

JIVE SOFTWARE, INC.

ANTI-CORRUPTION POLICY

(Adopted by Jive Software, Inc., on December 12, 2011)

Jive Software, Inc. (“**Jive**” or the “**Company**”) is dedicated to fostering and maintaining the highest ethical standards. Bribery and corruption is prohibited under:

- (1) the United States Foreign Corrupt Practices Act of 1977 (the “**Act**” or the “**FCPA**”);
- (2) other U.S. laws and regulations; and
- (3) the laws of other countries in which Jive does business.

It is the policy of the Company to fully comply with both the letter and spirit of the FCPA and all other laws against corruption and commercial bribery.

The purpose of the *Anti-Corruption Policy* set forth below is to describe the practices and procedures Jive’s officers, directors and employees (“**Employees**”) and its distributors, agents, contractors, consultants, business partners, and any other third-party representatives (“**Third Party Representatives**”) acting on Jive’s or its subsidiaries’ behalf must follow to ensure that Jive’s business practices meet or exceed all applicable legal and ethical standards. Accordingly, **Employees** and **Third Party Representatives** are required to confirm compliance with the Company’s Anti-Corruption Policy (this “**Policy**”).

Scope of Policy

This Policy applies company-wide to Jive and all its domestic and international business units, operations and subsidiaries. To comply with local laws and regulations, certain foreign offices and subsidiaries may develop more restrictive policies and procedures. If implemented, it is expected that these more restrictive foreign subsidiary policies and procedures would remain in effect over this Policy. Less restrictive procedures, however, may **not** be implemented.

This Policy is not designed to make employees or anyone acting on behalf of the Company experts in anti-bribery laws. Rather, it is designed to help Employees and Third Party Representatives recognize situations and payments that might raise concerns with respect to anti-bribery laws including the FCPA. Importantly, Employees and Third Party Representatives acting on behalf of the Company must comply with the procedures described below and work closely with Jive’s General Counsel to ensure compliance with the FCPA and other anti-bribery and corruption laws. Any reference to Jive’s General Counsel in this Policy shall include any individual designated by the General Counsel to address a particular matter.

The Code of Conduct

Jive's Code of Business Conduct and Ethics requires that each Employee and Third Party Representative act ethically and lawfully in all business dealings when selling, buying or representing the Company in any capacity. Giving or accepting a bribe is a violation of this Code of Business Conduct and Ethics and is also a violation of the law. Any demand for a bribe must be reported immediately to the General Counsel (please refer to the section entitled "Reporting Violations or Potential Violations of this Policy" below for further information).

In addition, giving or receiving a payment or gift that could reasonably give the appearance of impropriety may violate the Code of Business Conduct and Ethics. Of course, there are limited situations in which the giving or receiving of either a gift of nominal value or a meal is appropriate as long as it is not tied to the expectation of a special favor or particular action. These occurrences must be approved by the Company's General Counsel as described below. Consequently, Employees and Third Party Representatives must consult and strictly adhere to this Policy, as well as other policies and procedures adopted by the Company such as the Company's Code of Business Conduct and Ethics, before providing anything of value to Jive's customers. Employees and Third Party Representatives are expected to be familiar with and remain in compliance with the Code of Business Conduct and Ethics and this Policy as a condition of their employment and engagement with the Company.

Overview of the FCPA:

This Policy applies to all anti-bribery and anti-corruption laws generally. Bribery and corruption are prohibited under U.S. and other laws. The FCPA is one such law. The FCPA is a U.S. criminal statute that was enacted to deter illegal corporate payments by:

- (1) prohibiting certain payments or promises to foreign officials – a term which the FCPA defines broadly (the anti-bribery provisions);
- (2) requiring public companies to keep adequate records of the disposition of their assets (record-keeping provisions); and
- (3) making companies responsible for internal monitoring of their accounting practices (internal accounting control provisions).

