

ARI NETWORK SERVICES, INC. WHISTLEBLOWER POLICY
Reviewed April 2016 and Revised Effective March 10, 2014

I. Purpose

ARI Network Services, Inc.'s ("ARI" or the "Company") Whistleblower Policy (the "Policy") establishes procedures for the receipt, review and retention of complaints relating to ARI's accounting, internal accounting controls and auditing matters. In keeping with ARI's commitment to complying with all applicable accounting standards, accounting controls and audit practices, the Company expects its officers, employees and agents to act in good faith to report any irregularities and other suspected wrongdoing regarding questionable accounting or auditing matters. When used in this Policy, "good faith" means that the Reporting Person has a reasonably held belief that the complaint made is true, and that the complaint has not been made maliciously, recklessly, for personal gain or for any ulterior motive. As discussed below, employees may submit good faith complaints of such information on a confidential and anonymous basis without fear of dismissal or retaliation of any kind.

The Audit Committee of the Company's Board of Directors is responsible for overseeing the receipt, investigation, resolution and retention of all complaints submitted pursuant to this Policy. This Policy applies only to reports concerning Accounting Violations (as defined in Part III below). For reporting violations of other ARI policies and unethical behaviors, refer to ARI's Code of Business Conduct and Ethics, available on the employee portal or Human Resources.

II. Policy of Non-Retaliation

It is ARI's policy that the Company will not discharge, demote, suspend, threaten, harass or in any manner discriminate or otherwise retaliate against any officers, employees or agents of the Company who make any complaint with respect to Accounting Violations (a "Reporting Person") in the terms or conditions of his or her employment with the Company as a result of such Reporting Person's:

- Submitting in good faith any complaint regarding an Accounting Violation;
- Providing information to a supervisor or federal regulatory or law enforcement agent, or otherwise assisting such persons in an investigation or proceeding, regarding any conduct that the Reporting Person reasonably and in good faith believes to involve an Accounting Violation; or
- Filing, testifying, participating in or otherwise assisting in a proceeding related to any conduct that the Reporting Person reasonably and in good faith believes to involve an Accounting Violation.

ARI will treat any such act of retaliation against a Reporting Person as a serious violation of Company Policy resulting in disciplinary action up to and including dismissal.

III. Scope of Matters Covered by this Policy

Employees and officers ("Inside Reporting Persons") as well as non-employees, such as agents, consultants and investors ("Outside Reporting Persons") are encouraged to report irregularities and other suspected wrongdoings regarding accounting, internal accounting controls or auditing matters, including, without limitation, the following (collectively, referred to as "Accounting Violations"):

- Fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement of the Company;
- Fraud or deliberate error in the recording and maintenance of financial records of the Company;
- Deficiencies in or noncompliance with the Company's internal accounting controls;
- Misrepresentation or false statement to or by a senior officer or accountant of the Company regarding any matters contained in the financial records or any financial or audit reports of the Company; or
- Deviation from full and fair reporting of the Company's financial condition.

IV. Confidentiality of Complaints

ARI will keep the identity of any Inside Reporting Person confidential and privileged under all circumstances to the fullest extent allowed by law, unless the Inside Reporting Person has authorized the Company to disclose his or her identity. ARI will exercise reasonable care to keep the identity of any Outside Reporting Person confidential until a formal investigation is launched. Thereafter, the identity of the Outside Reporting Person may be kept confidential, unless confidentiality is incompatible with a fair investigation, there is an overriding reason for identifying or otherwise disclosing the identity of such person, or if disclosure is required by law. Furthermore, the identity of an Outside Reporting Person may be disclosed if it is reasonably determined that a complaint was submitted other than in good faith.

V. Submitting Complaints

Inside Reporting Persons

Inside Reporting Persons should submit complaints concerning Accounting Violations in accordance with the following procedures:

- Complaints must be submitted in writing and forwarded to the attention of the Audit Committee Chairman in a sealed envelope with the following prominent label, in bold face type: **“Privileged and Confidential. Submitted to the Audit Committee Pursuant to the Company’s Whistleblower Policy.”**
- Inside Reporting Persons may request to discuss their complaint with the Audit Committee Chairman by indicating such desire and including their name and telephone number in the complaint.
- Inside Reporting Persons may report Accounting Violations anonymously. Anonymous reports should be factual instead of speculative or conclusive, and should contain as much specific information as possible to allow the persons investigating the report to adequately assess the nature, extent and urgency of the situation. **Employees should recognize that if an anonymous report cannot be properly investigated without additional information, the Company might have to close the matter for lack of sufficient information. Therefore, the Company encourages employees to consider identifying themselves when making reports of Accounting Violations.**

In responding to anonymous complaints, the Audit Committee will pay due regard to fairness to any individual named in the anonymous complaint, the seriousness of the issue raised, the credibility of the information or allegations in the complaint, and the ability to ascertain the validity of the complaint and to appropriately resolve it without the assistance and cooperation of the person making the complaint.

