

**ACACIA RESEARCH CORPORATION**  
**RELATED PARTY TRANSACTIONS POLICY**

**I. BACKGROUND AND PURPOSE**

This Related Party Transactions Policy (“Policy”) sets forth the manner in which Acacia Research Corporation (the “Company”) shall consider, evaluate and where appropriate, conduct transactions with related parties. The Company recognizes that Related Party Transactions (as defined below) can involve potential or actual conflicts of interest and pose the risk that they may be, or be perceived to have been, based on considerations other than the Company’s best interests. Accordingly, as a general matter, the Company exercises caution with regard to such transactions and approaches them with particular care.

However, the Company recognizes that in some circumstances transactions between a related party and the Company may be in, or may not be inconsistent with, the best interests of the Company. The Company’s Policy therefore does not prohibit Related Party Transactions, but rather provides for the timely review, approval and public disclosure of Related Party Transactions.

This Policy supports and supplements the Company’s Corporate Codes of Conduct. With respect to parties and transactions specifically encompassed within the provisions of this Policy, the procedures set forth herein for review, oversight and public disclosure shall apply. With respect to any other potential conflict of interest situations, the Company’s Corporate Codes of Conduct shall apply.

**II. PARTIES COVERED BY THIS POLICY**

This Policy applies to the following parties (each a “Related Party” and, collectively, “Related Parties”):

- each director or officer of the Company;
- any nominee for election as a director of the Company;
- any security holder who is known to the Company to own of record or beneficially more than five percent (5%) of any class of the Company’s voting securities; and
- any immediate family member (as defined in Nasdaq Listing Rule 5605(a)(2))<sup>1</sup> of any of the foregoing persons.

A person who served as a director or officer of the Company, or was a nominee for election as a director or a more than five percent beneficial owner of any class of the Company’s voting

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<sup>1</sup> Includes a person’s spouse, parents, children, siblings, mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law, and anyone (other than domestic employees) who shares such person’s home.

securities, at any time during a fiscal year shall be considered subject to this Policy, even if the person has ceased to have such status during the year.

A transaction by the Company with a company or other entity that employs a Related Party or is controlled by a Related Party, or in which a Related Party has a material ownership or financial interest, shall be considered a transaction with a Related Party for purposes of this Policy.

### **III. TRANSACTIONS COVERED BY THIS POLICY**

**A. Definition of a “Related Party Transaction”.** For purposes of this Policy, a “Related Party Transaction” means a transaction (including any financial transaction, arrangement or relationship (including any indebtedness or guarantee of indebtedness)), or series of related transactions, or any material amendment to any such transaction, in which a Related Party has or will have a direct or indirect material interest (as such term is used in Item 404 of Regulation S-K of the Securities Exchange Act of 1934 (“Regulation S-K”)) and in which the Company or any of its subsidiaries is a participant.

A Related Party’s interest in a transaction shall be presumed to be material unless it is clearly immaterial in nature or magnitude, or has been determined in accordance with this Policy to be immaterial. A charitable contribution or pledge by the Company to an organization that is considered a Related Party (for example, because a director is an employee of the organization) shall be considered a Related Party Transaction, except where it is conducted pursuant to an established procedure by which the Company matches contributions made by directors or officers. An amendment to an arrangement that is considered a Related Party Transaction (even though such arrangement has been reviewed under this Policy) shall, unless clearly immaterial in nature, be considered a separate Related Party Transaction.

**B. Examples.** Common examples of Related Party Transactions would include:

- sales, purchases or other transfers of real or personal property or assets, including securities;
- use of property and equipment by lease or otherwise;
- services received or furnished;
- the borrowing and lending of funds, as well as guarantees of loans or other undertakings; and
- the employment by the Company of an immediate family member of a Related Party, or a material change in the terms or conditions of the employment of such an individual.

