



Dear Stockholder:

I am pleased to invite you to our 2021 Annual Meeting of Stockholders, which will be held on June 10, 2021, at 10:00 a.m. Eastern Time. The 2021 Annual Meeting will be held virtually via a live interactive audio webcast on the Internet. You will be able to vote and submit your questions at [www.virtualshareholdermeeting.com/SNCR2021](http://www.virtualshareholdermeeting.com/SNCR2021) during the meeting. We elected to use a virtual meeting given the current public health implications of COVID-19 and our desire to promote the health and welfare of our stockholders.

At the meeting, we will be electing two members of our Board of Directors, ratifying the appointment of Ernst & Young LLP as our independent registered public accountants for the fiscal year ending December 31, 2021, holding an advisory vote on executive compensation, approving an increase to the number of shares issuable under the Company's 2015 Equity Incentive Plan and acting upon such other matters as may properly come before the meeting or any adjournments or postponements thereof.

Details regarding the 2021 Annual Meeting and the business to be conducted are described in the accompanying proxy materials. Also included is a copy of our Annual Report on Form 10-K for the year ended December 31, 2020. We encourage you to read this information carefully.

It is important that your shares be represented and voted at the 2021 Annual Meeting. As discussed in the Proxy Statement, voting by proxy does not deprive you of your right to attend the Annual Meeting.

**WHETHER OR NOT YOU PLAN TO ATTEND THE 2021 ANNUAL MEETING, WE HOPE YOU WILL VOTE AS SOON AS POSSIBLE. YOU MAY VOTE OVER THE INTERNET, BY TELEPHONE OR BY MAILING A PROXY CARD. VOTING OVER THE INTERNET, BY TELEPHONE OR BY WRITTEN PROXY WILL ENSURE YOUR REPRESENTATION AT THE 2021 ANNUAL MEETING REGARDLESS OF WHETHER OR NOT YOU ATTEND THE ANNUAL MEETING. PLEASE REVIEW THE INSTRUCTIONS ON THE NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIALS YOU RECEIVED IN THE MAIL REGARDING EACH OF THESE VOTING OPTIONS.**

If you have any questions concerning the annual meeting or the proposals, please contact our Investor Relations department at (800) 575-7606. For questions regarding your stock ownership, you may contact our transfer agent, American Stock Transfer & Trust Co., by e-mail through their website at [www.amstock.com](http://www.amstock.com) or by phone at (800) 937-5449 (within the U.S. and Canada) or 718-921-8200 ext. 4801 (outside the U.S. and Canada).

On behalf of the Board of Directors, I would like to express our appreciation for your continued interest in the affairs of Synchronoss Technologies.

Sincerely,

Jeffrey Miller  
President and Chief Executive Officer  
April 21, 2021



Synchronoss Technologies, Inc.  
200 Crossing Boulevard  
Bridgewater, New Jersey 08807

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS  
OF SYNCHRONOSS TECHNOLOGIES, INC.**

Notice is hereby given that Synchronoss Technologies, Inc. (the “Company”) will hold its 2021 Annual Meeting of Stockholders (the “Annual Meeting”) on June 10, 2021 at 10:00 a.m. Eastern Time via a live interactive audio webcast on the Internet. We elected to use a virtual meeting given the current public health implications of COVID-19 (novel coronavirus) and our desire to promote the health and welfare of our stockholders. You will be able to vote and submit your questions at [www.virtualshareholdermeeting.com/SNCR2021](http://www.virtualshareholdermeeting.com/SNCR2021) during the meeting. We are holding the Annual Meeting for the following purposes, which are more fully described in the accompanying proxy statement:

- Election of two members of the Company’s Board of Directors to serve until the 2024 annual meeting of stockholders of the Company;
- Ratification of appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for its fiscal year ending December 31, 2021;
- Advisory vote on executive compensation;
- Approving an increase to the number of shares issuable under the Company’s 2015 Equity Incentive Plan; and
- Transaction of other business that may properly come before the meeting.

A Notice of Internet Availability of Proxy Materials (“**Notice**”) has been mailed to stockholders of record on or about April 21, 2021. The Notice contains instructions on how to access our proxy statement for our 2021 Annual Meeting of Stockholders (the “**Proxy Statement**”) and our annual report for the year ended December 31, 2020 on Form 10-K (together with the Proxy Statement, the “**proxy materials**”). The Notice also provides instructions on how to vote online, by telephone or by mail and includes instructions on how to receive a paper copy of proxy materials by mail. The proxy materials can be accessed directly at the following Internet address: <http://materials.proxyvote.com/87157B>.

The foregoing items of business are more fully described in the Proxy Statement accompanying this Notice. The stock transfer books will not be closed between the record date and the date of the Annual Meeting. A list of stockholders entitled to vote at the Annual Meeting will be available for inspection at Synchronoss’ corporate headquarters at the address listed above for the ten-day period prior to the Annual Meeting.

Only stockholders of record at the close of business on April 12, 2021 (the “Record Date”) are entitled to notice of and to vote at the Annual Meeting as set forth in the Proxy Statement.

By order of the Board of Directors,

Ronald J. Prague  
Chief Legal Officer and Corporate Secretary  
April 21, 2021

Important Notice Regarding the Availability of Proxy Materials for the Stockholder Meeting to be held on June 10, 2021. The proxy statement and annual report to stockholders and the means to vote by Internet are available at [www.synchronoss.com](http://www.synchronoss.com).

WHETHER OR NOT YOU EXPECT TO ATTEND THE ANNUAL MEETING VIA THE LIVE WEBCAST, PLEASE FOLLOW THE INTERNET VOTING INSTRUCTIONS ON YOUR PROXY CARD TO ASSURE REPRESENTATION OF YOUR SHARES.

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# Proxy Summary

## Proposals to be Voted On:

The following proposals will be voted on at the Annual Meeting of Stockholders.

	For More Information	Board Recommendation
<b>Proposal 1:</b> Election of two directors	Page 68	✓ For Nominees
<b>Proposal 2:</b> Ratification of appointment of Ernst & Young LLP as independent registered public accountants	Page 74	✓ For
<b>Proposal 3:</b> Advisory vote on executive compensation	Page 76	✓ For
<b>Proposal 4:</b> Increase to the number of shares issuable under the Company's 2015 Equity Incentive Plan	Page 77	✓ For

If you are a stockholder of record, you may cast your vote in any of the following ways:



### Internet

You may vote by proxy via the Internet at [www.proxyvote.com](http://www.proxyvote.com) by following the instructions provided in the Notice or the proxy card.



### Phone

You may vote by proxy by telephone by following the instructions provided in the Notice or the proxy card, by calling (800) 690-6903.



### Mail

If you received printed copies of the proxy materials by mail, you may vote by proxy by filling out, signing and dating the proxy card, and returning it in the envelope provided.



### Live at Annual Meeting

Instructions on how to attend and vote at the Annual Meeting are described at [www.virtualshareholdermeeting.com/SNCR2021](http://www.virtualshareholdermeeting.com/SNCR2021)

If you are a beneficial owner holding shares through a bank, broker or other nominee, please refer to your Notice or other information forwarded by your bank or broker to see which voting options are available to you.

This proxy statement ("**Proxy Statement**") is furnished in connection with solicitation of proxies by our Board of Directors ("**Board**") for use at the 2021 Annual Meeting of Stockholders (the "**Annual Meeting**") to be held via a live interactive audio webcast on the Internet at 10:00 a.m. Eastern Time on Thursday, June 10, 2021, and any postponements or adjournments thereof. Beginning on or about April 21, 2021, we mailed to our stockholders a Notice of Internet Availability of Proxy Materials (the "**Notice**") containing instructions on how to access our proxy materials. As used in this proxy statement, the terms "**Synchronoss**," the "**Company**," "**we**," "**us**," and "**our**" mean Synchronoss Technologies, Inc. and its subsidiaries unless the context indicates otherwise.

## 2021 PROXY STATEMENT HIGHLIGHTS

This summary highlights information contained elsewhere in our Proxy Statement. This summary does not contain all of the information that you should consider. You should read the entire Proxy Statement carefully before voting.

### Voting Matters and Vote Recommendation

See “Proposals” starting on page 68 for more information.

Matter	Board vote recommendation
<b>Management proposals:</b>	
Election of two directors	For the director nominees
Ratification of Ernst & Young LLP as our independent registered public accounting firm for our fiscal year ending December 31, 2021	For
Advisory vote on Executive Compensation	For
Increase to the number of shares issuable under the Company’s 2015 Equity Incentive Plan	For

### Board Nominees

The following table provides summary information about the director nominees for election at the Annual Meeting.

Name	Age	Director Since	Occupation	Independent
Stephen Waldis	53	2000	Executive Chairman	No
William J. Cadogan	72	2005	Retired, Vesbridge Partners	Yes

### Ratification of Ernst & Young LLP as Independent Registered Public Accounting Firm

Our Board recommends that stockholders vote to ratify the Audit Committee’s appointment of Ernst & Young LLP, an independent registered public accounting firm, as our Company’s independent registered public accounting firm for the fiscal year ending December 31, 2021.

### Advisory Vote on Executive Compensation

Our Board recommends that stockholders vote to approve, on an advisory basis, the compensation paid to our Named Executive Officers (“NEOs”) in 2020, as described in this Proxy Statement. At our 2020 Annual Meeting of Stockholders, our stockholders showed strong support for our executive compensation with approximately 94% of the shares voting in favor of the advisory vote on executive compensation. Although the results of the “say on pay” vote are advisory and not binding, our Board and our Compensation Committee value the opinions of our stockholders and take the results of the “say on pay” vote in to account when making decisions regarding the compensation of our NEOs. The Compensation Committee of our Board evaluates our executive compensation program each year to ensure it is in line with our stockholders’ interests.

We encourage stockholders to take into account the significant changes to our executive compensation program that we have made over the last several years in light of prior advisory votes including, among other things, adding new metrics to both our short-term and long-term compensation plans, including non-financial metrics to our short-term incentive plan, and meeting with stockholders as part of our annual stockholder outreach program.

### Approval of Amendment of the Company's 2015 Equity Incentive Plan

Our Board unanimously recommends that stockholders vote to approve the amendment and restatement of our 2015 Equity Incentive Plan (the “**2015 Plan**”) to, among other things, increase the aggregate number of shares authorized for issuance under the 2015 Plan. The purpose of this increase in the number of shares available for issuance is to continue to be able to attract, retain and motivate valued executive officers and other employees and certain consultants. Upon stockholder approval, an additional 3,000,000 shares of Common Stock will be reserved for issuance under the 2015 Plan, which will enable us to continue to grant equity awards to our officers, employees and consultants at levels determined by our Board to be necessary to attract, retain and motivate the individuals who will be critical to our Company's success in achieving its business objectives and thereby creating greater value for all our stockholders. Furthermore, we believe that equity compensation aligns the interests of our management and other employees with the interests of our other stockholders. Equity awards are a key component of our incentive compensation program which we believe have been critical in attracting and retaining talented employees and officers, aligning their interests with those of stockholders, and focusing key employees on the long-term growth of our Company.

# QUESTIONS & ANSWERS ABOUT THIS PROXY MATERIAL & VOTING MATTERS

**Q: Why am I receiving these proxy materials?**

**A:** Our Board is providing these proxy materials to you in connection with the solicitation of proxies for use at the Annual Meeting to be held on Thursday, June 10, 2021 at 10:00 a.m. Eastern Time, and at any adjournment or postponement thereof, for the purpose of considering and acting upon the matters set forth herein. The Notice of Annual Meeting, this Proxy Statement and accompanying form of proxy card are being made available to you on or about April 21, 2021. This Proxy Statement includes information that we are required to provide to you under rules promulgated by the U.S. Securities and Exchange Commission (the “SEC”) and that is designed to assist you in voting your shares.

**Q: What is included in the proxy materials?**

**A:** The proxy materials include:

- This Proxy Statement for the Annual Meeting;
- Our Annual Report on Form 10-K for the year ended December 31, 2020; and
- The proxy card or a voting instruction form for the Annual Meeting, if you have received the proxy materials in the mail.

**Q: How can I get electronic access to the proxy materials?**

**A:** The Company’s proxy materials are available at <http://materials.proxyvote.com/87157B> and at [www.synchronoss.com](http://www.synchronoss.com). Our website address is included for reference only. The information contained on our website is not incorporated by reference into this Proxy Statement.

You can find directions on how to instruct us to send future proxy materials to you by email at [www.proxyvote.com](http://www.proxyvote.com). Choosing to receive future proxy materials by email will save us the cost of printing and mailing documents to you and will reduce the impact of our annual meetings on the environment. If you choose to receive future proxy materials by email, you will receive an email message next year with instructions containing a link to those materials and a link to the proxy voting website. Your election to receive proxy materials by email will remain in effect until you terminate it.

**Q: Who can vote at the Annual Meeting?**

**A:** Our voting securities consist of common stock (“**Common Stock**”), of which 44,174,731 shares were outstanding on the record date, and Series A Convertible Participating Perpetual Preferred Stock (the “**Series A Preferred Stock**”), of which 268,917 shares were outstanding on the record date. Holders of our Common Stock and Series A Preferred Stock are entitled to vote at the Annual Meeting in connection with the matters set forth in this Proxy Statement. A list of stockholders entitled to vote at the Annual Meeting will be available for inspection at Synchronoss’ principal executive offices at 200 Crossing Boulevard, Bridgewater, New Jersey for the ten-day period prior to the Annual Meeting.

