

SERVICESTOURCE
CODE OF BUSINESS CONDUCT AND ETHICS
(LAST UPDATE – JANUARY 2017)

LETTER FROM THE CEO	4
INTRODUCTION	2
YOUR RESPONSIBILITIES	3
GENERAL STANDARDS OF CONDUCT	4
Overview	4
Compliance with law	4
No discrimination or harassment.....	4
Health and safety.....	4
AVOIDING CONFLICTS OF INTERESTS.....	5
Overview.....	5
Outside employment and directorships	5
Financial interests in other companies	5
Transactions with ServiceSource	5
Corporate opportunities	5
Loans by ServiceSource	5
Improper benefits.....	6
Election or appointment to public office	6
Guidance and approvals.....	6
PUBLIC COMMUNICATIONS	7
Communication procedures	7
FINANCIAL AND ACCOUNTING RECORDS	8
Overview.....	8
Compliance with rules, controls and procedures	8
Accuracy of records and reports	8
Intentional misconduct	8
Dealing with auditors.....	9
Obligation to investigate and report potential violations	9
Keeping the Board of Directors informed.....	9
SAFEGUARDING SERVICESOURCE ASSETS.....	10
Overview.....	10
Protecting ServiceSource’s information.....	10
Maintaining and managing records	11
RESPONSIBILITIES TO OUR CUSTOMERS, SUPPLIERS AND COMPETITORS	12
Overview.....	12
Improper payments	12
Gifts and entertainment	12
Selecting suppliers	12
Handling the nonpublic information of others	12
Improperly obtaining or using assets or information	13
Free and fair competition.....	13

WORKING WITH GOVERNMENTS..... 15

- Overview..... 15
- Government contracts..... 15
- Requests by regulatory authorities 15
- Political contributions..... 15
- Lobbying..... 15
- Trade restrictions 16
- Improper payments to government officials 16
- The Foreign Corrupt Practices Act..... 16
 - Who is a “foreign official”? 17
 - Prohibited offers or payments 18
 - Liability for third parties 18
 - Accounting and Recordkeeping 18

PROCEDURAL MATTERS 19

- Distribution 19
- Acknowledgment..... 19
- Approvals and waivers 19
- Reporting violations 19
- Investigations..... 20
- Disciplinary action..... 20

LETTER FROM THE CEO

Dear Colleagues:

I am pleased to announce that the Board of Directors of ServiceSource International, Inc. (“ServiceSource”) has adopted this Code of Business Conduct and Ethics (the “Code”).

Our success depends on fulfilling our vision and potential with integrity in every aspect of our business. To that end, we depend on each of you to ensure that ServiceSource adheres to the highest standards of excellence in all of our business practices. Those standards include: complying with the laws of each jurisdiction in which we do business; treating each of our colleagues, customers, vendors and others with dignity and respect; and always striving for excellence in everything we do.

Our Code is intended to provide guidance to our directors, officers, employees, agents, business partners and others who act on behalf of ServiceSource. The Code outlines our values and identifies the rules each of us must follow. If you have any ethical questions or concerns, it is your obligation to raise those issues, including by contacting the Legal Department for information and guidance. Contact information is provided at the back of this Code in the “Procedural Matters” section.

Please read the Code thoroughly. If you have any questions, please speak with your manager, the Human Resources Department, or ServiceSource’s Legal Department as appropriate. If you observe any misconduct, or suspect a violation of the Code, do not hesitate to contact the Legal Department immediately.

Thank you for your help in ensuring that ServiceSource maintains the highest standards of ethics and integrity.

Christopher M. Carrington
CEO

INTRODUCTION

This Code of Business Conduct and Ethics is designed to deter wrongdoing and to promote:

- honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- full, fair, accurate, timely and understandable disclosure in reports and documents we file with or submit to the U.S. Securities and Exchange Commission and in our other public communications;
- compliance with all applicable laws, rules and regulations;
- the prompt internal reporting of violations of this Code; and
- accountability for adherence to this Code.

This Code applies to all directors, officers and employees of ServiceSource and its subsidiaries, who, unless otherwise specified, will be referred to jointly as employees. Agents and contractors of ServiceSource are also expected to read, understand and abide by this Code.

This Code should help guide your conduct in the course of our business. For ServiceSource to implement this Code effectively, every person in ServiceSource must make a personal commitment to understand and abide by its terms. However, many of the principles described in this Code are general in nature, and the Code does not cover every situation that may arise. Use common sense and good judgment in applying this Code. **If you have any questions about applying the Code, it is your responsibility to seek guidance.**

To facilitate compliance with ServiceSource's ethical and legal obligations, ServiceSource has designated its General Counsel as its compliance officer. The General Counsel can answer any questions you may have about the Code, and address any concerns you may have about compliance.

This Code is not the exclusive source of guidance and information regarding the conduct of our business. You should consult applicable policies and procedures in specific areas as they apply. The Code is intended to supplement, not replace, the Employee Handbook and other policies and procedures of ServiceSource.

