subsidiaries, “Brightcove”) established this Code of Business Conduct and Ethics (this “Code”) to aid Brightcove’s directors, officers and employees in making ethical and legal decisions when conducting Brightcove’s business and performing their day-to-day duties.

The Brightcove Board of Directors (the “Board”), in conjunction with its Nominating and Corporate Governance Committee, is responsible for administering the Code. The Board has delegated day-to-day responsibility for administering and interpreting the Code to a Compliance Officer. David Plotkin, our Chief Legal Officer, has been appointed Brightcove’s Compliance Officer (the “Compliance Officer”) under this Code.

Brightcove expects its directors, officers and employees to exercise reasonable judgment when conducting Brightcove’s business. Brightcove encourages its directors, officers and employees to refer to this Code frequently to ensure that they are acting within both the letter and the spirit of this Code. If you have questions or concerns about this Code, Brightcove encourages you to speak with your supervisor (if applicable) or, if you are uncomfortable doing that, with the Compliance Officer under this Code.

#### *Contents of this Code*

This Code has two sections which follow this Introduction. The first section, “*Standards of Conduct*,” contains the actual guidelines that our directors, officers and employees are expected to adhere to in the conduct of Brightcove’s business. The second section, “*Compliance Procedures*,” contains specific information about how this Code functions including who administers the Code, who can provide guidance under the Code and how violations may be reported, investigated and disciplined. This second section also contains a discussion about waivers of and amendments to this Code.

Additionally, all Brightcove directors, officers and employees are expected to adhere to our Foreign Corrupt Practices Act Policy, which is attached as Appendix A hereto. Brightcove’s Finance Code of Ethics, attached as Appendix B hereto, additionally applies to Brightcove’s finance employees.

#### *A Note About Other Obligations*

Brightcove’s directors, officers and employees generally have other legal and contractual obligations to Brightcove. This Code is not intended to reduce or limit the other obligations that you may have to Brightcove. Instead, the standards in this Code should be viewed as the *minimum standards* that Brightcove expects from its directors, officers and employees in the conduct of its business.

## **Standards of Conduct**

### ***Overview***

Brightcove understands that this Code will not contain the answer to every situation you may encounter or every concern you may have about conducting Brightcove's business ethically and legally; however, a good rule to follow is to consider whether you'd feel comfortable if your potential actions or dealings were made public – if the answer is no, you should reconsider following through on them.

### ***Conflicts of Interest***

Brightcove recognizes and respects the right of its directors, officers and employees to engage in outside activities which they may deem proper and desirable, provided that these activities do not impair or interfere with the performance of their duties to Brightcove or their ability to act in Brightcove's best interests. In most, if not all, cases this will mean that our directors, officers and employees must avoid situations that present a potential or actual conflict between their personal interests and Brightcove's interests.

A "conflict of interest" occurs when a director's, officer's or employee's personal interest interferes with Brightcove's interests. Conflicts of interest may arise in many situations, including the following:

- *Outside Employment and Other Affiliations.* A conflict of interest may arise if an individual is simultaneously employed or engaged by Brightcove and another business concern, particularly a Brightcove client or business partner.
- *Activities with Competitors.* A conflict of interest arises if an individual takes part in any activity that enhances or supports a competitor's position, including accepting simultaneous employment with a competitor.
- *Gifts.* While entertaining clients in the ordinary course of business is not prohibited, a conflict of interest may arise if an individual or any member of an individual's immediate family gives or accepts any gift with the intent to improperly influence the normal business relationship between Brightcove and its clients or other business partners, or gives or accepts any gifts from a competitor.
- *Investments in Other Businesses.* A conflict of interest may arise if an individual or any member of an individual's immediate family holds a financial interest in an outside business concern, particularly, a Brightcove client or business partner. Many factors must be considered in determining whether a conflict of interest exists in this situation, including the size and nature of the investment; the ability to influence Brightcove's decisions that could affect the outside business concern; access to confidential information of Brightcove or of the outside business concern; and the nature of the relationship between Brightcove and the outside business concern.
- *Conducting Business with Family Members.* A conflict of interest may arise if an individual conducts business on behalf of Brightcove with a business in which a

family member of such individual is associated in any significant role. The Compliance Officer must be informed of all situations in which Brightcove is conducting business with a member of an employee's family.

- *Conducting Business with Affiliates.* A conflict of interest may arise if an individual conducts business on behalf of Brightcove with a business in which an affiliate of Brightcove is associated in any significant role. The Compliance Officer must be informed of all situations in which Brightcove is conducting business with an affiliate of Brightcove.

Any material transaction or relationship that reasonably could be expected to give rise to a conflict of interest should be reported promptly to the Compliance Officer. The Compliance Officer may notify the Board or its Nominating and Corporate Governance Committee as he or she deems appropriate.

### ***Compliance with Laws, Rules and Regulations***

Brightcove seeks to conduct its business in compliance with applicable laws, rules and regulations. No director, officer or employee shall engage in any unlawful activity in conducting Brightcove's business or in performing his or her day-to-day company duties, or instruct others to do so.