**Q: How do I vote at the Annual Meeting?**

**A:** *Stockholder of Record: Shares Registered in Your Name*

If, on April 12, 2021, your shares were registered in your name with the Company’s



transfer agent, American Stock Transfer & Trust Company, then you are a stockholder of record and may vote at the Annual Meeting or vote by proxy. Whether or not you plan to attend the Annual Meeting, we urge you to vote by proxy on the Internet or via telephone as instructed below or submit your proxy card to ensure your vote is counted.

If you are a stockholder of record, you may vote at the Annual Meeting or by one of the following methods:

- *By Internet* — You may vote by proxy via the Internet at [www.proxyvote.com](http://www.proxyvote.com) by following the instructions provided in the Notice or the proxy materials, by following the instructions provided in the proxy card.
- *By Telephone* — You may vote by proxy via telephone by following the instructions provided in the Notice or, if you received printed copies of the proxy materials by mail, by calling the toll-free number found on the proxy card.
- *By Mail* — If you request printed copies of the proxy materials by mail, you will receive a proxy card and you may vote by proxy by filling out the proxy card and returning it in the envelope provided.
- *By Internet During the Annual Meeting* — Instructions on how to attend and vote at the Annual Meeting are described at [www.virtualshareholdermeeting.com/SNCR2021](http://www.virtualshareholdermeeting.com/SNCR2021).

Please note that the Internet (other than during the Annual Meeting) and telephone voting facilities for stockholders of record is available 24 hours a day and will close at 11:59 p.m., Eastern Time on June 9, 2021. The individuals named as proxies will vote your shares in accordance with your instructions.

We provide Internet proxy voting to allow you to vote your shares on-line, with procedures designed to ensure the authenticity and correctness of your proxy vote. However,

please be aware that you must bear any costs associated with your Internet access, such as usage charges from Internet access providers and telephone companies.

### ***Beneficial Owner: Shares Registered in the Name of a Broker or Bank***

If, on April 12, 2021, your shares of Common Stock were held in an account at a brokerage firm, bank, dealer or other similar organization, then you are the beneficial owner of shares held in “street name” and these proxy materials are being forwarded to you by that organization. The organization holding your account is considered the stockholder of record for purposes of voting at the Annual Meeting. As a beneficial owner, you may direct your broker or other agent on how to vote the shares in your account.

If you are a beneficial owner of shares registered in the name of your broker, bank, or other agent, you should have received instructions for granting proxies with these proxy materials from that organization rather than from the Company. A number of brokers and banks participate in a program provided through Broadridge Financial Services that enables beneficial holders to grant proxies to vote shares via telephone or the Internet. If your shares are held by a broker or bank that participates in the Broadridge program, you may grant a proxy to vote those shares telephonically by calling the telephone number on the instructions received from your broker or bank, or via the Internet at Broadridge’s website at [www.proxyvote.com](http://www.proxyvote.com). To vote by Internet during the Annual Meeting, you must obtain your 16-digit control number from your broker, bank, or other agent.

### **Q: What do I need to be able to attend the Annual Meeting online?**

**A:** We will be hosting our Annual Meeting via live webcast only. Any stockholder can attend



the Annual Meeting live online at [www.virtualshareholdermeeting.com/SNCR2021](http://www.virtualshareholdermeeting.com/SNCR2021). The webcast will start at 10:00 a.m. Eastern Time on June 10, 2021. Stockholders may vote and ask questions while attending the Annual Meeting online. In order to be able to attend the Annual Meeting, you will need the 16-digit control number, which is located on your Notice, on your proxy card or in the instructions accompanying your proxy materials. Instructions on how to participate in the Annual Meeting are also posted online at [www.proxyvote.com](http://www.proxyvote.com).

**Q: How many votes do I have?**

**A:** Each share of our Common Stock you owned on the record date entitles you to one vote on each matter that is voted on. On an as-converted basis, each share of our Series A Preferred Stock you owned on the record date entitles you to 55.5556 votes per share on each matter that is voted on. However, pursuant to the terms of our Series A Preferred Stock, the current holder thereof and its affiliates will only be entitled to cast an aggregate number of votes equal to 19.99% of the combined voting power of our Common Stock and Series A Preferred Stock (the “**Voting Limitation**”). For further detail, please see the section below entitled “Certain Related Party Transactions — Siris Capital Group — Certificate of Designation of the Series A Preferred Stock.”

**Q: What if I do not make specific voting selections?**

**A:** *Stockholder of Record* — If you are a stockholder of record and you:

- Indicate when voting on the Internet or by telephone that you wish to vote as recommended by our Board, or
- Sign and return a proxy card without giving specific voting instructions,

then your shares will be voted “**For**” the election of Stephen G. Waldis and William J.

Cadogan as members of the Company’s Board of Directors, “**For**” the ratification of Ernst & Young LLP as the Company’s independent registered public accounting firm for its fiscal year ending December 31, 2021, “**For**” the approval of the compensation of the Company’s named executive officers and “**For**” the amendment of the Company’s 2015 Equity Incentive Plan. If any other matter is properly presented at the Annual Meeting, your proxy (one of the individuals named on your proxy card) will vote your shares using his or her best judgment.

*Beneficial Owner* — If you are a beneficial owner of shares held in street name and do not provide the organization that holds your shares with specific voting instructions then, under applicable rules, the organization that holds your shares may generally vote on “routine” matters but cannot vote on “non-routine” matters. If the organization that holds your shares does not receive instructions from you on how to vote your shares on a non-routine matter, that organization will inform the inspector of election that it does not have the authority to vote on any matter other than Proposal 2 with respect to your shares. This is generally referred to as a “broker non-vote.”

**Q: Can I change my vote after submitting my proxy?**

**A:** Yes. You can revoke your proxy at any time before the final vote at the Annual Meeting. If you are the record holder of your shares, you may revoke your proxy in any one of four ways:

- You may change your vote using the Internet or telephone methods described above prior to 11:59 p.m., Eastern Time on June 9, 2021, in which case only your latest Internet or telephone proxy submitted prior to the Annual Meeting will be counted.

- You may submit another properly completed timely proxy card with a later date.
- You may send a written notice that you are revoking your proxy to the Company's Secretary at 200 Crossing Boulevard, Bridgewater, New Jersey 08807.
- You may attend and vote during the Annual Meeting. Simply attending the meeting will not, by itself, revoke your previously delivered proxy.

If you are a beneficial owner of your shares and wish to change or revoke your previously delivered proxy, you must contact the broker, bank or other agent holding your shares and follow their instructions for changing your vote.

**Q: Who is paying for this proxy solicitation?**

**A:** The Company will pay for the entire cost of soliciting proxies for the Annual Meeting. In addition to the proxy materials, our directors and employees may also solicit proxies in person, by telephone or by other means of communication. Directors and employees will not be paid any additional compensation for soliciting proxies. The Company may reimburse brokerage firms, banks and other agents for the cost of forwarding proxy materials.

**Q: Why did I receive a notice regarding the availability of proxy materials on the Internet instead of a full set of proxy materials?**

**A:** In accordance with the rules promulgated by the SEC, we have elected to furnish our proxy materials, including this Proxy Statement and our annual report, primarily via the Internet. Beginning on or about April 21, 2021, we mailed to our stockholders a "Notice of Internet Availability of Proxy Materials" that contains notice of the Annual Meeting and instructions on how to access our proxy materials on the Internet, how to vote at the

meeting and how to request printed copies of the proxy materials and annual report. Stockholders may request to receive all future proxy materials in printed form by mail or electronically by e-mail by following the instructions contained at <http://materials.proxyvote.com/87157B>. We encourage stockholders to take advantage of the availability of the proxy materials on the Internet to help reduce the environmental impact of our annual meetings.

**Q: What does it mean if multiple members of my household are stockholders, but we only received one Notice or full set of proxy materials in the mail?**

**A:** We have adopted a procedure called "householding," which the SEC has approved. Under this procedure, we deliver a single copy of the Notice and, if applicable, the proxy materials to multiple stockholders who share the same address unless we received contrary instructions from one or more of the stockholders at that address. This procedure reduces our printing costs, mailing costs, and fees. Stockholders who participate in householding will continue to be able to access and receive separate proxy cards. Upon written request, we will deliver promptly a separate copy of the proxy materials to any stockholder at a shared address to which we delivered a single copy of any of these documents. To receive a separate copy of the proxy materials, stockholders should send their requests to our principal executive offices, Attention: Secretary. Stockholders who hold shares in street name (as described below) may contact their brokerage firm, bank, broker-dealer, or other similar organization to request information about householding.

**Q: How are votes counted?**

**A:** Each share of Common Stock is entitled to one vote. On an as-converted basis, each share of our Series A Preferred Stock is entitled to

55.5556 votes, subject to the Voting Limitation. Votes will be counted by the inspector of election appointed for the Annual Meeting. Prior to the Annual Meeting, the inspector will sign an oath to perform his or her duties in an impartial manner and according to the best of his or her ability. The inspector will determine the number of shares represented at the Annual Meeting and the validity of proxies and ballots, count all votes and ballots and perform certain other duties. The determination of the inspector of elections as to the validity of proxies will be final and binding.

**Q: What vote is required to approve each proposal?**

Our directors are elected by a plurality of the votes cast at an annual meeting of stockholders, meaning the two nominees receiving the most **“For”** votes (among votes properly cast at the Annual Meeting or by proxy) will be elected. An instruction to **“Withhold”** authority to vote for a nominee will result in the nominee receiving fewer votes but will not count as a vote against the nominee. If you do not instruct your broker how to vote with respect to this proposal, your broker may not vote with respect to this proposal. Abstentions and “broker non-votes” (i.e., shares held by a broker or nominee that are represented at the Annual Meeting, but with respect to which such broker or nominee is not instructed to vote on a particular proposal, such broker or nominee does not have discretionary voting power) will have no effect on the election of a nominee.

Ratification of the appointment by our Board of Directors of Ernst & Young LLP as the Company’s independent registered public accounting firm for our fiscal year ending December 31, 2021 requires a **“For”** vote from the majority of the outstanding shares that are present at the Annual Meeting or represented by proxy and cast affirmatively or

negatively at the Annual Meeting. Abstentions and broker non-votes will not be counted **“For”** or **“Against”** this proposal and will have no effect on this proposal. Because this proposal is a routine matter, a broker or other nominee may generally vote and therefore no broker non-votes are expected to exist in connection with this proposal.

The advisory approval of the compensation of the Company’s NEOs as described in this Proxy Statement requires a **“For”** vote from the majority of all of the outstanding shares that are present at the Annual Meeting or represented by proxy and cast affirmatively or negatively at the Annual Meeting. Abstentions and broker non-votes will not be counted **“For”** or **“Against”** this proposal and will have no effect on this proposal. Even though your vote is advisory and therefore will not be binding on the Company, our Compensation Committee will review the voting results and take them into consideration when making future executive compensation decisions.

The amendment of the Company’s 2015 Equity Incentive Plan requires a **“For”** vote from the majority of the outstanding shares that are present in person or represented by proxy and cast affirmatively or negatively at the Annual Meeting. Abstentions and broker non-votes will not be counted **“For”** or **“Against”** this proposal and will have no effect on this proposal. Because this proposal is a non-routine matter, broker non-votes are expected to exist in connection with this proposal.

If there are insufficient votes to approve any of the matters, your proxy may be voted by the persons named in the proxy to adjourn the Annual Meeting in order to solicit additional proxies in favor of the approval of such proposal(s). If the Annual Meeting is adjourned for any reason, at any subsequent reconvening of the meeting, your proxy will be voted in the same manner as it would have

been voted at the original Annual Meeting unless you revoke or withdraw your proxy. Your proxy may be voted in this manner even though it may have been voted on the same or any other matter at a previous session of the Annual Meeting.

**Q: Is my vote confidential?**

**A:** Proxies, ballots and voting tabulations are handled on a confidential basis to protect your voting privacy. This information will not be disclosed, except as required by law.

**Q: What is the quorum requirement?**

**A:** A quorum of stockholders is necessary to hold a valid stockholders meeting. A quorum will be present if a majority of the voting power of all of the Company's outstanding shares is represented by stockholders present at the Annual Meeting or by proxy. Your shares will be counted towards the quorum only if you submit a valid proxy (or one is submitted on your behalf by your broker, bank or other agent) or vote at the Annual Meeting. Abstentions and broker non-votes will be counted towards the quorum requirement.

**Q: How can I find out the results of the voting at the Annual Meeting?**

**A:** Preliminary voting results will be announced at the Annual Meeting. Final voting results will be set forth in a Current Report on Form 8-K to be filed by the Company with the SEC no later than four business days after the Annual Meeting.

**Q: How can I submit a question at the Annual Meeting?**

**A:** If you want to submit a question during the Annual Meeting, log into [www.virtualshareholdermeeting.com/SNCR2021](http://www.virtualshareholdermeeting.com/SNCR2021), type your question into the "Ask a Question" field, and click "Submit." Questions pertinent to meeting matters will be read and answered during the meeting, subject to time constraints. The questions and answers will be available as soon as practical after the Annual Meeting at [investor.okta.com](http://investor.okta.com) and will remain available for one week after posting.

