

Corporate Governance Guidelines of Promisum Software Ltd.

(As Amended and Restated as of April 07, 2010)

- 1. Role of the Board and Management.** The business of Promisum Software Ltd. (the “Company”) is conducted by the management and employees of the Company, under the direction of the Chief Executive Officer and oversight by the Board of Directors (the “Board”), to enhance the long-term value of the Company for its stockholders. The Board is elected by the stockholders to oversee management of the Company and to ensure that the long-term interests of the stockholders are being served.
- 2. Functions of the Board.** The Board is responsible for the strategic direction, oversight and control of the Company. In carrying out its responsibilities, the Board will exercise sound, informed and independent business judgment. The Board recognizes that to do so require individual preparation and participation by each director and group deliberation by the Board. Accordingly, the Board and its Committees will have at least 4 regularly scheduled meetings each year. Each director is expected to attend all scheduled meetings of the Board and Committees on which such director sits.

The Board’s responsibilities include but are not limited to:

- reviewing and approving the Company’s mission, strategies, objectives and policies, as developed by management;
 - selecting nominees for Board membership;
 - reviewing and determining the independence of its directors;
 - reviewing and determining the qualifications of directors to serve as members of Committees, including the financial expertise of members of the Audit Committee;
 - selecting, evaluating and compensating the Chief Executive Officer and executive officers and overseeing succession planning of the Chief Executive Officer;
 - reviewing and approving material investments or divestitures, strategic transactions and other significant transactions that are not in the ordinary course of the Company’s business;
 - evaluating the performance of the Board;
 - overseeing the Company’s compliance with legal requirements and ethical standards;
 - overseeing the financial performance of the Company; and
 - overseeing the Company’s financial reporting and disclosure processes and internal controls.
- 3. Qualifications.** Directors should possess the highest personal and professional ethics, integrity and values. They should have broad experience at the policy-making and managerial level in business, technology, education, government or public interest. They should (2/10/04) 1 be able to provide insights and practical wisdom based on their experience and expertise. They should be committed to enhancing stockholder value and are expected to devote a sufficient amount of time to carry out their duties effectively. Directors should limit their service on other boards to a reasonable number in order to ensure that they are able to devote the amount of time and attention necessary to provide meaningful participation as members of the Board. Directors are expected to discuss any

change in their business or professional status, including nominations to other boards, occupational and job changes and retirement, prior to effecting such change, so that the Board can review the appropriateness of continued Board membership under the circumstances.

The Board does not believe that arbitrary term and age limits are appropriate. Directors who have served on the Board for an extended period of time are able to provide valuable insight into the operations and strategy of the Company based on their experience with and understanding of the Company's history, policies and objectives. The Board believes that, as an alternative to arbitrary limits on board service and term and age limits, it can better ensure that the Board maximizes its effectiveness through an annual self-evaluation and review processes.

The Corporate Governance and Nominating Committee annually reviews the appropriate skills and characteristics required of directors in the context of the current composition of the Board, the operating requirements of the Company and the long-term interests of stockholders. In conducting this assessment, the Corporate Governance and Nominating Committee considers diversity, age, skills and such other factors as it deems appropriate given the current needs of the Board and the Company, to maintain a balance of knowledge, experience and capabilities.

4. **Independence of Directors.** The Board believes that there should be a majority of independent directors on the Board. The Board defines an "independent" director in accordance with the applicable provisions of the Securities Exchange Act of 1934, the rules promulgated there under and the applicable rules of the Nasdaq National Market. To be considered "independent" under these rules, the director must be a person other than an officer or employee of the Company or its subsidiaries or any other individual having a relationship which, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. A director will not be considered independent if:

- (a) the director is employed by the Company or any of its affiliates for the current year or any of the past three years;
- (b) the director accepts any compensation from the Company or any of its affiliates in excess of \$60,000 during the previous fiscal year, other than compensation for board service, benefits under a tax-qualified retirement plan, or non-discretionary compensation;
- (c) the director is a member of the immediate family of an individual who is, or has been in any of the past three years, employed by the corporation or any of its affiliates as an executive officer;
- (d) the director is a partner in, or a controlling shareholder or an executive officer of, any for-profit business organization to which the Company made, or from which the Company received, payments (other than those arising solely from investments in the Company's securities) that exceed 5% of the Company's or business organization's consolidated gross revenues for that year, or \$200,000, whichever is more, in any of the past three years; or
- (e) the director is employed as an executive of another entity where any of the Company's executives serve on that entity's compensation committee. Because it is not possible to anticipate or explicitly provide for all potential conflicts of interest that may affect independence, the Board is also responsible for affirmatively determining that each independent director has no other material relationship with the Company or its affiliates or any executive officer of the Company or his or her affiliates. A relationship will be considered

