

## **Corporate Governance Guidelines**

### **1. Board Duties and Responsibilities**

The Board is empowered to manage the business and affairs of Edgewater Technology, Inc. (the "Company"), subject to the provisions of the Delaware General Corporation Law and the Company's certificate of incorporation. Included in such powers, duties and responsibilities are the Board's obligations to select, compensate, and evaluate Edgewater Technology, Inc.'s (the "Company") Chief Executive Officer and other members of the Company's senior management and to monitor and provide oversight to that management, on behalf of the Company's stockholders, related to the business and affairs of the Company.

### **2. Board Committees**

The three current Committees of the Board are: Audit; Compensation; and Governance & Nominating, each of which will have its own charter. The charters will set forth the principal powers and responsibilities of these Committees and are outlined on Exhibit A. There may, from time to time, be occasions when the Board may want to form a new Committee, disband a current Committee, or modify the powers and responsibilities of a Committee. In those instances, the Governance & Nominating Committee is responsible for evaluating the proposed change and submitting any related recommendation to the Board.

### **3. Assignment of Committee Members**

The Governance & Nominating Committee is responsible, after consultation with the Chairman of the Board and the Lead Independent Director and after giving due consideration to the desires of individual Board members, for recommending to the Board the assignment of Board members to various Committees. Each Committee member must satisfy any criteria imposed on members of the Committee to which he or she is assigned that are specified in the NASDAQ Rules and any other federal or state statute or regulation applicable to the Company from time to time.

### **4. Frequency and Length of Committee Meetings**

The Chairman of each Committee, in consultation with Committee members, should determine the frequency and length of the meetings of each of the Committees.

### **5. Committee Agenda**

The Chairman of each Committee, in consultation with the appropriate members of management and its staff, should develop the respective Committee's agendas.

### **6. Selection of Agenda Items for Board Meetings**

The Chairman of the Board and the Chief Executive Officer, in conjunction with the Lead Independent Director, should establish the agenda for each Board meeting. Each Board member should be free to suggest the inclusion of item(s) on the agenda.

### **7. Board Materials Distributed in Advance**

Information and data that are important to the Board's understanding of the Company's business should be distributed in writing to the Board before the Board meets. Management is responsible for insuring that this material is concise while still providing the desired information.

### **8. Board Presentations**

Except for those occasions when the subject matter is too sensitive to put on paper, written presentations on specific subjects to be covered at a Board meeting should be sent to the Board members in advance of the meeting so that Board meeting time may be conserved and discussion time focused on questions that Board members have about the material.

### **9. Regular Attendance of Non-Directors at Board Meetings; Regular Director Attendance at Board and**

## **Stockholder Meetings**

The Board agrees with the regular attendance at each Board meeting of non-Board members who are executive officers of the Company. Should the Chief Executive Officer want to add additional people as attendees on a regular basis, the Chief Executive Officer should obtain the Board members' concurrence before doing so. Directors are expected to attend all scheduled Board and Committee meetings. Directors are required, absent compelling circumstances, to attend each Annual Meeting of Stockholders.

### **10. Executive Sessions of Independent Directors**

Consistent with and as required by the NASDAQ Rules, Independent (as defined in paragraph 17 hereof) directors of the Board must meet at regularly scheduled executive sessions without management not less than the number of times required by the NASDAQ Rules or any other federal or state statute or regulation applicable to the Company from time to time. The Lead Independent Director should collaborate with the Board to establish the frequency and location of these meetings and the procedure, if any, by which a presiding Board member will be selected for each executive session.

### **11. Board Access to Management and Independent Advisors**

Board members should have complete access to the management and such independent advisors as the Board determines are necessary to discharge the Board's duties and responsibilities. Board members should use judgment to be sure that their access to management, when utilized with respect to any matter other than routine Committee matters, is not distracting to the Company's business and, if in writing, is copied to the Chairman of the Board and the Chief Executive Officer. Furthermore, the Board encourages management to bring managers into Board meetings, from time to time, who: (a) can provide additional insight into matters being discussed because of personal involvement in those matters; and (b) represent managers with future potential that the management believes should be given exposure to the Board.

### **12. Board Compensation**

The Compensation Committee shall periodically review the Company's Board compensation (both in form and amount) in relation to similar U.S. companies. The Compensation Committee should initiate suggested changes in Board compensation for full discussion and concurrence by the Board.

### **13. Director Qualifications**

Directors should possess the highest personal and professional ethics, integrity and values, and be committed to representing the long-term interests of the stockholders. They must also have an inquisitive and objective perspective, practical wisdom and mature judgment. The Company endeavors to have a Board representing diverse experience at policy-making levels in business, government, education and technology, and in areas that are relevant to the Company's activities. Directors must be willing to devote sufficient time to carrying out their duties and responsibilities effectively, and should be committed to serve on the Board for an extended period of time.