**Q: What if I have technical difficulties or trouble accessing the Annual Meeting?**

**A:** If you encounter any technical difficulties with the virtual meeting platform on the meeting day, please call (844) 976-9738 (Toll Free) or (303) 562-9301 (International Toll). Technical support will be available starting at 9:30 a.m. Eastern Time on June 10, 2021 and will remain available until the Annual Meeting has ended.

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE STOCKHOLDER MEETING TO BE HELD ON JUNE 10, 2021.**

The proxy statement and annual report to stockholders is available at <http://materials.proxyvote.com/87157B>.

# Corporate Governance at Synchronoss

## Corporate Governance Guidelines

Synchronoss is committed to excellent corporate governance, which we believe helps us sustain our success and build long-term value for our stockholders. Our Board has adopted Corporate Governance Guidelines (the “**Guidelines**”) that set forth the framework within which our Board can effectively function and govern our affairs. The Guidelines address, among other things, the composition and responsibilities of our Board, director independence, management succession planning and evaluation, access to information, executive sessions, communication with stockholders, target ownership by, and remuneration of, our directors, Board committees and selection of new directors. We have also adopted a Workplace Code of Ethics and Business Conduct (the “**Code**”) that applies to all of our employees, officers (including our principal executive officer, principal financial officer, principal accounting officer, or those serving similar functions) and directors. The Guidelines and Code are available on the Investor Relations section of our website at [www.synchronoss.com](http://www.synchronoss.com).

Our Board regularly reviews legal and regulatory requirements, evolving best practices and other developments, and may modify, waive, suspend or repeal the Guidelines or Code from time to time as it deems necessary or appropriate in the exercise of our Board’s judgment or in the best interests of our stockholders. If our Board makes any substantive amendments to the Guidelines or the Code, we will promptly disclose the nature of the amendment or waiver on our website to the extent required by applicable law or regulations.

## Board Leadership Structure

Consistent with the Guidelines, our Board believes it is important to retain its flexibility to allocate the responsibilities of our Chief Executive Officer (“**CEO**”) and Chairman of the Board in any way that is in the best interests of our Company based on the circumstances existing at a particular point in time. Our Board believes that it should periodically assess who should serve these roles and whether the offices should be served independently or jointly, and that our Board should not be restricted by any strict policy directive when making these decisions. In addition, our Board continually evaluates its leadership structure to ensure that the Board is structured to address the best interests of our Company and our stockholders as they evolve over time.

Our Board has determined that our Company and our stockholders are best served by having Mr. Waldis, one of our founders, serve as our Executive Chairman of the Board, and Mr. Miller serve as our CEO and a member of our Board. As CEO, Mr. Miller is the individual with primary responsibility for managing our day-to-day operations, setting our overall business strategy, and ensuring the successful growth of our business. Mr. Waldis’ in-depth experience as our founder and long-time CEO and Chairman of the Board position him well to serve as our Executive Chairman of the Board, where he will remain on our Board, assisting on certain sales and business development activities, and providing other consultative support to the CEO, upon his request.

## Independence of our Board of Directors

Each year, as part of our assessment of director independence, our Nominating/Corporate Governance Committee and our full Board conduct a review of the financial and other relationships between each director,

or any of their immediate family members, and our Company, our senior management, companies with whom we have business dealings and our independent registered public accounting firm. Our Board also consults with our legal counsel to ensure that its determinations are consistent with all relevant laws and regulations regarding the definition of independence, including those set forth in pertinent listing standards of The Nasdaq Global Market (“**Nasdaq**”), as amended from time to time. Consistent with those considerations, after review of all relevant transactions or relationships, our Board has affirmatively determined that all of our directors are independent directors within the meaning of the applicable Nasdaq listing standards, except for Stephen G. Waldis, who serves as our Executive Chairman, and Jeffrey Miller, who serves as our CEO. Our independent directors meet in regularly scheduled executive sessions where only independent directors are present. Mr. Cadogan presides over those sessions. There are no family relationships among any of our directors or executive officers.

### **Board of Directors Oversight of Risk Management**

Risk is inherent with every business and how well a business manages risk can ultimately determine its success. We face a number of risks, including risks relating to our operations, strategic direction and intellectual property as more fully discussed under the heading “Risk Factors” in our Annual Report on Form 10-K for the fiscal year ended December 31, 2020 and our other SEC filings. Assessing and managing risk is the responsibility of our management. Our Board oversees management in the execution of its responsibilities and for assessment of our approach to risk management. An overall review and assessment of risk is inherent in our Board’s consideration of our business plans, strategies and other significant developments. Additionally, our Board regularly reviews various risks arising out of transactions and other matters that are presented to our Board and when making decisions impacting us. At least annually, our Board also reviews and analyzes the strategic and operational risks and opportunities that face our Company as a whole, as well as those related to specific areas of our business.

Our Board delegates the oversight of certain categories of risk affecting our Company to designated Board committees, who report their findings to our full Board. Our Audit Committee is responsible for overseeing our Board’s execution of its risk management oversight responsibility, including discussing guidelines and policies governing the process by which our management and other persons responsible for risk management assess and manage our exposure to major financial risk, and the steps management has taken to monitor and control such exposure, based on consultation with our management and independent auditors. Our Audit Committee also annually reviews the audit plan of management, our information technology and cybersecurity risks and mitigation strategies, the domestic and international tax function and treasury operations and conformity with ethics and compliance standards. In addition, our Board has delegated to other Board committees the oversight of risks within their areas of responsibility and expertise. For example, our Compensation Committee oversees the risks associated with our compensation practices, including an annual assessment of our compensation policies and practices for our employees.

### **Board Self-Evaluation**

Our Nominating/Corporate Governance Committee oversees a biennial self-evaluation process to analyze and review our Board’s performance and the performance of each of the members of our Board. Our Nominating/Corporate Governance Committee reviews these results and discusses them with the full Board with the intention of utilizing them to enhance our Board’s effectiveness and, if necessary, develop action plans.



## **Stockholder Communications with our Board of Directors**

Stockholders may communicate with our management and independent directors by sending a letter to Synchronoss Technologies, Inc., 200 Crossing Boulevard, Bridgewater, New Jersey 08807, Attention: Secretary. Each communication should set forth the (i) name and address of the stockholder as they appear on our books and, if the shares of our Common Stock are held by a broker, bank or other agent, the name and address of the beneficial owner of such shares, and (ii) number of shares of our Common Stock that are owned of record by such record holder and/or beneficially by such beneficial owner. Our Secretary will review all communications from stockholders and has the authority to disregard any inappropriate communications or take other appropriate actions with respect to any inappropriate communications. If deemed an appropriate communication, our Secretary will forward it, depending on the subject matter, to the chairperson of a committee of our Board or a particular director, as appropriate.

## **Board of Directors and Committee Duties**

Our Board oversees, counsels and directs management in the long-term interests of our Company and our stockholders. Our Board, individually and through its committees, is responsible for:

- overseeing the conduct, assessment and other operational risks to evaluate whether our business is being properly managed;
- reviewing and approving our strategic, financial and operating plans and other significant actions;
- evaluating the performance of and reviewing and determining the compensation of our CEO and other executive officers;
- planning for succession for our CEO and monitoring management's succession planning for other executive officers; and
- overseeing the processes for maintaining the integrity of our financial statements, public disclosures, and compliance with laws and ethics.

## **Board Structure and Committees**

During 2020, our Board met 21 times and acted once by unanimous written consent. Each director attended at least 75% of the meetings of our Board and of each committee of which he or she served as a member. Each of our directors attended our 2020 Annual Meeting of Stockholders. Our Board has established an Audit Committee, a Compensation Committee, a Business Development Committee and a Nominating/Corporate Governance Committee. Our Board has delegated various responsibilities and authority to its committees as generally described below. The following table shows the current membership of our Board and its committees, and the number of meetings held by our Board and its committees during 2020:



Name	Audit Committee	Compensation Committee	Nominating/Corporate Governance Committee	Business Development Committee
Stephen G. Waldis*				M
William J. Cadogan		C	C	M
Jeffrey Miller				
Thomas J. Hopkins	M	M	M	C
Laurie Harris	C			
Frank Baker			M	M
Robert Aquilina				
Kristin S. Rinne	M			M
Mohan Gyani		M		M
Peter Berger*		M	M	
<b>Total meetings in year 2020</b>	<b>9</b>	<b>7</b>	<b>1</b>	<b>0</b>

M Member C Chair

\* Mr. Berger also attends meetings of our Audit Committee as a non-voting observer. Mr. Waldis also attends meetings of our Compensation Committee as a non-voting observer.

### Audit Committee

Our Audit Committee oversees the integrity of our financial statements, compliance with applicable legal and regulatory requirements, effectiveness of our internal controls and audit function, and the qualifications, independence, and performance of our independent registered public accounting firm. Our Audit Committee also discussed with our independent registered public accounting firm the overall scope and plans for their audit and met with them on a regular basis without members of management. Our Audit Committee consults with our management and our independent registered public accounting firm prior to the presentation of financial statements to stockholders and, as appropriate, initiates inquiries into aspects of our financial affairs. In addition, our Audit Committee:

- reviews our annual audited and quarterly financial statements and SEC reporting;
- reviews management's assessment of risk pertaining to our reporting and disclosure controls and monitors our internal controls and audit functions, the results and scope of the annual audit and other services provided by our independent registered public accounting firm and our compliance with legal matters that have a significant impact on our financial statements;
- establishes procedures for the receipt and treatment of complaints regarding internal accounting controls or auditing matters and the confidential, anonymous submission by our employees of concerns regarding questionable accounting or auditing matters;
- appoints, compensates, reviews procedures to ensure the independence of and oversees the work of, our independent registered public accounting firm, including approving services and fee arrangements;
- reviews with senior members of our management our policies and practices regarding risk assessment and risk management;

- approves all related party transactions;
- reviews periodically the adequacy and effectiveness of our internal and disclosure controls, including our policies regarding compliance with legal, regulatory, code of conduct, ethical and internal auditing standards;
- reviews earnings press releases prior to issuance; and
- reviews findings and recommendations of our independent registered public accounting firm and management's response to their recommendations.

Our Audit Committee is comprised of the following three directors: Thomas J. Hopkins, Kristin S. Rinne and Laurie Harris (Chair). Mr. Berger also attends Audit Committee meetings in a non-voting observer capacity. Our Audit Committee met nine times during 2020. Our Board annually reviews the definition of independence for Audit Committee members set forth in the Nasdaq listing standards and has determined that all members of our Audit Committee are independent (as independence is currently defined in Rule 5605(a)(2) and 5605(c)(2) of the Nasdaq listing standards). In addition to qualifying as independent under the Nasdaq rules, each member of our Audit Committee can read and has a working understanding and comprehension of fundamental financial statements. Our Board has determined that each of Mr. Hopkins and Ms. Harris is an audit committee financial expert, as defined by Item 407(d) of Regulation S-K based on a qualitative assessment of each of their level of knowledge and experience based on a number of factors, including their respective formal education and experience. The designation does not impose on either Mr. Hopkins or Ms. Harris any duties, obligations or liability that are greater than are generally imposed on them as a member of our Audit Committee and our Board, and their respective designations as Audit Committee financial experts pursuant to this SEC requirement does not affect the duties, obligations or liability of any other member of our Audit Committee or Board. Our Audit Committee charter can be found on the Investor Relations section of our website at [www.synchronoss.com](http://www.synchronoss.com).

### Compensation Committee

Our Compensation Committee is comprised of the following four directors: William J. Cadogan (Chair), Thomas J. Hopkins, Mohan Gyani and Peter Berger, each of whom is independent, as currently defined in Rule 5605(a)(2) and 5605(d)(2) of the Nasdaq listing standards. Mr. Waldis also attends Compensation Committee meetings in a non-voting observer capacity but does not participate in discussions regarding his own compensation. Each member of our Compensation Committee is a non-employee director, as defined pursuant to Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended (the "**Exchange Act**"). Our Compensation Committee met seven times during 2020. Our Compensation Committee is charged by our Board to:

- review and approve our compensation strategy and philosophy;
- review and approve our annual corporate goals and objectives related to executive compensation and evaluate performance in light of these goals;
- review and approve policies and all forms of compensation and other benefits to be provided to our employees (including our NEOs), including among other things the annual base salaries, bonus, stock options, restricted stock grants and other incentive compensation arrangements;
- evaluate the CEO's performance and determine his salary and incentive compensation;
- in consultation with the CEO, determine the salaries and incentive compensation of our other executive officers;

- make recommendations from time to time to our Board regarding non-employee director compensation matters;
- recommend, for approval by the Board, the adoption or amendment of our equity and cash incentive plans;
- administer our stock purchase plan and equity incentive plans;
- oversee the administration of our other material employee benefit plans, including our 401(k) plan; and
- review and approve other aspects of our compensation policies and matters as they arise from time to time.

A more detailed description of our Compensation Committee's functions can be found in our Compensation Committee charter, which can be found on the Investor Relations section of our website at [www.synchronoss.com](http://www.synchronoss.com).

Our Compensation Committee has also established a Key Employee Equity Awards Committee, with our CEO as the sole member, whose purpose is to approve equity awards to our newly hired and current employees, other than executive officers and subject to guidelines previously approved by our Compensation Committee. Our Key Employee Equity Awards Committee acted 12 times in 2020.

