
*Answers to questions you may have...
about your Rimini Street, Inc. stock options
granted under the 2013 Equity Incentive Plan and 2007 Stock Plan*

The following information is provided for Rimini Street, Inc. employee reference only and is not meant to provide formal or individualized legal, accounting, tax or investment advice. You are encouraged to consult with your legal, tax and investment advisors before making any investment decisions. While the information presented is believed to be accurate at the time of publication, no explicit warranty of accuracy is provided. In the case of a conflict between any of the information contained below and the Rimini Street, Inc. 2013 Equity Incentive Plan, as amended, the Rimini Street, Inc. 2007 Stock Plan, or any related Notice of Stock Option Grant, Stock Option Agreement, or Exercise Agreement, the Rimini Street, Inc. 2013 Equity Incentive Plan, the Rimini Street, Inc. 2007 Stock Plan, or related Notice of Stock Option Grant, Stock Option Agreement, or Exercise Agreement (as appropriate) will each supersede this document and control for all interpretations and purposes.

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1. What is a stock option?

A stock option gives the option holder the right, for a fixed period of time, to purchase a specified number of shares of the Company's common stock at a specified price (the "exercise price"). For private companies, the exercise price is generally tied to the "fair market value" of the Company's common stock on the date of grant, and for publicly-traded companies, the exercise price is generally tied to the closing price of the Company's common stock on the date of grant. When you purchase the stock, you "exercise" your option.

2. What is the Plan?

The Rimini Street, Inc. 2013 Equity Incentive Plan, and the Rimini Street, Inc. 2007 Stock Plan (collectively "the Equity Plan") set forth the general terms and conditions that apply to the equity awards granted by Rimini Street. It is important to read your copy of the Equity Plan and understand the terms of your Stock Option Agreement. If you have questions about the Equity Plan, please contact Rimini Street Stock Administration at stock@riministreet.com. Please note that Rimini Street cannot provide tax advice or any guidance about when or if you should exercise your stock options.

3. How are options granted?

Only the Board of Directors, or a committee appointed by the Board, can grant stock options. Shortly after the Board approves a grant, a Notice of Stock Option Grant ("Notice of Grant") will be prepared and transmitted, together with a copy of the Equity Plan and a Stock Option Agreement ("Option Agreement"), to the awardee for review and acceptance. Once the E*TRADE platform is active, the notification and acceptance process will be managed within the E*TRADE platform. The details for the grant, as well as the Notice of Grant and the Option Agreement, are posted in the recipient's E*TRADE account for online acceptance.

4. Are there different types of stock options?

The Equity Plan offers incentive stock options ("ISOs") and non-statutory stock options ("NSOs" or "NQs"). ISOs may qualify for preferential tax treatment, so long as certain holding periods are met. NSOs or NQs do not qualify for preferential tax treatment; as such, they are taxed upon exercise and ordinary income taxes are withheld. Please consult with your tax advisor on all potential tax implications and paperwork relating to stock option grants, exercises and agreements.

5. How can I find out how many options I have?

Information regarding your Rimini Street stock options is available in your E*TRADE account, including specifics of your grant such as the number and type of options granted, exercise price, vesting schedule, and expiration date. Your Notice of Grant also contains this information.

6. When can I exercise my stock options?

Options may be exercised once they vest.

7. What does “vest” mean?

Vesting is the date when you have earned rights to purchase the shares underlying your stock options. You may exercise your right to purchase those shares at the price specified in your Option Agreement after the option vests. Vesting occurs over a specified period of time, and you must be an employee of the Company on the vesting date in order to earn these rights.

Please log into your E*TRADE account to see the details of your grant’s specific vesting schedule or refer to your Notice of Grant.

8. What is the “exercise price” for my stock option grant?

The exercise price, also referred to as the “strike price” or “option price”, is the price you must pay to the Company in order to purchase the shares of common stock subject to your option. The exercise price is set at the time your stock option award is granted.

9. An example of how a vesting schedule works:

John Doe is granted an option on 1/1/17 to purchase 300 shares of Rimini Street’s common stock at \$3.00 per share (the “exercise price”). His Option Agreement states the option vests over 3 years as per the following vesting schedule: 33.3% of the options shall vest one year after the grant date and the remaining options subject to the grant will vest in equal annual installments thereafter so long as he remains a Rimini Street employee on the vesting date. The vesting schedule would look like this:

<u># Options Vested</u>	<u>Vest Date</u>
100	1/1/18
100	1/1/19
100	1/1/20

10. When can I trade?

The Company’s Insider Trading Policy is available on the intranet. All Rimini Street employees are not only subject to the laws that govern insider trading, but also to the Company’s insider trading windows. Our trading windows are based on the release of our Company’s quarterly or annual earnings and may open/close for certain employees based on other events (for example, if a particular employee knows material, nonpublic information about the Company unrelated to its financial performance, such as developments in material litigation involving the Company). The exact date cannot be communicated to employees until the Company’s associated quarterly or annual earnings release date is publically announced. Typically, the trading window will open on the second trading day after earnings release, but this is always subject to change. When the trading window is closed, it is often referred to as a “blackout period” or “being in a blackout.” Trading window announcements will be communicated by the Legal Department.

