

SEACHANGE INTERNATIONAL, INC.

Policy Governing Director Nominations

The Board of Directors (the “Board”) of SeaChange International, Inc. (the “Corporation”) has adopted this Policy Governing Director Nominations as proposed by the Corporate Governance and Nominating Committee (the “Committee”) in accordance with the proxy disclosure requirements set forth in the rules adopted by the Securities and Exchange Commission (“SEC”) and the corporate governance rules adopted by the Nasdaq Stock Market, Inc. (“Nasdaq”). The Corporation recognizes that its stockholders desire increased insight into the Corporation’s director nominations process and the Corporation endeavors to apply this Policy Governing Director Nominations to that end.

A. IDENTIFYING AND EVALUATING DIRECTOR NOMINEES

1. Responsible Committee.

The Committee is responsible for identifying individuals qualified to become members of the Board and its committees, and recommending candidates for the Board’s selection as director nominees for election at the next annual or other properly convened meeting of stockholders.

2. Process for Consideration of Nominees.

a. Identification of Candidates. The Committee, in consultation with or at the recommendation of the Chief Executive Officer, may identify candidates for director nominees, through the use of search firms or other advisers or through such other methods as the Committee deems to be helpful to identify candidates. Director candidates recommended by stockholders will be considered as provided in Paragraph 3.

b. Evaluation Process. Once candidates have been identified, the Committee shall confirm that the candidates meet all of the minimum qualifications for director nominees set forth in Section B.1 below. The Committee may gather information about the candidates through interviews, background and reference checks, or any other means that the Committee deems to be helpful in the evaluation process. The Committee shall then meet as a group to discuss and evaluate the qualities and skills of each candidate, both on an individual basis and taking into account the overall composition and needs of the Board. There shall be no difference in the manner by which the Committee evaluates director nominees, whether nominated by the Board or by a nominating stockholder.

c. Recommendation of Nominees to the Board. Based on the results of the evaluation process, the Committee shall recommend candidates for the Board’s selection as director nominees for election to the Board.

d. Recommendation of Nominees to Board Committees. The Committee shall also recommend candidates for the Board's selection as nominees for appointment to the committees of the Board.

3. Procedures for Recommendation of Nominees by Stockholders.

The Committee will consider director candidates who are recommended by stockholders of the Corporation. Stockholders, in submitting recommendations to the Committee for director candidates, must follow the following procedures:

a. The Committee must receive any such recommendation for nomination by a date not later than the 120th calendar day but not prior to the 150th calendar day before the date the Corporation's proxy statement was released to stockholders in connection with the previous year's annual meeting.

b. Such recommendation for nomination shall be in writing and shall include the following information:

- i. Name of the stockholder making the recommendation;
- ii. Name of the individual recommended for consideration as a director nominee;
- iii. A written statement from the stockholder making the recommendation stating why such recommended candidate would be able to fulfill the duties of a director.

c. Nominations may be sent to the attention of the Committee via the method listed below:

U.S. Mail (or courier or expedited delivery service):

SeaChange International, Inc.
50 Nagog Park
Acton, Massachusetts 01720
Attn: Corporate Governance and Nominating Committee
c/o General Counsel

d. Once the Committee receives the recommendation of a candidate, such recommended director nominee shall be evaluated and if appropriate may be recommended to the Board pursuant to Sections A.2.b and A.2.c above.

B. DIRECTOR QUALIFICATIONS AND SKILLS

The Corporation seeks directors who possess the qualifications and skills described in this Section B. Moreover, the Corporation evaluates each individual candidate in the context of

the overall composition and needs of the Board, with the objective of recommending a group that can best manage the business and affairs of the Corporation and represent stockholder interests using its diversity of experience. The Committee will consider these and other qualifications, skills and attributes when recommending candidates for the Board's selection as nominees for the Board and as candidates for appointment to the Board's committees.

1. Board Qualifications.

a. Independence. A majority of the members of the Board and all members of the committees of the Board shall meet the independence requirements promulgated by the SEC, the Nasdaq Stock Market or any governmental or regulatory body exercising authority over the Corporation (each a "Regulatory Body" and collectively the "Regulatory Bodies") and any other requirements as determined by the Board, as in effect from time to time.

b. Minimum Qualifications. The Corporation requires its directors to possess certain minimum qualifications, including the following:

i. Adequate Experience. A director must have substantial or significant business or professional experience or an understanding of technology, finance, marketing, financial reporting, international business or other disciplines relevant to the business of the Corporation.

ii. No Conflicts of Interest. A director must be free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Board or of a Board committee.

c. Other Qualities and Skills. The Corporation also considers the following qualities and skills, among others, in its selection of directors:

i. Economic, technical, scientific, academic, financial, accounting, legal, marketing, or other expertise applicable to the business of the Corporation;

ii. Leadership or substantial achievement in their particular fields;

iii. Demonstrated ability to exercise sound business judgment;

iv. Integrity and high moral and ethical character;

v. Potential to contribute to the diversity of viewpoints, backgrounds, or experiences of the Board as a whole including diversity of experience, gender, race, ethnicity and age;

- vi. Capacity and desire to represent the balanced, best interests of the stockholders as a whole and not primarily a special interest group or constituency;
- vii. Ability to work well with others;
- viii. High degree of interest in, and comprehension of, the business of the Corporation;
- ix. Dedication to the success of the Corporation;
- x. Commitment to responsibilities of a director of the Corporation, including other commitments; and
- xi. International business or professional experience.

4. Incumbents. For candidates who are incumbent directors, the Corporation considers the following factors, among others, when considering such individuals as director nominees: such director's past attendance at meetings and participation in and contributions to the activities of the Board. If such incumbent director has had a significant change in status, such as an employment change, the Corporation shall also take this event into consideration.

5. Amendments. The Committee shall review and assess the adequacy of this Policy Governing Director Nominations periodically, as well as in response to rules promulgated by the Regulatory Bodies. The Corporation will disclose any material changes to these policies as required by the Regulatory Bodies in the Corporation's SEC filings.

Revised March 27, 2013
Revised April 6, 2017