“material” if in the judgment of the independent directors it would interfere with the director’s independent judgment. The Company will not make any personal loans or extensions of credit to directors or executive officers. No director or family member of a director may enter a personal services contract with the Company for compensation. Independent directors may only receive compensation from the Company for their services as a director of the Board and as members of Committees.

- 5. Meetings of Independent Directors.** After each regularly scheduled Board meeting, the independent directors will hold a separate executive session outside of the presence of employee and/or affiliated directors and members of management. Discussions at these meetings will include such topics as the independent directors may deem necessary or appropriate, including approval of actions related to the compensation of the Company’s Chief Executive Officer. The independent directors will periodically select an independent director to chair these meetings. The independent directors will also meet in executive session at such other times as the independent directors may deem necessary or appropriate.
- 6. Size of the Board and Selection Process.** The Company’s bylaws provide that the number of directors comprising the Board is to be determined by the Board. In determining the exact number of directors, the Board seeks to establish a diversity of experience without hindering the board’s ability for effective discussion or diminishing individual accountability. The Board’s size is assessed at least annually by the Corporate Governance and Nominating Committee, and changes are recommended to the Board when appropriate. The Board believes that, given the complexity of Promisum’s business, the Board should consist of between 9 and 11 directors.

The Board is divided into three classes as nearly equal in number as reasonably possible. The classes are elected in alternating years at the annual meeting of stockholders such that directors serve for three-year terms. At each annual meeting of stockholders, the Board proposes a slate of nominees for the class of directors whose terms expire at the annual meeting. The Board is also responsible for filling vacancies on the Board that may occur between annual meetings of stockholders. The Corporate Governance and Nominating Committee is responsible for identifying, screening and recommending candidates to the Board. When formulating its recommendations, the Corporate Governance and Nominating Committee will also consider advice and recommendations from others as it deems necessary or appropriate.

Stockholders may propose nominees for consideration by the Corporate Governance and Nominating Committee by submitting the names and supporting information to: Corporate Secretary, Promisum Software Ltd., Degirmen Yolu Sok. Gulseren Murat Ucuncu Plaza No: 25 K: 3 Icerenkoy, Istanbul, Turkey 34752. Deadlines for stockholder proposals can be found in the Company’s most recent proxy statement.
- 7. Management Succession Planning.** The Corporate Governance and Nominating Committee is responsible for ensuring that a succession plan for the Chief Executive Officer is annually reviewed and approved by the independent directors of the Board. The Compensation Committee is responsible for ensuring that a process is in place for developing succession plans for other executive officers.

8. Board Committees. The Board has established the following Committees to assist the Board in discharging its responsibilities: (i) Audit; (ii) Compensation; and (iii) Corporate

Governance and Nominating. Each of these Committees has its own written charter which sets forth the purpose, authority and responsibilities of the Committees. The chairpersons of the Committee report the findings and conclusions of their meetings to the full Board following each meeting of the respective Committees. The chairpersons and members of these Committees are recommended to the Board by the Corporate Governance and Nominating Committee in consultation with the Chairman and Chief Executive Officer. The Audit Committee, Compensation Committee and Corporate Governance and Nominating Committee consist entirely of independent directors. The members of these three Committees do not receive directly or indirectly any compensation from the Company other than for their services as a directors. The Board's self-evaluation process described below is an important factor in determining membership and tenure on Committees.