### ***Protection and Proper Use of the Brightcove's Assets***

Brightcove's assets include its intellectual property rights, company equipment, physical servers and communication facilities. Loss, theft and misuse of Brightcove's assets have a direct impact on Brightcove's business and its profitability. Directors, officers and employees are expected to protect Brightcove's assets that are entrusted to them and to protect Brightcove's assets in general. Directors, officers and employees are also expected to take steps to ensure that Brightcove's assets are used only for legitimate business purposes.

### ***Corporate Opportunities***

Directors, officers and employees owe a duty to Brightcove to advance its legitimate business interests when the opportunity to do so arises. Each director, officer and employee is prohibited from:

- diverting to himself or herself or to others any opportunities that are discovered through the use of Brightcove's property or information or as a result of his or her position with Brightcove unless such opportunity has first been presented to, and rejected by, Brightcove,
- using Brightcove's property or information or his or her position for improper personal gain, or
- competing with Brightcove.

## ***Confidentiality***

Confidential Information generated and gathered in Brightcove's business plays a vital role in its business, prospects and ability to compete. "Confidential Information" includes all non-public information that might be of use to competitors or harmful to Brightcove or its customers if disclosed. Directors, officers and employees may not disclose or distribute Brightcove's Confidential Information, except when disclosure is authorized by Brightcove or required by applicable law, rule or regulation or pursuant to an applicable legal proceeding. Directors, officers and employees shall use Confidential Information solely for legitimate company purposes. Directors, officers and employees must return all of Brightcove's Confidential Information and proprietary information in their possession to Brightcove when they cease to be employed by or to otherwise serve Brightcove. Additional restrictions on the use and handling of Confidential Information are included in the non-disclosure agreement you signed when you joined Brightcove.

## ***Fair Dealing***

Competing vigorously, yet lawfully, with competitors and establishing advantageous, but fair, business relationships with customers and suppliers is a part of the foundation for long-term success. However, unlawful and unethical conduct, which may lead to short-term gains, may damage a company's reputation and long-term business prospects. Accordingly, it is Brightcove's policy that directors, officers and employees must endeavor to deal ethically and lawfully with Brightcove's customers, suppliers, competitors and employees in all business dealings on Brightcove behalf. No director, officer or employee should take unfair advantage of another person in business dealings on Brightcove's behalf through the abuse of privileged or confidential information or through improper manipulation, concealment or misrepresentation of material facts. This includes obligations you may have with respect to the protection of confidential information you may have received from third parties or prior employers before you joined Brightcove.

## ***Accuracy of Records***

The integrity, reliability and accuracy in all material respects of Brightcove's books, records and financial statements is fundamental to Brightcove's continued and future business success. No director, officer or employee may cause Brightcove to enter into a transaction with the intent to document or record it in a deceptive or unlawful manner. In addition, no director, officer or employee may create any false or artificial documentation or book entry for any transaction entered into by Brightcove. Similarly, officers and employees who have responsibility for accounting and financial reporting matters have a responsibility to accurately record all funds, assets and transactions on Brightcove's books and records.

## ***Trading in the Securities of Other Companies***

No director, officer or employee of ***Brightcove*** who, in the course of working for Brightcove, learns of any material, nonpublic information about a company with which Brightcove does business (e.g., a customer, supplier or other party with which Brightcove is negotiating a major transaction, such as an acquisition, investment or sale), may trade in that company's securities

until the information becomes public or is no longer material. This remains true even in the event that you are no longer working with or for Brightcove.

### ***Political Contributions/Gifts***

Business contributions to political campaigns are strictly regulated by federal, state, provincial and local law in the U.S., Canada and other jurisdictions. Accordingly, all political contributions proposed to be made with Brightcove's funds must be coordinated through and approved by the Compliance Officer. Directors, officers and employees may not, without the approval of the Compliance Officer, use any of Brightcove's funds for political contributions of any kind to any political candidate or holder of any national, state, provincial or local government office. Directors, officers and employees may make personal contributions, but should not represent that he or she is making any such contribution on Brightcove's behalf. Similar restrictions on political contributions may apply in other countries. Specific questions should be directed to the Compliance Officer.

### ***Entertaining or Doing Business with the United States and Foreign Governments***

Giving anything of value to a government employee is strictly regulated and in many cases prohibited by law. Brightcove and its directors, officers and employees must also comply with federal, state, provincial and local laws in the U.S. and Canada, including the Foreign Corrupt Practices Act, as well as other foreign government laws, governing the acceptance of business courtesies. Brightcove and its directors, officers and employees acting on Brightcove's behalf are prohibited from offering, promising, paying or authorizing the payment, directly or indirectly, to a government official to influence or reward any act of such official. Directors, officers and employees should consult with the Compliance Officer before providing or paying for any meals, refreshments, travel or lodging expenses, or giving anything of value to any federal, state, provincial or local U.S. or Canadian government employees, or to government employees of other countries.

