

BRIGHTCOVE INC.

CODE OF BUSINESS CONDUCT AND ETHICS

I. Purpose and Scope

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

The Company’s Board of Directors (the “Board”) or a committee of the Board 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, the Company’s Chief Legal Officer, has been appointed the Company’s Compliance Officer (“Compliance Officer”) under this Code.

The Company expects its employees, directors and agents to exercise reasonable judgment when conducting the Company’s business. The Company encourages its employees, directors and agents to refer to this Code frequently to ensure that they are acting within both the letter and spirit of this Code. The Company also understands that this Code will not answer every problem you may encounter or address every concern you may have about conducting the Company’s business ethically and legally. In these situations, or if you otherwise have questions or concerns about this Code, the Company encourages you to speak with your manager (if applicable) or, if you are uncomfortable doing that, with the Compliance Officer. Any references in this Code to employees and directors shall include officers of Brightcove, as well as agents acting for or on behalf of Brightcove.

II. Standards of Conduct

The Company’s employees and directors generally have other legal and contractual obligations to the Company. This Code is not intended to reduce or limit the other obligations you may have to the Company. Instead, this Code should be viewed as imposing the *minimum standards* the Company expects from its employees and directors in the conduct of the Company’s business. Additionally, all of the Company’s employees and directors are expected to adhere to the Company’s Foreign Corrupt Practices Act Policy, which is attached as Appendix A hereto, and all of the Company’s finance employees are expected to adhere to the Finance Code of Ethics, which is attached as Appendix B hereto.

A. Compliance with Laws, Rules and Regulations

The Company requires that all employees and directors comply with all laws, rules and regulations applicable to the Company wherever it does business. You are expected to use good judgment and common sense in seeking to comply with all applicable laws, rules and regulations and to ask for advice when you are uncertain about them.

If you become aware of the violation of any law, rule or regulation by the Company, whether by its employees, directors, or any third party doing business on behalf of the Company,

it is your responsibility to promptly report the matter to your manager or to the Compliance Officer. While it is the Company's desire to address matters internally, nothing in this Code should discourage you from reporting any illegal activity, including any violation of the securities laws, antitrust laws, environmental laws or any other federal, state or foreign law, rule or regulation, to the appropriate regulatory authority. Employees and directors shall not discharge, demote, suspend, threaten, harass or in any other manner discriminate or retaliate against an employee because he or she reports any such violation, unless it is determined that the report was made with knowledge that it was false. This Code should not be construed to prohibit you from testifying, participating or otherwise assisting in any state or federal administrative, judicial or legislative proceeding or investigation.

B. Conflicts of Interest

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

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

- *Outside Employment and Other Affiliations.* A conflict of interest may arise if an individual or agent is simultaneously employed or engaged by Brightcove and another business concern, particularly a Brightcove customer or business partner.
- *Activities with Competitors.* A conflict of interest arises if an individual or agent takes part in any activity that enhances or supports a competitor's position, including accepting simultaneous employment or engagement 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 customers 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 customer 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 or agent conducts business on behalf of Brightcove with a business in which a family member of such individual or agent 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 or agent's family.
- *Conducting Business with Affiliates.* A conflict of interest may arise if an individual or agent 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, responsibility, obligation, or relationship that reasonably could be expected to give rise to a conflict of interest should be reported promptly to the Compliance Officer, who may notify the Board or its Nominating and Corporate Governance Committee as he or she deems appropriate. Actual or potential conflicts of interest involving a director or executive officer other than the Compliance Officer should be disclosed directly to the Compliance Officer. Actual or potential conflicts of interest involving the Compliance Officer should be disclosed directly to the Chief Executive Officer.

C. Insider Trading

Employees and directors who have material non-public information about the Company or other companies, including our suppliers and customers, as a result of their relationship with the Company are prohibited by law and Company policy from trading in securities of the Company or such other companies, as well as from communicating such information to others who might trade on the basis of that information. To help ensure that you do not engage in prohibited insider trading and avoid even the appearance of an improper transaction, the Company has adopted an Insider Trading Policy, which is distributed to employees and directors and is also available from the Legal Department.