We are committed to continuously reviewing and updating our policies and procedures. ServiceSource therefore reserves the right to amend, alter or terminate this Code at any time and for any reason, subject to applicable law.

YOUR RESPONSIBILITIES

- You are expected to read and understand this Code.
- You must uphold these standards in day-to-day activities and comply with all applicable policies and procedures in this Code.
- Part of your job and ethical responsibility is to help enforce this Code. You should be alert to possible violations and promptly report violations or suspected violations. Please refer to “Procedural Matters — Reporting Violations” for more information.
- You must cooperate with investigations into possible Code violations and be truthful and forthcoming in the course of these investigations.
- Reprisals, threats, retribution or retaliation against any person who has in good faith reported a violation or a suspected violation of law, this Code, or other ServiceSource policies, or against any person who is assisting in good faith in any investigation or process with respect to potential violation, is strictly prohibited.
- In trying to determine whether any given action is appropriate, keep these steps in mind:
 - Obtain all relevant facts.
 - Assess the responsibilities and roles of those involved.
 - Using your judgment and common sense, evaluate whether the action seems unethical or improper.
 - Seek guidance.
- **If you are unsure about any situation or any provision of this Code, discuss the matter with your manager or contact the Legal Department.**

GENERAL STANDARDS OF CONDUCT

Overview

Honest and ethical conduct is critical to our business. All employees, agents and contractors have a duty to comply with applicable law and to act in an honest and ethical manner.

Compliance with law

ServiceSource is committed to maintaining the highest level of professional and ethical standards in all countries in which it operates or otherwise has business connections, including the United States. ServiceSource's reputation for honesty, integrity, and fair dealing is an invaluable component of ServiceSource's financial success, and of the personal satisfaction of its employees.

You are responsible for complying with all laws, rules, regulations and regulatory orders applicable to our business, in each jurisdiction in which you conduct business on ServiceSource's behalf. These include the U.S. Foreign Corrupt Practices Act, U.S. export rules and regulations, and U.S. antitrust laws and regulations. If compliance with the Code should ever conflict with law, you must comply with the law.

You should undertake to learn the legal requirements that relate to your duties sufficient to enable you to recognize potential dangers, and to know when you should seek advice from managers or other appropriate personnel.

Violations of laws, rules, regulations and orders may subject you to individual criminal or civil liability, in addition to discipline by ServiceSource. Violations may also subject ServiceSource to civil or criminal penalties and/or the loss of business.

No discrimination or harassment

ServiceSource is committed to providing a work environment that is free of discrimination and harassment. ServiceSource is an equal opportunity employer and makes employment decisions on the basis of merit and business needs. In addition, ServiceSource strictly prohibits harassment of any kind, including harassment on the basis of race, color, veteran status, religion, gender identity, sex, sexual orientation, age, mental or physical disability, medical condition, national origin, marital status or any other characteristics protected under federal or state law or local ordinance.

Health and safety

You are responsible for using good judgment to help ensure a safe and healthy workplace for all employees.

AVOIDING CONFLICTS OF INTERESTS

Overview

Your decisions and actions in the course of your employment should be based on the best interests of ServiceSource, and not upon personal benefits or relationships. You should carefully avoid situations where your personal activities and relationships conflict, or appear to conflict, with the interests of ServiceSource. This includes situations where you may have or appear to have an indirect conflict through, for example, a significant other or a relative or other persons or entities with which you have a business, social, familial, personal or other relationship. A conflict may also arise when you take actions or have interests that make it difficult for you to perform your work for ServiceSource objectively and effectively. You must disclose to your manager any interest that you have that may, or may appear to, conflict with the interests of ServiceSource.

There are a variety of situations in which a conflict of interest may arise. While it would be impractical to attempt to list all possible situations, some common types of conflicts are discussed below.

Outside employment and directorships

Unless you are a non-employee director of ServiceSource, you may not perform services as a director, employee, agent or contractor for a customer, a supplier or any other entity that has a business relationship with ServiceSource without ServiceSource's formal approval. Non-employee directors of ServiceSource must promptly inform ServiceSource of any such service. You may not perform services as a director, employee, agent or contractor for any competitor of ServiceSource.

Financial interests in other companies

You should not have a financial interest — including an indirect interest through, for example, a relative or significant other — in any organization where that interest creates or appears to create a conflict of interest with ServiceSource. You should be particularly sensitive to financial interests in competitors, suppliers, customers, distributors and strategic partners.

Transactions with ServiceSource

If you have a significant financial interest in a transaction involving ServiceSource — including an indirect interest through, for example, a relative or significant other or a business entity — you must disclose that interest, and that interest must be approved by ServiceSource in a manner specified by ServiceSource policy. We encourage you to seek guidance if you have any questions as to whether an interest in a transaction is significant. Any dealings with a related party must be conducted in such a way that no preferential treatment is given to that business.

