

## Hedging Instruments Risk Management Policy

## Application

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This Hedging Instruments Risk Management Policy (the “**Policy**”) governs the risk management activities for foreign exchange rates (the “**Hedging Strategy**”) of Rimini Street, Inc. (referred to as “**Rimini**” or the “**Company**”) for the duration of the Policy. This Policy defines the objective of the Hedging Strategy and assigns specific responsibilities for meeting the objective. This Policy shall be reviewed at least annually by the Vice President, Finance – Operations, who shall recommend Policy changes to the CFO as warranted, and may be amended in accordance with the procedures outlined under the heading “Policy Exceptions; Authority; Amendments,” below. Capitalized terms used but undefined herein have the meanings assigned to them under the heading “Definitions,” below.

## Objective

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The objective of the Policy is to provide general guidance on managing the Hedging Strategy to mitigate the impact that changes in foreign exchange rates have on Rimini’s financial results and economic condition.

## Philosophy

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Risks due to fluctuations in foreign exchange rates are inherent in Rimini’s day-to-day operations primarily due to its global business operations.

The Hedging Strategy of the Company is to increase the predictability of cash flows and earnings by mitigating volatility, specifically by analyzing the impact that the volatility of foreign exchange rates has on Rimini’s financial results and economic condition and determining the appropriate exposure to that volatility.

## Responsibilities

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The CFO has general oversight responsibility with respect to this Policy and will review compliance with this Policy at least on an annual basis, or more frequently if required by changes in Rimini’s business or expectations.

The CFO and the Vice President, Finance – Operations have the responsibility for direct oversight of all hedging strategies implemented by the Finance Department. Pursuant to this Policy, their specific responsibilities include:

- Provide oversight of all activities undertaken pursuant to the Hedging Strategy across the Company;
- Approve Hedging Strategy and all strategic changes thereof;
- Determine when strategic revisions may be required to a particular hedging program;
- Monitor compliance with this Policy;
- Report to the Board of Directors (the “**Board**”) at least quarterly on all activities pursuant to the Hedging Strategy via the Audit Committee of the Board; and
- Prepare the annual filing to the CFTC confirming that Board (or an “appropriate committee” thereof) approval has been obtained for the “End-User Exemption” as required by the Dodd-Frank Wall Street Reform and Consumer Protection Act (“**Dodd-Frank**”).

Corporate Accounting will be responsible for the external reporting and recording of financial derivative transactions. The reporting will meet U.S. GAAP and other applicable regulatory requirements for the reporting of all financial derivative positions. Corporate Accounting is further responsible for reviewing and ensuring that all hedging activities are accounted for and are in compliance with applicable FASB Accounting Pronouncements governing accounting for hedging instruments.

The VP, Finance – Operations is responsible for working with the Company’s internal and external tax advisors to ensure that all hedging activities are in compliance with applicable United States and foreign tax laws and regulations.

## Guidelines

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The Hedging Strategy will be conducted consistent with the following overall guiding principles:

- Risk Reduction – The foundation of all foreign exchange risk management strategies is to reduce, where deemed appropriate, the Company’s exposure to foreign exchange rates to an acceptable level. Accordingly, it is contemplated that these strategies using financial derivatives and other techniques will reduce the Company’s financial exposure to fluctuations in foreign exchange rates, not increase it.
- Speculation is Prohibited – The Company may not implement any strategy which is intended to increase the Company’s existing financial exposure beyond that of a fully unhedged position, or entering into financial derivative transactions other than those associated with an existing or expected exposure.
- Authorized Instruments – The Company will only utilize financial derivatives that are fully understood by the responsible parties in the Finance Department as to the potential payoff and risk profile of the instrument. All financial derivatives used shall be liquid instruments which can be valued by the Finance Department.

Acceptable financial derivatives which are explicitly authorized for hedging purposes include:

- Foreign Exchange Rate Swaps
- Interest Rate Swap Arrangements

The Finance Department shall have authority to evaluate the use of other financial derivative instruments or combine any of the above financial derivative instruments to the extent it meets the Objective of this Policy, but use of any instrument not explicitly set forth in this Policy must be approved by the CFO and the Vice President, Finance – Operations.