**C. Exclusions.** The following transactions or arrangements shall not be considered Related Party Transactions for purposes of this Policy given their nature, size and/or degree of significance to the Company:

- any transaction where the Related Party's interest arises solely from the ownership of a class of equity securities of the Company and all holders of that class of equity securities received the same benefit on a pro rata basis;
- reimbursement of business expenses incurred by a director or officer of the Company in the performance of his or her duties and approved for reimbursement by the Company in accordance with the Company's customary policies and practices;
- compensation arrangements for non-employee directors for their services as directors that have been approved by the Company's Board of Directors (the "Board") or an appropriate committee thereof that are required to be reported in the Company's proxy statement for its annual meeting of stockholders (the "Proxy Statement") under Item 402 of Regulation S-K;
- indemnification and advancement of expenses made pursuant to the Company's certificate of incorporation or bylaws or pursuant to any agreement; and
- compensation arrangements, including base pay and bonuses (whether in the form of cash or equity awards), for employees or consultants (other than a director or nominee for election as a director) for their services, and employee benefits regularly provided under plans and programs generally available to employees that are required to be reported in the Company's Proxy Statement under Item 402 of Regulation S-K; however, personal benefits from the use of Company-owned or Company-provided assets ("perquisites"), including but not limited to personal use of Company-owned or Company-provided aircraft and housing, not used primarily for Company business purposes, are considered Related Party Transactions.

Subject to the provisions below for ongoing review of recurrent or continuing transactions or arrangements, a transaction or arrangement that has been approved in accordance with this Policy will not thereafter be subject to the review, reporting and approval requirements of this Policy.

#### **IV. TRANSACTIONS TO BE REPORTED**

##### **A. Reporting; Disclosures.**

Except as otherwise provided in this Policy (including any delegation of review and approval authority), (i) any officer, director or nominee for election as a director who intends to enter into a Related Party Transaction shall disclose that intention and all material facts with respect to such transaction to the Audit Committee of the Board (the "Committee"), and (ii) any

other employee of the Company who intends to cause the Company to enter into any Related Party Transaction shall disclose that intention and all material facts with respect to the transaction to his or her superior, who shall be responsible for seeing that such information is reported to the Committee.

**B. Identification of Related Parties.**

**Directors, Executive Officers and Nominees.** On an annual basis, each director and executive officer shall submit to the Company's Compliance Department (the "Compliance Department"), a questionnaire providing information pertinent to Related Party Transactions. All communications with the Compliance Department as set forth in this Policy shall be submitted via email to [compliance@acaciares.com](mailto:compliance@acaciares.com).

Any person nominated to stand for election as a director shall submit to the Compliance Department the information described above no later than the date of his or her nomination.

Any person who is appointed as a director or an executive officer shall submit to the Compliance Department the information described above prior to such person's appointment as a director or executive officer, except in the case of an executive officer where due to the circumstances it is not practicable to submit the information in advance, in which case the information shall be submitted as soon as reasonably practicable following the appointment.

Directors and executive officers are expected to notify the Compliance Department of any updates to the list of Related Parties, their employment, entities in which he or she has a 5% beneficial interest, and relationships with charitable organizations.

The Compliance Department shall prepare, maintain, and update the list of Related Parties as appropriate.

**Five Percent Owners.** The Compliance Department shall periodically examine the SEC website and such other resources as the Compliance Department may deem appropriate in order to identify all persons or entities who may be the beneficial holders of five percent (5%) or more of any class of the Company's voting securities. At the time the Company becomes aware of a person's status as a beneficial owner of 5% or more of any class of the Company's voting securities, the Compliance Department shall create a list, to the extent the information is readily available, of (a) if the person is an individual, the same information as is requested of directors and executive officers under this policy and (b) if the person is a firm, corporation or other entity, a list of principals or executive officers of the firm, corporation or entity, and shall update the list on an annual basis.

**C. Maintenance and Dissemination of Lists.** To assist the Company's officers and employees in identifying Related Party Transactions, the Compliance Department shall compile the information collected pursuant to the procedures described in Section B above and create a master list of Related Parties. The Compliance Department shall distribute the master list (and the periodic updates thereof), as necessary, to (a) business unit and function/department leaders responsible for purchasing goods or services for the Company or licensing or selling the Company's goods or services and (b) appropriate management personnel responsible for accounts payable and accounts receivable. The recipients of the master list shall utilize the information

contained therein, in connection with their respective business units, departments and areas of responsibility, to effectuate this policy.