The FCPA applies not only to Jive as a business entity but also to all its Employees (including its officers and directors) and to all its Third Party Representatives, (*i.e.* agents, consultants, business partners and other third parties acting on the Company's behalf). A brief summary of the provisions of the Act is set forth below.

Definition of Foreign Official

A "Foreign Official" should be interpreted broadly and includes:

- (1) an employee of a foreign government or any department, agency, or instrumentality of a foreign government;
- (2) a foreign state-owned or controlled entity, including but not limited to (in many countries) telecom, health care, and educational institutions' employees;
- (3) a public international organization, such as the Red Cross, International Monetary Fund or World Bank;
- (4) any person acting in an official capacity for or on behalf of such governmental bodies or public organizations, including entities hired to review and accept bids for a government agency;
- (5) a foreign political party (i.e. an organization that is trying to obtain political power) or an official thereof;
- (6) royal family members engaged in government functions;
- (7) a candidate for foreign political office;
- (8) any individual that is a spouse or family member of any individual listed in the foregoing list; or
- (9) any company, organization, partnership or other entity that is controlled directly or indirectly by any of the individuals or organizations listed in the foregoing list.

Even if an individual is not considered a government official under local law, he or she may still qualify as a "Foreign Official" under the FCPA. In some countries, such as the People's Republic of China, employees of ordinary commercial business enterprises such as a hospital, airline, employment agency, or a factory qualify as a Foreign Official because such businesses are wholly or partially state-owned. Foreign Officials include officials at every level of government, regardless of rank or position. Even a low-level employee of a business enterprise could qualify as a Foreign Official.

Anti-Bribery Provisions

The anti-bribery provisions of the Act generally apply to

- (1) U.S. public companies ("**Issuers**"),
- (2) other business entities organized under the laws of a state, territory, possession or commonwealth of the U.S. or having its principal place of business in the U.S. ("**U.S. Entities**"),
- (3) individuals who are citizens, nationals or residents of the U.S. ("**U.S. Persons**" and together with U.S. Entities, "**Domestic Concerns**"), and

- (4) officers, directors, employees or agents of Issuers or Domestic Concerns, or shareholders of Issuers or Domestic Concerns acting on behalf of Issuers and Domestic Concerns (“**Affiliates**”) (collectively they are the “**Covered Persons**”).

Although the Act is a U.S. law, it can apply to both U.S. and non-U.S. persons, regardless of work location. **You should assume the Act applies to you.**

The Anti-Bribery portion of the Act makes it a criminal offense for Covered Persons to make an offer, payment, promise to pay, gift, or authorization of the payment, of any money or anything of value, directly or indirectly, to a Foreign Official, for the “corrupt” purpose of obtaining or retaining business for the Covered Person, securing an improper advantage, or directing business to any other person. The term “anything of value” includes not only cash and cash equivalents, but also gifts, charitable contributions, grants, sponsorships, trips, investments, entertainment, accommodations, commitments to invest in businesses that are unrelated to the agreement with a third party, and anything else of tangible or intangible value. The term “corrupt” is construed to prohibit any activity, including the provision of meals, lodging or entertainment, which is meant to influence the recipient and which is done for the stated illegal purposes. **Importantly, there is no minimum value for a violation to occur.**

The Act allows individuals to argue one or both of the following defenses in the event that any charge of a violation of the FCPA is made:

- (1) if the payment or promise to pay was lawful under the written laws and regulations of the country in which the recipient is located; or
- (2) “reasonable and bona fide expenditures” may be reimbursable if they are directly related to:
 - a. the promotion, demonstration, or explanation of products or services, or
 - b. the execution or performance of a contract with a foreign government or agency thereof.

It is the Company’s policy, however, to allow **nothing** of value to be given to any foreign government employee -- or in fact, any customer whatsoever -- unless it is approved by the General Counsel and is in accordance with this Policy and the Company’s Code of Business Conduct and Ethics. Please strictly adhere to those policies before giving **anything** of value to any foreign government employee or other customer.