Corporate opportunities

You may not directly or indirectly exploit for personal gain any opportunities that are discovered through the use of corporate property, information or position unless the opportunity is disclosed fully in writing to the Board of Directors or its designated committee, and the Board of Directors or its designated committee declines to pursue the opportunity.

Loans by ServiceSource

Loans from ServiceSource to directors and executive officers are strictly prohibited. Loans from ServiceSource to other officers and employees must be fully disclosed and approved in advance by the Board of Directors or its designed committee.

Improper benefits

You may not receive any improper benefit as a result of your position with ServiceSource.

Election or appointment to public office

You may serve in an elected or appointed public office provided that the position does not create or appear to create a conflict of interest.

Guidance and approvals

Evaluating whether a conflict of interest exists, or may appear to exist, requires the consideration of many factors. We encourage you to seek guidance and approval whenever you have questions or doubts. ServiceSource may at any time rescind prior approvals to avoid a conflict of interest, or the appearance of a conflict of interest, for any reason it deems in the best interest of ServiceSource.

PUBLIC COMMUNICATIONS

Communication procedures

You may not communicate externally on behalf of ServiceSource unless you are authorized to do so. ServiceSource has established specific policies regarding who may communicate information to the public, the press, and others on behalf of ServiceSource:

- Our Chief Executive Officer, Chief Financial Officer, and their authorized designees, are our official spokespeople for financial matters.
- Our Chief Executive Officer, corporate communications personnel, and their authorized designees, are our official spokespeople for public comment, press, marketing, technical and other such information.

You should refer all calls or other inquiries from the press to the Corporate Communications Department.

All written communications made to public audiences on behalf of ServiceSource require prior approval of the General Counsel and, where financial information is conveyed, the Chief Financial Officer.

FINANCIAL AND ACCOUNTING RECORDS

Overview

We follow strict accounting principles and standards, report financial information accurately and completely in accordance with these principles and standards, and to have appropriate internal controls and procedures to ensure our accounting and financial reporting complies with all applicable laws. The integrity of our financial transactions and records is critical to the operation of our business and is a key factor in maintaining the confidence and trust of our employees, investors and other stakeholders.

Compliance with rules, controls and procedures

It is important that all transactions are properly recorded, classified and summarized in our financial statements, books and records in accordance with our policies, controls and procedures, as well as all generally accepted accounting principles, standards, laws, rules and regulations for accounting and financial reporting. If you have responsibility for or any involvement in financial reporting or accounting, you should have an appropriate understanding of, and you should seek in good faith to adhere to, relevant accounting and financial reporting principles, standards, laws, rules and regulations and ServiceSource's financial and accounting policies, controls and procedures. If you are a senior officer, you should seek to ensure that the internal controls and procedures in your business area are in place, understood and followed.

Accuracy of records and reports

It is important that those who rely on records and reports — managers and other decision makers, creditors, customers and auditors — have complete, accurate and timely information. False, misleading or incomplete information undermines ServiceSource's ability to make good decisions about resources, employees and programs, and may in some cases result in violations of law. Anyone involved in preparing financial or accounting records or reports, including financial statements and schedules, must be diligent in assuring that those records and reports are complete, accurate and timely. Anyone representing or certifying as to the accuracy of such records and reports should make an inquiry or review adequate to establish a good faith belief in their accuracy.

Even if you are not directly involved in financial reporting or accounting, you are likely involved with financial records or reports of some kind — a voucher, time sheet, invoice or expense report. In addition, most employees have involvement with product, marketing or administrative activities, or performance evaluations, which can affect our reported financial condition or results. Therefore, regardless of whether you are otherwise required to be familiar with finance or accounting matters, ServiceSource expects you to use all reasonable efforts to ensure that each business record or report with which you deal is accurate, complete and reliable.

Intentional misconduct

You may not intentionally misrepresent ServiceSource's financial performance or otherwise intentionally compromise the integrity of ServiceSource's reports, records, policies and procedures. For example, you may not:

- report information or enter information in ServiceSource's books, records or reports that fraudulently or intentionally hides, misrepresents or disguises the true nature of any financial or non-financial transaction or result;

- establish any undisclosed or unrecorded fund, account, asset or liability for any improper purpose;
- enter into any transaction or agreement that accelerates, postpones or otherwise manipulates the accurate and timely recording of revenues or expenses;
- intentionally misclassify transactions as to accounts, business units or accounting periods; or
- knowingly assist others in any of the above.

Dealing with auditors

Our auditors have a duty to review our records in a fair and accurate manner. You are expected to cooperate with independent and internal auditors in good faith and in accordance with the law. In addition, you must not fraudulently induce, influence, coerce, manipulate or mislead our independent or internal auditors regarding financial records, processes, controls or procedures or other matters relevant to their engagement. You may not engage, directly or indirectly, any outside auditors to perform any audit, audit-related tax or other services, including consulting services, without written approval from the Chief Financial Officer and the Board of Directors.