In accordance with Nasdaq listing standards, our Compensation Committee, under its charter, may select and retain, and is directly responsible for the appointment, compensation and oversight of, compensation consultants or any other third party to assist in the evaluation of director and officer compensation, as well as any other compensation matters. In addition, our Compensation Committee has the responsibility to consider the independence of these advisers in accordance with applicable law and/or Nasdaq listing standards. Our Compensation Committee has retained Deloitte Consulting LLP ("**Deloitte**") as its compensation consultant. In 2020, Deloitte did not perform any services for us other than its services to our Compensation Committee and received no compensation from our Company other than its fees in connection with the firm's retention as our Compensation Committee's compensation consultant. Our Compensation Committee assessed the independence of Deloitte pursuant to applicable SEC rules and Nasdaq listing standards and concluded that the work of Deloitte has not raised any conflict of interest. Our Compensation Committee considers the information provided by Deloitte when making decisions with respect to compensation matters, along with information it receives from management and its own judgment and experience. Deloitte serves at the discretion of our Compensation Committee and our Compensation Committee approves the fees paid to Deloitte.

#### **Compensation Committee Interlocks and Insider Participation**

During the year ended December 31, 2020, William J. Cadogan (Chair), Thomas J. Hopkins, Peter Berger and Mohan Gyani served as members of our Compensation Committee. None of the members of our Compensation Committee was an officer or employee of our Company at any time during 2020 and none of the members of our Compensation Committee has ever served as an officer of our Company or had any relationship with us requiring disclosure herein. None of our executive officers currently serves, or in the past fiscal year has served, as a member of the board of directors or compensation committee of any other entity that has one or more executive officers serving as a member of our Board or Compensation Committee.

## Nominating/Corporate Governance Committee

The current members of our Nominating/Corporate Governance Committee are: Frank Baker, Peter Berger, William J. Cadogan (Chair) and Thomas J. Hopkins. Our Nominating/Corporate Governance Committee met once in 2020. All members of our Nominating/Corporate Governance Committee are independent (as independence is currently defined in Rule 5605(a)(2) of the Nasdaq listing standards). In addition, our Nominating/Corporate Governance Committee:

- reviews and reports to our Board on a periodic basis with regard to matters of corporate governance;
- recommends qualified candidates to our Board for election as our directors, including the directors our Board proposes for election by the stockholders at the Annual Meeting and directors nominated by our stockholders;
- reviews, assesses and makes recommendations on the effectiveness of our corporate governance policies and on matters relating to the practices of directors and the functions and duties of the various Board committees;
- develops and implements our Board's biennial self-assessment process and works with our Board to implement improvements in their effectiveness;
- reviews succession plans periodically with our CEO relating to positions held by elected corporate officers;
- reviews and makes recommendations to our Board regarding the size and composition of our Board and the appropriate qualities and skills required of our directors in the context of the then current make-up of our Board and our business; and
- establishes and periodically reviews stock ownership guidelines for our executive officers and directors.

Our Nominating/Corporate Governance Committee charter can be found on the Investor Relations section of our website at [www.synchronoss.com](http://www.synchronoss.com).

Our Nominating/Corporate Governance Committee has established procedures for the nomination process and leads the search for, selects and recommends candidates for election to our Board. Consideration of new director candidates typically involves a series of committee discussions, the review of information concerning candidates and interviews with selected candidates. Candidates for nomination to our Board typically have been suggested by other members of our Board or by our executive officers. From time to time, our Nominating/Corporate Governance Committee may engage the services of a third-party search firm to identify director candidates. Our Nominating/Corporate Governance Committee also considers candidates proposed in writing by stockholders, provided those proposals meet the eligibility requirements for submitting stockholder proposals under our amended and restated bylaws, and are accompanied by certain required information about the candidate in accordance with our amended and restated bylaws and organizational documents. Candidates proposed by stockholders will be evaluated by our Nominating/Corporate Governance Committee using the same criteria as for all other candidates. Stockholders may contact the Secretary at our principal executive offices for a copy of the relevant bylaw provisions regarding the requirements for making stockholder nominations and proposals. For more information pertaining to stockholder proposal, see *"Stockholder Proposals for the Next Annual Meeting."*

In considering nominees for our Board, our Nominating/Corporate Governance Committee considers each candidate's independence, personal and professional integrity, financial literacy or other professional or

business experience relevant to an understanding of our business, ability to think and act independently and with sound judgment and ability to serve our stockholders' long-term interests. These factors, along with others considered useful by our Nominating/Corporate Governance Committee, are reviewed in the context of an assessment of the perceived needs of our Board at a particular point in time. As a result, the priorities and emphasis of our Nominating/Corporate Governance Committee and of our Board may change from time to time to take into account changes in our business and other trends and the portfolio of skills and experience of current and prospective directors. Although we have not adopted a formal policy, our Nominating/Corporate Governance Committee is committed to considering a diverse slate of candidates in identifying director nominees or in searching for new directors.

### **Business Development Committee**

The current members of our Business Development Committee are: Thomas J. Hopkins (Chair), William J. Cadogan, Frank Baker, Kristin S. Rinne and Stephen G. Waldis. All members of our Business Development Committee other than Mr. Waldis are independent (as independence is currently defined in Rule 5605(a)(2) of the Nasdaq listing standards). Our Business Development Committee did not meet in 2020. Our Business Development Committee reviews certain strategic business development and growth opportunities and recommends those that it determines are in line with our short-term and long-term strategic goals. Our Business Development Committee charter can be found on the Investor Relations section of our website at [www.synchronoss.com](http://www.synchronoss.com).

### **Director Compensation**

This section provides information regarding the cash & equity compensation policies provided to our directors in 2020.

### **Non-Employee Director Compensation Program**

Each member of our board of directors who is not an employee of our Company is entitled to the following compensation pursuant to our non-employee director compensation program:

Compensable Position / Event	Compensation
Initial Equity Grant	Non-qualified stock option to purchase 30,000 shares <sup>(1)</sup>
Annual Cash Retainer	\$50,000
Annual Equity Grant	Equity awards with an aggregate grant date fair value of \$200,000 60% in restricted shares <sup>(1)</sup> 40% in the form of a non-qualified stock option <sup>(1)</sup>
Committee Chairperson Retainer	\$20,000 (Audit) \$15,000 (Compensation) \$10,000 (Nominating/Corporate Governance) \$10,000 (Business Development)
Committee Member Retainer	\$10,000 (Audit) \$7,500 (Compensation) \$5,000 (Nominating/Corporate Governance) \$5,000 (Business Development)

(1) Options and restricted shares vest one-third in three equal installments on the anniversary date of the grant date.

Our Compensation Committee annually reviews the amounts awarded under our non-employee director compensation program based on their analysis of the competitive range of the equity granted to directors at our peer group companies and other publicly available information. The actual number of restricted shares and shares underlying stock options is determined based on the grant date fair value of the equity awards. The stock options have an exercise price equal to the closing price reported on Nasdaq of our Common Stock on the grant date. The annual retainer fees are paid to our directors quarterly at the beginning of each quarter. In addition, we currently have a policy of reimbursing directors for travel, lodging and other reasonable expenses incurred in connection with their attendance at our Board and Committee meetings.

### **Executive Chairman Compensation**

As Executive Chairman, Stephen G. Waldis received a base salary of \$300,000. Mr. Waldis did not receive any cash incentive bonus in 2020. Mr. Waldis did receive an equity grant in 2020 as described below. In addition, Mr. Waldis received a 401(k) match and from January 1, 2020 to September 30, 2020, we leased an automobile (and paid applicable insurance and gas) for Mr. Waldis.

The following table sets forth the compensation awarded to, earned by, or paid to each person who served as a non-employee director during 2020. Mr. Lurie, our former Chief Executive Officer, President and director received no compensation for his service as a director in 2020 prior to his resignation. Mr. Miller, our current Chief Executive Officer and President, was appointed a director of our Company in March 2021 and does not receive additional compensation for his service as a director. Neither Mr. Lurie nor Mr. Miller are included in the table below.

Name*	Fees Earned or Paid in Cash (\$)	All Other Compensation	Stock Awards <sup>(1)</sup> (\$)	Option Awards <sup>(2)</sup> (\$)	Total (\$)
Stephen G. Waldis	\$300,000	\$7,634 <sup>(3)</sup>	\$143,998	\$95,996	\$557,628
William J. Cadogan	\$ 80,000	-0-	\$ 95,997	\$63,998	\$239,995
Mohan Gyani	\$ 62,500	-0-	\$ 95,997	\$63,998	\$222,495
Laurie Harris	\$ 70,000	-0-	\$ 95,997	\$63,998	\$229,995
Thomas J. Hopkins	\$ 82,500	-0-	\$ 95,997	\$63,998	\$242,495
Kristin S. Rinne	\$ 65,000	-0-	\$ 95,997	\$63,998	\$224,995
Robert Aquilina	\$ 50,000	-0-	\$ 95,997	\$63,998	\$209,995
Peter Berger <sup>(4)</sup>	\$ 62,500	-0-	\$ 95,997	\$63,998	\$222,495
Frank Baker <sup>(4)</sup>	\$ 60,000	-0-	\$ 95,997	\$63,998	\$219,995

(1) The amounts in this column reflect the aggregate grant date fair value of the stock awards computed in accordance with FASB ASC Topic No. 718. See Footnote 13 to the financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2020 for a discussion of our assumptions in estimating the fair value of our stock awards.

(2) The amounts in this column reflect the aggregate grant date fair value of the stock options computed in accordance with FASB ASC Topic No. 718. See Footnote 2 to the financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2020 for a discussion of our assumptions in estimating the fair value of our stock option awards.

(3) Reflects amounts paid for automobile expenses and 401(k) Company match.

(4) Each of Messrs. Baker and Berger assigned their compensation to Siris Capital Group.

### Director Stock Ownership Guidelines

We have established stock ownership guidelines for our directors to retain an equity stake in the Company to more closely align their interests with those of our stockholders. Each director is required to own the number of shares of our Common Stock with a value equal to three times the annual cash retainer for service on our Board. Ownership is calculated annually based on the closing sales price of our Common Stock on Nasdaq for the last trading day in the prior year. Any newly elected director has three years from the date of his or her election to achieve the targeted equity ownership level. As of December 31, 2020, each of our directors, directly or indirectly through Siris Capital Group for Messrs. Baker and Berger, owned at least the number of shares of our Common Stock required by these guidelines based on the price of our Common Stock on such date or were within their 3-year accumulation period.

### Limitation of Liability and Indemnification

As permitted by Section 145 of the Delaware General Corporation Law, our amended and restated bylaws provide that we are authorized to (i) enter into indemnification agreements with our directors and officers and (ii) purchase directors' and officers' liability insurance, which we currently maintain to cover our directors and executive officers. The form of indemnification agreement with our directors provides that we will indemnify each director against any and all expenses incurred by that director because of his or her status as one of our directors, to the fullest extent permitted by Delaware law, our restated certificate of incorporation and amended and restated bylaws. In addition, the form agreement provides that, to the fullest extent permitted by Delaware law, but subject to various exceptions, we will advance all expenses incurred by our directors in connection with a legal proceeding. Our restated certificate of incorporation and bylaws contain provisions relating to the limitation of liability and indemnification of directors. The restated certificate of incorporation provides that our directors will not be personally liable to us or our stockholders for monetary damages for any breach of fiduciary duty as a director, except for liability:

- for any breach of a director's duty in respect of unlawful payments of dividends or stock repurchases or redemptions as provided in Section 174 of the Delaware General Corporation Law and the breach of a director's duty of loyalty to us or our stockholders;
- for any transaction from which the director derives any improper personal benefit; and
- for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law.

Our restated certificate of incorporation also provides that if Delaware law is amended after the approval by our stockholders of our restated certificate of incorporation to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of our directors will be eliminated or limited to the fullest extent permitted by Delaware law. The foregoing provisions of the restated certificate of incorporation are not intended to limit the liability of directors or officers for any violation of applicable federal securities laws. As permitted by Section 145 of the Delaware General Corporation Law, our restated certificate of incorporation provides that we may indemnify our directors to the fullest extent permitted by Delaware law and the restated certificate of incorporation provisions relating to indemnity may not be retroactively repealed or modified so as to adversely affect the protection of our directors.