Compliance with the FCPA must be undertaken on a case-by-case basis and can be complex. Employees and Third Party Representatives should **not** try to solve FCPA problems on their own. If any question arises regarding whether a payment could be a potential violation of the FCPA or the anti-bribery laws in other countries, the individual should discuss it with the General Counsel.

Record-Keeping Provisions and Internal Accounting Provisions

In addition to prohibiting bribery, the Act requires proper record-keeping and the establishment and maintenance of internal controls. Although the intent of these provisions is to prevent companies from concealing bribes and to discourage fraudulent accounting practices often connected with bribery, a violation of these provisions for **any** reason is unlawful.

Pursuant to Section 13(b)(2)(A) of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), Issuers are required to make and keep books, records and accounts, which, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company. The purpose of this requirement is to prevent the occurrence of the following types of abuses:

- (1) records that accurately record the existence of a transaction but which fail to reveal the illegal or improper purpose of the transaction;
- (2) records that fail to record improper transactions; and
- (3) records that are falsified to conceal improper transactions which are otherwise correctly recorded.

Pursuant to Section 13(b)(2)(B) of the Exchange Act, Issuers must devise and maintain a system of internal accounting controls sufficient to provide reasonable assurances that the following objectives are achieved:

- (1) transactions are executed in accordance with management’s general or specific authorization;
- (2) transactions are recorded as necessary:
 - a. to permit preparation of financial statements in conformity with generally accepted accounting principles or any other criteria applicable to such statements, and
 - b. to maintain accountability for assets;
- (3) access to assets is permitted only in accordance with management’s general or specific authorization; and
- (4) the recorded accountability for assets is compared with the existing assets at reasonable intervals and appropriate action is taken with respect to any differences.

The record-keeping and internal accounting control requirements affect **all** Employees and Third Party Representatives, not only those who are responsible for the Company’s financial records. If a false or misleading expense record is submitted to the Company by Employees or Third Party Representatives, the Company’s accounting records will not be completely truthful, and the

individual who submitted the expense record as well as the Company itself may be in violation of the FCPA. **Every expense is required to be reported accurately, regardless of its amount or its legality.** For example, if an Employee knowingly allows a consultant to bribe a government official, and the bribe is recorded as “consultant expenses,” both the recordkeeping and anti-bribery provisions of the Act would be violated. Similarly, if an Employee takes a government official out to dinner, the expense and its purpose must be accurately recorded.

If any question arises regarding whether something could be a potential violation of the record-keeping and internal accounting control provisions of the FCPA or the laws in other countries, an Employee or Third Party Representative should discuss it with the General Counsel.

Documenting Government Official Expenses

Employees and Third Party Representatives must avoid any actual impropriety and even the appearance of any impropriety when providing gifts, travel, and entertainment to government officials or other individuals or entities with whom the Company does business. The intent and business purpose of these expenses must be clearly stated when submitting approval requests or other expense reports. In addition, after incurring an expense, all receipts must be promptly submitted. In all cases, the Company documentation must accurately and completely describe the relevant facts. When requesting approval and documenting expenses, the following must be identified:

- (1) the date the gift, travel or entertainment was, or will be, provided;
- (2) the name and governmental title of the government official receiving the gift, travel, or entertainment;
- (3) the location of the activity, including vendor names for entertainment and travel expense;
- (4) a clear description of the nature of the expense and the business purpose; and
- (5) the name of the Company employee who paid, or will pay, the expense and the names of all other Company employees or agents participating in or authorizing the activity.

For more information on how to request approval for and document customer gifts, travel and entertainment expenses, please refer to the Company’s Code of Business Conduct and Ethics.

Penalties Under the Act

Both the U.S. Department of Justice (the “**DOJ**”) and the Securities and Exchange Commission (the “**SEC**”) enforce the Act. The penalties for violations are **severe** and may include individual fines and imprisonment, in addition to substantial corporate penalties. This means that the Employees and Third Party Representatives can be **individually and personally liable** and face significant penalties --including a term in prison -- for violations of the Act. As a result of continuing international efforts, many countries around the world have enacted similar laws

criminalizing the bribery of Foreign Officials. Furthermore, most countries have laws prohibiting bribery of domestic government employees.

