

SeaChange International, Inc.

Code of Ethics and Business Conduct

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1.0 Introduction

The commitment to excellence is fundamental to the philosophy of SeaChange International, Inc. and its subsidiaries (the “Company”). In pursuit of that commitment, SeaChange has established a Code of Ethics and Business Conduct (the “Code”) that is applicable to its directors, officers and employees (collectively referred to in this Code as “employees” or simply as “you”). The Code is intended to provide you with a clear understanding of the principles of ethics and business conduct that are expected of you in your daily work and to promote: (1) honest and ethical conduct by the directors, officers, and employees of the Company, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships; (2) full, fair, accurate, timely, and understandable disclosure in reports and documents that the Company files with, or submits to, the United States Securities and Exchange Commission (“SEC”) and in other public communications made by the Company; (3) compliance with applicable governmental laws, rules, and regulations; (4) the prompt internal reporting of any violations of this Code; and (5) accountability for adherence to the Code.

The Code will be distributed to all employees annually to be sure you remain aware of the Code and its provisions, and the Company’s executive officers shall be required to formally acknowledge receipt and review of the Code at such time. No employee has the authority to order, direct, request or even influence another employee to violate the Code. Therefore, no employee will be excused for violating the Code at the request or direction of another employee. Any attempt by an employee to have another employee violate the Code, whether successful or not, is itself a violation of the Code.

The Code is not intended to create an employment agreement between you and the Company, and is not a guaranty of continued employment. The Code is also not a comprehensive rulebook for and it is not intended to provide answers to all questions and/or situations that might arise in the course of discharging your duties and responsibilities. Ultimately you must rely on your good sense of what is right, including a sense of when it is proper to seek guidance from others on the appropriate course of conduct. If you are confronted with situations not covered by the Code, or you have questions regarding the matters addressed in the Code, you are urged to consult with your manager, the Compliance Officer (General Counsel), Vice President of Human Resources, the Chief Financial Officer or the Chair of the Corporate Governance and Nominating Committee, as appropriate. Please note that the information provided in this Code does not amend or supercede the explicit terms of any more detailed or restrictive Company policy or any written agreement between you and the Company. You are expected to familiarize yourself with the Company policies and procedures that apply to you and the performance of your job, including policies that appear on the Company's intranet site under the Human Resources and Finance sections.

In the following sections the principles and/or directives you are expected to adhere to are highlighted in *italics*, while the rest of the text is intended to expand on and/or explain the various principles.

2.0 Fair Business Dealing

2.1 Bribes and Kickbacks.

Offering, giving, soliciting or receiving any form of bribe or kickback is strictly prohibited.

The Company does not seek to gain any advantage through the improper use of favors or other inducements. You must exercise good judgment to avoid misinterpretation and adverse effect on the reputation of the Company or its employees.

2.2 Conflicts of Interest.

You shall not knowingly place yourself in a position where you allow the possibility of personal gain to influence, or appear to influence, your judgment in the conduct of Company business.

Following are additional principles concerning specific conflict of interest situations:

2.2.1 Providing Gifts and Entertainment.

Cash or cash-equivalent gifts may not be provided by an employee directly or indirectly to any person or enterprise which is or seeks to be a supplier or customer of the Company.

Non-cash gifts and entertainment, which support a valid business purpose, may be provided if they are (a) consistent with customary business practice, (b) not in violation of applicable laws, and (c) not embarrassing to SeaChange or the recipient if publicly disclosed.

2.2.2 Receiving Gifts or Entertainment.

An employee, or employee's family member, may not accept cash or cash-equivalent gifts, at any time from any person or enterprise which is or seeks to be a supplier or customer of the Company.

Non-cash gifts received (other than normal promotional items bearing the giver's corporate name and items that are not of significant value) must be turned over to the Company for appropriate action or for donation by the Company to an appropriate charity. Normal business entertainment, such as lunch, dinner, social invitations and the like, is appropriate if reasonable and customary in nature, provided the purpose of such meeting or event is to hold bona fide business discussions or to foster better business relations.

2.2.3 Interests in Other Businesses

You shall avoid any situation in which you, or a family member, might profit personally, or give the appearance of profiting personally, from SeaChange's relationship with its customers or suppliers.