### ***Quality of Public Disclosures***

Brightcove is committed to providing its stockholders with complete and accurate information about its financial condition and results of operations as required by the securities laws of the United States. It is Brightcove's policy that the reports and documents it files with or submits to the Securities and Exchange Commission, and its earnings releases and similar public communications made by Brightcove, include fair, timely and understandable disclosure. Officers and employees who are responsible for these filings and disclosures, including Brightcove's principal executive, financial and accounting officers, must use reasonable judgment and perform their responsibilities honestly, ethically and objectively in order to ensure that this disclosure policy is fulfilled. Members of Brightcove's senior management are primarily responsible for monitoring Brightcove's public disclosure.

### ***Promoting a Positive Work Environment***

Brightcove is committed to creating a supportive work environment and each employee is expected to create a respectful workplace culture that is free of harassment, intimidation, bias and unlawful discrimination. Brightcove is an equal opportunity employer and employment is based solely on individual merit and qualifications directly related to professional competence.

Brightcove strictly prohibits discrimination or harassment of any kind on the basis of race, color, religion, veteran status, national origin, ancestry, pregnancy status, sex, gender identity or expression, age, marital status, mental or physical disability, medical condition, sexual orientation or any other characteristics protected by law.

### ***Compliance with Foreign Corrupt Practices Act***

The U.S. Foreign Corrupt Practices Act (the “FCPA”) prohibits giving anything of value, directly or indirectly, to officials of a foreign government or to foreign political candidates in order to obtain or to retain business, induce the foreign official to perform or omit any act in violation of his public duty, influence the foreign official to affect or influence any government action, or obtain any other business advantage.

Every employee is strictly prohibited from making any payments or providing anything of value in violation of the FCPA. State and local governments, as well as foreign governments, may have additional rules regarding such payments. Each employee shall comply with the FCPA and all other applicable anti-bribery, anti-kickback, and anti-corruption laws, rules, and regulations.

Each employee agrees to maintain books and records that accurately reflect disbursements and payments on behalf of the Company. No employee shall ever falsify or misstate, or cause others to falsify or misstate, the books and records of the Company for any reason whatsoever. No employee shall ever submit false receipts, reimbursement requests, or expense reports for payment, or ever make payments that the employee has reason to believe may violate the FCPA.

The Company’s policies and procedures regarding compliance with the FCPA are memorialized in the Company Foreign Corrupt Practices Act Policy (“FCPA Policy”) which is attached as Appendix A hereto. The FCPA Policy imposes various obligations upon Company personnel and the FCPA Policy is hereby incorporated herein as if set forth fully in this Code of Conduct.

Each employee must review the FCPA . Each employee has a continuing and independent obligation to ensure compliance with the FCPA and the FCPA Policy.

## Compliance Procedures

### *Communication of Code*

All directors, officers and employees will be supplied with a copy of the Code upon the later of the adoption of the Code and beginning service at Brightcove. Updates of the Code will be provided from time to time. A copy of the Code is also available to all directors, officers and employees by requesting one from the human resources department or by accessing Brightcove's website at [www.brightcove.com](http://www.brightcove.com).

### *Monitoring Compliance and Disciplinary Action*

Brightcove's management, under the supervision of its Board or its Nominating and Corporate Governance Committee or, in the case of accounting, internal accounting controls or auditing matters, the Audit Committee, shall take reasonable steps from time to time to (i) monitor compliance with the Code, and (ii) when appropriate, impose and enforce appropriate disciplinary measures for violations of the Code.

Disciplinary measures for violations of the Code may include, but are not limited to, counseling, oral or written reprimands, warnings, probation or suspension with or without pay, demotions, reductions in salary, termination of employment or service and restitution.

Brightcove's management shall periodically report to the Board or a committee thereof on these compliance efforts including, without limitation, periodic reporting of alleged violations of the Code and the actions taken with respect to any such violation.

### *Reporting Concerns/Receiving Advice*

#### Communication Channels

*Be Proactive.* Every employee is encouraged to act proactively by asking questions, seeking guidance and reporting suspected violations of the Code and other policies and procedures of Brightcove, as well as any violation or suspected violation of applicable law, rule or regulation arising in the conduct of Brightcove's business or occurring on Brightcove's property. **If any employee believes that actions have taken place, may be taking place, or may be about to take place that violate or would violate the Code, he or she is obligated to bring the matter to the attention of Brightcove.**

*Seeking Guidance.* The best starting point for an officer or employee seeking advice on ethics-related issues or reporting potential violations of the Code will usually be his or her supervisor. However, if the conduct in question involves his or her supervisor, if the employee has reported the conduct in question to his or her supervisor and does not believe that he or she has dealt with it properly, or if the officer or employee does not feel that he or she can discuss the matter with his or her supervisor, the employee may raise the matter with the Compliance Officer.