Under the Act, a corporation can be fined up to double the amount of gross gain or loss from the illegal activity or \$2,000,000, whichever is greater, for violating the anti-bribery provisions. Individuals can be fined up to \$250,000 and/or imprisoned for up to five (5) years. Violations of the recordkeeping and internal controls provisions by a corporation can result in criminal penalties of up to \$25,000,000, in addition to civil fines. An employee may be subject to an individual criminal fine of \$5,000,000, in addition to civil fines, and may face up to 20 years imprisonment. Accountants and other professionals may also be barred from practicing before the SEC.

An employee may be convicted of violating the Act even if the Company is not convicted. Furthermore, the Act **prohibits** the Company from paying or indemnifying the employee's fine. This means that if a Company employee is found to have violated the Act, he or she will be personally liable for any fines or penalties that are imposed.

Pursuant to international agreements, the U.S. Government has the ability to prosecute individuals all over the world for violations of the Act and can hold a U.S. entity liable for actions of its foreign subsidiaries, even if the U.S. entity did not know or approve of the actions. Therefore, all of the Company's worldwide employees and companies are prohibited from bribing or offering to bribe Foreign Officials. Even if a particular act cannot be prosecuted by the U.S. Government under the Act, it will likely violate other U.S. or non-U.S. laws.

Additional Enforcement Risks

Although this Policy focuses on compliance with the FCPA, the FCPA is not the only potentially relevant law. Transnational and local bribery laws also often will apply to Jive and its affiliates.

U.S. laws other than the FCPA, including state, local, and municipal laws such as mail and wire fraud laws may also apply to Jive and its employees. In particular, commercial bribery has increasingly been a focus of both U.S. and foreign enforcement authorities, resulting in fines for companies and incarceration for individuals.

Bribery is always a violation of Company policy regardless of whether it involves public officials or other individuals.

The Company's Policy

To ensure compliance with the Act and other applicable anti-bribery and anti-corruption laws, it is the policy of the Company that:

- (1) The use of Company funds or assets for any unlawful or improper purpose is strictly prohibited;

- (2) No payment shall be made to, or for the benefit of, government employees (which may include employees of state-owned enterprises) for the purpose of, or otherwise in connection with, securing sales to, or obtaining favorable action by, a government agency:
- a. Gifts of substantial value to, or lavish entertainment of, government employees are prohibited since they can be construed as attempts to influence government decisions in matters affecting the Company's operation, and
 - b. Any entertaining of public officials (which may include employees of state-owned enterprises), or the furnishing of assistance in the form of transportation or other services should be of such nature that the official's integrity or reputation would not be compromised;
- (3) The offer, payment or promise to transfer in the future Company funds or assets, or the delivery of gifts or anything else of value to government employees (which may include employees of state-owned enterprises and does include Foreign Officials), is **strictly prohibited** for the purpose of influencing any act or decision of any such person in his or her official capacity, including the decision to fail to perform his or her official functions or to use such person's or party's influence with a foreign government or instrumentality in order to affect or to influence any act or decision of such government or instrumentality in order to assist the Company in obtaining or retaining business for or with, or directing business to, any person or entity;
- (4) If anything of value, regardless of the amount, is to be given to a foreign official (which includes any employee of a foreign government or any department, agency, or instrumentality of a foreign government; a foreign state-owned or controlled entity, including, in many countries, telecom, health care, and educational institutions' employees; a public international organization, such as the Red Cross or World Bank; and any person acting in an official capacity for or on behalf of such governmental bodies or public organizations, including entities hired to review and accept bids for a government agency), foreign political parties or officials or candidates of foreign political parties, it must strictly adhere to the policies and procedures set forth in this Policy and the Company's Code of Business Conduct and Ethics;
- (5) All records must truly reflect the transactions they record. All assets and liabilities shall be recorded in the regular books of account. No undisclosed or unrecorded fund or asset shall be established for any purpose. No false or artificial entries shall be made in the books and records for any reason. No payment shall be approved or made with the intention or understanding that any part of such payment is to be used for any purpose other than that described by the document supporting the payment;
- (6) No political contribution shall be made, directly or indirectly, with corporate funds or assets regardless of whether the contributions are legal under the laws of the country in which they are made;