Outside Reporting Persons

Outside Reporting Persons should submit complaints concerning Accounting Violations in accordance with the following procedures:

- Complaints must be submitted in writing and forwarded to the attention of the Audit Committee Chairman in a sealed envelope with the following prominent label, in bold face type: **“Privileged and Confidential. Submitted to the Audit Committee Pursuant to the Company’s Whistleblower Policy.”**
- Outside Reporting Persons are required to disclose their identity in any complaints submitted under this Policy. **Complaints submitted by Outside Reporting Persons on an anonymous basis may not be reviewed.**

VI. Investigation of Complaints

Upon receipt of a complaint, the Audit Committee Chairman (or designated representative) will confirm whether the complaint pertains to an Accounting Violation. Investigations will be conducted as quickly as possible, taking into account the nature and complexity of the complaint and the issues raised therein. Any complaints submitted pursuant to this Policy that do not relate to an Accounting Violation will be returned to the Reporting Person if the Reporting Person's identity is known. If the Reporting Person's identity is unknown, the complaint will be forwarded to Human Resources for review and resolution as the department, in its sole discretion, deems appropriate.

The results of each investigation will be reported timely to the Audit Committee. Following each investigation, prompt and appropriate remedial action will be taken as warranted in the judgment of the Audit Committee Chairman or as otherwise directed by the Audit Committee. The Reporting Person will be notified of any actions taken in response to a complaint to the extent the notification is deemed appropriate by the Audit Committee and is allowed by law.

In investigating such complaints, the Audit Committee may enlist employees of the Company and outside legal, accounting and other advisors, as appropriate. Any actions taken in response to a complaint will be reported to the Reporting Person to the extent deemed appropriate by the Audit Committee and allowed by law, except in the case of a complaint submitted on an anonymous basis.

VII. Retention of Complaints

The Audit Committee, will maintain all complaints received, tracking their receipt, investigation and resolution. All complaints and reports will be maintained for three years or for such period as set forth in any confidentiality or document retention policy.

VIII. Unsubstantiated Allegations

Inside Reporting Persons

If an Inside Reporting Person makes a complaint in good faith pursuant to this Policy and any facts alleged therein are not confirmed by a subsequent investigation, no action will be taken against the Inside Reporting Person. In submitting complaints, Inside Reporting Persons should exercise due care to ensure the accuracy of the information reported. If, having been duly investigated in accordance with this Policy, it is determined that a complaint was not submitted in good faith, the Inside Reporting Person could be subject to disciplinary or other action.

All Reporting Persons

Where alleged facts reported pursuant to this Policy are found to be without merit or unsubstantiated: (i) the conclusions of the investigation will be made known to both the Reporting Person, unless such complaint was submitted by an Inside Reporting Person on an anonymous basis, and, if appropriate, to the persons against whom any allegation was made in the complaint; and (ii) the allegations will be dismissed, except to the extent necessary to document the conclusion of the investigation. Any documentation and information relating to the investigation will be removed from the personnel file of the person against whom the allegation was made and from the Company's records, except that information regarding the complaint may be retained in the personnel file of the Inside Reporting Person by whom it was submitted.

IX. Reporting and Annual Review

The Audit Committee Chairman will submit quarterly reports to the Audit Committee of all complaints submitted pursuant to this Policy since the previous report, and any remedial actions taken in connection therewith. This Policy will be reviewed periodically by the Audit Committee, taking into account the effectiveness of this Policy in promoting the reporting of Accounting Violations, but with a view to minimizing improper complaint submissions and investigations.

X. Website Publication

This Policy will be posted on the Company's website.

CERTIFICATION

I CERTIFY THAT:

- 1 I have read and understand the Company's Whistleblower Policy (the "Policy"). I understand that the Company's Chief Financial Officer is available to answer any questions I might have regarding the Policy.
- 2 Since the date the Policy became effective, or such shorter period of time that I have been an employee of the Company, I have complied with the Policy.
- 3 I will continue to comply with the Policy for as long as I am subject to the Policy.

Print Name: _____

Signature: _____

Date: _____