

EDGEWATER TECHNOLOGY, INC.

Director Confidentiality Policy

Policy Regarding Confidential Information

Pursuant to their fiduciary duties of loyalty and care, directors of Edgewater Technology, Inc. (together with its subsidiaries, the "Company") are required to protect and hold confidential all non-public information obtained due to their directorship position absent the express permission of the Board of Directors of Edgewater Technology, Inc. (the "Board") to disclose such information. Accordingly:

- (i) A director may not use Confidential Information (as defined below) for his or her own personal benefit or to benefit any person or entity outside the Company;
- (ii) A director may not discuss any specific potential or actual Company business transaction with anyone, whether within or without the Company, who does not have direct involvement with the transaction pursuant to authorization by the Board or senior management;
- (iii) A director may not discuss Confidential Information in public settings or other settings where inadvertent disclosure may occur;
- (iv) A director may not disclose Confidential Information outside the Company, either during or after his or her service as a director of the Company, except with authorization from the Board and after consulting the Company's legal counsel or as may be otherwise required by law;
- (v) At the Company's written request, a director departing from the Company must promptly return to the Company all originals and copies of documents or materials containing Confidential Information or certify in writing to the Company that such documents or other materials (including any in electronic form) have been destroyed;
- (vi) A director may not disclose Confidential Information to any other party, including principals or employees of any business entity that employs the director or which has sponsored the director's election to the Board, or misuse it in any other fashion, including by using it for their or someone else's benefit; and
- (vii) If a director discloses Confidential Information or learns that someone else has, whether intentionally or inadvertently, the director must immediately report the disclosure to the Company's Chief Financial Officer.

"Confidential Information" means all non-public information (whether or not

material) entrusted to or obtained by a director by reason of his or her position as a director of the Company. It includes, but is not limited to, non-public information that might be of use to competitors or harmful to the Company or its customers or suppliers if disclosed, such as:

- (i) The content of, and all information relating to, discussions at the Board meetings or meetings of any committee of the Board, including all materials, correspondence or reports prepared or circulated in connection therewith;
- (ii) Non-public information about the Company's financial condition, prospects, plans, leases, trade secrets, compensation and benefit information, marketing and sales programs and research and development information, as well as information relating to possible business transactions such as mergers, acquisitions, divestitures or joint ventures, or possible capital transactions such as credit facilities, share repurchases, dividends or stock splits;
- (iii) Non-public information concerning other companies with whom the Company may conduct business, including information about the Company's customers, suppliers, joint venture partners, or other companies with which the Company is under an obligation of confidentiality; and
- (iv) Non-public information about meetings, presentations, discussions, deliberations and decisions between and among employees, officers and Directors and their advisers, including the identity, circumstances and fact of retention of any such advisers.

Director Acknowledgment

The Company's Secretary may require any director or prospective director to sign an agreement which acknowledges and further implements the requirements of this Policy with respect to the specific circumstances of such director or prospective director, as a condition to service or continued service on the Board.