Obligation to investigate and report potential violations

You should make appropriate inquiries in the event you may see, for example:

- financial results that seem inconsistent with underlying business performance;
- inaccurate financial records, including travel and expense reports, time sheets or invoices;
- the circumventing of mandated review and approval procedures;
- transactions that appear inconsistent with good business economics;
- the absence or weakness of processes or controls; or
- persons within ServiceSource seeking to improperly influence the work of our financial or accounting personnel, or our external or internal auditors.

Dishonest or inaccurate reporting can lead to civil or even criminal liability for you and ServiceSource and can lead to a loss of public faith in ServiceSource. You are required to promptly report any case of suspected financial or operational misrepresentation or impropriety.

Keeping the Board of Directors informed

The Board of Directors plays an important role in ensuring the integrity of our financial records. If you believe that questionable financial, accounting or auditing conduct or practices have occurred or are occurring, you should immediately notify the Legal Department or the Board of Directors.

SAFEGUARDING SERVICESOURCE ASSETS

Overview

All employees, agents and contractors are responsible for the proper use of ServiceSource assets. This responsibility applies to all of ServiceSource's assets, including your time, work and work product; cash and accounts; physical assets such as inventory, equipment, vehicles, computers, systems, facilities and supplies; intellectual property, such as patents, copyrights, trademarks, inventions, technology and trade secrets; and other proprietary or nonpublic information.

- You should use all reasonable efforts to safeguard ServiceSource assets against loss, damage, misuse or theft.
- You should be alert to situations that could lead to loss, damage, misuse or theft of ServiceSource assets, and should report any loss, damage, misuse or theft as soon as it comes to your attention.
- You should not use, transfer, misappropriate, loan, sell or donate ServiceSource assets without appropriate authorization.
- You must take reasonable steps to ensure that ServiceSource receives good value for ServiceSource funds spent.
- You may not use ServiceSource assets in a manner that would result in or facilitate the violation of law.
- You should use and safeguard assets entrusted to ServiceSource's custody by customers, suppliers and others in the same manner as ServiceSource assets.

Protecting ServiceSource's information

In the course of your involvement with ServiceSource, you may come into possession of information that has not been disclosed or made available to the general public. This nonpublic information may include, among other things:

- financial data and projections;
- proprietary and technical information, such as trade secrets, patents, inventions, product plans and customer lists;
- information regarding corporate developments, such as business strategies, plans for acquisitions or other business combinations, divestitures, major contracts, expansion plans, financing transactions and management changes;
- personal information about ServiceSource employees and of our Customers' employees and end users; and
- nonpublic information of customers, suppliers and others.

If you have any questions as to what constitutes nonpublic information, please consult the Legal Department.

Nonpublic information must only be used for ServiceSource business purposes. You have an obligation to use all reasonable efforts to safeguard ServiceSource's nonpublic information. You may not disclose

nonpublic information to anyone outside of ServiceSource, except when disclosure is required by law or when disclosure is required for business purposes and appropriate steps have been taken to prevent misuse of that information. This responsibility includes not disclosing nonpublic information in internet discussion groups, chat rooms, social media web sites or other electronic media. In cases where disclosing nonpublic information is required or necessary, you should coordinate with the Legal Department. The misuse of nonpublic information is contrary to ServiceSource policy and may also be a violation of law.

Each employee is required to sign a Proprietary Information Agreement that addresses the use and disclosure of confidential information of ServiceSource.

Maintaining and managing records

At times, ServiceSource may be required by applicable laws, rules and regulations to retain certain records and to follow specific guidelines in managing its records. Records include paper documents, email, compact discs, computer hard drives, USB flash drives and all other recorded information, regardless of medium or characteristics. Civil and criminal penalties for failure to comply with these guidelines can be severe for employees, agents, contractors and ServiceSource.

You should consult with the Legal Department regarding the retention of records in the case of actual or threatened litigation or government investigation. The Legal Department will notify you if a legal hold is placed on records for which you are responsible. A legal hold suspends all document destruction procedures in order to preserve appropriate records under special circumstances, such as litigation or government investigations. The Legal Department determines and identifies what types of records or documents are required to be placed under a legal hold. If a legal hold is placed on records for which you are responsible, you must preserve and protect the necessary records in accordance with instructions from the Legal Department. **Records or supporting documents that are subject to a legal hold must not be destroyed, altered or modified under any circumstance.** A legal hold remains effective until it is officially released in writing by the Legal Department. If you are unsure whether a document has been placed under a legal hold, you should preserve and protect that document while you check with the Legal Department.

RESPONSIBILITIES TO OUR CUSTOMERS, SUPPLIERS AND COMPETITORS

Overview

You should respect the rights of, and deal fairly with, ServiceSource's customers, suppliers, business partners and competitors in compliance with the law. You should not take unfair advantage of anyone through deception, misrepresentation, manipulation, coercion, abuse of privileged information or any intentional unfair business practice.

Improper payments

You should not authorize, offer, promise or give, or solicit or accept, money, gifts, entertainment, privileges, gratuities, benefits or other items of value intended to improperly influence, directly or indirectly, any business decision or that otherwise violate law or create the appearance of impropriety. You should contact the Legal Department if you have any questions as to whether any gift, payment, or offer is lawful and proper.

