



RESPONSYS, INC.

WHISTLEBLOWER AND COMPLAINT POLICY

As Adopted by the Board of Directors
on March 2, 2011 and amended June 18, 2012

I. PURPOSE

Responsys, Inc. (collectively with its subsidiaries, the “*Company*”) is committed to promoting high standards of ethical business conduct and compliance with applicable laws, rules and regulations. As part of this commitment, the Company has adopted this Whistleblower and Complaint Policy (this “*Policy*”). Employees are encouraged to use the guidance provided by this Policy to report all known and suspected improper activities. This Policy is designed to provide employees with a confidential or anonymous avenue of communication for reporting any improper activities. The Company will post a current copy of this Policy on the Company’s intranet.

II. REPORTING VIOLATIONS

Employees should report known and suspected violations of (1) laws, governmental rules and regulations, (2) internal accounting controls or accounting and auditing practices and policies, or (3) any other Company policies, to their supervisors and managers. This includes complaints or reports received from persons outside the Company and complaints regarding third parties who provide services to the Company. Supervisors and managers shall promptly consider the information submitted to them and take appropriate action in accordance with the law, governmental rules and regulations and otherwise consistent with good business practice.

If an employee is not comfortable discussing the suspected violation with any of their direct supervisors or managers, the employee may report the suspected violation confidentially and anonymously by the following means:

1. By calling the Company’s compliance hotline: From within the United States, toll-free at (866) 291-8772 or from outside the United States, at 402-517-3593;
2. Online at <http://www.openboard.info/mktg/>;
3. By letter addressed to the Company’s corporate headquarters at 1100 Grundy Lane, 3rd Floor, San Bruno, CA 94066 marked “Attention: Compliance Officer”;
or

4. By email to compliance@responsys.com. Note: If you choose to report by email and wish to remain anonymous, please take appropriate steps to ensure your anonymity is maintained. In addition, if you report by email, your report will automatically be directed to both the Compliance Officer and to the chair of the Audit Committee of the Company's Board of Directors.

Any employee reporting a suspected violation is encouraged to provide as much detail as possible regarding the subject matter of the complaint or concern, because the Company's ability to investigate will be largely dependent on the quality and specificity of such information. The Compliance Officer (or his or her designee) will be responsible for reviewing, or overseeing the review, of any report of a suspected violation from any source. The Compliance Officer will promptly notify the sender and acknowledge receipt of the report, unless the report was submitted anonymously.

If you wish to report directly to the Audit Committee, you may send an email, as described earlier in this Policy, or you may send a letter addressed to the Company's corporate headquarters marked "Attention: Audit Committee." You may report confidentially and anonymously if you wish. The Audit Committee will take whatever steps it deems necessary to respond to a report that it receives, which may include referring the matter to the Compliance Officer for investigation.

The Compliance Officer shall be the Company's General Counsel, unless otherwise appointed by the Company's Chief Executive Officer, subject to the approval of the Nominating and Corporate Governance Committee of the Board of Directors. If a Compliance Officer resigns, then the Company's General Counsel will serve as the Compliance Officer. If there is a vacancy in the General Counsel position, then the Company's Chief Financial Officer will serve as the Compliance Officer.

III. STATEMENT OF NON-RETALIATION

It is against Company policy, and in some countries a crime, for anyone to intentionally retaliate against any person who provides truthful information to a law enforcement official concerning such person's reasonable good faith belief that a possible violation of any federal, state or foreign law has occurred. Moreover, the Company will not permit any form of intimidation or retaliation by any employee, contractor, subcontractor or agent of the Company against any employee because of any lawful act done by the employee to:

- provide information, cause information to be provided, or otherwise assist in an investigation regarding any conduct which the employee reasonably believes constitutes a violation of laws, rules, regulations or any Company policies; or
- file, cause to be filed, testify, participate in, or otherwise assist in a proceeding filed or to be filed relating to a violation of any law, rule or regulation.

The prohibited forms of intimidation or retaliation include, but are not limited to, discharge, demotion, suspension, threats, harassment or any other manner of discrimination with respect to an employee's terms or conditions of employment based on lawful actions of such

employee with respect to a good faith report or cooperation or assistance with an investigation conducted by the Company.

IV. STATEMENT OF CONFIDENTIALITY

In cases in which an employee reports a suspected violation in good faith and is not engaged in the questionable conduct, the Company will attempt to keep its discussions and actions confidential to the greatest extent possible and in compliance with applicable laws and regulations governing employee privacy. All reports and records associated with complaints or reports made under this Policy are considered Company confidential information and access will be restricted to members of the Board of Directors, the Company's internal and external legal counsel, and others involved in investigating a complaint or report under this Policy. Access to reports and records may be granted to other parties at the discretion of the Compliance Officer.

V. INVESTIGATION AND RECORD KEEPING

Employees should not independently conduct their own investigation but instead should make their complaint or report to their supervisor or manager, or by following the procedures in this Policy. The Compliance Officer will coordinate the investigation and resolution of all reports and ensure that corrective action, as necessary and appropriate, is taken. All records of the report of a suspected violation will be reviewed, investigated and evaluated by the Compliance Officer (or his or her designee) as he or she deems reasonably necessary.

VI. RETENTION OF RECORDS

The Compliance Officer will maintain a log of all complaints and reports, tracking their receipt, investigation and resolution. The Company will preserve records of complaints and reports made under this Policy and associated log(s) for a period of time to be determined by the Compliance Officer in consultation with the Company's Audit Committee. After the established retention period, the records and associated log(s) may be disposed of in accordance with Company policy.

VII. REPORTING TO THE AUDIT COMMITTEE AND THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE

With respect to all reports of suspected violations, the Compliance Officer shall, in the case of reports of accounting or auditing irregularities, make a presentation to the Audit Committee, and in the case of all other reports, make a presentation to the Nominating and Corporate Governance Committee of the Company's Board of Directors. At each such meeting, management will report on the nature of all applicable reports received since the prior committee meeting. If the Compliance Officer, or his or her designee, determines that reporting prior to the next scheduled committee meeting is necessary or appropriate, the Compliance Officer or his or her designee shall contact the chair of the applicable committee, or such other person designated by such committee, to decide whether an earlier evaluation is warranted.

The Audit Committee or the Nominating and Corporate Governance Committee, as the case may be, will take whatever steps it deems necessary to respond to any violation report received by the Company.

VIII. POLICY ADMINISTRATION

The Audit Committee (in consultation with the Nominating and Corporate Governance Committee) is responsible for reviewing this Policy and confirming that the procedures contained in this Policy are in place. It may request reports from Company executives about the implementation of this Policy and take any other steps in connection with that implementation as it deems necessary. The Audit Committee shall have the authority to amend this Policy and procedures associated with this Policy at its discretion.