

2010 Upside Software Corporate Backgrounder

Corporate Name	Upside Software Inc.
Founded	May 2000
Corporate Profile	<p>Upside Software is the worldwide leader in Contract Lifecycle Management (CLM) solutions. Customers in every industry around the globe use UpsideContract and our other integrated business solutions to confidently conduct Contract Management, Sourcing & Procurement, and Invoice & Billing Management throughout their organizations.</p> <p>Upside Software's products address the needs of Enterprise (e.g. Fortune 500, Global 2000), Public sector (Federal, State/Provincial, Municipal and Health Care), and Small & Medium Enterprise (SME) customers who realize significant cost savings while improving their customer and supplier relationships. Upside Software's solutions are deployed in as little as 3 days and typically provide a full return-on-investment (ROI) in well under a year and in most cases within six months.</p> <p>Founded in 2000, Upside Software is a profitable, growing company with an advanced, yet mature and comprehensive product suite. Upside Software is headquartered in Edmonton, Alberta, Canada and has about 300 customers worldwide in virtually every industry.</p> <p>Additional information about Upside Software can be found at: http://www.upsidesoft.com/Upside+Software/About+Us/About+Us.htm</p>
Upside Software's Strategy	<p>By continuing to listen to our customers we are at the forefront of the Contract Lifecycle Management (CLM) arena. Our above average R&D spending (>20% of revenues) ensures that our products contain leading edge functionality and customers get the most comprehensive solution available.</p> <p>Upside Software strives to provide every customer with a full return on investment (ROI) within one year of deployment. We constantly survey the market for cost comparisons to ensure that we offer exceptional value to our customers. Our highly competitive pricing structure, coupled with our extremely cost-effective operations philosophy, ensures that we remain profitable and continue to build an extensive customer list.</p>
Corporate Office	Suite 310, Manulife Place 10180 – 101 Street Edmonton, Alberta, Canada T5J 3S4
The Upside Software Team	Based in our corporate headquarters in Edmonton, Alberta, Canada as well as locations elsewhere, the Upside Software team is about 150 people and growing. We only hire the best: talented individuals, top performers, overachievers, and dedicated professionals.

Executive Leadership

Ashif Mawji, President & CEO

Dan Townsend, Vice President, Sales & Marketing

Doug Hay, Chief Architect

Eli Yochim, Director, Product Maintenance & Quality

Adrienne Hui, Director, Client Support Services

Mitch Humeniuk, Director, Professional Services

Alex Fedossenko, Director, Internal Process Improvement

Additional information on our management team can be found at:

<http://www.upsidesoft.com/Upside+Software/About+Us/Management.htm>

Upside Software's Product Suite

- ❖ **UpsideContract:** Facilitates the entire Contract Management process for your organization and its stakeholders, from RFQ to renewals. The tool offers users the ability to manage compliance, templates, performance, deliverables, risk, renewals, amendments, contract requests and much more. It manages all types of contracts, including supplier (buy side), customer (sales side) and non-monetary agreements (e.g. NDA, employment, Intellectual Property, etc.). UpsideContract is offered in a behind-the-firewall installation as well as an On Demand (dedicated hosted) offering.
- ❖ **UpsideContract-LITE:** A scalable version of our enterprise-class solution with full integration options and capabilities – all in a package that can be scaled up or down to meet specific requirements. UpsideContract-LITE easily integrates with other Upside Software products as well as ERP, CRM, document management and/or supply management systems.
- ❖ **UpsideContract-Office:** Providing access to the Contract Management process almost entirely within the Microsoft Office System 2003 and higher (including Office 2007), UpsideContract-Office is an optional module of UpsideContract that enables users to create and manage contracts and/or templates within Microsoft Word 2003 and higher (including Word 2007) while still regulating the contract governance using UpsideContract's core functionality.
- ❖ **UpsideLive:** Upside Software's Software as a Service (SaaS) offering of a Contract Lifecycle Management (CLM) software solution. It is the definitive Contract Management solution for small to mid-size companies providing comprehensive contract creation and collaboration from start to finish. It is our SaaS alternative that allows organizations to start using our Contract Management Software within 1 day and for as little as \$150/month (for up to 3 users).
- ❖ **UpsideRFX:** Provides RFX publishing capabilities and gives vendors the ability to self-subscribe to specific categories of tenders to allow the system to publish opportunities to potential suppliers. The tool also enables procurement professionals to develop RFX (RFP, RFI, RFQ, etc.) and manage the entire RFX process, including evaluations and scoring.
- ❖ **UpsideForms:** UpsideForms provides users of the Upside Software product suite with the capability to define and configure rich, highly dynamic, custom forms using industry standard XML. Forms are

rendered in a browser environment for fast, efficient, and accurate input by internal and/or external users.