- (7) Any Employee or Third Party Representative who learns of or suspects a violation of this Policy should promptly report the matter according to the guidelines under “Reporting Violations or Potential Violations of this Policy” below. All managers shall be responsible for the enforcement of and compliance with this Policy, including the necessary distribution to insure employee knowledge and compliance;
- (8) The foregoing Policy shall apply to all of the Company’s subsidiaries and their employees with respect to such subsidiary’s funds and operations;
- (9) Employees who regularly and directly conduct business with government employees, or are involved in the sale of products to government entities, must receive training on the Act on a regular basis, but in no event less than once every two (2) years;
- (10) A violation of this Policy will lead to disciplinary action up to and including termination of employment or engagement of services.

The Company’s Policy for Engaging Third Party Representatives

Under the Act, the Company will be held liable if it authorizes a Third Party Representative to commit a prohibited act on its behalf. In addition, the Company can be held liable if it disregards or ignores signs that should have alerted the Company that a Third Party Representative intended to make an illegal bribe on its behalf. For this reason, due diligence, to a degree appropriate in light of the assessed risk, **must** be performed on those Third Party Representatives and all suspected violations of the Act by Third Party Representatives acting on the Company’s behalf must be investigated. The Company’s process for performing such diligence is described below.

Prior to retaining any sales agents or other Third Party Representatives on the Company’s behalf, an assessment of the risk from engaging the Third Party Representative must be made by the General Counsel or other members of the Company’s legal department.

Under the Act, the Company could also be held liable for the prohibited actions of those entities with which it merges with or it acquires. The Company is committed to undertaking due diligence of such entities and ensuring they adhere to both the letter and spirit of this Policy.

Due Diligence Procedures

Pre-Hiring Due Diligence of Agents, Distributors, Consultants and Other Third Party Representatives

Whenever the Company intends to engage or retain a Third Party Representative in connection with any business being sought on behalf of the Company, the Company will conduct a due diligence inquiry, to a degree appropriate in light of the assessed risk, of the prospective Third Party Representative. This inquiry is intended to determine the reputation, beneficial ownership, professional capability and experience, financial standing and credibility of the prospective Third Party Representative and the history of such prospective Third Party Representative’s compliance with applicable provisions of the FCPA or similar applicable laws in other countries. The specific

information to be obtained in connection with such due diligence shall be specified by, and the results of such investigation shall be reviewed and approved by, the General Counsel or other members of the Company's legal department. A Third Party Representative may not be retained until this review and approval has been provided.

Key information concerning prospective Third Party Representatives shall be recorded in the Company's Third Party Due Diligence Questionnaire and Certification form (the "**Questionnaire**"). The Questionnaire must be executed by an authorized official of the relevant prospective Third Party Representative, and the person charged with managing the prospect. Upon review of the Questionnaire, the General Counsel or other members of the Company's legal department may determine that additional due diligence is required, depending on the Third Party Representative's risk profile. Files supporting the Company's Third Party due diligence shall be provided by the person who identified the third party and maintained by the Legal Department and updated from time to time as necessary to manage compliance.

Post-Hiring Monitoring

If any Employee knows or reasonably believes that a payment or promise of payment prohibited by the FCPA has been, is being or may be made by an agent, distributor, consultant or other third party intermediary for or on the Company's behalf, the Employee shall immediately advise the General Counsel and shall use all reasonable efforts to prevent the payment or promise of payment from occurring.