## Process

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Rimini recognizes that, through the use of financial derivatives, Rimini will incur counterparty credit exposure. This exposure is the risk of loss due to default or non-performance on agreed upon terms by the counterparty. The following principles will be followed with respect to managing counterparty credit risk:

- The Finance Department shall maintain a list of pre-approved counterparties with which the Company may enter into financial derivative transactions.
  - Counterparty approval shall be obtained from the Vice President, Finance Operations.
- All counterparties must have an ISDA Master Agreement with the Company.

Individual or aggregate dollar limits for transactions with a single counterparty will not be established by Policy but may be set by the CFO or Vice President, Finance Operations.

All financial derivative transactions executed with bank or broker-dealer counterparties to manage risk pursuant to the Hedging Strategy shall be documented by the Finance Department with the assistance of the Legal Department as to form as necessary, and all Hedging Strategy decisions will be coordinated with the Finance Department. All Hedging Strategy will operate within an effective control environment to ensure compliance with Rimini’s policies, including this Policy.

## Policy Exceptions; Authority; Amendments

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Policy exceptions must be pre-approved by the CFO, and all approved exceptions will be reported to the Audit Committee at its next available meeting. In the event that the Company does not have an appointed CFO at any particular time, the appointed Treasurer (and, if there is no appointed Treasurer, the VP, Finance – Operations, and, if there is no appointed VP, Finance – Operations, the CEO) may perform all Policy functions assigned to the CFO by title, above, unless otherwise directed by the CEO and the Board. Any changes or amendments to this Policy must be approved by the Board with the exception of non-substantive changes/amendments to update (i) the titles of any executive officer or member of senior management

identified by title herein, (ii) the name of any regulatory agency identified herein or (iii) any Federal statute (or rules or regulations promulgated thereunder) or accounting standards referenced herein, which changes/amendments may be approved by the CFO upon the recommendation of the Company's Legal Department.

## Definitions

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**Financial Derivative** – A financial instrument whose value depends on the value of other, more basic underlying variables. For purposes of this Policy, a financial derivative is a contractual obligation entered into by Rimini with one or more financial institutions. Most financial derivatives, such as forwards, options, and swaps, are traded in the over-the-counter markets (*i.e.*, they are not exchange traded).

**ISDA Master Agreement** – The International Swaps and Derivatives Association (“**ISDA**”) is a trade organization of participants in the market for over-the-counter derivatives. It has created a standardized contract (the “**ISDA Master Agreement**”) to enter into derivative transactions. This ISDA Master Agreement is bilateral in nature, containing general terms and conditions (such as provisions relating to payment netting, tax gross-up, tax representations, basic corporate representations, basic covenants, events of default and termination) but does not, by itself, include details of any specific derivative transactions the parties may enter into. The ISDA Master Agreement is a pre-printed form which is not amended itself.

However, it also has a manually produced Schedule in which the parties are required to select certain options and may modify sections of the Master Agreement, if desired. The ISDA Master Agreement would be modified to the extent the modification is mentioned in the Schedule. Details of individual derivative transactions are included in confirmations entered into by the parties to the ISDA Master Agreement. Each confirmation relates to a specific transaction and sets out the agreed commercial terms of the trade. The ISDA Master Agreement, the Schedule and all confirmations form a single agreement.

**Dodd-Frank Wall Street Reform and Consumer Protection Act (“Dodd-Frank”)** – Under Dodd-Frank, Swap Dealers, Security-Based Swap Dealers, Major Swap Participants (“**MSPs**”) and Major Security-Based Swap Participants must register with the CFTC or SEC, as appropriate, and thereafter will be subject to strict regulation. Swap Dealers and MSPs will be required to comply with, among other things, regulations governing minimum margin and capital requirements, mandatory clearing and exchange trading of swaps and security-based swaps, swap reporting and recordkeeping requirements, internal and external business conduct standards and position limits. Even for companies that are not Swap Dealers or MSPs, are predominantly engaged in non-financial activity, and are using swaps or security-based swaps to hedge or mitigate commercial risk (“**End-Users**”), compliance with Dodd-Frank presents a significant challenge.

The mandatory clearing requirement for certain financial derivatives and the attendant obligation to exchange, trade and post margin presents a significant cost and operational challenge for End-Users. In recognition of these significant burdens, Congress provided End-Users with an optional exception from the mandatory clearing and trading requirement (“**End-User Exception**”) when the following conditions are satisfied:

- (i) End-User is not a Financial Entity;
- (ii) Swap is hedging or mitigating commercial risk; and
- (iii) End-User satisfies its reporting obligations to the CFTC, including how it generally meets its financial obligations for non-cleared swaps.