

RIMINI STREET, INC.

**POLICY AND PROCEDURES WITH RESPECT TO
RELATED PERSON TRANSACTIONS**

Amended and Approved as of September 13, 2017

A. Policy Statement

Rimini Street, Inc., a Nevada Corporation (the “**Company**”), recognizes that Related Person Transactions (as defined below) can present potential or actual conflicts of interest and create the appearance that Company decisions are based on considerations other than the best interests of the Company and its stockholders. Accordingly, as a general matter, it is the Company’s preference to avoid Related Person Transactions. Nevertheless, the Company recognizes that there are situations when Related Person Transactions may be in, or may not be inconsistent with, the best interests of the Company and its stockholders, such as situations in which the Company may obtain products or services of a nature, quantity or quality that are not readily available from alternative sources or when the Company provides products or services to Related Persons (as defined below) on an arm’s length basis on terms comparable to those provided to unrelated third parties or on terms comparable to those provided to employees generally. Therefore, the Company has adopted the procedures set forth below for the review, approval, or ratification of Related Person Transactions.

Under this policy, any “Related Person Transaction,” other than transactions for which Audit Committee approval is not required by this policy, may be consummated or shall continue only if the Audit Committee shall approve or ratify such transaction in accordance with the guidelines set forth in this policy.

This policy has been approved by the Audit Committee of the Company’s Board of Directors (the “**Board**”). The Audit Committee will review and may amend this policy from time to time.

B. Related Person Transactions

For the purposes of this policy, a “**Related Person Transaction**” is a transaction, arrangement or relationship (or any series of similar transactions, arrangements or relationships) in which the Company (including any of its subsidiaries) was, is or will be a participant, the amount involved exceeds \$120,000, and any Related Person had, has or will have a direct or indirect material interest (including any transactions requiring disclosure under Item 404 of Regulation S-K promulgated under the Securities Exchange Act of 1934, as amended).

For purposes of this Policy, a “**Related Person**” means:

1. any person who is, or at any time since the beginning of the Company’s last fiscal year was, a director or executive officer of the Company or a nominee to become a director of the Company;
2. any person or entity known to be the beneficial owner of more than 5% of any class of the Company’s voting securities; and
3. any immediate family member of any of the foregoing persons, which means any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law of the director, executive officer, nominee or

more than 5% beneficial owner, and any person (other than a tenant or employee) sharing the household of such director, executive officer, nominee or more than 5% beneficial owner.

C. Identification of Related Persons

1. Directors, Executive Officers and Nominees. On an annual basis, each director and executive officer shall submit to the Company's General Counsel the following information through completion of director and officer questionnaires: (a) a list of his or her immediate family members (as defined above); (b) for each person listed and, in the case of a director, for the director, the person's employer and job title or brief job description; (c) for each person listed (and for the director or executive officer, as applicable), each firm, corporation or other entity in which such person is a partner or principal or in a similar position or in which such person has a 5% or greater beneficial ownership interest; and (d) for each person listed and the director or executive officer, each charitable or non-profit organization for which the person is actively involved in fundraising or otherwise serves as a director, trustee or in a similar capacity.

Any person nominated to stand for election as a director shall submit to the General Counsel the information described above no later than the date of his or her nomination.

Any person who is appointed as a director or an executive officer of the Company shall submit to the General Counsel the information described above prior to such person's appointment, except, in the case of an executive officer, where it is not practicable to submit the information in advance, in which case the information shall be submitted as soon as reasonably practicable following the appointment.

Directors and executive officers are expected to notify the General Counsel of any updates to the list of Related Persons, their employment, entities in which he or she has a 5% or greater beneficial ownership interest and relationships with charitable organizations.

The Company's Legal Department shall prepare, maintain, and update the list of Related Persons as appropriate.

2. Five Percent Owners. The Company's Legal Department shall periodically examine the Securities and Exchange Commission ("SEC") website and such other resources as the Company's General Counsel may deem appropriate in order to identify all persons or entities that may be or have become the beneficial holders of 5% or more of any class of the Company's voting securities. At the time the Company becomes aware of a person's status as a beneficial owner of 5% or more of any class of the Company's voting securities, the Legal Department shall create a list, to the extent the information is readily available, of (a) if the person is an individual, the same information as is requested of directors and executive officers under this policy and (b) if the person is a firm, corporation or other entity, a list of principals or executive officers of the firm, corporation or entity, and shall update the list on an annual basis.

D. Dissemination of Related Person Master List

The Company's Legal Department shall compile the information collected pursuant to the procedures described in Section C above and create a master list of Related Persons. The Legal Department shall distribute the master list (and the periodic updates thereof) to (1) the business unit and function/department leaders responsible for purchasing goods or services for the Company or licensing or selling the Company's products or services and (2) the Company's Chief Financial Officer and/or Controller. The recipients of the master list shall utilize the information contained therein, in connection with their respective business units, departments and areas of responsibility, to effectuate this policy.

E. Audit Committee Approval

The Board has determined that the Audit Committee of the Board is best suited to review, approve or ratify Related Person Transactions. Accordingly, on an annual basis, management shall review with the Audit Committee any Related Person Transactions proposed to be entered into, or continued, by the Company for that fiscal year, including the proposed value of such transactions, if applicable. After review, the Audit Committee shall approve or disapprove such transactions. At each subsequent regularly scheduled meeting of the Audit Committee during the fiscal year, management shall update the Audit Committee as to any material change to those proposed transactions.