*Communication Alternatives.* Any officer or employee may communicate with the Compliance Officer by any of the following methods:

- **In writing (which may be done anonymously as set forth below under “Reporting; Anonymity; Retaliation”), addressed to the Compliance Officer, by U.S. mail to c/o Brightcove Inc., 290 Congress Street, 4<sup>th</sup> Floor, Boston, MA, 02210; or**
- **By e-mail to BCOV at openboard.info (anonymity cannot be maintained); or**
- **Online at [www.openboard.info/BCOV/index.cfm](http://www.openboard.info/BCOV/index.cfm) (which may be done anonymously as set forth below under “Reporting; Anonymity; Retaliation”); or**
- **By phoning a voicemail account which we have established for receipt of questions and reports of potential violations of the Code (the “Employee Reporting Line”). The voicemail account may be reached at (866) 388-1906 and calls may be made anonymously as set forth below under “Reporting; Anonymity; Retaliation.”**

*Reporting Accounting and Similar Concerns.* Any concerns or questions regarding any potential violations of the Code, any company policy or procedure or applicable law, rules or regulations that involves accounting, internal accounting controls or auditing matters should be directed to the Audit Committee or a designee of the Audit Committee. Officers and employees may communicate with the Audit Committee or its designee:

- **in writing to: Chairperson of the Audit Committee, c/o Brightcove Inc., 290 Congress Street, 4<sup>th</sup> Floor, Boston, MA, 02210; or**
- **by phoning the Employee Reporting Line as detailed above.**

Officers and employees may use the above methods to communicate anonymously with the Audit Committee.

*Misuse of Reporting Channels.* Employees must not use these reporting channels in bad faith or in a false or frivolous manner or to report grievances that do not involve the Code or other ethics-related issues.

*Director Communications.* In addition to the foregoing methods, a director may also communicate concerns or seek advice with respect to this Code by contacting the Board through its Chairman, or a committee thereof responsible for administering and interpreting this Code.

### **Reporting; Anonymity; Retaliation**

When reporting suspected violations of the Code, Brightcove prefers that officers and employees identify themselves to facilitate Brightcove’s ability to take appropriate steps to address the report, including conducting any appropriate investigation. However, Brightcove also recognizes that some people may feel more comfortable reporting a suspected violation anonymously.



If an officer or employee wishes to remain anonymous, he or she may do so, and Brightcove will use reasonable efforts to protect the confidentiality of the reporting person subject to applicable law, rule or regulation or to any applicable legal proceedings. In the event the report is made anonymously, however, Brightcove may not have sufficient information to look into or otherwise investigate or evaluate the allegations. Accordingly, persons who make reports anonymously should provide as much detail as is reasonably necessary to permit Brightcove to evaluate the matter(s) set forth in the anonymous report and, if appropriate, commence and conduct an appropriate investigation.

### **No Retaliation**

Brightcove expressly forbids any retaliation against any officer or employee who, acting in good faith, reports suspected misconduct. Any person who participates in any such retaliation is subject to disciplinary action, including termination.

### ***Waivers and Amendments***

No waiver of any provisions of the Code for the benefit of a director or an executive officer (which includes without limitation, for purposes of this Code, Brightcove's principal executive, financial and accounting officers) shall be effective unless (i) approved by the Board or, if permitted, a committee thereof, and (ii) if applicable, such waiver is promptly disclosed to Brightcove's stockholders in accordance with applicable U.S. securities laws and/or the rules and regulations of the exchange or system on which Brightcove's shares are traded or quoted, as the case may be.

Any waivers of the Code for other employees may be made by the Compliance Officer, the Board or, if permitted, a committee thereof.

All amendments to the Code must be approved by the Board or a committee thereof and, if applicable, must be promptly disclosed to Brightcove's shareholders in accordance with applicable United States securities laws and/or the rules and regulations of the exchange or system on which Brightcove's shares are traded or quoted, as the case may be.

ADOPTED BY THE BOARD OF DIRECTORS: January 26, 2012

## **APPENDIX A**

### **BRIGHTCOVE INC. FOREIGN CORRUPT PRACTICES ACT POLICY**

#### **I. POLICY STATEMENT**

As a United States company conducting business around the world, Brightcove Inc. and its subsidiaries and affiliates (together, “Brightcove” or the “Company”) must comply with all applicable United States and foreign laws, including the U.S. Foreign Corrupt Practices Act (“FCPA”). This obligation extends to all Company personnel and agents, both within and outside the United States.

This FCPA Policy is designed to familiarize you with the FCPA. Nothing in this Policy limits the scope or requirements of the Code of Business Conduct and Ethics (“Code of Conduct”) that has been enacted by the Company. This FCPA Policy simply builds on the Code of Conduct and provides additional guidance to ensure that Company personnel, and the Company’s agents and business partners, do not knowingly or unknowingly compromise Company values or violate the FCPA.

In addition to reviewing this FCPA Policy, it is your obligation to attend FCPA training as required, to seek guidance on FCPA issues as they arise, and to report suspected or actual FCPA violations promptly.