## Compensation Risk Management Considerations

Each year, our Compensation Committee reviews our compensation practices and policies for all employees, including our NEOs, and assesses whether they have the potential to incentivize employees taking risks that are reasonably likely to have a material adverse effect on our Company. Since our annual performance-based bonus and equity programs are designed to align our employees' compensation with both our short- and long-term business objectives and performance, and therefore enhance stockholder value, our Compensation Committee believes that our compensation practices and policies discourage behavior that leads to excessive risk-taking. Therefore, our Compensation Committee believes our practices and policies will promote balanced risk management and are not likely to have a material adverse effect on our Company. Set forth below are the key risk-balancing elements of our compensation practices and policies:

<b>Financial Performance Measures</b>	The ranges set for financial performance measures are designed to reward success without encouraging excessive risk taking. Pursuant to our performance-based equity plan, the number of performance-based restricted cash units or shares to be issued is based on our financial performance over a specific period. There are maximum payouts under our cash incentive plan and the performance-based restricted cash units or shares, which help mitigate risk.
<b>Equity Vesting Periods</b>	Time-based restricted shares typically vest over three years, while stock options typically vest over four years. The performance-based restricted cash units or shares are earned and vest upon determination of the achievement of our performance metrics established for the performance period. The vesting of the equity awards is designed to reward continued service with us, increases in our stock price and achievement of corporate goals designed to enhance stockholder value.
<b>Equity Retention Guidelines</b>	NEOs are required to acquire within five years of becoming an executive officer, and hold while they are executive officers, shares (vested and unvested) having a value of at least three times, or five times in the case of our CEO, their respective base salaries.
<b>No Hedging</b>	Our employees, including our NEOs and all other officers, directors and their designees, are not permitted to enter into any transaction designed to hedge or offset any decrease in the market value of our securities, or having the effect of hedging or offsetting the economic risk of owning our securities that have been granted to the officer or director as compensation or held directly or indirectly by the employee or director.
<b>Recoupment and Related Policies</b>	As part of our Code of Business Conduct, we will investigate all reported instances of questionable or unethical behavior of a director, NEO or other employee and, where improper behavior or failure to act is found to have occurred, we will take appropriate action up to and including termination. If an investigation uncovers that an individual has committed fraud or other improper acts that causes our financial statements to be restated or otherwise affected, our Board has discretion to take immediate and appropriate disciplinary action with respect to that individual up to and including termination. Our Board also has discretion to pursue whatever legal remedies are available to prosecute that individual to the fullest extent of the law and may seek to recoup or recover any amounts that he or she inappropriately received as a result of his or her improper actions, including but not limited to any annual or long term incentives that he or she received to the extent the individual would not have received that amount had the improper action not been taken.

## Information about our Executive Officers

The following table sets forth the name, age and position of each of our executive officers as of April 12, 2021. Information as of April 12, 2021 about the number of shares of Common Stock beneficially owned by each of the individuals designated as a NEO, whether held directly or indirectly, appears below under the heading “*Equity Security Ownership of Certain Beneficial Owners and Management.*”

Name	Age	Current Positions
Jeffrey Miller	57	President, Chief Executive Officer and Director
David Clark	56	Chief Financial Officer
Christopher Hill	50	Executive Vice President, Products and Sales
Ronald J. Prague	57	Chief Legal Officer and Secretary
Patrick J. Doran	48	Chief Technology Officer

**Jeffrey Miller** has served as our President, Chief Executive Officer and a Director since March 2021, after holding the position of interim President and Chief Executive Officer since September 2020. Mr. Miller joined Synchronoss as Chief Commercial Officer in October 2018. Mr. Miller previously served as President of IDEAL Industries Technology Group from December 2017 to October 2018. Prior to IDEAL, Mr. Miller held several senior sales and operations positions at Motorola during a 16-year tenure, most recently as Corporate Vice President and General Manager of Operations in North America for Motorola Mobility, LLC. Mr. Miller received a degree in business from Miami University of Ohio and a master’s degree in Business Administration from The Ohio State University. Our Board believes Mr. Miller’s qualifications to sit on our Board include his broad experience in the software and services industry and his experience with our Company.

**David Clark** joined Synchronoss as Executive Vice President, Finance in May 2018 and has served as our Chief Financial Officer since August 2018. Mr. Clark was Chief Financial Officer of The Meet Group, a publicly-held company, from 2013 to 2018. Mr. Clark was Chief Financial Officer at Nutrisystem, Inc., a publicly-held company, from 2007 to 2013. Mr. Clark received a degree in accounting from Boston College.

**Christopher Hill** has been with Synchronoss since January 2018, was promoted to EVP, Products in May 2020 and has served as our EVP, Products and Sales since December 2020. Prior to joining Synchronoss, Mr. Hill was President of Tsunami AR/VR from 2016 to 2018 and President of OpenPeak from 2014 to 2016. Prior to that position, Mr. Hill spent 17 years at AT&T in various positions, ultimately as a Senior Vice President of Advanced Solutions. Mr. Hill received a bachelor’s degree in Economics from the University of Virginia and completed the General Management Program at Harvard Business School.

**Ronald J. Prague** has served as our Chief Legal Officer and Secretary since joining Synchronoss in 2006. Before joining Synchronoss, Mr. Prague held various senior legal positions with Intel Corporation from 1998 to 2006, including as Group Counsel for Intel’s Communications Infrastructure Group. Prior to joining Intel, Mr. Prague practiced law with the law firms of Haythe & Curley (now Torys LLP) and Richards & O’Neil (now Morgan, Lewis & Bockius LLP). Mr. Prague received a Juris Doctor from Northwestern Pritzker School of Law and received a bachelor’s degree in business administration and marketing from Cornell University.

**Patrick J. Doran** has served as our Chief Technology Officer since January 2007. Prior to that position, Mr. Doran served in various positions, including Vice President of Research & Development and Chief Architect since joining our Company in 2002. From 2000 to 2002, Mr. Doran was a Senior Development Engineer at Agility Communications, a member of the technical staff at AT&T/Lucent from 1996 to 2000 and a Software Engineer at General Dynamics from 1995 to 1996. Mr. Doran received a degree in computer and systems engineering from Rensselaer Polytechnic Institute and a master’s degree in Systems and Industrial Engineering from Purdue University.

## Compensation of Executive Officers

### Compensation Discussion and Analysis

This section discusses our compensation philosophy, summarizes our compensation programs and reviews compensation decisions for our Named Executive Officers (our “NEOs”) for the fiscal year ended December 31, 2020. The table below sets forth our NEOs for 2020:

Named Executive Officer	Title as of December 31, 2020
Jeffrey Miller <sup>(1)</sup>	Chief Executive Officer and President
David Clark	Chief Financial Officer
Patrick Doran	Chief Technology Officer
Christopher Hill	Executive Vice President, Product and Sales
Ronald Prague	Chief Legal Officer
Glenn Lurie <sup>(2)</sup>	Former Chief Executive Officer and President and Former Director
Mary Clark <sup>(3)</sup>	Former Chief Product Officer and Chief Marketing Officer

- (1) Mr. Miller was appointed as our President, Chief Executive Officer and a Director in March 2021, after serving as interim President and Chief Executive Officer since September 2020. Prior to September 2020, Mr. Miller served as Chief Commercial Officer.
- (2) Mr. Lurie resigned as our President and Chief Executive Officer and as a Director on September 18, 2020, and is no longer employed by our Company.
- (3) Ms. Clark’s employment with our Company was terminated without cause as Chief Product Officer and Chief Marketing Officer, effective as of May 1, 2020, and is no longer employed by our Company.

### Executive Summary

Our executive compensation philosophy and programs are designed to attract, retain and motivate high-quality executives who possess the diverse skills and talents required to help us achieve our short and long-term financial and strategic goals. Our executive compensation programs are designed to foster a performance-oriented culture that aligns our executives’ interests with those of our stockholders over the long term. To provide for this alignment of interests, our compensation programs provide that over 70% of our CEO’s (based on Mr. Lurie’s compensation) and an average of approximately 59% of our NEOs’ targeted compensation is tied to long-term, equity-based incentives<sup>1</sup>. By tying a majority of our NEOs’ targeted compensation to equity-based incentives, our common stock’s value needs to increase in order for our NEOs to realize any value related to our Company’s stock options or increase in value related to our restricted shares. Moreover, our Company needs to hit certain financial and strategic metrics in order for our NEOs to vest in the shares underlying our performance-based restricted shares or cash units. To further provide for performance-based equity awards, 100% of the total 2020 equity grants to each of our NEOs, other than our CEO, are either options to purchase our common stock or cash units subject to performance-based vesting. Accordingly, we believe that the compensation of our NEOs is both appropriate for, and responsive to, the goal of maximizing stockholder value, as the majority of each NEO’s compensation is allocated to performance-based incentives.

<sup>1</sup> Calculated based on Mr. Miller’s base salary prior to his promotion to Chief Executive Officer and not including Mr. Hill who did not receive a NEO equity grant.

### 2020 Executive Leadership Transition

On September 18, 2020, Glenn Lurie resigned as our President and Chief Executive Officer and as a Director of our Company. Jeffrey Miller was appointed as our President, Chief Executive Officer and a Director in March 2021, after serving as interim President and Chief Executive Officer since September 2020.

Mary Clark's employment with our company as Chief Product Officer and Chief Marketing Officer was terminated without cause, effective as of May 1, 2020. In connection with her departure, we entered into a separation agreement with Ms. Clark. See Management Changes-Named Executive Officer Separation Agreement.

### 2020 Compensation Program Highlights

Our executive compensation program is designed to attract, retain and motivate high-quality executives and drive the creation of long-term stockholder value by tying a significant portion of our executives' compensation to Company and individual performance. Our compensation philosophy and programs are designed to achieve the following objectives:

<b>Pay for Performance</b>	<p>Provide a strong relationship of pay to performance through:</p> <ul style="list-style-type: none"><li>• Performance-based cash bonus tied primarily to achievement of corporate short-term financial goals and individual performance.</li><li>• Long term incentive awards that deliver value based on the performance of our Common Stock and the achievement of pre-determined, objective financial and business goals.</li></ul>
<b>Emphasis on Variable Compensation</b>	<ul style="list-style-type: none"><li>• Total compensation is heavily weighted toward incentive compensation (i.e., annual cash bonuses and long-term equity incentives).</li><li>• Annual performance-based cash bonuses focus our NEOs on key short-term financial, strategic, and individual goals.</li><li>• Long-term incentives focus our NEOs on sustainable, long-term stockholder value creation. The value realized by our NEOs depends substantially on our long-term performance, achievement of our financial and strategic goals and the value of our Common Stock, which we believe aligns our NEOs' interests with the long-term interests of our stockholders.</li></ul>
<b>Fixed Compensation Component</b>	<p>Provide base salary based on our Compensation Committee's general understanding of current competitive compensation practices, our NEO's role and responsibilities, length of tenure, internal pay equity, and individual and Company performance.</p>

The following highlights some of the key components of our pay for performance policies and practices:

<b>At-Risk Compensation</b>	<p>A majority of the compensation of our CEO and our other NEOs is "at-risk" and tied to Company performance over the short- and/or long-term.</p>
<b>Incentive Award Metrics</b>	<p>Objective incentive award metrics tied to key Company performance indicators are established and approved at the beginning of the performance period.</p>
<b>Performance Long-Term Incentives</b>	<p>The number of performance-based restricted cash units or shares earned is based on our financial performance over a specified period, aligning our NEOs' interests with the long-term interests of our stockholders.</p>
<b>Time-Based Equity Vesting</b>	<p>Equity awards subject to time-based vesting vest ratably over three or four years to promote retention.</p>

<b>Stock Ownership Guidelines</b>	Maintain stock ownership guidelines to support the alignment of interests between our NEOs and stockholders.
<b>No Hedging</b>	Prohibition of hedging exposure of, or interest in, our Common Stock.
<b>No Pledging</b>	Prohibition of pledging our Common Stock.
<b>Recoupment and Related Policies</b>	Investigation of all reported instances of questionable or unethical behavior of a director, NEO or other employee and, where improper behavior or failure to act is found to have occurred, we will take appropriate action up to and including termination. Our Board has discretion to pursue whatever legal remedies are available to prosecute that individual to the fullest extent of the law and may seek to recoup or recover any amounts that he or she inappropriately received as a result of his or her improper actions, including but not limited to any annual or long term incentives that he or she received to the extent the individual would not have received that amount had the improper action not been taken.

Our Compensation Committee oversees the design and administration of the compensation of our NEOs and certain other executive officers, with an enhanced focus on the individual compensation of our NEOs. For 2020, our CEO assessed the performance of our NEOs (other than himself), consulted with other members of management, including our Executive Chairman and our compensation consultant, and made recommendations to our Compensation Committee regarding the amount and the form of the compensation of our NEOs and other key employees, including the performance goals, weighting of goals, and equity compensation awards of our NEOs. Our CEO was not present during discussions regarding his compensation.

### ***2020 Executive Compensation Program***

#### ***Cash Incentive Compensation***

For our NEOs' Annual Cash Incentive Bonuses in 2020 (other than Mr. Hill), our Compensation Committee approved the following metrics:

- 35% based on revenue for 2020;
- 35% based on non-GAAP EBITDA for 2020;
- 20% based on the number of new customer deals with a contribution margin of greater than 30% and a minimum total contract value ("**TCV**") of \$1,000,000 for 2020; and
- 10% based on the specific performance of each NEO as determined by the CEO.