Gifts and entertainment

You may, from time to time, provide or accept business amenities to aid in building legitimate business relationships. Business amenities may include nominal gifts, meals, services, entertainment, reimbursements, favors, privileges or other items of value.

Any business amenity should be consistent with customary business practice and should be reasonable and appropriate for the circumstance. Business amenities should not be lavish or excessive. Business amenities should not violate law or create an appearance of impropriety. You should avoid providing or accepting any cash payment, or any other business amenity that could be construed as a bribe or payoff. All ServiceSource funds expended for business amenities must be accurately recorded in ServiceSource's books and records. We encourage you to contact the Legal Department if you have any questions as to whether a business amenity is permissible.

In some business situations outside of the United States, it is customary and lawful for business executives to present gifts to representatives of their business partners. These gifts may be of more than a nominal value, and under the circumstances, returning the gifts or paying for them may be an affront to the giver. If you find yourself in such a situation, you must report the gift to the General Counsel. In some cases, you may be required to turn the gift over to ServiceSource.

Special restrictions apply when dealing with government employees. For more information, see the next section on "Working with Governments."

Selecting suppliers

ServiceSource's policy is to select suppliers based on the merits of their products, services and business practices and to purchase supplies based on need, quality, service, price and other terms and conditions of sale. You may not establish a business relationship with any supplier if you know or suspect that its business practices violate any applicable laws.

Handling the nonpublic information of others

You must handle the nonpublic information of others responsibly and in accordance with our contractual responsibilities. Nonpublic information of others can be in verbal or written form, including notes, reports, conclusions and other materials prepared by a ServiceSource employee based on the nonpublic information of others.

You should not knowingly accept information offered by a third party, including a customer, supplier or business partner, that is represented as nonpublic, or that appears from the context or circumstances to be nonpublic, unless an appropriate nondisclosure agreement has been signed with the party offering the information. You should contact the Legal Department to coordinate the appropriate execution of nondisclosure agreements on behalf of ServiceSource.

Even after a nondisclosure agreement is in place, you should only accept information that is necessary or appropriate to accomplish the purpose of receiving it, such as a decision as to whether to proceed with a deal. If more detailed or extensive information is offered, and it is not necessary or appropriate for your immediate purposes, it should be refused. If any such information is inadvertently received, it should be transferred to the Legal Department immediately for appropriate disposition.

Once ServiceSource has received nonpublic information, you should use all reasonable efforts to:

- abide by the terms of the relevant nondisclosure agreement, including any obligations with respect to the return or destruction of the nonpublic information;
- limit the use of the nonpublic information to the purpose for which it was disclosed; and
- disseminate the nonpublic information only to those other ServiceSource employees, agents or contractors with a need to know the information to perform their jobs for ServiceSource, as may be set forth in the relevant nondisclosure agreement.

Improperly obtaining or using assets or information

You may not unlawfully obtain or use the materials, products, intellectual property, proprietary or nonpublic information or other assets of anyone, including suppliers, customers, business partners and competitors. You may not coerce or improperly induce past or present employees of other companies to disclose proprietary or nonpublic information of their former or other employers.

Free and fair competition

It is our policy to lawfully compete in the marketplace. Our commitment to fairness includes respecting the rights of our competitors to compete lawfully in the marketplace and abiding by all applicable laws in the course of competing.

Most countries have well-developed bodies of law designed to encourage and protect free and fair competition. These laws are broad and far-reaching and regulate ServiceSource's relationships with its distributors, resellers, suppliers and customers. Competition laws generally address the following areas: pricing practices (including predatory pricing, price fixing and price discrimination), discounting, terms of sale, credit terms, promotional allowances, secret rebates, exclusive dealerships or distributorships, product bundling, restrictions on carrying competing products, termination and many other practices.

Competition laws also govern, usually quite strictly, relationships between ServiceSource and its competitors. Collusion among competitors is illegal, and the consequences of a violation are severe. You must not enter into an agreement or understanding, written or oral, express or implied, with any competitor concerning prices, discounts or other terms or conditions of sale; profits or profit margins; costs; allocation of product, customers, markets or territories; limitations on production or supply; boycotts of customers or suppliers; or bids or the intent to bid, or even discuss or exchange information on these subjects.

ServiceSource is committed to obeying both the letter and spirit of these laws, which are often referred to as antitrust, consumer protection, competition or unfair competition laws. Although the spirit of these laws is

straightforward, their application to particular situations can be complex. To ensure ServiceSource complies fully with these laws, you should have a basic knowledge of them and should promptly involve our Legal Department when questionable situations arise.

WORKING WITH GOVERNMENTS

Overview

Special rules govern our business and other dealings with governments. Employees, agents and contractors of ServiceSource should use all reasonable efforts to comply with all applicable laws and regulations governing contact and dealings with governments, government employees and public officials. If you deal with governments, government employees or public officials, you should undertake to understand the special rules that apply. If you have any questions concerning government relations, you should contact the Legal Department.