Failure to comply with the FCPA and other laws may result in civil and/or criminal fines to the Company, as well as significant harm to the Company’s reputation. Such a failure may also result in civil and criminal penalties being imposed against the employees involved. Failure to comply with this Policy will also result in disciplinary action being taken by the Company.

#### **II. THE FCPA**

##### **A. Overview**

The FCPA contains two components, which are informally known as its “anti-bribery provisions” and its “accounting provisions.” In summary, the “anti-bribery provisions” prohibit the Company and its directors, officers, employees, representatives, agents, and business partners around the world from offering, authorizing, promising, directing, or providing anything of value to any non-U.S. government official for the purpose of influencing that person to assist the company in obtaining or retaining business or securing an improper business advantage. Individuals and companies may also be penalized if they order, authorize, or assist someone else to violate the anti-bribery provisions, or if they conspire to violate those provisions.

In addition to prohibiting improper payments, the FCPA also contains “accounting provisions” that impose additional record-keeping and internal control requirements on public companies like Brightcove. These accounting provisions do not just prohibit improper accounting of improper payments, they even prohibit improper

accounting of proper payments. Put differently, even bona fide business expenses, if improperly accounted for in the books and records of the Company, can lead to a violation of the FCPA. The Company is committed to maintaining strong internal controls to ensure that its books and records are accurate.

## **B. FCPA Penalties**

Under the anti-bribery provisions of the FCPA, any Company director, officer, employee, representative, agent, business partner, or person acting on behalf of the Company who willfully violates the FCPA may be liable for up to \$10,000 in civil fines and up to \$100,000 in criminal fines and may be imprisoned for up to five years. The FCPA prohibits indemnification of such individuals by the Company. The Company may be liable for civil fines up to \$10,000 and criminal fines up to \$2 million.

In addition, an FCPA violation could result in other adverse consequences such as suspension or debarment from government contracts, revocation or suspension of export license privileges, shareholder lawsuits, disgorgement, and long-term damage to the Company or an individual's reputation.

## **C. FCPA Provisions and What They Mean**

Included below are summaries and explanations of some important FCPA provisions to assist you in your general understanding of the FCPA's requirements. You can find the full text of the FCPA at the DOJ's website, <http://www.justice.gov/criminal/fraud/fcpa/>, which also contains translations of the FCPA in many languages, including French, Spanish, German, Japanese, Cantonese, Mandarin, and Russian. You are encouraged to review the full text of the FCPA in English or your primary language.

- **The FCPA prohibits payments or the offer of payments.** You do not need to make a payment for liability to attach under the FCPA. The mere offer or promise of a payment can lead to a violation of the statute.
- **The FCPA prohibits payment of money or anything of value.** The FCPA extends to payments of anything of value—not just payments of cash. There is no minimum threshold or materiality requirement for corrupt payments.
  - Prohibited payments can take many forms, including the purchase of an official's property or services at inflated prices, entertainment, charitable donations, travel expenses, loans with favorable terms, scholarships, cars or sports equipment, or anything else of value.

The following are examples of bribes or improper payments under the FCPA:

- making payments or giving something of value to a government official in order to receive or renew a license or permit or to obtain an approval that the Company needs to continue business;

- making payments or giving something of value to a government official that is intended to influence implementation of a law that is beneficial to the Company's business or to influence the repeal of a law that is adverse to the Company's business;
  - making payments or giving something of value to a government official in exchange for overlooking or forgiving a regulatory compliance mistake or violation;
  - making payments or giving something of value to government officials or political parties in connection with transactions or proposed transactions related to the Company's products or services; or
  - authorizing or making payments to government officials intended to influence acts and decisions that would help the Company to win a deal or prevent the Company from losing a deal.
- **The FCPA prohibits both direct and indirect payments.** In addition to direct payments to foreign government officials, indirect payments through an agent, partner, subsidiary, consultant, or any other third-party may also give rise to liability. The FCPA prohibits payments to any person while "knowing" that any part of the proceeds will be provided to or otherwise used to influence the acts of a non-U.S. official.

Below are some "red flags" that may require further inquiry to ensure that improper payments are not being directed to government officials:

- requests for commissions that are unusually large in relation to the work to be performed;
- references by a local agent to "special accommodations" that have to be made with local officials or statements that you should not ask too many questions about how business gets done in the local jurisdiction;
- hesitation on the part of an agent or consultant to provide the details of the services to be performed and statements that he or she will "do what it takes to get the deal done" in the local jurisdiction;
- requests for "up front" payments when such payments are not expressly required by a written business agreement;
- requests for payment to an offshore bank account, in cash, in a different name, to a shell corporation, to an account in a different country, through private payment procedures, or to an unrelated third-party;
- refusal by a prospective agent to commit in writing to comply with the Company's compliance policies;
- refusal to submit to or respond to the Company's due diligence requests without a reasonable explanation;
- refusal by a consultant to provide written reports of its activities;