### **14. Director Orientation and Annual Professional Education**

The Chief Executive Officer and/or Chief Financial Officer shall be responsible for providing an orientation for new directors, and for periodically providing materials or briefing sessions for all directors on subjects that would assist them in understanding the Company's affairs and operations. Each new director shall, within six months of election to the Board, spend time at the Company's corporate headquarters, or at such other suitable location as may be designated by the Company, for a personal briefing by senior management on the Company's strategic plans, its financial statements and its key policies and practices.

Every year the Company at its expense shall make available to the non-management directors, a continuing professional education program ("CPEP") held anywhere in the continental United States, covering such topics as directors' duties and responsibilities, corporate governance matters, corporate accounting matters and/or relevant topics under the federal securities laws; provided, however, that, only nationally recognized CPEP providers involving the aforementioned topics, will be authorized for this directors' education program.

### **15. Size of Board**

The Board believes the minimum number of Board members should be five and the optimal number of Board members is seven to nine.

### **16. Mix of Management, Non-Management and Independent Directors**

The Board believes that there should be a majority of non-management directors, as well as a majority of Independent directors on the Company's Board. The Board is willing to have members of management, in addition to the Chairman of the Board and the Chief Executive Officer, as directors, but the Board believes that management should encourage senior managers to understand that Board membership is not necessary or a prerequisite to any higher position in management. Officers of the Company other than the Chairman of the Board and the Chief Executive Officer currently attend Board meetings on a regular basis even though they are not members of the Board.

## **17. Independence of Directors; Lead Independent Director**

At least a majority of directors must be Independent. A director is "Independent" when he or she satisfies the definition of "Independent Director" specified from time to time in the NASDAQ Rules and any other applicable federal or state statutory or regulatory definition of "Independent Director" that is applicable to the Company or the Board from time to time.

In the event that the Chairman of the Board is not an independent director, the Governance & Nominating Committee shall designate an independent director to serve as "Lead Independent Director," who shall be approved by a majority of the Independent directors and shall be fully independent of management. The Lead Independent Director shall be appointed to (a) facilitate the functioning of the Board, both independently of the Company's management, and as part of the full Board, (b) lead the work and functions of the Board at and between Board meetings, (c) participate in the flow and content of information distributed to Board members and (d) maintain and enhance the quality of the Company's corporate governance practices. The Lead Independent Director shall be entitled to request materials and receive notices of and attend all meetings of the Committees.

The Lead Independent Director, if one is appointed, shall:

- Chair any meeting of the Independent directors in executive session and act as a liaison between the Independent directors and the Chairman of the Board;
- Chair Board meetings when the Chairman of the Board is not in attendance;
- Meet with any director who is not adequately performing his or her duties as a member of the Board or any Committee;
- facilitate communications between other members of the Board and the Chairman of the Board and/or the Chief Executive Officer; however, each director is free to communicate directly with the Chairman of the Board and with the Chief Executive Officer;
- Monitor, with the assistance of counsel, communications from stockholders and other interested parties and provide copies or summaries to the other directors as he or she considers appropriate;
- Ensure that the responsibilities of the board are well understood by both the Board and management and the boundaries between the Board and management are clearly understood and respected;
- Provide leadership to ensure the Board works in an independent, cohesive fashion;
- Ensure the Board has the requisite resources to support its work effectively;
- Ensure a process is in place regularly to assess the effectiveness of the Board and its Committees;
- Ensure a process is in place to monitor best practices that relate to the responsibilities of the Board;
- Ensure that functions delegated to Committees are carried out as represented and results are reported to the Board;
- Work with the Chairman of the Board in the preparation of the agenda for each Board meeting and in determining the need for special meetings of the Board;
- Consult with the Chairman of the Board and/or Chief Executive Officer on matters relating to corporate governance and Board performance and provide Board leadership in time of crisis; and
- Otherwise undertake the duties and responsibilities set forth in these Guidelines.

The Lead Independent Director shall be elected annually at the Board meeting following each Edgewater Technology, Inc. Annual Shareholder meeting, and such election and service shall occur and continue so long as the Chairman of the Board is not an "Independent" Board member, and such duly elected Independent Director shall serve until a successor shall have been duly elected or appointed or until the Lead Independent Director resigns or is otherwise removed from such office by majority vote of the Independent directors (excluding the Lead Independent Director, who shall abstain from any such vote).

## **18. Board Membership Criteria**

In addition to the Director Qualifications in paragraph 13 of these Guidelines, the Governance & Nominating Committee is responsible for periodically reviewing with the Chairman of the Board and the Chief Executive Officer the appropriate skills and characteristics required of Board members in the context of the composition of the Board and an assessment of the needs of the Board from time to time. In the case of incumbent directors whose terms of office are set to expire, the Governance & Nominating Committee will review such directors' overall service during their term, including the number of meetings attended, level of participation, and quality of performance during their term.