- 9. Evaluation of Board Performance.** The Board conducts an annual self-evaluation. The Corporate Governance and Nominating Committee oversee the self-evaluation process and assess the performance of the Board. The Corporate Governance and Nominating Committee will recommend changes to improve the Board based on the results of the evaluation. The Corporate Governance and Nominating Committee utilizes a questionnaire to gather input for the evaluation and may engage such consultants and experts to assist in the evaluation as it deems necessary or appropriate.
- 10. Setting Board and Committee Agendas.** The Board is responsible for setting its meeting agenda. The Chairman will develop, in consultation with members of the Board and chairpersons of each Committee, and propose for the Board's approval, key agenda items to be scheduled and discussed during the course of the calendar year. As a result of this process, a schedule of major discussion items for the following year will be established for regularly scheduled Board and Committee meetings. Prior to each regularly scheduled Board meeting, the Chairman will discuss with members of the Board such other specific agenda items for the meeting as he or she deems necessary or appropriate. Prior to each regularly scheduled Committee meeting, the chairperson of each Committee will review a proposed agenda with one or more representatives of the Company and identify such other specific agenda items for the meeting as he or she deems necessary or appropriate. Directors are urged to make suggestions for agenda items, or additional pre-meeting materials, to the Chairman or chairpersons of the Committees at any time.
- 11. Ethics and Conflicts of Interest.** The Board expects all directors, as well as officers and employees, to act ethically at all times and to acknowledge their adherence to the policies comprising the Company's Standards of Business Conduct, including the Company's Conflict of Interest Policy for Corporate Officers and Directors.
- 12. Communications with the Board.** Any stockholder who wishes to contact the Board may do so electronically by sending an email to the following address: pr@promisum.com. Alternatively, a stockholder can contact the members of the Board by writing to: Board of Directors, c/o Corporate Secretary, Promisum Software Ltd., Degirmen Yolu Sok. Gulseren Murat Ucuncu Plaza No: 25 K: 3 Icerenkoy, Istanbul, Turkey 34752. Communications received electronically or in writing will be screened by the General Counsel of the Company based on the urgency of the response required by the communication, the specificity of the facts and circumstances outlined in the communication, and whether the communication relates to matters appropriate for consideration by the Board. Communications requiring prompt attention will be forwarded to the appropriate members of the

Board without delay. Communications that are not urgent and are more general in nature will be collected and summarized for the Board on a quarterly basis. Any person who has a concern regarding accounting, internal control or auditing matters applicable to the Company is encouraged to communicate his or her concern to both the Company and the Audit Committee. Concerns may be made in a confidential or anonymous manner and may be reported by mail, telephone message, or e-mail as described on the Company's "Governance" website pages in the investor relations section of the Company's website located at <http://www.promisum.com>. All concerns will be promptly reviewed and addressed by an internal response team overseen by the General Counsel of the Company. Any concern that relates to accounting, internal controls or auditing matters will, based on the judgment of the General Counsel, be promptly brought to the attention of the Audit Committee. The status of any outstanding concerns will be reported to the Audit Committee on a quarterly basis. Company policy prohibits retaliation against any employee or individual for reporting or helping to resolve such a concern.

- 13. Compensation of the Board.** The Corporate Governance and Nominating Committee has the responsibility for recommending to the Board compensation for non-employee directors. In discharging this duty, the Corporate Governance and Nominating Committee will be guided by three goals: compensation should fairly pay directors for the work required to fulfill his or her responsibilities as a member of the Board and its Committees; compensation should align directors' interests with the long-term interests of stockholders; and the structure of the compensation should be simple and transparent to the Company's stockholders. The Corporate Governance and Nominating Committee reviews annually nonemployee director compensation. Employee directors are not paid additional compensation for their services as directors.
- 14. Annual Compensation Review of Senior Management.** The Compensation Committee reviews annually, and recommends to the independent directors for discussion and approval, the performance-based goals and objectives for compensating the Chief Executive Officer. The Chief Executive Officer's performance will be evaluated annually in light of these goals before the independent directors approve the Chief Executive Officer's salary, bonus, stock option grants and other compensation. The Committee annually reviews and approves the compensation structure for the Company's other executive officers and will evaluate the performance of the Company's executive officers before approving their salaries, bonuses, stock option grants and other compensation.
- 15. Access to Senior Management.** Directors are encouraged and provided opportunities to speak directly with members of management regarding any questions or concerns.
- 16. Access to Independent Advisors.** The Board and its Committees have the authority to hire legal, accounting, financial or other advisors as they may deem necessary, in their best judgment and with due regard to cost, without the need to obtain the prior approval of any officer of the Company. The Secretary of the Company will arrange for payment of the invoices of any such third party.
- 17. Director Orientation.** The Company will conduct appropriate orientation programs for newly elected directors of the Company, including presentations by senior management, to familiarize new directors with the Company's strategic plans; significant financial, accounting and risk management issues; and Standards of Business Conduct. In addition, the Company supports continuing director education and regularly identifies programs for attendance by members of the Board.