If you are uncertain about the constraints on your purchase or sale of any Company securities or the securities of any other company that you are familiar with by virtue of your relationship with the Company, you should consult with the Compliance Officer before making any such purchase or sale.

D. Confidentiality

Employees and directors must maintain the confidentiality of confidential information entrusted to them by the Company or other companies, including our suppliers and customers, except when disclosure is authorized by a manager or legally mandated. Unauthorized disclosure of any confidential information is prohibited. Additionally, employees and directors should take appropriate precautions to ensure that confidential or sensitive business information, whether it is proprietary to the Company or another company, is not communicated within the Company except to employees and directors who have a need to know such information to perform their responsibilities for the Company.

Third parties may ask you for information concerning the Company. Subject to the exceptions noted in the preceding paragraph, employees and directors (other than the Company's authorized spokespersons) must not discuss internal Company matters with, or disseminate internal Company information to, anyone outside the Company, except as required in the performance of their Company duties and, if appropriate, after a confidentiality agreement is in place. This prohibition applies particularly to inquiries concerning the Company from the media, market professionals (such as securities analysts, institutional investors, investment advisers, brokers and dealers) and security holders. All responses to inquiries on behalf of the Company must be made only by the Company's authorized spokespersons. If you receive any inquiries of this nature, you must decline to comment and refer the inquirer to your manager or one of the Company's authorized spokespersons. Additional restrictions on the use and handling of confidential information are included in the non-disclosure agreement you signed when you joined the Company.

You also must abide by any lawful obligations that you have to your former employer. These obligations may include restrictions on the use and disclosure of confidential information, restrictions on the solicitation of former colleagues to work at the Company and non-competition obligations.

E. Honest and Ethical Conduct and Fair Dealing

Employees and directors should endeavor to deal honestly, ethically and fairly with the Company's suppliers, customers, competitors and employees. Statements regarding the Company's products and services must not be untrue, misleading, deceptive or fraudulent. You must not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair-dealing practice.

F. Protection and Proper Use of Corporate Assets

The Company's assets include its intellectual property rights, company equipment, physical servers and communication facilities. Employees and directors should seek to protect the Company's assets. Theft, carelessness and waste have a direct impact on the Company's financial performance. Employees and directors must use the Company's assets and services solely for legitimate business purposes of the Company and not for any personal benefit or the personal benefit of anyone else.

G. Corporate Opportunities

Employees and directors owe a duty to the Company to advance its legitimate business interests when the opportunity to do so arises. Each employee and director is prohibited from:

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

- competing with the Company.

H. Political Contributions/Gifts

Business contributions to political campaigns are strictly regulated by federal, state, provincial and local law in the U.S. and many other jurisdictions. Accordingly, all political contributions proposed to be made with the Company's funds must be coordinated through and approved by the Compliance Officer. Employees and directors may not, without the approval of the Compliance Officer, use any Company funds for political contributions of any kind to any political candidate or holder of any national, state or local government office. Employees and directors may make personal contributions, but should not represent that they are making contributions on the Company's behalf. Specific questions should be directed to the Compliance Officer.

I. Bribes, Kickbacks and Other Improper Payments

The Company does not permit or condone bribes, kickbacks or other improper payments, transfers or receipts. No employee or director should offer, give, solicit or receive any money or other item of value for the purpose of obtaining, retaining or directing business or bestowing or receiving any kind of favored treatment.

J. International Trade Controls

Many countries regulate international trade transactions, such as imports, exports and international financial transactions and maintain boycotts against countries or firms that may be "blacklisted" by certain groups or countries. The Company's policy is to comply with these regulations and prohibitions even if compliance may result in the loss of some business opportunities. Employees should learn and understand the extent to which international trade controls apply to transactions conducted by the Company.