Acquisitions

Whenever the Company pursues the acquisition of any business entity, the due diligence process associated with the proposed acquisition shall include an inquiry of the acquisition target's compliance with the FCPA. The specific information to be obtained in connection with such investigation shall be specified by, and the written results of such investigation shall be reviewed and approved by the General Counsel.

Joint Ventures

Whenever the Company elects to pursue work through a joint venture, the Company will conduct a review of the prospective joint venture partner or partners in order to determine the reputation, beneficial ownership, professional capability and experience, financial standing and credibility of the prospective joint venture partner or partners and the history of such prospective joint venture partner's or partners' compliance with applicable provisions of the FCPA or similar applicable legislation in other countries. The specific information to be obtained in connection with such investigation shall be specified by, and the written results of such investigation shall be reviewed and approved by, the General Counsel.

Contract Procedures

Standard Forms and Provisions

The Legal Department maintains standard forms for most types of contracts and transactions that are available on the Legal Department's space on Brewspace.

The General Counsel or her delegate within the legal department will determine which contracts with Third Party Representatives; all joint venture, partnership and shareholder contracts; and all contracts for the acquisition of entities or business assets must include this Policy and the Company's Code of Business Conduct and Ethics.

Approval Requirements

In addition to any other approvals required by other Company policies, any contract with Third Party Representatives must be on the Company's form agreement and if it is not, it shall require the specific approval of the legal department. No payment may be disbursed by the Company under any such contract unless an original written copy of the contract is in the files maintained by the Legal Department and such copy reflects the approvals required above.

Education and Training

The Company requires annual anti-bribery and anti-corruption education and training for all individuals within the Company's sales organization, all director-level individuals within the Company's professional services organization and any other individuals who have direct contact with the Company's potential customer base in a sales or engagement capacity ("Training Recipients"). Training sessions will address anti-bribery legal requirements, the Code of Business Conduct and Ethics, and this Policy.

The General Counsel will conduct or arrange for anti-bribery training sessions to be conducted at least annually.

Annual Certifications

The Company requires annual certification from each Employee certifying that he or she has read and understood this Policy.

Auditing

Testing and auditing of the Company's transactions for possible violations of the Policy will be a function of the Company's Legal Department and the Company's Corporate Controller and a regular part of the Company's routine audit process. All Employees must cooperate fully with the Company's representatives in this regard.

The results of all anti-bribery and corruption auditing activities shall be communicated to the Audit Committee of the Board of Directors promptly after completion of the relevant audit.

Reporting Violations or Potential Violations of this Policy

If an individual suspects or becomes aware of any action related to bribery, recordkeeping or internal controls that he or she believes may be illegal, unethical or inappropriate, or which may otherwise be in violation of this Policy or the Company's Code of Business Conduct and Ethics, the individual must immediately report the situation to the General Counsel. Any manager or Human Resources representative who receives a report of a potential violation of this Policy or the law must immediately inform the General Counsel. If for any reason an individual is uncomfortable discussing the matter with the General Counsel, he or she may raise the matter directly with a representative of the Legal Department or the Audit Committee of the Board of Directors at:

Jive Software, Inc.
325 Lytton Avenue, Suite 200
Palo Alto, CA 94301
Attn: Audit Committee

If the individual wishes to report his or her concerns anonymously, he or she may access the Company's anonymous whistleblower hotline, a confidential messaging system that can be found here: www.ethicspoint.com. Anonymous reports should be factual instead of speculative or conclusory, and should contain as much specific information as possible to allow the persons investigating the report to adequately assess the nature, extent and urgency of the investigation.

The Company will not permit retaliation of any kind against anyone who makes a report or complaint in good faith with a reasonable basis for believing that a violation of this Policy or other illegal, unethical or inappropriate conduct has occurred.

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The attached Appendix A answers some frequently asked questions about the Act. If you have any further questions, please feel free to contact the General Counsel.