In addition, each NEO (other than Mr. Hill) had the opportunity to earn another 10% of his annual cash compensation bonus target if our non-GAAP EBITDA for 2020 exceeded \$45,000,000. Due to the economic uncertainty created by the global COVID-19 pandemic, our Company focused on our cash balance in a manner that would ensure our Company is positioned to remain financially secure and viable throughout 2020, and to accelerate growth in 2021 and beyond. As a result, in April 2020, our Compensation Committee established an additional incentive for each NEO (other than Mr. Hill) to receive up to an additional 30% of his annual cash compensation bonus target based on the following:

If 2020 revenue was less than \$309,000,000, then

Cash Balance	Payout
Less than \$30,000,000	No payout
\$30,000,000 to \$31,999,000	21%
\$32,000,000 to \$33,999,000	22%
\$34,000,000 to \$35,999,000	23%
\$36,000,000 to \$37,999,000	24%
\$38,000,000 to \$39,999,000	25%
\$40,000,000 or greater	30%

If 2020 revenue was \$309,000,000 or greater, then

Cash Balance	Payout
Less than \$36,000,000	No payout
\$36,000,000 to \$37,999,000	1%
\$38,000,000 to \$39,999,000	3%
\$40,000,000 to \$41,999,000	5%
\$42,000,000 or greater	Committee Discretion

Our Compensation Committee provided that since the 2019 cash bonuses to the employees had not been paid at the time of the establishment of the additional incentive, the amount which was to be paid to the employees could be added back to the cash balance of our Company at the end of 2020 when calculating whether the above cash metric was met. Our Compensation Committee believes that revenue, non-GAAP EBITDA, cash balance and entering into large strategic transactions with companies are metrics that are targeted to emphasize strong growth on gross revenue and managing expenses. Based on the feedback received as part of our stockholder outreach program, we believe several of these metrics are the key metrics many of our stockholders use in their evaluation of our Company. As such, we believe our cash incentive bonus goals for NEOs are aligned with our stockholders' perspective on our Company's ability to grow and succeed in the short- and long-term.

As Mr. Hill was not a NEO at the time our Compensation Committee approved the executive compensation plan, he was not included in the executive plan but instead had an individual compensation plan, based on three components:

- (i) 50% based on the same metrics as the executive plan except: (a) 35% based on our Company's 2020 revenue, (b) 25% based on our Company's 2020 non-GAAP EBITDA, (c) 15% based on new customer deals and (d) 25% based on Mr. Hill's individual performance;
- (ii) 37½% based on our Company's revised 2020 revenue targets, which were revised for certain individual compensation plans to account for the economic uncertainty created by the global COVID-19 pandemic, and adjusted to account for our renewal of our agreement with Verizon; and
- (iii) 12½% based on our Company's 2020 contribution margin, which was defined as (x) our Company's 2020 revenue (adjusted as provided in (ii) above) less (y) cost of goods sold, depreciation and amortization and software capitalization.

### **Long-term Incentive Compensation**

Each year, our Compensation Committee awards time-based vesting restricted shares, stock options and/or performance-based restricted cash units or shares to our NEOs as the long-term incentive component of their compensation. The annual mix and number, if any, of stock options, performance-based restricted cash units or shares and time-based vesting restricted shares granted to our NEOs are based on our Compensation Committee's general understanding of pay practices for equivalent positions in our peer group, as well as published survey data for comparable roles at companies of a similar financial size in the same industry, our CEO's recommendations (except for his own equity grants) and other factors it deemed



appropriate. In 2020, our Compensation Committee granted only vesting stock options and performance-based restricted cash units to our NEOs except that Mr. Hill, who was not a NEO at the time our Compensation Committee approved equity grants, received only stock options.

### ***2020-2022 Performance-Based Restricted Cash Units***

Our 2020 long-term equity incentive plan was designed to reward financial and strategic performance during a three-year period from 2020 through 2022, and the restricted cash units granted under the long-term incentive plan (the “**2020-2022 Performance Units**”) are earned and vest, subject to achievement of pre-determined performance criteria during that period. Our NEOs are required to remain employed by our Company through February 2023 in order to vest in the cash units. Our Compensation Committee approved the following performance metrics for the 2020-2022 Performance Units:

- One-third are earned based on the revenue in the three-year period of 2020 to 2022;
- One-third are earned based on the non-GAAP EBITDA in the three-year period of 2020 to 2022; and
- One-third are earned based on the total shareholder return of the Company’s common stock on NASDAQ in 2020-2022 compared to those companies that are listed on the Russell 2000 index (“TSR”).

As to the actual amount of 2020-2022 Performance Units granted to each NEO, and our Compensation Committee, in consultation with Deloitte, its compensation consultant, agreed that each NEO would receive only 80% of the long-term incentive targeted value initially proposed by management.

### ***2020 Say on Pay Vote***

At our 2020 Annual Meeting of Stockholders, approximately 94% of the shares voted were cast in favor of the advisory vote on executive compensation. We continuously strive to improve the level of stockholder support for our executive compensation program and, in 2020, met with several of our largest stockholders and solicited their feedback on our executive compensation policies. We continued an ongoing dialogue with our stockholders throughout the year on matters related to executive compensation, and our programs reflect feedback provided through these discussions. Our Compensation Committee evaluates our executive compensation program each year with the goal of ensuring it is in line with our stockholders’ interests. We encourage stockholders to take into account the continuous changes to our executive compensation program in considering the advisory vote presented below including adding new metrics to both our short-term and long-term compensation plans, adding non-financial metrics to our short-term incentive plan and meeting with stockholders as part of our annual stockholder outreach program.

### ***Compensation Consultant***

Our Compensation Committee’s compensation consultant, Deloitte Consulting LLP (“**Deloitte**”), generally attends regular Compensation Committee meetings and meets with our Compensation Committee without management present. Deloitte has been our compensation consultant since 2013. When making decisions with respect to compensation matters and to gain a better understanding of the competitive landscape, our Compensation Committee considers various analyses prepared by its compensation consultant, along with information it receives from management and its own judgment and experience.

### ***Peer Group***

Our Compensation Committee generally reviews executive compensation survey and proxy data from technology companies that have similar software/services business models or operate in the mobile



networking space, are of similar financial size and are representative of the organizations with which we compete with for our executive talent. Our Compensation Committee, based in part on advice from Deloitte, identified and approved the following companies that fit some or all of these criteria as our peer group for purposes of assisting in benchmarking our 2020 executive compensation decisions:

8x8 Inc.	Medallia, Inc.	Q2 Holdings, Inc.
Alarm.com Holdings, Inc.	Mimecast Limited	QAD, Inc.
Bottomline Technologies, Inc.	Model N	RingCentral Inc.
Box, Inc.	PegaSystems, Inc. (not for CEO Comp)	Upland Software
CommVault Systems, Inc.	Progress Software Corporation	Workiva, Inc.
Cornerstone OnDemand, Inc.	Proofpoint, Inc.	Zendesk, Inc.
Manhattan Associates, Inc.	PROS Holding, Inc.	Zoom Video Communications

Our Compensation Committee reviewed the companies in our 2019 peer group in early 2020 in connection with its determination of the companies in our peer group for 2020 executive compensation decisions and, in consultation with Deloitte, eliminated Carbonite, Inc., FireEye, Inc., Hubspot, Inc., Imperva, Inc., MicroStrategy, Inc., Shutterstock, Inc. and Yext, Inc. because they were acquired or it was concluded they were no longer a match with the Company's line of business and on-going strategy. To replace these companies, our Compensation Committee added Alarm.com Holdings, Inc., Medallia, Inc., Mimecast Limited, Model N, PROS Holding, Inc., Q2 Holdings, Inc., Upland Software, Workiva, Inc. and Zoom Video Communications as companies in our peer group and PegaSystems as a peer company other than our chief executive officer compensation, based on the similarities of the business offerings, financial profile, market capitalization and profitability of these companies with those of our Company. As a result of these changes, we believe the peer group utilized for purposes of 2020 executive compensation decisions was representative of companies that we compete with for executive talent. When making compensation decisions for our NEOs, our Compensation Committee also reviews published survey and peer group compensation data for other software/services companies or companies that operate in the same space as our Company. Competitive market practices are an important factor in our Compensation Committee's decision-making process, although its decisions are not entirely based upon these factors. Rather, our Compensation Committee reviews and considers the peer group and other survey data to obtain a general understanding of current competitive compensation practices. Additionally, reviewing the peer group and survey compensation data enables our Compensation Committee to accomplish our goal of paying our NEOs what is appropriate and necessary to attract and retain qualified and committed executives while incentivizing achievement of our corporate goals and conserving cash and equity.

### Principal Elements of Compensation

Our executive compensation program has the following principal elements: base salary, annual cash incentive bonuses, long-term incentive awards and severance, and change in control benefits. For base salary, annual cash bonuses and long-term incentive awards for our executive officers, our Company's compensation philosophy generally is to evaluate individual experience and contribution, as well as corporate performance, and then consider competitive market analysis. The markets we are serving are narrow and highly competitive for large-scale implementations leveraging unique technologies. With respect to all compensation components, we generally use the median compensation of our peer group and the markets for which we compete for talent as the starting point for the compensation decision making process. We seek to drive our Company to over-perform the market in the long term, and we believe that to ensure an appropriate pay-for-performance alignment, it may be appropriate for our

Compensation Committee to approve compensation levels for individual executives that may be above or below target pay for similar positions based on experience, individual contribution and corporate performance. Additionally, our Compensation Committee may exercise discretion to issue one-time equity awards where appropriate to ensure alignment with key strategic business initiatives. The following table describes the primary compensation elements used by our Company and the objectives of each element:

<p><b>Base Salary</b></p>	<p><b>Objective:</b> Our Compensation Committee sets base salaries with the intent to attract and retain NEOs, reward satisfactory performance and provide a minimum, fixed level of cash compensation to compensate NEOs for their day-to-day responsibilities. <b>Key Features:</b></p> <ul style="list-style-type: none"> <li>• NEO base salaries are initially determined as a result of negotiation between the executive and our management in consultation with, and subject to the approval of, our Compensation Committee.</li> <li>• Our Compensation Committee reviews base salaries annually and has discretion to provide increases based on our Compensation Committee’s understanding of current competitive pay practices, promotions, our CEO’s recommendation (except for his own salary), changes in responsibilities and performance, annual budget for increases, our overall financial and operational results, the general economy, length of tenure, internal pay equity and other factors our Compensation Committee deems appropriate.</li> </ul> <p><b>Process:</b></p> <ul style="list-style-type: none"> <li>• At the end of each calendar year, our CEO recommends base salaries for NEOs other than himself for the following calendar year.</li> <li>• Our Compensation Committee reviews the proposed base salary changes with input from its compensation consultant.</li> <li>• Our Compensation Committee approves annual base salaries for our NEOs and reports the salaries to our full Board.</li> </ul>
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<p><b>Annual Cash Incentive Bonus</b></p>	<p><b>Objective:</b> Annual cash incentive bonuses are awarded under a performance-based compensation program and are designed to align the interests of our NEOs and stockholders by providing compensation based on the achievement of pre-established corporate and/or business goals and individual performance.</p> <p><b>Key Features:</b></p> <ul style="list-style-type: none"> <li>• Each year, the target bonus for each NEO is set by our Compensation Committee based on each NEO's employment agreement provisions, our CEO's recommendation (except for his own target), internal pay equity, our Compensation Committee's general understanding of current competitive pay practices and other factors it deems appropriate.</li> <li>• The incentive compensation for our NEOs is based on achievement of certain objective corporate, financial, strategic and individual goals established and approved by our Compensation Committee at the start of the year.</li> <li>• If we achieve results that are below certain threshold levels, these NEOs receive no cash incentive bonus, while results that are above certain threshold levels result in cash incentive bonuses above target levels.</li> </ul> <p><b>Process:</b></p> <ul style="list-style-type: none"> <li>• Our Compensation Committee participates in our Board's review of our annual operating plan in the beginning of the year.</li> <li>• Our CEO recommends bonus targets as a percentage of base salary for each NEO other than himself.</li> <li>• Our management recommends financial and other performance measures, weightings and ranges.</li> <li>• Our Compensation Committee reviews proposed bonus targets, performance measures and ranges provided by management and, with input from its compensation consultant, approves bonus targets, performance measures and ranges that it believes establish appropriately challenging goals.</li> <li>• After the end of the calendar year, our management presents our Company's financial results to our Board.</li> <li>• Our CEO recommends the individual component award for our NEOs other than himself.</li> <li>• Our Compensation Committee reviews the results and determines whether to make any adjustments to the recommendations and then approves each NEO's bonus award.</li> <li>• Our Compensation Committee reports bonus award determinations to our full Board.</li> </ul>
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<p><b>Long-Term Incentive Awards</b></p>	<p><b>Objectives:</b></p> <p>Our Compensation Committee structures long-term incentive awards to align our NEOs' interests with those of our stockholders, support retention and motivate NEOs to achieve our financial, strategic and operational goals. Long-term incentive awards include stock options and time-based and performance-based restricted cash units or shares.</p> <p><b>Key Features:</b></p> <ul style="list-style-type: none"> <li>• Our Compensation Committee grants stock options and time-based and performance-based restricted cash units to our NEOs with the grant date fair value based on our Compensation Committee's general understanding of current competitive pay practices, our CEO's recommendation (except for his own awards), input from our compensation consultant, internal pay equity, evaluation of each NEO's performance, and other factors our Compensation Committee deems appropriate.</li> <li>• Our Compensation Committee allocates long-term incentive awards among stock options, time-based vesting restricted shares and performance-based restricted cash units based on grant date fair value (with vesting terms that generally extend up to four years) with the intent to provide NEOs with a balanced retention and performance opportunity and serves to closely align our NEOs' long-term objectives with those of our stockholders.</li> <li>• In 2020, our Compensation Committee again decided to grant performance-based restricted cash units rather than shares and retained the discretion to settle the cash units in either cash or shares of our Common Stock at vest to protect against potential dilution. Each performance-based restricted cash unit has a target number of cash units to be earned following completion of a specific performance period based on the achievement of certain pre-established Company performance objectives. These performance-based restricted cash units will be earned upon the completion of the specific performance period if the relevant performance objectives are achieved and typically vest based on continued service after a three-year period. At the time that each performance-based restricted cash unit vests, our Compensation Committee has discretion to either (i) pay cash equal to the product of the closing price of our Common Stock multiplied by the number of cash units that vested or (ii) issue one share of our Common Stock for each performance-based restricted cash unit.</li> </ul> <p><b>Process:</b></p> <ul style="list-style-type: none"> <li>• In the first fiscal quarter, our CEO recommends grant date fair value of awards for executives other than himself.</li> <li>• Our Compensation Committee reviews proposed performance measures and ranges provided by management and competitive market data from our peer group and, with input from its compensation consultant, approves performance measures and ranges that it believes establish appropriately challenging goals.</li> <li>• Our Compensation Committee approves the number of time-based stock options and the target number of time-based restricted shares and performance-based restricted cash units granted to our NEOs.</li> <li>• Our Compensation Committee reports equity award determinations to our full Board. At the end of the relevant performance period, our Compensation Committee reviews the Company's financial performance for the relevant performance period and determines the amount of earned cash units that are subject to performance-based vesting.</li> </ul>
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<b>Severance and Change in Control Benefits</b>	<p><b>Objective:</b> Severance and change in control benefits are included in each NEO's employment agreement or employment plan in order to promote stability and continuity of our senior management team in the event of a potential change in control and/or an involuntary termination. Our Compensation Committee believes these provisions help to align our NEO's interests appropriately with those of our stockholders in these scenarios.</p> <p><b>Key Features:</b></p> <ul style="list-style-type: none"> <li>• Events triggering payment require a termination of our NEO's employment by our Company without cause or by our NEO for good reason. NEOs are entitled to enhanced benefits if the qualifying termination occurs during a specified period following a change in control (i.e., double-trigger).</li> <li>• Change in Control benefits do not include any tax gross-ups.</li> <li>• Our Compensation Committee has determined these termination-related benefits are appropriate to preserve productivity and encourage retention in the face of potentially disruptive circumstances. These arrangements also include restrictive covenants that help protect our Company from competition and solicitation of employees and customers.</li> <li>• Each NEO will only be eligible to receive severance payments if he or she signs a general release of claims against our Company following an eligible termination.</li> </ul>
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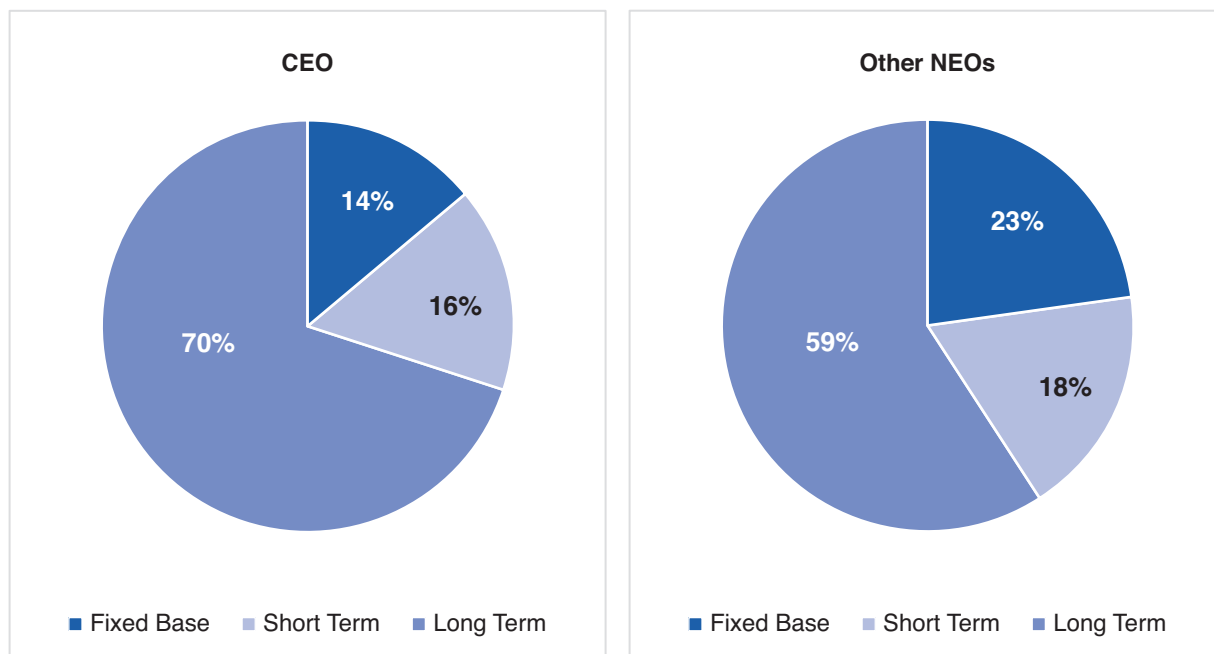
### ***Chief Executive Officer Compensation***

In September 2020, Glenn Lurie resigned as our President and CEO. Effective September 2020, Jeffrey Miller, our Chief Commercial Officer at the time, was elected our interim President and CEO, replacing Mr. Lurie. Upon his election as interim President and CEO, Mr. Miller's base salary was increased from \$388,500 to \$500,000. Mr. Miller received no additional equity in 2020 other than the equity he received as Chief Commercial Officer. Effective March 2021, Mr. Miller was appointed as our President and CEO.

### ***Pay Mix***

In keeping with our results-driven culture, our Compensation Committee expects our NEOs to deliver superior performance in a sustained fashion and believes that a substantial portion of their overall compensation should be at-risk and tied to our short- and long-term performance. As shown below,

approximately 70% of Mr. Lurie, our former CEO's targeted compensation and an average of approximately 59% of the targeted compensation of our other NEOs for 2020 was tied to long-term term incentives<sup>2</sup>.



## 2020 Compensation Decisions

In determining the criteria for our NEOs' incentive compensation, our Compensation Committee considers a variety of factors, including alignment of our NEOs' compensation with our stockholders' returns, and from time to time may adjust these factors or performance metrics based on our Company's transactions or the occurrence of unknown or unexpected events during the applicable measurement period. On the corporate level, our Compensation Committee selected revenue, non-GAAP EBITDA and our entering into strategic agreements, metrics that our Compensation Committee believes appropriately value our Company on both a short- and long-term basis and are targeted to emphasize strong growth on gross revenue while also managing our earnings per share. Based on feedback received as part of our stockholder outreach program, several of these are also the key metrics we believe our stockholders use in their evaluation of our Company. As a result, our NEOs are focused on growing revenue, non-GAAP EBITDA, total shareholder return and entering into strategic agreements, which we believe is aligned with our stockholders' perspective on our Company's ability to grow and succeed on the short- and long-term.

## Base Salary

Base salaries for our NEOs are reviewed and may be adjusted annually. Base salaries may also be adjusted during the year upon promotion or based on internal equity or external market conditions. Our Compensation Committee makes these decisions after reviewing the recommendation of our CEO (except as it concerns his own salary) and consulting with our compensation consultant.

<sup>2</sup> Calculated based on Mr. Miller's base salary prior to his promotion to Chief Executive Officer and not including Mr. Hill who did not receive a NEO equity grant.

In 2020, none of Messrs. Clark, Doran or Prague received an increase in his base salary. To assist our Company in managing its cash flow as a result of the COVID-19 pandemic, in May 2020, each of Messrs. Clark, Doran and Prague voluntarily agreed to a 15% reduction in his base salary for the remainder of 2020. Upon becoming our interim Chief Executive Officer and President, Mr. Miller's base salary was increased from \$388,500 to \$500,000. Prior to Mr. Miller's promotion, Mr. Miller had also voluntarily agreed to a 15% reduction in his base salary. In March 2020, Mr. Hill was promoted to Executive Vice President, Products and his base salary was increased from \$309,000 to \$325,000. In December 2020, Mr. Hill added certain commercial responsibilities and as a result his base salary was increased to \$350,000. The table below sets forth each of our NEOs' 2020 base salary as of December 31, 2020 and, for Messrs. Clark, Doran and Prague, their base salary as a result of the voluntary reduction.

Name	Base Salary As of December 31, 2020	2020 Base Salary after 15% Reduction
Jeffrey Miller	\$500,000	N/A
David Clark	\$390,775	\$332,159
Christopher Hill	\$350,000	N/A
Patrick Doran	\$357,410	\$303,798
Ronald Prague	\$350,200	\$297,670
Glenn Lurie	N/A*	\$618,000*
Mary Clark	N/A**	N/A**

\* On September 18, 2020, Mr. Lurie resigned as our President and Chief Executive Officer, and his employment terminated on October 18, 2020 in accordance with the terms of his employment agreement. His base salary in effect at the time his employment terminated was \$772,500. In May 2020, Mr. Lurie had agreed to a 20% reduction in his base salary to \$618,000.

\*\* Ms. Clark's employment with our Company was terminated without cause on May 1, 2020. Her base salary in effect at the time her employment was terminated was \$360,500.

## 2020 Annual Cash Incentive Bonus Compensation

Our Annual Cash Incentive Bonus Compensation Program promotes our pay-for-performance philosophy by providing all executives and other management-level corporate employees with direct financial incentives in the form of annual cash awards for achieving Company, business and individual performance goals.

### Target Percentage

Our Compensation Committee sets each NEO's individual target cash incentive amount (expressed as a percentage of base salary) based on its general understanding of competitive pay practices, our CEO's recommendation (except with respect to his own target), its consultation with our compensation consultant, and other factors it deems appropriate. Based on its review of these factors, in March 2020, our Compensation Committee kept the target bonus percentage of each of our NEOs at the same level as in 2019.



The target cash incentive and maximum bonus percentages for each of our NEOs for 2020 were as follows:

Name	Target Incentive Bonus Percentage	Maximum Bonus Percentage
Jeffrey Miller	100% of base salary	175% of base salary
David Clark	70% of base salary	122.5% of base salary
Christopher Hill	100% of base salary	175% of base salary
Patrick Doran	70% of base salary	122.5% of base salary
Ronald Prague	60% of base salary	105% of base salary
Glenn Lurie*	120% of base salary	210% of base salary
Mary Clark*	100% of base salary	175% of base salary

\* As Mr. Lurie and Ms. Clark were not employed by our Company on December 31, 2020, neither of them received any cash incentive bonus in 2020.

## 2020 Objectives

For 2020, the cash incentive bonus for each of our NEOs (other than Mr. Hill) was determined as follows: (i) 90% based on certain corporate objectives; and (ii) 10% based on a discretionary individual performance component. In addition, each NEO (other than Mr. Hill) had the opportunity to earn up to 30% of his annual bonus target if our Company's cash balance achieved certain levels.

Our Compensation Committee established (i) revenue, (ii) non-GAAP EBITDA and (iii) the number of new deals with a contribution margin of 30% and a minimum TCV of \$1 million as the corporate components of our 2020 annual cash incentive bonus program, with each of the components weighted as set forth below. We utilize these non-GAAP financial measures internally in analyzing our financial results and evaluating our ongoing operational performance because they exclude certain non-cash adjustments and non-recurring charges required under GAAP. These metrics were also selected because they are several of the key performance metrics stockholders use in evaluating our Company. In calculating both revenue and non-GAAP EBITDA, we add back the fair value stock-based compensation expense, deferred revenue, acquisition-related costs, restructuring charges, changes in the contingent consideration obligation, deferred compensation expense related to earn-outs and amortization of intangibles associated with acquisitions.

Each of the components was assigned a "threshold" level, which is the minimum achievement level that must be satisfied to receive a portion of the applicable bonus amounts, and a "maximum" level, which, if achieved or exceeded, would result in our NEOs receiving up to 175% of the target amount attributed to that component.

The components of the 2020 cash incentive compensation plan are set forth below:

Corporate Component	Weighting	Threshold 50% payout	100% payout	Maximum 175% payout
Revenue	35%	\$309,000,000	\$332,000,000	\$355,000,000
Non-GAAP EBITDA	35%	\$17,000,000	\$30,000,000	\$43,000,000
Number of new deals with contribution margin of greater than 30% and minimum TCV of \$1million	20%	8	12	16
Individual Component	10%	N/A	N/A	N/A
Cash Balance	30%	N/A	N/A	N/A

### 2020 Corporate Component

In 2020, our revenue was \$291,700,000, which was below the minimum revenue target and therefore our NEO's did not receive any payout for this metric. Our non-GAAP EBITDA for 2020 was \$27,404,000, which was 90% of the target non-GAAP EBITDA and therefore, our NEOs (other than Mr. Hill) received 90% payout for this metric. Our Company signed eleven new deals with contribution margin of greater than 30% and minimum TCV of \$1,000,000, and therefore, our NEOs (other than Mr. Hill) received 87.5% payout for this metric.

In addition, as described above, each NEO (other than Mr. Hill) was eligible to earn another 30% of his annual bonus target based on our Company's cash balance at the end of 2020. As our cash balance was \$33,600,000 at the end of the year and the bonus payment to employees was approximately \$12,900,000 and therefore under the metrics provided by our Compensation Committee, our NEOs (other than Mr. Hill) were to each receive 100% payout with respect to this metric.