K. Accuracy of Records

Employees and directors must honestly and accurately report all business transactions. You are responsible for the accuracy of your records and reports. Accurate information is essential to the Company's ability to meet legal and regulatory obligations.

All Company books, records and accounts shall be maintained in accordance with all applicable regulations and standards and accurately reflect the true nature of the transactions they record. The financial statements of the Company shall conform to generally accepted accounting rules and the Company's accounting policies. No undisclosed or unrecorded account or fund shall be established for any purpose. No false or misleading entries shall be made in the Company's books or records for any reason, and no disbursement of corporate funds or other corporate property shall be made without adequate supporting documentation.

L. Quality of Public Disclosures

It is the policy of the Company to provide full, fair, accurate, timely and understandable disclosure in reports and documents filed with, or submitted to, the Securities and Exchange Commission and in other public communications.

M. Promoting a Positive Work Environment

The Company 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. The Company is an equal opportunity employer and employment is based solely on individual merit and qualifications directly related to professional competence. The Company 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.

III. Compliance Procedures

A. Communication of Code

All current employees and directors are being supplied a copy of the Code. Future employees and directors will be supplied a copy of the Code when beginning service at the Company. All employees and directors will be expected to review and sign an acknowledgment regarding the Code on a periodic basis. Updates of the Code, when adopted, will be promptly supplied to employees and directors. Employees and directors also can obtain a copy of the Code by requesting one from the Human Resources department or by accessing the Company's website at www.brightcove.com.

B. Monitoring Compliance and Disciplinary Action

The Company's management, under the supervision of its Board or its Nominating and Corporate Governance Committee, or in the case of accounting, internal accounting controls, auditing or securities law matters, the Audit Committee, shall take reasonable steps 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 will be determined in the Company's sole discretion and 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.

The Company's management shall periodically report to the Board or a committee of the Board on these compliance efforts including, without limitation, alleged violations of the Code and the actions taken with respect to violations.

C. 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 the Company, as well as any violation or suspected violation of law, rule or regulation resulting from the conduct of the Company's business or occurring on the Company's property. **If an 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 or any law, rule or regulation applicable to the Company, he or she is obligated to bring the matter to the attention of the Company.**

Seeking Guidance. The best starting point for employees seeking advice on ethics-related issues or wishing to report potential violations of the Code will usually be their manager. However, if the conduct in question involves an employee's manager, if the employee has reported the conduct in question to the manager and does not believe that the manager has dealt with it properly, or if the employee does not feel comfortable discussing the matter with the manager, the employee may raise the matter with the Compliance Officer.

Communication Alternatives. Any employee may communicate with the Compliance Officer, or report potential violations of the Code, by any of the following methods:

- By e-mail to the Compliance Officer at complianceofficer@brightcove.com (anonymity cannot be maintained);
- In writing (which can be done anonymously as set forth below under "Anonymity"), addressed to the Compliance Officer, by mail to c/o Brightcove Inc., 281 Summer Street, Boston, MA, 02210;
- Online at www.whistleblowerservices.com/BCOV (which may be done anonymously as set forth below under "Anonymity"); or
- By phoning and leaving a voicemail. The voicemail account (the "Employee Reporting Line") can be reached at (866) 388-1906 and messages can be left anonymously as set forth below under "Anonymity."

Reporting Accounting and Similar Concerns. Concerns or questions regarding potential violations of the Code, a Company policy or procedure or laws, rules or regulations relating to accounting, internal accounting controls, or auditing or securities law matters will be directed to the Audit Committee of the Board (the "Audit Committee") or a designee of the Audit Committee in accordance with the procedures established by the Audit Committee for receiving, retaining and treating complaints regarding accounting, internal accounting controls or auditing or securities law matters. Employees can also communicate directly with the Audit Committee or its designee regarding such matters by the following methods (which can be done anonymously as set forth below under "Anonymity"):

- In writing to the Chair of the Audit Committee, c/o Brightcove Inc., 281 Summer Street, Boston, MA, 02210; or
- By phoning the Employee Reporting Line as set forth above.