Appendix A

FREQUENTLY ASKED QUESTIONS (FAQ) about the FCPA

1. My job does not involve working with government contracts. Why do I need to comply with the FCPA?

Although the FCPA prohibits bribery of foreign government employees for the purpose of obtaining or retaining business, U.S. authorities have made clear that the statute is not limited to situations involving government contracts. In recent years, FCPA prosecutions have included corrupt payments made in connection with the renewal of a government license, travel arrangements related to training, negotiations with tax authorities, and customs transactions. Therefore, you must act in a lawful and ethical manner in all of your dealings with foreign government employees. You should also understand that other U.S. laws and the domestic laws of other countries prohibit bribery of government officials.

2. Doesn't the FCPA only apply to interactions with high-level foreign government officials?

No. The FCPA applies to interactions with government employees of all ranks, and not only top decision-makers. Specifically, the statute prohibits making corrupt payments to foreign officials, foreign political parties or their members, and foreign political candidates. A "foreign official" includes any officer or employee of a foreign government or any department, agency or instrumentality of a foreign government. Members of a royal family are included. Employees should also keep in mind that a state-owned business may also be considered part of a foreign government, so, for example, in many countries telecom and health care employees are "foreign officials." In addition, anyone acting on behalf of a foreign government, such as a consultant or negotiator representing a state-owned business, is covered by the FCPA. The definition of "foreign official" also includes an employee of a public international organization, such as the World Bank or Red Cross.

3. I understand that the FCPA prohibits paying or offering to pay a government employee anything of value for improper purposes. What are some examples of prohibited payments?

The FCPA's prohibition includes not only money, but literally anything that could be of value to the foreign government employee. This includes gifts; travel expenses; meals; entertainment expenses, such as the purchase of tickets to a sporting event or golf course fees; payment of per diems; and privileges and personal favors such as securing a job offer. The DOJ and SEC have also prosecuted companies who have provided these types of payments and items to family members of government employees.

4. Does the FCPA have an exception for small payments?

No. An otherwise impermissible bribe or offer to bribe is not exempt under the FCPA just because the amount of the payment is small. For that reason, the Company policy requires that you must consult and strictly adhere to the policies and procedures set forth in this Policy and the Company's Code of Business Conduct and Ethics.

5. Are there any exceptions under the FCPA? What if the government employee solicits the bribe or threatens the Company with fines or the revocation of privileges?

There are a few very limited exceptions to the FCPA. One exception is for reasonable and bona fide expenditures incurred by or on behalf of a foreign government employee directly related to (a) the promotion, demonstration or explanation of products or services; or (b) the execution or performance of a contract with a foreign government or agency thereof. In addition, some payments may be permissible if allowed under the actual written laws of a country. However, these are very narrow exceptions that may not be legal in all countries. Therefore, you must consult and strictly adhere to this Policy, the Company's Code of Business Conduct and Ethics, and local law when making or promising to make any payments under these exceptions.

No exception exists for situations in which a government employee solicits a bribe or attempts to extort a bribe.

6. We are exploring a new market and I would like to pay a courtesy visit to a local commerce official. Can I also take him out to a business lunch?

The FCPA prohibits making or offering payments or anything of value – including a meal – in order to improperly influence the Company's business interests. In some circumstances, where there is no government action pending or anticipated, a business lunch with a government employee for the sole purpose of familiarizing him with the Company or products may be permissible under the FCPA. However, other laws may prohibit you from paying for a government employee's meal or other expenses. Consequently, you must consult and strictly adhere to this Policy, the Company's Code of Business Conduct and Ethics and local law before providing anything of value to a foreign official.

7. Can the Company enter into a joint venture or similar relationship with a foreign official or an entity that is co-owned by a foreign official?

While it is possible for the Company to enter into these types of business relationships, they raise serious issues under the FCPA. Therefore, they must be carefully structured to ensure that the government officials or entities comply with the FCPA. In these situations, the General Counsel must be contacted prior to the initiation of any transaction.

