

BOARD CONFIDENTIALITY POLICY

POLICY NUMBER: CLEG-013

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Pursuant to their fiduciary duties of loyalty and care, and in accordance with the requirements of the Code of Business Conduct and Ethics of Guidance Software, Inc. (the “Company”), the Board of Directors (the “Board”) of the Company is required to protect and hold confidential (a) information entrusted to the directors by the Company, its business partners, suppliers, customers or others related to the Company’s business and (b) all non-public information obtained due to their directorship position absent the express or implied permission of the Board to disclose such information.

The Board has adopted this Board Confidentiality Policy (this “Policy”) to interpret and establish procedures to implement the confidentiality requirements of the Code of Business Conduct and Ethics applicable to directors.

I. Director Responsibilities

1. No director shall use Confidential Information for his or her own personal benefit or to benefit persons or entities outside the Company; and
2. No director shall disclose Confidential Information to any person or entity outside the Company.

For the sake of clarity, the above prohibitions on the use and disclosure of Confidential Information apply to such use or benefit by, or disclosure to, any principals or employees of entities that employ or have another business relationship with the director, any constituent group or other person that nominated, proposed to nominate or supported the nomination of the director and any family member or social relation of the director.

Directors are expected to take all appropriate steps to minimize the risk of disclosure of Confidential Information entrusted to or obtained by them.

II. Limited Exceptions to Disclosure Prohibitions

1. The duty of confidentiality set forth in this Policy shall not apply to the use or disclosure of Confidential Information that is specifically authorized by the Board or is required by law. If a director believes he or she has a legal obligation to disclose any Confidential Information, the director shall promptly notify the Company’s General Counsel to permit the Company to seek a protective order or take other action that it, in its discretion, deems appropriate, and the director shall cooperate in the Company’s efforts to obtain a protective order or provide other reasonable assurance that confidential treatment will be accorded the Confidential Information.

III. Definitions

1. “Confidential Information” is all non-public information entrusted to or obtained by a director by reason of his or her position as a director of the Company, including information that might be of use to competitors or harmful to the Company or its business partners, customers or suppliers if disclosed. Confidential Information includes, but is not limited to:

- i. non-public information about the Company's financial condition, prospects or plans, its products and services, its marketing and sales programs and research and development information, as well as information relating to pending or proposed corporate transactions, such as mergers, acquisitions, dispositions, joint ventures, stock repurchases and stock splits;
- ii. non-public information concerning possible business transactions with other companies or information about the Company's customers, suppliers, joint venture partners or other business partners, which the Company is under an obligation to maintain as confidential;
- iii. non-public information about discussions and deliberations relating to business issues and decisions, between and among employees, officers and directors; and
- iv. the content and all information relating to discussions at Board meetings or meetings of any committee thereof, including any and all materials, correspondence or reports prepared or circulated in connection therewith.

IV. Policy Continues to Apply After Service as a Director

1. The duty of confidentiality set forth in this Policy with respect to information entrusted to or obtained by a director will continue after the director no longer serves on the Company's Board for so long as such information remains Confidential Information.

V. Acknowledgements and Questions

1. The Company may require any director or director nominee to sign an agreement that such director or director nominee, if elected as a director of the Company, will agree to comply with the terms of this Policy.
2. A director shall direct any notices or questions regarding this Policy and his or her confidentiality obligations to the Company's General Counsel.