- a history of illegal or questionable behavior by a prospective consultant;
  - family or business relationships between the Company’s agent and government officials;
  - proposals for consulting or lobbying contracts by persons who claim to have “special arrangements” with government officials;
  - requests for commission payments prior to announcement of an award decision;
  - requests by government officials that specific parties be engaged to provide services or materials to the Company;
  - requests that the Company bid for services to be made through a specific representative or partner; or
  - demands that payments only be made in cash.
- **The FCPA does not require quid pro quo agreement.** The SEC and U.S. courts have made clear that an arrangement need not be of a “quid pro quo” nature to be corrupt. Any attempt to favorably influence foreign officials, even if that simply includes purchasing their good will, may be considered securing an improper advantage and a violation of the FCPA.
  - **The FCPA broadly defines “foreign officials.”** A foreign official is someone who acts as an elected official of a foreign government, acts as an officer or employee of any government department, acts as an employee, officer, or director of a state-owned or quasi-governmental enterprise, or acts in an official capacity for or on behalf of a foreign government—even if that person is not employed by the government (e.g., a government consultant). Employees of state-owned enterprises or government-controlled entities, as well as officials from public international organizations, also qualify as foreign officials. In certain instances, the FCPA may also apply to relatives of foreign officials.
  - **Exceptions to the FCPA for “facilitating payments” are extremely narrow.** The FCPA permits payments to foreign officials where the purpose of the payment is to expedite a “routine government action.” Routine government action refers only to those actions that are “ordinarily and commonly performed” by government officials. These payments cannot be made to influence any discretionary decision by an official and must be allowed under local laws.
    - This exception does not apply to decisions by foreign officials to award or maintain business.
    - Facilitating payments, even if they do not violate the FCPA, may violate the laws of other countries.
    - You must use extreme caution in using “facilitating payments” and it is your obligation to ensure that a payment qualifies as a “facilitating payment.”

- You should obtain the written consent of the Company's Chief Legal Officer, Compliance Officer, or his/her designated representative prior to making such a payment.

The following may be permissible in certain situations: payments to obtain permits or licenses that qualify a company to do business in a foreign country, payments to process government papers such as visas, payments to complete routine inspections like customs inspections, and payments to secure police protection, mail delivery, and other infrastructure-related services. Such payments may be permissible if the fees are fixed and certain for all parties.

- **Exceptions for “Reasonable and Bona Fide Expenses.”** The FCPA permits payments to foreign officials for reasonable and bona fide expenses directly related to a promotion, demonstration, or explanation of a company's products and services. However, you must be extremely careful when making such payments and keep the following rules in mind:
  - Do not extend any invitation for travel to any government official, government employee, or political party, official, or candidate for political office, without the prior approval of the Compliance Officer or his designated representative.
  - Any travel or entertainment expenses must be limited solely to those individuals necessary for the furtherance of the Company's business. You cannot pay or promise to pay any travel or entertainment expenses for spouses or guests of your invitees.
  - All travel and entertainment expenses must be accurately and adequately documented in the books and records of the company; you must not misstate the purpose or value of these expenses.
  - Legitimate gifts, meals, and entertainment are permitted only if they are of nominal value, infrequent, and not offered for an improper purpose.
  - It is your obligation to ensure that a payment qualifies as a “reasonable and bona fide expense.” If you have any questions or concerns, it is your obligation to consult the Company's Compliance Officer or his designated representative.
- **Record-keeping and internal controls requirements.** The FCPA requires companies to maintain detailed and accurate accounting records and internal controls. All Company personnel and third-party agents and business partners must keep detailed and accurate records of payments to foreign officials, agents, and business partners. There is no “scienter” or intent requirement and there is no “materiality” threshold for these requirements. Accordingly, even a small misstatement or false record-keeping can give rise to liability.
  - You must not create any false, incomplete, or misleading entries or records.

- You must not maintain any undisclosed or unrecorded corporate funds for miscellaneous expenses.
- Vague accounting descriptions like “advertising” or “promotional costs” without further explanation will raise red flags and could implicate the record-keeping provisions of the FCPA.
- **Willful ignorance and similar bad acts by others are not valid defenses.** Willfully ignoring FCPA warning signs in an attempt to avoid gaining actual knowledge of a violation is not a valid defense. Similarly, arguments that bribes or improper payments are part of the business culture in a particular country or industry, or are part of the costs of doing business in a particular country, are not valid defenses.

### **III. SEEKING GUIDANCE ON FCPA ISSUES**

The Company’s management has appointed David Plotkin, the Company’s Chief Legal Officer, to serve as the Compliance Officer responsible for implementing and providing guidance and interpretation on matters related to the FCPA and the Code of Conduct in general.

Company personnel with questions about the FCPA or who are uncertain of the requirements of the FCPA Policy are obligated to seek guidance from their supervisors and/or the Compliance Officer or his designated representative.

