



Procedures for Contacting the Board

Communications with the Board

Any person who has a concern about QAD's governance, corporate conduct, business ethics or financial practices may communicate that concern to the Board of Directors. Concerns may be submitted in writing to the Chairman of the Board or to the non-management directors as a group in care of the Office of the Corporate Secretary at the Company's headquarters, or by email to directors@qad.com. Any concern relating to accounting, internal accounting controls or auditing matters will be referred to the Chair of the Audit Committee.

Individuals may also communicate with any of the Directors, the independent Directors as a group, or the full Board by writing to them at the following address:

Attention: Secretary of the Board
QAD Inc.
100 Innovation Place
Santa Barbara, CA 93108

The status of concerns communicated to the Board will be reported periodically to the Chair of the Audit Committee, as appropriate.

Whistleblower Provision

It is the Company's policy, and a requirement of the Sarbanes-Oxley Act of 2002, that all employees have access to the audit committee via a confidential, anonymous third-party communication channel (Employee Hotline) for purposes of communicating suspected improper, unethical or illegal behavior related to accounting, internal accounting controls, auditing or other Company finance related matters. The Company has engaged a third-party hotline service company with responsibility for the initial fielding of employee communications. There will be no reprisal for good faith reporting to the hotline, even if the suspicion is deemed unwarranted upon investigation. Any employee with a concern about a financial accounting or auditing matter can write an anonymous email directly to our third party hotline service company, Global Compliance Services, at the following email address: qad@alertline.com.