Government contracts

You should use all reasonable efforts to comply with all relevant laws and regulations that apply to government contracting. You should refer any ServiceSource contract with a governmental entity to the Legal Department for review and approval. In addition, where a customer has engaged ServiceSource to sell contracts to governments on its behalf, it is imperative that you avoid offering any form of gift or other inducement to the government purchaser and that you strictly adhere to the customer's instructions regarding authorized pricing and other authorized sales incentives. If you have any questions as to what is proper and/or authorized in the context of a government sale, you should contact the Legal Department immediately.

Requests by regulatory authorities

You must cooperate with appropriate government inquiries and investigations in accordance with law. It is important, however, to protect the legal rights of ServiceSource with respect to its nonpublic information. All government requests for ServiceSource information, documents or investigative interviews should be referred to the Legal Department. You should work with the Legal Department in responding to requests by regulatory authorities to ensure appropriate responses and to avoid inappropriate disclosure of attorney-client privileged materials, trade secret information or other nonpublic information. This policy should not be construed to prevent an employee from disclosing information to a government or law enforcement agency where the employee has reasonable cause to believe that the information discloses a violation of, or noncompliance with, a state or federal statute or regulation.

Political contributions

ServiceSource reserves the right to communicate its position on important issues to elected representatives and other government officials. It is ServiceSource's policy to comply fully with all local, state, federal, foreign and other applicable laws, rules and regulations regarding political contributions. ServiceSource's assets—including ServiceSource funds, employees' work time and ServiceSource premises and equipment—must not be used for, or be contributed to, political campaigns or political activities under any circumstances without prior written approval from the Legal Department.

Lobbying

You must obtain approval from the Legal Department for any work activity that requires lobbying communication with any member or employee of a legislative body or with any government official or employee in the formulation of legislation. Work activity covered by this policy includes meetings with legislators or members of their staffs or with senior executive branch officials on behalf of ServiceSource. Preparation, research and other background activities that are done in support of such lobbying communication are also covered by this policy even if the communication ultimately is not made.

Trade restrictions

A number of countries maintain controls on the destinations to which products or software may be exported. Some of the strictest export controls are maintained by the United States against countries that the U.S. government considers unfriendly or as supporting international terrorism. These U.S. regulations are complex and apply both to deemed exports from the United States and to deemed exports of products from other countries when those products contain U.S.-origin components or technology. For example, software created in the United States is subject to these regulations even if duplicated and packaged abroad. In some circumstances, an oral presentation containing technical data made to foreign nationals in the United States or access by foreign nationals to certain technology may constitute a controlled export. The Legal Department can provide you with guidance on which countries are prohibited destinations for ServiceSource products or whether a proposed technical presentation or the provision of controlled technology to foreign nationals may require a U.S. government license.

Improper payments to government officials

ServiceSource is committed to maintaining the highest level of professional and ethical standards in the conduct of its business in all countries in which it operates or otherwise has business connections, including the United States. ServiceSource's reputation for honesty, integrity, and fair dealing is an invaluable component of ServiceSource's financial success, and of the personal satisfaction of its employees.

It is a violation of this Code to make any offer, payment or gift of anything of value to a government official where such offer or payment violates any applicable law, rule or regulation. The laws and rules governing such offers, payments and gifts are complex. Moreover, the penalties for violations may be quite severe. You must consult the Legal Department before offering, giving, or providing anything of value to any person who may be a government official.

An increasing number of countries not only prohibit improper offers, gifts, or payments to their own officials, but also to officials of other countries in connection with commercial transactions. For example, as discussed further below, the U.S. Foreign Corrupt Practices Act ("FCPA") is a criminal statute that prohibits U.S. companies and persons, as well as non-U.S. companies and persons under certain circumstances, from corruptly offering, promising, paying or authorizing the offer or payment, directly or indirectly, of anything of value to a foreign official to influence that official to misuse his or her office, or to gain an improper advantage, to obtain or retain business or direct business to anyone. In some instances, ServiceSource could be held liable for offers or payments made by its third-party agents or consultants. The penalties for violating the FCPA are severe and potentially devastating to both ServiceSource and the individuals involved.

Regardless of whether an offer or payment violates the FCPA or other similar law or rule such as the U.K. anti-bribery act, you may not offer any payment or business amenity to a public official or government employee if doing so could be construed as having any connection with ServiceSource's business, even if the item has only a nominal value or no value at all. What may be permissible in dealing with commercial enterprises may be deemed illegal and possibly criminal in dealing with government entities. Contact the Legal Department for guidance.

