



AXS-ONE CUSTOMER ADVISORY BOARD CHARTER

MISSION

The AXS-One Customer Advisory Board is a select group of customers whose input is sought from strategic planning purposes on an on-going basis. The primary mission of the Board is to facilitate open communication between AXS-One management and customers. The Board is a crucial source of insight about customer issues and concerns, product development needs, service requirements and industry trends to AXS-One. Members have the opportunity to influence decision-making at the highest levels of AXS-One management and to experience meaningful interaction with fellow customers.

MEMBERSHIP CRITERIA

The AXS-One Advisory Board is composed of a maximum of twelve members representing the demographic make-up of AXS-One's Records Compliance Management (RCM) customer base, as well as those market segments AXS-One deems strategic.

Members will primarily be executives within their companies and represent different areas of their organization including Information Technology, Compliance and Legal.

Members are selected based on several criteria including:

- ▶ professional expertise
- ▶ industry experience
- ▶ ability to represent the viewpoints not only to the needs of their specific organization, but also to the customer constituency they represent
- ▶ willingness to commit to participation

Members will represent a mix of worldwide geographies, industries, organization size and AXS-One RCM technologies.

All members must be current AXS-One Records Compliance Management customers. No organization will have more than one member on the Board at any one time.

We envision participation from at least one Board member of an organization that participates with the independent AXS-One User Group community, in order to represent their interests.

BOARD MEMBER'S ROLE

The Board is called to make recommendations and provide input on issues related to the RCM industry as well as AXS-One's products and services. Board members are not expected to make decisions for AXS-One or to participate in the decision making process.

The AXS-One Customer Advisory Board is a group of customers appointed by the company to provide guidance and support on issues critical to the organization. The Board is a **working** as opposed to an **honorary** body that offers **direction** versus **governance**. Board members will deliver insights but have no legal liability or statutory responsibility.



The Customer Advisory Board will not function as a:

- ▶ **Board of Directors** that carries fiduciary responsibility to owners and Shareholders and maintains organizational control over the CEO.
- ▶ **User Group** independent body of end-users or customers organized and administered to provide input regarding tactical input on specific products and services (interfaces, search tools, etc).
- ▶ **Focus Group** of individuals with a specific demographic mix brought into the organization to evaluate or discuss a specific topic.

MEMBERSHIP RESPONSIBILITY AND TERMS OF PARTICIPATION

The AXS-One Customer Advisory Board will meet at least once per year as determined by AXS-One's President in consultation with the Board. Board members and AXS-One executives, including the President, Vice President of Product Management and Vice President of Product Development will attend meetings. AXS-One executives may invite additional individuals to attend as needed. Additional meetings may be held via teleconference on a quarterly basis as determined.

Members are expected to actively participate in Board meetings. Members may also be asked to participate in conference calls and one-on-one conversations with AXS-One executives.

As allowed by their respective organizations, Members may be asked to be an advocate for AXS-One, actively participating activities such as the AXS-One User Conference.

Members are expected to honor AXS-One non-disclosure requirements and the confidential nature of Advisory Board discussions.

Appointments to the AXS-One Advisory Board will be made by the President of AXS-One in consultation with the Vice Presidents of Marketing, Product Management and Product Development, as well as regional heads of Sales.

Members will be appointed for a term of one year and may be appointed to additional terms at the discretion of the President. Members are free to terminate their membership at any time. Membership may also be terminated at any time at the discretion of the President of AXS-One.

Board members will not be compensated for their participation, but will be reimbursed for out of pocket expenses such as travel, lodging, meals and other expenses directly related to their participation on the board.

BENEFITS OF PARTICIPATION

Members will benefit from earlier access to the development cycle and thus opportunities to align AXS-One's technology with their vision of industry direction. Members will also have opportunities to learn from colleagues, as well as demonstrate to peers their foresight and leadership in the industry.

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