## **19. Selection of New Directors**

The Governance & Nominating Committee is responsible for selecting candidates who may become nominees by the authority of the Board. Stockholders may nominate Board candidates for the Governance & Nominating Committee's consideration. Nominees recommended for election by the authority of the Board and included in the Notice of any Meeting of Stockholders shall be subject to election by the plurality vote of stockholders. The Board delegates to the Governance & Nominating Committee the process of evaluating director candidates and recommending candidates for nomination to the Board. The Governance & Nominating Committee will consider stockholder nominations of director candidates, provided such a proposal is presented in a timely fashion in accordance with our Amended and Restated Bylaws. The Governance & Nominating Committee will consider applicable qualifications of a proposed nominee by reference to a variety of factors, including but not limited to:

- experience and achievement in business, finance, technology or other areas relevant to our activities;
- reputation, ethical character and maturity of judgment, diversity of viewpoints, backgrounds and experiences;
- absence of conflicts of interest including competitive conflict that might impede the proper performance of the responsibilities of a director;
- independence under applicable rules;
- service on other boards of directors;
- sufficient time to devote to Board matters; and
- ability to work effectively and collegially with other Board members.

## **20. Extending Invitation to Join Board**

Each invitation to join the Board should be extended by the Board itself, through the Chairman of the Governance & Nominating Committee, the Chairman of the Board or the Chief Executive Officer.

## **21. Term Limits**

The Board does not believe it should establish term limits for Board members. Although term limits could help insure that there are fresh ideas and viewpoints available to the Board, term limits have the disadvantage of losing the contribution of directors who have been able to develop, over time, increasing insight into the Company and its operations and, therefore, provide an increasing contribution to the Board as a whole. In a related matter, the Governance & Nominating Committee should review each director's continuation on the Board at least every three years.

## **22. Interaction with Institutional Investors, the Press, Customers, Etc.**

The Board believes that management speaks for the Company, which is consistent with the Company's Corporate Policy Regarding Disclosures to the Investment Community, which policy is disseminated annually to employees and directors of the Company. Individual Board members may, from time to time, meet or otherwise communicate with various constituencies that are involved with the Company, but Board members should do this with the prior knowledge of the management and, in most instances, only at the request of the management. In no instance should a non-management Board member purport to speak for the Company, except with the prior approval of the Board.

## **23. Stockholder Communications with the Board.**

The Board of Directors welcomes communications from stockholders. Parties interested in the Company and the operation of the Board or its Committees, in addition to contacting management, may contact the Chairman of the Board, the Lead Independent Director or the Independent directors as a group by directing requests for such contact through the Company's Corporate Secretary at "Board of Directors/Non-Employee Directors, Edgewater Technology, Inc., 200 Harvard Mill Square, Suite 210, Wakefield, MA 01880, Attn: Corporate Secretary". Communications by e-mail should be addressed to [board@edgewater.com](mailto:board@edgewater.com) and marked "Attention: Corporate Secretary" in the "Subject" field. The address and contact information for the Company's Corporate Secretary are disclosed in the Proxy Statement for each Meeting of Stockholders and posted on the Company's website under Investor Relations. Requests for contact, except for those stockholder communications that are outside the scope of Board matters or duplicative of other communications by the applicable stockholder and previously forwarded to the intended recipient, shall be directed by the Company's Corporate Secretary to (a) the intended recipient or (b) the Lead Independent Director (or Chairman of the Board, if such Chairman is an Independent director) or otherwise to the Chair of the Governance & Nominating Committee, who shall, subject to advice and assistance from the Company's legal advisors, (i) be primarily responsible for monitoring communications from shareholders and other interested parties and (ii) provide copies or summaries of such communications to the other directors as he or she considers appropriate.

## **24. Succession Planning.**

The Board shall plan for succession to the position of Chairman of the Board and Chief Executive Officer as well as certain

other senior management positions. To assist the Board, the Chairman and CEO shall periodically provide the Board with an assessment of senior managers and of their potential to succeed him or her. He or she shall also provide the Board with an assessment of persons considered potential successors to certain senior management positions.

## **25. Stock Ownership Requirement**

The Company's directors and executive officers as identified by the Board shall beneficially own shares of common stock having a value as shall be determined by the Board from time to time.

## **26. Board and Committee Self Evaluation.**

The Board, and each Committee shall conduct a self-evaluation of their performance at least annually.

## **27. Adoption of Guidelines.**

These Guidelines were initially adopted on February 25, 2004 and were amended by the Board on June 2, 2004, June 6, 2006, June 10, 2009, June 16, 2010, June 8, 2011, June 6, 2012 and June 5, 2013.

## **EXHIBIT A**

### **Audit Committee**

Performs the responsibilities specified in the Amended and Restated Audit Committee Charter, adopted December 10, 2003 and as amended thereafter from time to time by the Board.

### **Compensation Committee**

Performs the responsibilities specified in the Compensation Committee Charter, adopted December 10, 2003, as amended from time to time thereafter by the Board.

### **Governance & Nominating Committee**

Performs the responsibilities specified in the Governance & Nominating Committee Charter, adopted effective February 25, 2004, as amended from time to time thereafter by the Board.