The Foreign Corrupt Practices Act

Although we do not expect every person in ServiceSource to become an expert in the FCPA, we *do* expect every employee to adhere to ServiceSource's ethical standards, to be cognizant of the FCPA and other applicable laws that prohibit improper offers or payments to government officials or others (such as the U.K. anti-bribery act), and to seek guidance from the Legal Department whenever any uncertainty regarding those laws or standards arises. Departures from our business standards will not be tolerated. The information set forth below is intended to provide our directors, officers and employees with guidance on complying with the FCPA. We encourage you to review these guidelines carefully and to discuss any questions you may have with the Legal Department. Violations of this policy may be grounds for

disciplinary action, up to and including termination of employment. In the event that ServiceSource's business activities relating to foreign officials are called into question, ServiceSource will take all necessary and appropriate action, which may include investigating the allegations and cooperating with law enforcement. As a director, officer or employee of ServiceSource, you are expected to fully cooperate with ServiceSource's compliance efforts. Failure to do so may be grounds for termination.

The following guidelines are intended for use by all personnel in ServiceSource, including its subsidiaries, affiliates and agents, to ensure compliance with the FCPA. They provide details concerning the requirements of the FCPA and the compliance procedures that must be followed by all ServiceSource personnel.

The FCPA has two major components: (1) anti-bribery prohibitions; and (2) accounting and recordkeeping requirements.

Under the FCPA anti-bribery prohibitions, it is a crime for a U.S. company or its directors, employees, shareholders or representatives to offer, give, pay, promise, or authorize the offer, payment or promise of anything of value, directly or indirectly through a third party, to any "foreign official" (see below) to influence any official any act or decision, to induce a violation of the official's duty, to secure an improper advantage, or to induce the official to use his or her influence in order to obtain or secure business.

The FCPA bars payments even if: (1) the benefit is for someone other than the person or entity making the payment; (2) the business sought is not with the government; (3) the payment is ineffective and no business is awarded; (4) the foreign official initially suggested the payment; or (5) the payment is made to reduce taxes or duties.

The penalties for violations are severe. Companies may be fined \$2 million, or twice the gross gain or loss to anyone. Individuals may be fined \$100,000, or twice the gross gain or loss to anyone. Companies are not permitted to indemnify individuals for fines assessed under the FCPA. In addition, individuals who violate the FCPA may be jailed for a period of up to five years.

In addition, you must accurately and fully document all financial transactions and dispositions with which you are involved, on behalf of ServiceSource. All managers and supervisory personnel are expected to monitor continued compliance with the FCPA.

FCPA compliance must be undertaken on a case-by-case basis and can be extremely complicated. Employees should not try to solve FCPA problems on their own. If a question arises regarding any offer, payment, or reimbursement to or for the benefit of anyone who may be a "foreign official," please consult immediately with the Legal Department.

Who is a "foreign official"?

The term "foreign official" is defined broadly under the FCPA. Foreign officials include all paid, full-time employees, of any rank or level, of any government department or agency (whether in the executive, legislative or judicial branches of government and whether at the national, provincial, state, or local level). The term "foreign official" can also include part-time workers, unpaid workers, individuals who do not have an office in a government facility, and anyone acting under a delegation of authority from the government to carry out government responsibilities. The term may also include officers and employees of companies or entities which have government ownership or control, such as state-owned enterprises and government-controlled universities and hospitals. In addition, the term "foreign official" includes officers and employees of "public international organizations," such as the World Bank or the United Nations. Any questions about whether an individual is a "foreign official" should be raised with the Legal Department.

Prohibited offers or payments

The FCPA prohibits offering, promising, paying, or giving “anything of value” to a foreign official to obtain or retain business or to direct business to anyone. Thus, it is not limited to cash payments. Gifts, entertainment, excessive business promotional activities, covering or reimbursing expenses, in-kind or political contributions, investment opportunities, subcontracts, stock options, and similar items provided to or for the benefit of foreign officials, whether directly or through a third party, are all things of value that can violate the FCPA. Accordingly, you must consult with the Legal Department prior to making *any* offers, gifts, reimbursements, or payments of anything of value to anyone who may be a foreign official.

Inexpensive promotional items, containing ServiceSource logo, such as T-shirts, pens or coffee mugs, which have a nominal value, are generally acceptable gifts. The number of items given, however, must be reasonable. Consult with the Legal Department before offering any such items to foreign officials.

Liability for third parties

The FCPA establishes liability for improper payments made indirectly to a foreign official through a third party, as well as payments made directly to that official. Accordingly, third parties must be thoroughly investigated prior to their engagement with ServiceSource to ensure their commitment to FCPA compliance.

Accounting and Recordkeeping

The FCPA imposes strict accounting and recordkeeping requirements on public companies. ServiceSource has adopted a policy requiring its personnel to fully and accurately document all expenditures, including any facilitating payments, in ServiceSource’s books and records. It is a violation of ServiceSource policy to inaccurately describe or seek to mischaracterize the nature or amount of a transaction.

ServiceSource personnel should never accede to requests for false or misleading invoices, inflated invoices, cash payments, payments in a country other than the country of the business activity, or for any payment of expenses that are unusual, excessive, inadequately described, or otherwise raise questions under this Code.

All original records relating to FCPA audits and compliance matters shall be maintained for a minimum of five years.