## **V. ACTIONS BY THE COMMITTEE**

**A. Committee Reviews.** The Committee shall review all Related Party Transactions and approve such transactions in advance of such transaction being given effect (subject to a delegation of authority as provided in this Policy). If a member of the Committee has an interest in a Related Party Transaction and, after such Committee member excuses himself or herself from consideration of the transaction there would be fewer than two (2) members of the Committee available to review the transaction, the transaction shall instead be reviewed by an ad hoc committee of at least two (2) independent directors designated by the Board (which shall thereupon be considered the “Committee” for purposes of this Policy with respect to such transaction). If a member of the Committee is involved in the transaction, the vote of such individual shall not be counted in determining whether the Related Party Transaction is approved by the Committee; however, such person may be counted in determining the presence of a quorum at a meeting of the Committee acting on the transaction. Subject to the foregoing provision for the appointment of an ad hoc committee of the Board to act as the Committee, in the event the vote of the remaining members of the Committee is insufficient to constitute an act of the Committee, approval shall be by the unanimous vote of the independent directors excluding any independent director who is involved in the transaction. At the discretion of the Committee, consideration of a Related Party Transaction may be submitted to the full Board.

The Committee shall have the authority to (i) determine categories of Related Party Transactions that are immaterial and not required to be individually replied to, reviewed by, and/or approved by the Committee, and (ii) approve in advance categories of Related Party Transactions that (unless the Committee determines otherwise in a particular instance) need not be individually reported to, reviewed by, and/or approved by the Committee, but may instead be replied to and reviewed by the Committee collectively on a periodic basis, which shall be at least annually.

**B. Errors; Prompt Consideration.** In the event the Company in error enters into a Related Party Transaction that requires pre-approval by the Committee, such transaction shall promptly upon discovery of such error be presented to the Committee for its review. The Committee shall then consider and make a recommendation to management and/or the Board, as appropriate, whether ratification, rescission or any modification of the transaction is appropriate, and whether any disciplinary action should be taken or changes in the Company’s controls and procedures made in connection with such error.

**C. Recurring Transactions.** If a Related Party Transaction will be ongoing, the Committee may establish guidelines for the Company’s management to follow in its ongoing dealings with the Related Party. At least annually, the Committee shall review any previously approved Related Party Transaction that is continuing, and determine, based on the then-existing

facts and circumstances, including the Company's existing contractual or other obligations, if it is in the best interests of the Company to continue, modify or terminate the transaction.

## **VI. STANDARDS**

In connection with approving or ratifying a Related Party Transaction, the Committee shall carefully and diligently consider all of the relevant facts and circumstances relating to whether the transaction is in the best interests of the Company, including consideration of the following factors:

- the position within or relationship of the Related Party with the Company;
- the materiality of the transaction to the Related Party and the Company, including the dollar value of the transaction, without regard to profit or loss;
- the business purpose for and reasonableness of the transaction (including the anticipated profit or loss from the transaction), taken in the context of the alternatives available to the Company for attaining the purposes of the transaction;
- whether the transaction is comparable to a transaction that could be available with an unrelated party, or is on terms that the Company offers generally to persons who are not Related Parties;
- whether the transaction is in the ordinary course of the Company's business and was proposed and considered in the ordinary course of business;
- the effect of the transaction on the Company's business and operations, including on the Company's internal control over financial reporting and system of disclosure controls or procedures; and
- any additional conditions or controls (including reporting and review requirements) that should be applied to such transaction.

## **VII. APPROVALS TO BE REPORTED TO THE BOARD**

The Committee shall notify the Board in writing on a quarterly basis of all Related Party Transactions approved by the Committee.

## **VIII. DISCLOSURE**

This Policy requires that all Related Party Transactions shall be publicly disclosed to the extent and in the manner required by applicable SEC and securities exchange rules and regulations. In addition, the Committee may determine that public disclosure of a Related Party Transaction considered by the Committee shall be made even where not so required, if the Committee considers such disclosure to be in the best interests of the Company and its stockholders, or otherwise necessary, appropriate or advisable.

## **IX. AMENDMENTS**

This Policy may be amended, waived or terminated by the Board at any time.