- ❖ **UpsideBilling:** Handles incoming billing, fully integrating with your AP systems, and does not duplicate functionality in existing ERP applications. The software handles invoices pertaining to contracts/purchase orders as well as those that are not related to a contract/PO.

Additional information on our products can be found at:

<http://www.upsidesoft.com/Upside+Software/Products/Overview.htm>

Upside Software's Customers

Upside Software's products are deployed around the world in virtually every industry. Some of our prestigious customers include: Hewlett Packard, JC Penney, Deere & Co., 3M, Northern Trust, Microsoft, Norfolk Southern, Hospital Corporation of America, United Health, BNSF Railway Company, Spectra Energy, Talisman Energy and Vodacom.

Additional information about our customers can be found at:

<http://www.upsidesoft.com/Upside+Software/Customers/Customers.htm>

Upside Software Facts & Figures

- ❖ Upside Software has no debt and is profitable (cash flow positive)
- ❖ Upside Software has achieved profitability from its second fiscal year (2001) and has attained increasing profits each year thereafter.
- ❖ Upside Software is privately held, and the majority of the ownership (about 90%) is held by the management team.
- ❖ Angel investors own less than 10% of the company.
- ❖ Upside Software has been profitable since its second fiscal year
- ❖ Between the fiscal years of 2009 and 2001, Upside Software has recognized a revenue growth of over 5,800% and profit growth of over 1,500% as well as an asset growth of almost 8,000%

Upside Software's Awards & Recognition

- ❖ **2010 Canada's Top 50 Employers for Young People** - First published in 2001, The Canada's Top Employers for Young People competition is organized by the editors of Canada's Top 100 Employers. This special designation recognizes the employers that offer the nation's best benefits for younger workers. The employers on this list are Canada's leaders in attracting and retaining younger employers to their organizations.
- ❖ **2010 Supply & Demand Chain Executive Pros to Know** - Ashif Mawji, President & CEO, Upside Software, has been selected from hundreds of applicants to receive the Supply and Demand Chain Executive "Pros to Know 2010" award. The Provider Pros to Know is a listing of individuals from a software firm or service provider, consultancy, or analyst or research firm who have personally helped clients address the challenges of the recession and prepare for the recovery ahead.
- ❖ **2010 Canada's 50 Best Managed Companies Award** – Established in 1993, Canada's 50 Best Managed Companies is the country's leading business reward program. A rigorous and independent process evaluates hundreds of entrepreneurial companies on the caliber of their management abilities and practices. Companies are recognized on their overall business

performance and sustained growth, and the efforts of the entire organization.

- ❖ **2010 Canada's Top 100 Employer Award** – Recipients of the Canada's Top 100 Employers award are selected from over 75,000 applicants from across Canada. The Top 100 Employers list is based on outstanding Human Resource practices, exceptional growing success and contribution to the community.
- ❖ **2010 Alberta's Top 50 Employers Award** – Upside Software is proud to be listed once again as one of Alberta's Top 50 Employers for 2010. This special designation recognizes the Alberta employers that lead their industries in offering exceptional places to work.
- ❖ **2009 Top 100 in Supply & Demand Chain Executive** - Upside Software Inc. is proud to be selected once again, amongst the Top 100 vendors leading the way as solution and service providers for Supply & Demand Chain Executive Magazine's annual listing. Companies on the Top 100 list detailed how their solutions and services address the urgent imperatives of the current downturn but also position their customers' enterprises and organizations to thrive as the economy rebounds.
- ❖ **2009 Microsoft Worldwide Partner Conference in ISV/Software Solutions, Innovation: 1 of 3 Finalists** - Upside Software Inc. has been selected as 1 of 3 finalists for the 2009 Microsoft Worldwide Partner Conference Awards in ISV/Software Solutions, Innovation. Companies selected for this award must have demonstrated leadership in the areas of innovation, market potential, media & analyst attention, investor value creation, & customer adoption.
- ❖ **2009 Supply & Demand Chain Executive Pros to Know** - Ashif Mawji, President & CEO, Upside Software, has been selected as a 2009 Supply & Demand Chain Executive Pro to Know. This award recognizes an individual, software firm or service provider, consultancy, or analyst or research firm who has personally helped clients during the current economic downturn by assisting them in managing risk in the supply chain, providing competitive advantage and/or delivering value to the bottom line.
- ❖ **2009 Financial Post Top 10 Employers Award** – This special designation recognizes fast-growing companies in Canada that offer tremendous career advancement opportunities together with leading-edge employee perks and benefits
- ❖ **2009 Canada's Top 100 Employers Award** – Data for Canada's Top 100 Employers award is compiled and analyzed by Mediacorp Canada Inc. who received over 55,000 applicants from across Canada. The Top 100 Employers list is based on outstanding Human Resource practices, exceptional growing success and contribution to the community.
- ❖ **2009 Alberta's Top 40 Employers Award** – Upside Software is proud to be listed as one of Alberta's Top 40 Employers for 2009. This special designation recognizes the Alberta employers that lead their industries in offering exceptional places to work.
- ❖ **2007 Export Development Canada - Export Excellence Award** – Upside Software is the proud recipient of Export Development Canada's Award for the Export Excellence. This award highlights organizations that have achieved success through the diversification

of export markets and developed innovative strategies to adapt their product and sales approach to different markets.