This includes situations where you or a family member has a financial interest in any enterprise which does, or seeks to do, business with the Company. Insignificant holdings of publicly traded companies do not constitute a conflict of interest. In certain circumstances, the Board of Directors may be required to review and approve related parties transactions.

2.2.4 Outside Activities.

Employees working full time for SeaChange are not permitted to engage in “freelance”, “moonlighting” or other activities that interfere with the time or attention they must devote to their duties or their duty of loyalty to SeaChange.

Company time, facilities, resources or supplies may be used for non-work related activities only with the approval of your immediate supervisor or the Compliance Officer.

2.3 Relations with Vendors.

You are expected to maintain polite, courteous and transparent relationships with all vendors and providers of services to SeaChange.

You must treat all vendors with respect, fairness, and honesty, and may not take undue advantage of a vendor by utilizing the Company’s overall influence. You must avoid self-authorized company relationships with vendors who are relatives, close friends and/or one with whom a prior close relationship exists.

2.4 Relations with Customers.

You are expected to maintain polite, courteous, respectful and transparent relationships with any customer or potential customer of SeaChange.

Customers are one of the most valuable assets of the Company and, as such, they will be treated with the utmost respect. If the customer is a governmental body or agency you must make yourself aware of, and abide by, the specific rules and regulations relating to relationships with public agencies. Your conduct will always be professional and respectful and you will avoid any actions that might imply or even simply be perceived as an attempt to influence public officials in the performance of their official duties.

3.0 Compliance with Laws

3.1 Overall Policy

SeaChange will respect all laws and regulations of Federal and local governments and the government of other countries that apply to our business. You are expected to uphold this policy at all times.

Unlawful conduct is strictly prohibited and no employee will be permitted to achieve results on behalf of the Company at the cost of violations of law. You may not use a consultant or contractor to do something prohibited by law or Company policies. Several important laws that you should know about are reported below. The list is by no means exhaustive and if you have any questions about the applicability of any laws anywhere in the world, you should consult with the Compliance Officer or the Chief Financial Officer.

3.1.1 Foreign Corrupt Practices Act

You shall comply with the U.S. Foreign Corrupt Practices Act (“FCPA”).

Employees of SeaChange should respect the laws, customs and traditions of each country in which they operate, but should also, at the same time, engage in no act or course of conduct which, even if legal, customary and accepted in any such country, could be deemed to be in violation of the accepted business ethics of the Company or the laws of the United States. Under the FCPA, it is unlawful for any employee to, directly or indirectly, give anything of value to foreign

government officials, foreign political parties or officials or foreign candidates for public office for the purpose of obtaining or retaining business for the Company. All of the Company's subsidiaries and employees, whether or not located in the United States, are subject to the FCPA.

3.1.2 Securities Laws and Insider Trading.

You shall comply with all laws and regulations concerning Securities Trading and the handling of Insider Information.

SeaChange is generally required by law to make prompt public disclosure of material information that, if publicly known, would likely affect investors' decisions or the market price of the Company's stock. There may be occasions when you become aware of material information that has not yet been released to the public. In that case, until the information is publicly disclosed, you must hold the information in strict confidence. As mandated in our Insider Trading & Tipping Policy (found on the Company's intranet), you are prohibited from trading in the Company's securities during certain specified periods. It is your responsibility to familiarize yourself with this policy.

3.1.3 Reporting Violations of Securities Laws.

Any attorney employed or engaged by the Company shall report evidence of a material violation of the securities laws or breach of fiduciary duty by the Company or any of its employees or agents to the Compliance Officer, the Chief Financial Officer or to the Chief Executive Officer.

3.1.4 Antitrust Laws.

You shall comply with any antitrust laws of the U.S. government and the government of any other country in which SeaChange carries out its business.

The United States and many foreign governments have antitrust or "competition" laws. These laws prohibit, among other things, agreeing with competitors to fix prices, limit production, or divide markets, customers or territories. They also prohibit making agreements with customers on their resale prices of Company products. Because this area is very complex, it is beyond the scope of this Code to describe the antitrust laws in detail. If you are ever in doubt about whether a transaction may violate antitrust laws, please consult the Compliance Officer or the Chief Financial Officer.