In the event any additional Related Person Transactions are proposed subsequent to the first fiscal year meeting, such transactions shall be presented to the Audit Committee for review, approval or ratification according to this policy. Additionally, while the Audit Committee endeavors to review and approve any Related Person Transactions prior to their consummation, if such pre-approval is not feasible with respect to any Related Person Transaction in which the aggregate amount involved is expected to be less than \$500,000, then such Related Person Transaction shall be reviewed and, if the Audit Committee determines it to be appropriate, ratified at the Audit Committee's next regularly scheduled meeting. Furthermore, the Audit Committee has delegated to the Chair of the Audit Committee the authority to pre-approve any Related Person Transaction in which the aggregate amount involved is expected to be less than \$500,000, and the Chair of the Audit Committee shall update the Audit Committee with respect to any such pre-approvals at the Audit Committee's next regularly scheduled meeting.

In determining whether to approve or ratify a Related Person Transaction, the Audit Committee will take into account, among other factors it deems appropriate, the following factors:

- whether the Related Person Transaction is on terms no less favorable than terms generally available to an unaffiliated third-party under the same or similar circumstances and the extent of the Related Person's interest in the transaction.
- whether there are business reasons for the Company to enter into the Related Person Transaction;
- whether the Related Person Transaction would impair the independence of an outside director, including any member of the Compensation Committee; and
- whether the Related Person Transaction would present an improper conflict of interest for any director or executive officer of the Company, taking into account the size of the transaction, the overall financial position of the director, executive officer or Related Person, the direct or indirect nature of the director's, executive officer's or Related Person's interest in the transaction and the ongoing nature of any proposed relationship, and any other factors the Audit Committee deems relevant.

Any member of the Audit Committee who has an interest in the Related Person Transaction under discussion will abstain from voting on the approval of the Related Person Transaction. Upon completion of its review of the transaction, the disinterested members of the Audit Committee may determine to permit or to prohibit the Related Person Transaction.

No director shall participate in any approval or ratification of a Related Person Transaction for which he or she is a Related Person, except that such director shall provide all material information concerning the Related Person Transaction to the Audit Committee.

If a Related Person Transaction is of the type that will be ongoing, the Audit Committee may establish guidelines for the Company to follow in its ongoing dealings with the Related Person. Thereafter, the Audit Committee, from time to time as the Audit Committee deems appropriate, shall review and assess such ongoing relationships with the Related Person to assess whether they are in compliance with the Audit Committee's guidelines, if any, and that the Related Person Transaction remains appropriate, in which case the Audit Committee will ratify any Related Person Transactions that result from such ongoing relationships.

A Related Person Transaction entered into without pre-approval of the Audit Committee shall not be deemed to violate this Policy, or be invalid or unenforceable, so long as the Related Person Transaction is brought to and ratified by the Audit Committee as promptly as reasonably practical after it is entered into or after it becomes reasonably apparent that the transaction is covered by this Policy.

F. Standing Pre-Approval for Certain Related Person Transactions

The Audit Committee has reviewed the types of Related Person Transactions described below and determined that each of the following Related Person Transactions shall be deemed to be pre-approved by the Audit Committee, even if the aggregate amount involved will exceed \$120,000:

1. Any employment by the Company of an executive officer of the Company if:
 - a. the compensation is required to be reported in the Company's proxy statement or Annual Report on Form 10-K pursuant to Item 402 of Regulation S-K (generally applicable to "named executive officers"); or
 - b. the executive officer is not a named executive officer, provided that (i) the executive officer is not an immediate family member of any other executive officer or any director of the Company, (ii) the compensation would be reported in the Company's proxy statement or Annual Report on Form 10-K pursuant to Item 402 of Regulation S-K if the executive officer were a "named executive officer," and (iii) the Company's Compensation Committee approved (or recommended that the Board approve) such compensation.
2. Any compensation paid to a director if the compensation is required to be reported in the Company's proxy statement or Annual Report on Form 10-K pursuant to Item 402 of Regulation S-K.
3. Any transaction where the Related Person's interest arises solely from the ownership of the Company's common stock and all holders of the Company's common stock received the same benefit on a pro rata basis (e.g., dividends).
4. Any transaction available to all employees generally.
5. Any transaction with another company at which a Related Person's only relationship is as an employee (other than an executive officer), director and/or beneficial owner of less than a 10% equity interest in such company, if the aggregate amount involved does not exceed the greater of \$500,000 or 2% of that company's total annual revenues.

G. Disclosure

All Related Person Transactions that are required to be disclosed in the Company's filings with the SEC, as required by the Securities Act of 1933, as amended, and the Securities Exchange Act of 1934, as amended, and related rules and regulations, shall be so disclosed in accordance with such laws, rules and regulations.

The material features of this policy shall be disclosed in the Company's Annual Report on Form 10-K or in the Company's proxy statement, as required by applicable laws, rules and regulations.

H. Board Notice

The Audit Committee shall update the Board with respect to any Related Person Transactions as part of its regular updates to the Board regarding Audit Committee activities.