11. How do I decide when to exercise my options?

The decision about if or when to exercise your vested stock options, or to sell the underlying shares, is yours. You should treat your options and the underlying shares as seriously as you treat any investment. You may want to consult financial and/or tax advisors before you exercise your stock options or sell stock. It is important that you develop your own investment strategy, based on your goals, priorities, comfort with risk, and financial situation.

12. How many options can I exercise?

You may exercise all or any portion of your vested stock options. For example, if you have vested in 100 stock options but only wish to exercise 30. A reminder: you can only exercise options that have previously vested, and you are required to adhere to the Company's Insider Trading Policy and trading windows.

13. How do I exercise my vested stock options?

Log into your account at etrade.com. Through your E*TRADE account, you will be able to see how many options have vested and become exercisable. Exercises of stock options are placed in your E*TRADE account.

Depending on the type of exercise, you may need to deposit funds into the account to pay for the "Option Cost", which is the product of the number of options exercised and the exercise price. Also depending on the type of exercise, taxes may be due at the time of the transaction. The system will guide you on next steps.

Before you take action, you'll want to carefully consider any possible tax consequences. Tax treatment for each transaction depends on the type of option you own and your state or country of residence. For advice on your personal financial situation, please consult your personal tax advisor.

14. What are the types of exercises I can do in my E*TRADE account?

- (a) Cash Exercise: For this type of exercise, you are exercising your right to purchase shares underlying your stock option grant. You will need to pay the Company for the Option Cost, and potential taxes. You will need to deposit the Option Cost into your E*TRADE account in order for the shares to be issued to you. If your transaction requires tax withholding, you will also be required to deposit funds to cover the taxes due. E*TRADE will remit the Option Cost (and taxes if applicable) to the Company on your behalf. The shares will be deposited into your E*TRADE account.
- (b) Sell to Cover: For this type of exercise, you are exercising your right to purchase shares underlying your stock option grant but using your E*TRADE account to sell a portion of those shares to cover your Option Cost and potential taxes. E*TRADE will remit the Option Cost (and taxes if applicable) to the Company on your behalf. The shares will be deposited into your E*TRADE account. A Sell to Cover exercise is subject to trading window restrictions under the Insider Trading Policy.
- (c) Cashless Exercise: Also referred to as a same-day-sale, for this type of exercise, you are exercising your right to purchase shares underlying your stock option grant and selling those shares at the same time. From the gross proceeds of your sale, E*TRADE will withhold the necessary amount to cover your Option Cost (and taxes if applicable) and remit them to the Company on your behalf. The net proceeds will be deposited into your E*TRADE account. A Cashless Exercise is subject to trading window restrictions under the Insider Trading Policy.

15. Will I receive a stock certificate when I exercise?

No, your Company common stock will be deposited in your E*TRADE account in book entry form. Book entry is a system of tracking ownership of securities where no certificate is given, rather it is an electronic record of the number of shares owned. Shares of the Company's common stock held in book entry form have all of the traditional rights and privileges of shares held in certificate form, while eliminating the risk of loss, damage and theft. It also permits electronic sales transactions through your E*TRADE account.

16. How much will it cost me to exercise my stock options?

Generally, you will owe Option Cost plus taxes (when applicable). Option Cost is the number of options you wish to exercise multiplied by the exercise price. From the example in FAQ #9, the option cost to exercise 100 stock options = \$300.00 USD (100 options * \$3.00). Note that your exercise may also be subject to tax withholding (see FAQ #14).

For U.S. participants: The Company is required to withhold, remit and report taxes on nonqualified stock option (NQ or NSO) exercises. Incentive stock options (ISOs) differ in that they generate income upon disposition (sale). Other factors, such as holding requirements, affect the tax treatment for the disposition of shares acquired

through an ISO exercise. The Company will not withhold taxes when ISOs are sold. The income will, however, generally be reported on your Form W-2. You will need to remit taxes independently.

Note that the taxes withheld on your applicable option transaction is an estimate and your personal liability may be greater than the amount withheld.

For international participants: The Company may be required to withhold, remit and report taxes to your local tax authority. General, country-specific guidance regarding taxation of stock option exercises for international participants is available in Exhibit B of the Option Agreement.

17. Why am I receiving emails from E*TRADE?

The Company has chosen E*TRADE as the brokerage platform to manage our stock plans. All Rimini Street employees are required to open the Company-sponsored E*TRADE account.

18. Do I need to do anything with E*TRADE?

Yes! You are required to (1) activate your E*TRADE account and (2) review/accept your grant online. For international participants, be sure to complete your W8-BEN to avoid back-up withholding.

19. What happens to my options if I leave the Company?

Generally, a post-termination exercise period is applied to your grant, during which time you may exercise vested options. Unvested options are cancelled upon termination of employment. Please refer to your grant paperwork for the details regarding the applicable post-termination exercise period. Your E*TRADE account will also reflect this information once your termination has been processed in the system. Note that if the expiration date falls on a non-trading day (a day when the Nasdaq stock exchange is not open), the last day to exercise is the close of the market on the business day prior. It is your responsibility to take action on your options, should you so choose, before they expire.

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Please email the Rimini Street Stock Administration department at stock@riministreet.com.