3.1.5 Sanctions, Boycotts and Trade Embargoes.

Whether or not you are located in the United States you must abide by all economic sanctions or trade embargoes that the United States has adopted.

The United States government uses economic sanctions, boycotts and trade embargoes to further various foreign policy and national security objectives. Inquiries regarding compliance with applicable sanctions, boycotts and trade embargoes should be directed to the Compliance Officer or the Chief Financial Officer.

3.1.6 Non-Harassment; Equal Employment Opportunity.

The Company is committed to the treating of each employee with fairness, dignity and respect.

Please see the Company's Non-Harassment Policy (a copy of which is maintained on the Company's intranet) for information regarding the Company's policies.

3.1.7 Drug Free Workplace.

SeaChange prohibits working under the influence of alcohol or illegal drugs and prohibits the possession, distribution, sale, transfer or use of illegal substances in the workplace, while on duty, or while operating employer owned vehicles or equipment.

Any violation of this policy will result in disciplinary action, including the possibility of termination.

3.1.8 Health, Safety and Environmental Laws.

SeaChange is committed to maintaining a healthy and safe work environment and to conduct its business in an environmentally responsible manner in compliance with all applicable laws.

Health, safety and environmental responsibility are fundamental to the Company's values. Therefore, if you ever notice any potential health, safety or environmental hazards or opportunities to improve the Company's practices, please notify your manager or the Vice President of the Human Resources Department at once.

4.0 Protection and Use of Company Assets

4.1 Protection of Company Assets.

You are required to protect all tangible and intangible assets of the Company against unauthorized use or removal, as well as against loss or injury to the Company by criminal acts, breach of trust or other actions.

The Company's assets include physical assets (e.g. buildings, furniture, hardware, etc.), as well as less tangible assets (e.g. trade secrets, patents, designs, architectures, studies, proposals, etc.). You are also required to comply with appropriate policies and practices to safeguard the Company's assets. Any question regarding protection of assets should be directed to the Compliance Officer.

4.2 Corporate Opportunities.

You are prohibited from (i) taking for yourself personally corporate opportunities that are discovered through the use of Company property; (ii) using corporate property, information, or position for personal gain; and (iii) competing with the Company.

You owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises. Your obligation not to compete with the Company is in addition to the requirements of any noncompetition agreement you have executed with the Company. Non-employee directors who seek to conduct outside business activities involving an entity that has a business relationship with the Company, or that now is or in the reasonably foreseeable future could become a competitor of the Company, must obtain

approval of the Nominating and Corporate Governance Committee before conducting such activities.

4.3 Confidential Information.

You have a duty to protect the Company's confidential information.

The Company's continued success depends on developing knowledge and using that knowledge to improve our business. This knowledge, sometimes known as trade secrets or confidential information, must be protected. Examples include research and development plans, manufacturing methods, financial data, supplier and customer information (e.g. names and titles), prices, salary information, and any other sensitive or proprietary information. You have an obligation to safeguard confidential information by:

- Keeping it secure, e.g., securing laptops with PIN, locking desk and offices, shredding confidential information, etc.
- Discussing it only with other SeaChange employees who have a need to know in order to do their job.
- Not discussing it in public, including use of cell phones, laptops and other electronic devices in public places on a non-secure basis.
- Only disclosing it outside of SeaChange if you have the required permission to do so and the party receiving the information has signed a Non-Disclosure and Confidentiality Agreement.
- Not allowing network access to persons who are not authorized and have not signed a Non-Disclosure and Confidentiality Agreement.
- Consulting with the Compliance Officer if you know of any developments that may be eligible for protection by patent or trademark.

When your employment ends, your obligation to protect SeaChange confidential information continues. You may not use confidential information in any other endeavor and all property and confidential information held by you must be returned.

The confidentiality obligations stated above are in addition to the provisions of any confidentiality or nondisclosure agreement you have executed with SeaChange.

4.4 Assets of Other Companies.

SeaChange is not interested in, and prohibits you from, using illegal or unethical methods to gather information about, or to obtain, assets of other companies.