The Compliance Officer also has responsibility for investigating, or overseeing the investigation of, any information or allegations concerning possible FCPA violations or other unethical or improper business conduct. The Compliance Officer will have authority to retain and consult with outside legal counsel to assist in carrying out his/her duties.

It is understood that Company personnel will often go to their immediate supervisor to seek guidance on ethics-related issues or report potential violations of the Code of Conduct, the FCPA Policy, or other rules and regulations. However, there may be situations in which Company personnel do not wish to raise such issues with their supervisors. Such situations include instances where the conduct in question involves a supervisor, where the employee has reported the conduct previously and does not believe that the supervisor has dealt with it properly, or where the employee does not feel that the matter can be appropriately discussed with his or her supervisor. In these types of situations, Company personnel should raise the matter with the Compliance Officer, either directly or anonymously.

Note: Each Company officer, director, or employee has an independent and continuing obligation to ensure compliance with the FCPA. Simply reporting potential issues to a supervisor does not absolve you from all responsibility relating to improper conduct.

#### **IV. REPORTING SUSPECTED VIOLATIONS OF THE FCPA OR THIS POLICY**

The Company will try to prevent the disclosure of the identity of any employee who reports a suspected violation of the FCPA or this Policy without his or her permission, unless disclosure is unavoidable during an investigation. To facilitate the reporting of any suspected violation or noncompliance, the Company has established the following methods/procedures for employees to report violations:

- The Company has designated a toll-free number to accept anonymous calls regarding suspected violations of the FCPA Policy or the Code of Conduct. If you have a complaint or concern regarding suspected violations, you can call this toll-free, international “hotline” anonymously at (866) 388-1906.
  - The “hotline” representative will ask what company you are calling about and will assign you a PIN number or password. Please note you will never have to give your name. The representative will then take your complaint or concern and submit it to a designated recipient such as the Company’s Compliance Officer or legal counsel for a response.
  - You may add information to your complaint or concern, or get back responses from the designated recipient and Compliance Officer, at any time by calling back the hotline and giving them your PIN number or password.
- An employee may report any suspected noncompliance with this Policy to the Compliance Officer. The Compliance Officer, David Plotkin, can be reached directly as follows:

Address: David Plotkin, Compliance Officer  
Brightcove Inc.  
290 Congress Street, 4<sup>th</sup> Floor  
Boston, MA 02210  
Phone: 617-245-5060  
Fax: 617-261-4831  
Email: dplotkin@brightcove.com

A complaint about a suspected violation should be factual rather than speculative or conclusory and should contain as much specific information as possible to allow for proper assessment. The complaint describing an alleged violation of the FCPA or this Policy should set forth all of the information that the employee knows regarding the allegation or concern.

#### **V. EMPLOYEE OBLIGATIONS AND CONSEQUENCES**

This FCPA Policy imposes several obligations on Company employees. These obligations will be enforced by the standard disciplinary measures available to the Company.

##### **A. Reporting Obligations**



Employees must immediately report to the Compliance Officer any suspected or actual violation of the FCPA by the Company or any of its officers, directors, or employees, or any other third-party such as agents, business partners, consultants, or others acting on the Company's behalf. Once an employee has made a report, the employee has an obligation to update the report as new information comes into his or her possession.

Under no circumstances shall the reporting of any such information or possible violation serve as a basis for any retaliatory actions to be taken against any employee making the report.

## **B. Training Obligations**

The Company is committed to maintaining a robust FCPA compliance program and a business environment that places the highest level of emphasis on compliance and ethical business practices. In furtherance of these goals, the Company will provide regular trainings and will make information regarding FCPA compliance available to all employees on a routine basis. All employees have an obligation to attend such training programs, review training materials, and keep themselves knowledgeable about FCPA compliance. The mere fact that you have previously attended FCPA trainings does not excuse attendance at future trainings that you are asked to attend.

## **C. Third-party and Due Diligence Obligations**

All Company employees have an obligation to ensure that any third-party agents or business partners with whom you seek to establish a relationship on behalf of the Company are properly investigated to ensure compliance with the FCPA and this Policy. One step to ensure compliance is to conduct due diligence on every agent or partner who conducts business in any foreign jurisdiction before entering into any third-party relationship, contract, or agreement.

The Company's Compliance Officer can provide you with materials regarding proper due diligence and can direct you to individuals who can assist in performing this due diligence. If you have concerns about the type and scope of diligence required by a particular situation, it is your duty and responsibility to raise any questions or concerns with the Compliance Officer.

#### **D. Employee Disciplinary Action**

If an employee violates the FCPA or any provision of this Policy, or fails to cooperate in implementing this Policy, the employee will be subject to disciplinary action, which may include, but not be limited to, suspension, demotion, reduction in pay, reprimand, and termination.

Examples of other actions or omissions that will subject an employee to disciplinary action include, but are not limited to:

- A breach of the FCPA or this Policy either directly or through assistance to others;
- A failure to report a suspected or actual violation of the FCPA;
- Any attempt to cover-up or hide an FCPA violation;
- A lack of attention or diligence on the part of an employee that leads to a violation of the FCPA; or
- Any direct or indirect retaliation against any employee who reports a violation of this Policy.