8. Do other countries have laws criminalizing bribery like the FCPA?

Yes. The Organization for Economic Cooperation and Development (OECD) signed the Convention on Combating Bribery of Foreign Public Officials in International Business Transactions, which came into force in 1999. The Convention requires countries that ratify the convention to enact laws criminalizing bribery in a manner that is substantially similar to the FCPA. More than 30 countries, including the U.S., have ratified the OECD Convention. The 2003 UN International Convention against Corruption covers the same provisions as the FCPA and the OECD Convention, with an even broader scope. It has been signed by 125 countries and ratified by 29, including the U.S. Countries other than the signatories to these Conventions likely also have laws prohibiting bribery of foreign government employees.

9. Does the FCPA prohibit bribery of U.S. government employees?

The FCPA does not address bribery of U.S. government employees. However, other U.S. laws prohibit bribery of domestic government employees. In addition, almost all countries have laws that prohibit bribery of their own government officials.

10. Does the FCPA prohibit bribery of the employees of Jive's customers who are not government officials?

The FCPA does not address the bribery of customers who are not government officials. However, other U.S. and other laws prohibit bribery of non-government employees.

11. If a payment is made that might be considered a bribe under the FCPA, wouldn't it be better to record it as something else in order to protect the Company from liability?

No. The FCPA not only prohibits bribery, but also inaccurate recording of any expenses, including those that are prohibited by the FCPA. Therefore, you would be violating the FCPA twice and subjecting the Company – and yourself – to even greater potential liability. For example, if you paid a small bribe to a government employee in order to receive a permit that you otherwise would not have received, and you recorded the expense as “permit fees,” both the anti-bribery and recordkeeping provisions of the FCPA would be violated. Similarly, if you discovered that an agent paid a bribe to a government employee in order to accept the Company's bid for business, you should not just record the expense as a “success fee” and hope that the bribe is not discovered. In situations where you need to record an expense that may have violated the FCPA, you must work with the General Counsel to determine the proper course of action. In all cases, expenses will be recorded in an accurate manner.

12. If I make or offer an illegal bribe that violates the FCPA, what are the penalties? Will the Company pay my fine if I was trying to help the business?

Since the FCPA is a criminal statute, the penalties for violating the anti-bribery provisions can be very severe. A corporation can be fined up to double the amount of gross gain or loss from the illegal activity, or \$2,000,000, whichever is greater. Individuals can be fined up to \$250,000

and/or imprisoned for up to five (5) years. The FCPA prohibits the Company from paying your fine or indemnifying you under any circumstances.

Violation of the recordkeeping and internal controls provisions may also result in substantial penalties. The Company could face a criminal penalty of up to \$25,000,000, in addition to civil fines. An employee may be subject to an individual criminal fine of \$5,000,000, in addition to civil fines, and face up to 20 years imprisonment. Accountants and other professionals may also be barred from practicing before the SEC.

13. If I suspect or become aware of violation of the FCPA, what do I do?

If you suspect or become aware of any action related to bribery, recordkeeping or internal controls that he or she believes may be illegal, unethical or inappropriate, or otherwise in violation of this Policy, you should immediately report the situation to the General Counsel. Any manager or Human Resources representative who receives a report of a potential violation of this Policy or the law must immediately inform the General Counsel. If for any reason you are uncomfortable discussing the matter with the General Counsel, you may raise the matter directly with the Legal Department or the Audit Committee of the Board of Directors at:

Jive Software, Inc.
325 Lytton Avenue, Suite 200
Palo Alto, CA 94301
Attn: Audit Committee

If the individual wishes to report his or her concerns anonymously, he or she may access the Company's anonymous whistleblower hotline, a confidential messaging system that can be found at www.ethicspoint.com.

Anonymous reports should be factual instead of speculative or conclusory, and should contain as much specific information as possible to allow the persons investigating the report to adequately assess the nature, extent and urgency of the investigation.

The Company will not permit retaliation of any kind against anyone who makes a report or complaint in good faith with a reasonable basis for believing that a violation of this Policy or other illegal, unethical or inappropriate conduct has occurred.