SeaChange wants you to safeguard and protect its own assets, and requires you to equally respect the assets of SeaChange's competitors and other companies, including proprietary rights, patents, copyrights, trademarks, etc. Stealing or possessing these assets without the owner's consent, or persuading past or present employees of other companies to disclose confidential information or trade secrets is prohibited. If information is obtained by mistake, or if you have any questions about the legality of how you are gathering information, please consult the Compliance Officer or Chief Financial Officer.

4.5 Accurate Business Records and Reporting.

SeaChange requires you to record and report business transactions truthfully and accurately. The Accounting Department retains the overall responsibility to keep books

and records that fully, fairly, accurately and timely reflect all transactions and other events that are the subject of specific regulatory record keeping requirements, including strict adherence to generally accepted accounting principles and other applicable rules, regulations and criteria for preparing financial statements. However, each of you, within the sphere of one's responsibilities, is required to familiarize himself/herself with the appropriate procedures (including all Internal Controls Processes) and to comply with the specific requirements.

All Company financial records must accurately and clearly represent the relevant facts and the true nature of transactions. Under no circumstances may there be any unrecorded liability, funds or accounts of the Company, or any improper or inaccurate entry knowingly made on the books and records of the Company.

No payment on behalf of the Company may be approved or made with the intention, understanding or awareness that any part of the payment is to be used for any purpose other than that described by the documentation supporting the payment. Intentional accounting misclassifications (for example, expense versus capital) and improper acceleration or deferral of expenses or revenues are prohibited.

Because the integrity of the Company's external reports to shareholders and the SEC depends on the integrity of the Company's internal reports and record keeping, you must adhere to the highest standards of care with respect to internal records and reporting. SeaChange is committed to full, fair, accurate, timely and understandable disclosure in the periodic and other reports required to be filed by it with the SEC, and it expects you to work diligently toward that goal.

4.6 Adherence to Internal Controls Process.

You shall scrupulously adhere to the Internal Controls Process developed by the Company.

The Company has developed and maintains a system of internal controls to provide reasonable assurance that transactions are executed in accordance with management's authorization, are properly recorded and posted, and are in compliance with regulatory requirements. The system of internal controls within the Company includes written policies and procedures, budgetary controls, supervisory review and monitoring and other checks and balances. You are expected to be familiar with, and adhere strictly to, those control principles that apply to your job. Attempts to coerce and/or intimidate employees to violate, ignore or otherwise fail to comply with the Company's controls is a punishable act and may result in termination.

4.7 Document Retention.

You will adhere to the policies and practices illustrated in the policies and practices set forth on the Intranet under "Human Resources" when deciding when and how to dispose of obsolete documents.

Because the space available for storage of paper and electronic documents is limited and expensive, the periodic disposal of documents may become necessary. However, there are legal requirements that certain records be retained for specific periods of time. Before disposing of documents, you must make sure that you are in compliance with the applicable Company records retention policies and practices.

4.8 Electronic Communications.

You are responsible for using the Company's electronic information and communications systems, including facsimile, voice mail, electronic mail, e-mail, laptop and personal computer systems ("Systems"), properly and in accordance with Company policies and practices.

You must comply with the e-mail and internet policies set forth on the Company's intranet under Human Resources. Any concerns should be directed to the Director, IT.

4.9 Litigation and Claims.

If you ever receive a legal document related to SeaChange, such as a summons, complaint, subpoena or discovery request, whether from a governmental agency or otherwise, you must immediately contact the Compliance Officer or Chief Financial Officer to ensure an appropriate and timely response.

Do not respond to any request, answer any questions or produce any documents without first discussing with the Compliance Officer or Chief Financial Officer. Also, it is not appropriate to attempt to list legal matters or pending litigation in vendor or supplier qualification forms, RFPs or RFQs, or in any questionnaires. Under no circumstance should you ever threaten or initiate legal action on behalf of SeaChange. Decisions regarding legal action reside exclusively with the Chief Executive Officer.

4.10 Political Process.

It is the policy of SeaChange to encourage employees to participate in the political process.

While the Company encourages employees to participate in the political process, it also cautions that the political process is highly regulated and, therefore, you should familiarize yourself with the applicable laws and regulations. In particular we wish to point out that: a) the Company is generally prohibited from making donations of funds, property or services to candidates for public office; b) any political activities or donations must be on your own time and at your own expense and you may not utilize company resources or Systems or other "in kind" contributions for political purposes; and c) if you are involved in politics, please be sure you express your views as an individual, and not as a representative of SeaChange.