## **APPENDIX B**

### **BRIGHTCOVE INC. FINANCE CODE OF ETHICS**

#### **Purpose and Applicability**

The honesty, integrity and sound judgment of financial officers and the entire finance organization are fundamental to the reputation and success of Brightcove Inc. and its subsidiaries (“Brightcove”). Therefore, the finance organization, in addition to complying with Brightcove’s Code of Business Conduct and Ethics, must also comply with all of the provisions of this Finance Code of Ethics as set forth below:

#### **Honest and Ethical Conduct**

All financial officers and employees must act in an honest and ethical manner in all matters relating to Brightcove or its business and in all interactions with governmental and regulatory authorities, customers, suppliers, agents, competitors, employees and the public. Unethical and illegal acts and practices are prohibited. No finance employee shall commit any act of fraud, conduct any transaction in a fraudulent or deceptive manner or produce any periodic filing that is not in compliance with GAAP. The finance organization will encourage professional integrity in all aspects of the finance organization, by eliminating inhibitions and barriers to responsible behavior such as coercion or fear of reprisal.

#### **Full, Fair and Accurate Financial Records, Filings and Other Public Communications**

Brightcove strives to ensure that all business records and financial reports are accurate, complete, understandable, not misleading and in accordance with GAAP. Brightcove is committed to complying with applicable laws requiring the fair and timely disclosure of material information and ensuring the accuracy of publicly disseminated information. To that end, Brightcove maintains internal controls and procedures designed to provide reasonable assurance of the safeguarding and proper management of Brightcove’s assets; the reliability of its financial reporting in compliance with generally accepted accounting principles; and compliance with applicable laws and regulations. In carrying out its responsibilities, the finance function is committed to maintaining disclosure controls and procedures designed to ensure that financial and non-financial information is collected, analyzed, and timely reported in compliance with applicable law and if applicable, with GAAP.

The highest standard of care must be exercised to ensure that:

- Accounting records, as well as reports produced from those records, are in accordance with the laws of each applicable jurisdiction and, if applicable in accordance with GAAP
- Accounting records fairly and accurately reflect the transactions or occurrences to which they relate.
- Accounting records fairly and accurately reflect, in reasonable detail, assets, liabilities, revenues and expenses.

- Accounting records do not contain false or intentionally misleading entries that could be material to the financial statements.
- No transactions should be intentionally misclassified as to accounts, departments or accounting periods. Unintentional misclassifications will be corrected or not corrected based on the materiality of the transaction.
- Transactions must be supported by accurate documentation in reasonable detail and recorded in the proper account and in the proper accounting period.
- Information should not be intentionally concealed from the independent auditors.
- Compliance with the Sarbanes-Oxley Act, in general, and Section 404 (maintaining an effective system of internal control over financial reporting), in particular, is required.

### **Compliance with Laws, Rules and Regulations and Brightcove Policies**

Brightcove is committed to compliance with applicable laws, rules and regulations and Brightcove's own policies. Brightcove maintains finance policies and procedures related to key accounts and processes that, if not followed, could have a material impact on Brightcove's financial results, financial condition or financial disclosure. The Finance organization will ensure that its policies and procedures are updated and approved on a periodic basis and that key controls identified in such documents are operational.

### **The Prompt Reporting of any Violations of this Code to the Appropriate Person at Brightcove**

Among your most important responsibilities at Brightcove are the obligations to comply with this Code of Ethics and report any situation or conduct you believe may constitute a possible violation of the Code. This includes, but is not limited to information causing you to believe that Brightcove's books or records are not being maintained, or that its financial condition or results of operations are not being disclosed, in accordance with these controls and procedures, or that there has been any breach of this Code of Ethics. Under any of these circumstances you must report the matter directly by any of the means indicated below:

- a supervisor or department head;
- a financial officer; or
- the head of Human Resources or the Audit Committee through Brightcove's confidential and anonymous reporting system.

**Accountability for Compliance with this Code of Ethics**

Brightcove is committed to taking prompt and consistent action in response to violations of this Code. Any person who violates the Code is subject to disciplinary action, including immediate termination. Brightcove will promptly investigate reports of suspected violations. It will evaluate suspected violations on a case-by-case basis and apply an appropriate sanction, including, in its sole discretion, reporting the violation to authorities.

**Policy Against Retaliation**

Brightcove will not tolerate retaliation in any form against any person who in good faith reports suspected violations of the Code or any laws, rules or regulations, voices other ethical concerns, or who is involved on Brightcove's behalf in investigating or helping to resolve any such issue. Anyone found to have retaliated against another employee for any such conduct may be subject to discipline, including immediate termination. If you believe you have been subjected to such retaliation, you should report the situation as soon as possible to Brightcove's Chief Legal Officer.