PROCEDURAL MATTERS

Distribution

All employees will receive a copy of this Code at the time they join ServiceSource and will receive periodic updates. Agents and contractors should also be provided with a copy of the Code.

Acknowledgment

All new employees must sign an acknowledgment form confirming they have read the Code and that they understand and agree to comply with its provisions. Signed acknowledgment forms will be kept in your personnel file. Failure to read the Code or to sign an acknowledgement form does not excuse any person from the terms of the Code.

Approvals and waivers

Any waiver of any provision of this Code for a member of the Board of Directors or an executive officer must be approved in writing by the Board of Directors or its designated committee. Any waiver of any provision of this Code with respect to any other employee, agent or contractor must be approved in writing by the Chief Financial Officer and the General Counsel.

Copies of approvals and waivers will be retained by ServiceSource.

Reporting violations

You should promptly report violations or suspected violations of this Code to the Legal Department at legal@servicesource.com, or directly to our General Counsel at pelias@servicesource.com. If you wish to remain anonymous, you may send an anonymous letter addressed to the ServiceSource Legal Department at 717 17th Street, 5th Floor, Denver, CO 80202, USA.

If your concerns relate to accounting or financial matters, or if the Legal Department or another executive officer is implicated in any violation or suspected violation, you may contact the Board of Directors directly by sending a letter to ServiceSource Board of Directors, attn. Audit Committee Chair, 717 17th Street, 5th Floor, Denver, CO 80202, USA. You may send the letter anonymously if you wish.

You may always anonymously report any concerns you may have about financial misconduct through our toll-free anonymous reporting hotline, either by email to srev@openboard.info, via secure website at <http://www.openboard.info/srev/>, or by toll free hotline at +1-866-294-3173.

If you make an anonymous report, please provide as much detail as possible, including copies of any documents that you believe may be relevant to the issue.

When reports are not made anonymously, reasonable efforts will be made to keep your identity confidential. In certain circumstances, however, your identity may become apparent during an investigation or may need to be disclosed (*e.g.*, in regulatory proceedings). Accordingly, it is not possible for ServiceSource to give an unqualified guarantee of confidentiality.

Reprisals, threats, retribution, or retaliation in any manner against any person who has in good faith reported a violation or a suspected violation of law, this Code or other ServiceSource policies, or against any person who is assisting in any investigation or process with respect to any actual or suspected violation, is strictly prohibited.

Investigations

The Board of Directors or its designated committee will be responsible for investigating violations and determining appropriate disciplinary action for matters involving members of the Board of Directors or executive officers. The Board of Directors or its designated committee may designate others to conduct or manage investigations on its behalf and recommend disciplinary action.

Subject to the general authority of the Board of Directors to administer this Code, the Chief Financial Officer and the General Counsel will be jointly responsible for investigating violations and determining appropriate disciplinary action for other employees, agents and contractors. The Chief Financial Officer and the General Counsel may designate others to conduct or manage investigations on their behalf and recommend disciplinary action. The Chief Financial Officer and the General Counsel will periodically report Code violations and the corrective actions taken to the Board of Directors or its designated committee. The Board of Directors reserves the right to investigate violations and determine appropriate disciplinary action on its own and to designate others to do so in place of, or in addition to, the Chief Financial Officer and the General Counsel.

Disciplinary action

ServiceSource will take appropriate action against any employee, agent or contractor whose actions are found to violate the Code. Disciplinary actions may include, at ServiceSource's sole discretion, oral or written reprimand, suspension or immediate termination of employment or business relationship, or any other disciplinary action or combination of disciplinary actions as deemed appropriate to the circumstances. A record of the disciplinary action will be retained in the employee's personnel file.

Where ServiceSource has suffered a loss, it may pursue its remedies against the individuals or entities responsible. Certain violations of this Code may also be subject to civil or criminal prosecution by governmental authorities and others. Where ServiceSource has information indicating that a law or regulation may be violated, ServiceSource will report violators to the appropriate authorities.

**ACKNOWLEDGMENT
CODE OF BUSINESS CONDUCT AND ETHICS**

- I acknowledge that I have received and read ServiceSource’s Code of Business Conduct and Ethics.
- I acknowledge that I understand the standards, policies and procedures contained in the Code of Business Conduct and Ethics and understand that there may be additional standards, policies, procedures and laws relevant to my position.
- I agree to comply with the Code of Business Conduct and Ethics.
- I acknowledge that if I have questions concerning the meaning or application of the Code of Business Conduct and Ethics, any ServiceSource policies, or the legal or regulatory requirements applicable to my position, it is my responsibility to seek guidance from my manager, the Human Resources Department, the Legal Department or other relevant individuals or departments.
- I acknowledge that neither this Acknowledgement nor the Code of Business Conduct and Ethics is meant to vary or supersede the regular terms and conditions of my employment by ServiceSource or to constitute an employment contract.

(print name)

(signature)

(date)

Please review and sign, and return this form to the Human Resources Department.