5.0 Policy Regarding Compensation Reimbursement

In the event that the financial results of the Company are significantly restated as a result of fraud or intentional misconduct, the Board of Directors ("Board") will review any compensation, other than base salary, paid or awarded to any Senior Employee found to be personally responsible for the fraud or intentional misconduct that caused the need for the restatement.

The Board will, to the extent permitted by applicable law, in all appropriate cases, require reimbursement from such Senior Employee of any such compensation if:

- the amount of such compensation was calculated based upon the achievement of certain financial results that were subsequently the subject of the restatement,

- the Senior Employee engaged in fraud or intentional misconduct that caused the need for the restatement, and
- the amount of such compensation that would have been awarded to the Senior Employee had the financial results been properly reported would have been lower than the amount actually awarded.

For purposes of this policy, “Senior Employee” means any employee of the Company who has been designated by the Board as an executive officer and any employee of the Company who has been appointed by the Board to the office of Vice President. This policy is effective as of January 21, 2009.

6.0 Administration of the Code

6.1 Reporting Violations Under the Code.

If you have any information or knowledge regarding any actual or suspected violation of the Code, you are required to report the matter to your manager or directly to the Chief Executive Officer, Chief Financial Officer, Compliance Officer or to a member of the Audit Committee or the Corporate Governance and Nominating Committee of the Board of Directors of the Company.

The Corporate Governance and Nominating Committee shall undertake or oversee a fair, thorough investigation of all such reported violations, reporting findings of violations to the Board together with recommendations for enforcement of the Code, appropriate to the circumstances.

6.2 Reporting Concerns Regarding Accounting or Auditing Practices.

If you have any information or knowledge regarding questionable accounting practices or auditing matters, you should notify the Compliance Officer, Chief Financial Officer or the Audit Committee of the Board of Directors, on an anonymous basis if you prefer, through the Company's Ethics Hotline. Report It, the Company's third party vendor, will take your toll free call at 1-877-778-5463 24 hours a day 7 days a week.

You may access the Company's Ethics Hotline by following the instructions posted on the SeaChange Intranet and on bulletin boards in your facility.

6.3 Retaliation Prohibited.

SeaChange prohibits any form of retaliation against an employee for reporting in good faith a suspected violation of the Code or for assisting in a violation investigation.

Every report of a suspected violation will be treated as confidential to the extent practical or allowed by law. Any employee who is found to have engaged in retaliation against an employee for raising, in good faith, a suspected violation or for participating in the investigation of a suspected violation may be subject to discipline, up to and including termination of employment, without additional warning. If any employee believes he or she has been subjected to such retaliation, that individual is encouraged to report the situation as soon as possible to the Vice President of Human Resources, Compliance Officer or the Chief Financial Officer.

6.4 Violations of the Code.

Adherence to the Code is the responsibility of each employee of the Company and is a condition of continued employment.

A violation of the Code may result in appropriate disciplinary action up to and including termination of employment, without additional warning. Nothing in the Code prohibits or restricts the Company from taking disciplinary action on any matters relating to employee conduct, whether or not expressly discussed in the Code. The Code does not create any express or implied contract, including an employment contract, with any employee.

6.5 Waivers.

Waivers and interpretations of the Code with respect to executive officers and directors of the Company may only be granted by the Board of Directors of the Company, or an authorized committee of the Board.

The Board of Directors will promptly cause the Company to make public disclosure of any waivers of the Code granted to directors or executive officers. Any such disclosure shall be in a form prescribed by the SEC.

6.6 Amendments.

The Code may be amended, other than for immaterial clarification issues, only by the Board of Directors of the Company.

The Board of Directors will promptly cause the Company to make public disclosure of any material amendments of the Code. Any such disclosure shall be in a form prescribed by the SEC.

Receipt and Acknowledgment

I, _____
(please print full name)

hereby acknowledge that I have received and read a copy of the SeaChange International, Inc. Code of Ethics and Business Conduct and agree to comply with its terms.

Signature

Date

Last revised October 7, 2014