- ❖ **2007 Supply & Demand Chain Executive 100** – As a Top 100 provider of Supply & Demand Chain solutions, Upside Software is recognized for addressing 21st century supply chain challenges in its solutions. The Upside suite of solutions enables customers to ensure contractual obligations are met, better manage pricing deals, and reduce the amount of manual labor in a sourcing request.
- ❖ **2006 Deloitte Fast 50 Company (#17)** – Upside Software was listed as #17 in the prestigious 2006 Deloitte Canadian Technology Fast 50 listing. This annual program recognizes innovation and excellence in the fastest growing tech companies throughout North America. Upside experienced a 2,250% growth in revenues from 2001 to 2005 and continues to grow in double digits each year.
- ❖ **2005 Microsoft Partner of the Year - ISV Software Solutions** – Upside Software was awarded the 2005 ISV/Software Solutions Specialization Award from Microsoft. This award recognizes partners that develop packaged software solutions, based on Microsoft technologies, by creating robust software to meet specific customer needs and market demand.
- ❖ **Edmonton Chamber of Commerce Small Business Awards 2004** – Upside Software was the recipient of the Edmonton Chamber of Commerce's most coveted award of Best Small Business of the Year for 2004 in the 50 - 100 employee category. Chosen from several hundred nominees, this award recognizes the contribution Upside Software has made to the Edmonton business community and our outstanding growth and commercial success.
- ❖ **2004 Deloitte Rising Star** – Upside Software was named one of the Rising Stars on the 2004 Deloitte Technology Fast 500, a ranking of the 500 fastest growing technology companies in North America. Based on three year revenue growth of 1,323%, Upside Software was identified on the list as the 17th fastest growing technology startup in North America, and the only Canadian company on the list.
- ❖ **Alberta's Promise – Board of Directors** – Upside Software CEO Ashif Mawji is a member of the board of directors of Alberta's Promise, a new initiative aimed at improving the future for our children and youth and increasing the province's competitiveness with a healthy, productive workforce.
- ❖ **Northern Alberta Institute of Technology – Board of Governors** – Upside Software CEO Ashif Mawji is a member of the board of governors of the Northern Alberta Institute of Technology, a large post-secondary education institution based in Edmonton that has a long history of contributing to a productive workforce.
- ❖ **Stollery Children's Hospital Foundation – Board of Governors** – Upside Software CEO Ashif Mawji is a member of the board of governors of the Stollery Children's Hospital Foundation and is the chair of the major gifts committee within the organization. The Stollery provides services to one of the largest health regions in the world.
- ❖ **Edmonton Oilers Community Foundation – Voluntary Board of Directors** – Upside Software CEO Ashif Mawji is a member of the Community Foundation Board of the Edmonton Oilers professional

Upside Software's Community Investment

hockey club. The Edmonton Oilers Community Foundation is dedicated to building strong and vibrant communities by contributing its unique resources and financial support to charitable organizations that focus on minor hockey, educational initiatives, youth programs, and health and wellness services throughout Northern Alberta.

- ❖ **Kid's Kottage – Voluntary Board of Directors & Earth Angel** – Upside Software CEO Ashif Mawji is a board member for this incredible and dedicated charity organization that helps take care of children whose parents are going through various types of problems (e.g. abuse, financial difficulties, marital problems, etc.).
- ❖ **Alberta Heart Institute** – Upside Software is a strong supporter of the Alberta Heart Institute through its community support and financial contributions to the Institute. Upside Software was pleased to contribute \$250,000 to the Institute in April, 2004.
- ❖ **Campaign for Prostate Health** – Upside Software is a strong supporter of the University Hospital Foundation through its community support and financial contributions to the Institute. Upside Software was pleased to contribute \$100,000 to the Prostate Health Clinic fund in 2008.
- ❖ **Stollery Children's Hospital** – Upside Software is a strong supporter of the University Hospital Foundation through its community support and financial contributions to the Institute. Upside Software was pleased to contribute \$50,000 to the Stollery Children's Hospital Foundation in 2009.
- ❖ **United Way** – Upside Software's commitment to the United Way includes significant and ongoing employee involvement and financial contributions with the company matching dollar for dollar all employee donations.
- ❖ **Other Charitable Donations** – Upside Software contributes significant amounts each year to other deserving organizations like Kids Kottage, Crystal Kids, Stollery Children's Hospital, Bell Walk for Kids, AKDN Network (International), and Cancer Research.

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For more information, please contact:

Marketing Department
+1 (780) 702-1432
ask@upsidesoft.com