Cooperation. Employees are expected to cooperate with the Company in any investigation of a potential violation of the Code, any other Company policy or procedure, or any law, rule or regulation.

Misuse of Reporting Channels. Employees should 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 also can communicate concerns or seek advice with respect to this Code by contacting the Board through its Chair or the Audit Committee.

D. Anonymity

The Company prefers that employees, when reporting suspected violations of the Code, identify themselves to facilitate the Company's ability to take steps to address the suspected violation, including conducting an investigation. However, the Company also recognizes that some people may feel more comfortable reporting a suspected violation anonymously.

An employee who wishes to remain anonymous may do so, and the Company will use reasonable efforts to protect confidentiality. If a report is made anonymously, however, the Company may not have sufficient information to investigate or evaluate the allegations. Accordingly, persons who report suspected violations anonymously should provide as much detail as they can to permit the Company to evaluate the allegation and, if it deems appropriate, conduct an investigation.

E. No Retaliation

The Company forbids any retaliation against an employee who, acting in good faith on the basis of a reasonable belief, reports suspected misconduct. Specifically, the Company will not discharge, demote, suspend, threaten, harass or in any other manner discriminate against, such an employee. Anyone who participates in any such conduct is subject to disciplinary action, including termination.

IV. 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, the Company's principal executive, financial and accounting officers) shall be effective unless (i) approved by the Board or, if permitted, the Audit Committee, and (ii) if required, the waiver is promptly disclosed to the Company's securityholders in accordance with applicable U.S. securities laws and the rules and regulations of the exchange or system on which the Company'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, the Audit Committee.

All amendments to the Code must be approved by the Board and, if required, must be promptly disclosed to the Company's securityholders in accordance with United States securities laws and NASDAQ rules and regulations.

ADOPTED: July 25, 2023

EFFECTIVE: July 25, 2023

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”) and similar anti-bribery and anti-corruption laws of other jurisdictions where the Company conducts business. This obligation extends to all Company employees, directors and certain designated agents and business partners of Brightcove, 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 individuals 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 significant civil and criminal fines, and individuals may be imprisoned for up to five years. The FCPA prohibits indemnification of such individuals by the Company.

In addition, an FCPA violation could result in additional 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. 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 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 managers 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.

IV. REPORTING SUSPECTED VIOLATIONS OF THE FCPA OR THIS POLICY

Employees must immediately report to the Compliance Officer any suspected or actual violation of the FCPA or this Policy 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.

The Company will make reasonable efforts 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:

- By e-mail to the Compliance Officer at complianceofficer@brightcove.com (anonymity cannot be maintained);
- In writing (which can be done anonymously as set forth above under "Anonymity"), addressed to the Compliance Officer, by mail to c/o Brightcove Inc., 281 Summer Street, Boston, MA, 02210;
- Online at www.whistleblowerservices.com/BCOV (which may be done anonymously as set forth above under "Anonymity"); or
- By phoning and leaving a voicemail. The voicemail account (the "Employee Reporting Line") can be reached at (866) 388-1906 and messages can be left anonymously as set forth above under "Anonymity."

Concerns or questions regarding potential violations of the FCPA or this Policy, a Company policy or procedure or laws, rules or regulations relating to accounting, internal accounting controls, or auditing or securities law matters will be directed to the Audit Committee of the Board (the "Audit Committee") or a designee of the Audit Committee in accordance with the procedures established by the Audit Committee for receiving, retaining and treating complaints regarding accounting, internal accounting controls or

auditing or securities law matters. Employees can also communicate directly with the Audit Committee or its designee regarding such matters by the following methods (which can be done anonymously as set forth above under “Anonymity”):

- In writing to the Chair of the Audit Committee, c/o Brightcove Inc., 281 Summer Street, Boston, MA, 02210; or
- By phoning the Employee Reporting Line as set forth above.

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

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.