### 2020 Individual Component

In 2020, the individual component of each NEO's (other than Mr. Hill) annual cash incentive compensation was based upon our Compensation Committee's subjective assessment of his or her individual performance.

Based on its assessment and Mr. Miller's recommendations (other than with respect to his own incentive compensation), our Compensation Committee awarded the following as the individual component of their annual cash incentive compensation:

- Mr. Miller received 80% due to his strong performance in assuming the role of interim President and Chief Executive Officer after Mr. Lurie resigned and in leading our Company to strong performance in the last half of the year in this role.
- Mr. Clark received 50% due to his contributions leading significant cost cutting initiatives and real estate consolidations that resulted in improved Company profitability.
- Mr. Hill received 90% as a reflection of his significant expansion of responsibilities during 2020 and his leadership in refinement of the Company's product portfolio and go-to-market strategy.
- Mr. Doran received 80% due to his efforts to successfully launch numerous new Cloud and Messaging customers during the year and for improvements in R&D operating.

- Mr. Prague received 100% due to his significant contributions in successful completion of key commercial contracts during 2020 as well as leading the training and education related to workplace conduct, compliance and updates to the Company Code of Conduct and managing our litigation and other legal matters.

The level of plan payout that was applied to each of the performance components of the 2020 cash incentive compensation plan, which payout percentages were then applied to the cash incentive compensation payments to our NEOs is set forth in the following table:

Component	Weighting	Achievement	Bonus Rate Payout	Bonus Payout
Revenue	35%	\$291,700,000	0%	0%
Non-GAAP EBITDA	35%	\$ 27,400,000	90%	31.5%
Number of new deals with contribution margin of 30% and minimum TCV of \$1 million	20%	11	87.5%	17.5%
Individual Component	10%	—%	—%	—%
Cash Balance	30%	\$ 46,500,000	N/A%	30%

Based on the formula originally established by our Compensation Committee, in calculating the cash balance, the \$12,900,000 paid to employees in connection with their cash bonuses was added to the ending cash balance of our Company at the end of the year, which would have resulted in the full 30% for this component. However, our Compensation Committee, in consultation with Deloitte and discussions with Mr. Miller, reduced the component related to the cash balance to 13%, which resulted in a payout for those NEOs who received 80% under his individual performance component to 70%. In the event that a NEO's individual performance was below or above 80%, the NEO's cash incentive compensation would vary with respect to this 10% individual performance component.

### Chris Hill

As described above, as Mr. Hill was not a NEO at the time our Compensation Committee approved the executive compensation plan, Mr. Hill had an individual compensation plan, consistent with his compensation plan in prior years.

- Since Mr. Hill was not a NEO at the time our Compensation Committee approved the 2020 Cash Incentive Bonus Plan, consistent with all eligible non-NEO employees, he earned 70% of the corporate component of his 2020 bonus (which accounts for 50% of his overall bonus). As Mr. Hill received 90% with respect to his individual performance, he received 70% or \$113,750 with respect to the corporate component.
- With respect to the company revenue and contribution margin components, Mr. Hill's individual compensation plan is set forth below:

Corporate Component	Weighting	Threshold 50% payout	100% payout	Maximum 175% payout
Revenue	37½%	\$283,000,000	\$315,000,000	\$347,000,000
Contribution Margin	12½%	32%	35%	39%

To incent certain individuals who had individual plans as a result of the difficulties caused by the COVID-19 pandemic in securing new deals, in April of 2020, Mr. Lurie, as Chief Executive Officer at the time, Mr. Miller,

as Chief Commercial Officer at the time, and Mr. Clark, as Chief Financial Officer, revised certain components of the commercial team's compensation to reduce the revenue component of each of their compensation plans as provided above and adjusted the revenue to add back the \$9,400,000 of Verizon revenue that our Company was required to spread over time as a result of the renewal of our agreement with Verizon in calculating our Company's 2020 revenue. As Mr. Hill was not a NEO at the time and, as described above, had an individual compensation plan as a member of our commercial team, his individual compensation plan was similarly adjusted. Accordingly, as our revenue in 2020 was \$301,000,000 after adding back the Verizon revenue, Mr. Hill received 78% of this component or \$95,063. With respect to the contribution margin of Mr. Hill's compensation plan, as our Company's contribution margin in 2020, after adding back the Verizon revenue, was 38.2%, representing 160% of the target contribution margin in Mr. Hill's compensation plan, Mr. Hill received \$65,000 with respect to this component. Accordingly, Mr. Hill received a total of \$273,813 under his cash incentive compensation plan. In addition, Mr. Hill received a special \$15,000 bonus provided to other non-executive key employees of our Company.

The above calculations resulted in the following payout amounts under the 2020 cash incentive bonus plan for each of our NEOs:

Executive	Target Bonus	Percentage of Target Awarded	Actual Bonus Awarded
Jeffrey Miller	\$416,638	70%	\$294,674
David Clark	\$273,544	67%	\$183,274
Patrick Doran	\$250,188	70%	\$175,171
Christopher Hill	\$325,000	84%	\$273,813
Ronald Prague	\$210,120	72%	\$151,286
Glenn Lurie	\$927,000	0%	\$ 0*
Mary Clark	\$360,500	0%	\$ 0*

\* As Mr. Lurie and Ms. Clark were not employed by our Company on December 31, 2020, neither of them received any cash incentive bonus in 2020.

## 2020 Long-Term Incentive Compensation Plan

Our Compensation Committee awarded time-based vesting stock options and performance-based restricted cash units to our NEOs as the long-term equity incentive component of their compensation, targeting an annual mix with the intent to provide NEOs with a balanced retention and performance opportunity and serve to closely align our NEOs' long-term objectives with those of our stockholders. The number of shares underlying time-based vesting stock options and the target number of performance-based restricted cash units granted to our NEOs is based on our Compensation Committee's general understanding of competitive pay practices, our CEO's recommendation (except with respect to his own awards), consultation with our compensation consultant, and other factors that our Compensation Committee deems appropriate.

## Time-Based Stock Options and Performance-Based Restricted Cash Units

In February 2020, in consultation with our compensation consultant, our Compensation Committee granted time-based vesting options to purchase shares of our Common Stock (25% of such NEO's equity award) and performance-based restricted cash units (75% of such NEO's equity award) to each of our NEOs

(other than Mr. Hill). The time-based vesting stock options vest one-third on each of the first, second and third anniversary of their grant date. The performance-based restricted cash units vest upon the Compensation Committee approving the level of performance against pre-established metrics for such grants, and such approval is expected to occur on or about February 28, 2023. Each component is subject to the NEO remaining employed through the date of such approval in 2023. The time-based vesting helps tie our NEOs' variable realizable compensation to our performance and further align their interests with those of our stockholders. See "Description of Awards Granted in 2020," below.

As Mr. Hill was not a NEO at the time equity was granted to the NEO's. Mr. Hill was granted 20,718 stock options but no performance-based restricted cash units as part of the annual equity grant provided to other employees. In addition, in connection with his promotion to Executive Vice President, Product, Mr. Hill received a grant of an additional 14,000 stock options. In addition, Mr. Hill received a grant of an additional 25,000 stock options in connection with a retention program provided to other critical employees.

The following table sets forth the number of performance-based restricted cash units awarded, and the number of time-based stock options to purchase shares of our Common Stock granted to our NEOs in 2020.

Name	Number of Shares Subject to Options	Number of Performance – Based Restricted Cash Units
Jeffrey Miller	36,832	110,497
David Clark	58,931	176,795
Christopher Hill	59,718	—
Ronald Prague	27,624	82,872
Patrick Doran	46,040	136,121

## Performance-Based Restricted Cash Units

### 2018-2020 Performance-Based Restricted Cash Units

In April 2018, our Compensation Committee granted 2018-2020 performance-based restricted cash units to our NEOs employed as of the grant date. The following table sets forth the 2018-2020 performance-based restricted cash units or shares (collectively, the "**2018-2020 Performance Units**") awarded to our NEOs other than Messrs. Hill, Clark and Miller who did not receive any performance-based restricted cash units or shares as part of their new hire compensation packages as they joined our Company in January, July and October 2018, respectively:

Name	2018 – 2020 Target Performance Units	2018 Target Performance Units	2019 Target Performance Units	2020 Target Performance Units
Ronald Prague	40,960	13,653	13,653	13,654
Patrick Doran	54,614	18,204	18,205	18,205

The 2018-2020 Performance Units provide the opportunity to earn the identified performance-based restricted cash units based on the performance of our business during 2018, 2019 and 2020. Our NEOs were required to remain employed by our Company through March 2021 in order to vest in the cash units or shares. Our Compensation Committee will determine whether to settle the vested performance-based units in cash or shares of our Common Stock at the time they vest.

The following were the performance targets for the plan established by our Compensation Committee: 40% based on revenue, 40% based on non-GAAP EBITDA and 20% based on a strategic objective established by our Compensation Committee each year during the three-year period. For 2018 and 2019, our Compensation Committee designated free cash flow as the strategic metric. In consultation with Deloitte, and to be consistent with many of our peer group of companies, our Compensation Committee has decided that for 2020 the strategic metric will be total shareholder return of our Company compared to the total shareholder return for companies in the Russell 2000 index (“**TSR**”).

Each of the components was separately assigned a “threshold” level, which established the minimum achievement necessary to be satisfied to receive any portion of the applicable bonus amounts, and a “maximum” level, which, if achieved or exceeded, would result in 200% of the target cash units being earned with respect to such component as described below.

As previously disclosed in the Compensation, Discussion and Analysis section of our 2019 and 2020 proxy statements, our NEOs earned 51.4% of the target number of the 2018-2020 Performance Units allocable to 2018 based on our Company’s 2018 financial performance and did not receive any of the 2018-2020 Performance Units allocable to 2019 based on our Company’s 2019 financial performance. The actual number of 2018-2020 Performance Units earned based on each of our 2018 and 2019 performance is set forth below, which performance units vested in February 2021:

Name	2018 – 2020 Target Performance Units	2018 Target Performance Units	Attainment %	Units Earned	2019 Target Performance Units	Attainment %	Units Earned
Ronald Prague	40,960	13,653	51.4%	7,018	13,653	0	0
Patrick Doran	54,614	18,204	51.4%	9,357	18,204	0	0

#### 2020 Performance Period — One-third of the 2018-2020 Performance-Based Restricted Cash Units

In February 2020, our Compensation Committee approved the following threshold, target and maximum performance goals for the 2020 portion of the 2018-2020 Performance-Based Restricted Cash Units:

Corporate Component	Weighting	Threshold 50% payout	Target 100% payout	Maximum 200% payout
Revenue	40%	\$309,000,000	\$332,000,000	\$355,000,000
Non-GAAP EBITDA	40%	\$ 17,000,000	\$ 30,000,000	\$ 43,000,000
TSR	20%	35 <sup>th</sup>	50 <sup>th</sup>	75 <sup>th</sup>

In 2020, using the same adjustments and calculations as described above under our 2020 cash incentive compensation plan, our NEOs did not receive any portion with respect to the revenue metric and received 90% with respect to the Non-GAAP EBITDA metric. With respect to the Total Shareholder Return (“**TSR**”) metric, our Company’s TSR compared to the the Russel 2000 was in the 35<sup>th</sup> percentile, i.e, Threshold. However, our Compensation Committee, using its discretion, credited the NEOs with a 40% payout, rather than a 50% payout.

As a result, each NEO received the following payout with respect to our Company’s 2020 performance:

Corporate Component	Achievement	Plan Payout	Weighting	Payout
Revenue	\$291,700,000	0%	40%	0%
Non-GAAP EBITDA	\$ 27,400,000	90%	40%	36%
TSR	35 <sup>th</sup>	40%	20%	8%

As a result, our NEOs earned 44% of the target number of the 2018-2020 Performance Units allocable to 2020 based on our Company's 2020 financial performance. The actual number of 2018-2020 Performance Units earned based on our 2020 performance is set forth below, which performance units vested in February 2021:

Name	2019 Target Performance Units	Attainment %	Units Earned based on 2020 Performance	Total Number of Performance Units Earned Based on 2018 & 2019 Performance	Total Number of Performance Units Earned
Ronald Prague	40,960	44%	6,007	7,018	13,025
Patrick Doran	54,614	44%	8,009	9,357	17,366

Our Compensation Committee agreed to pay the NEOs in the number of shares of our Company's Common Stock equal to the number of Performance-Based Restricted Cash Units.

### ***2019-2021 Performance-Based Restricted Cash Units***

In April 2019, our Compensation Committee granted 2019-2021 performance-based restricted cash units to our NEOs (other than Mr. Hill who was not a NEO on such date) employed as of the grant date. The following table sets forth the 2019-2021 performance-based restricted cash units (collectively, the **"2019-2021 Performance Units"**) awarded to our NEOs:

Name	2019 – 2021 Target Performance Units	2019 Target Performance Units	2020 Target Performance Units	2021 Target Performance Units
Jeffrey Miller	69,620	23,207	23,207	23,206
David Clark	111,392	37,131	37,131	37,130
Ronald Prague	52,215	17,405	17,405	17,405
Patrick Doran	69,620	23,207	23,207	23,206

The 2019-2021 Performance-Based Restricted Units provide the opportunity to earn the identified performance-based restricted cash units based on the performance of our business during 2019, 2020 and 2021. Our NEOs are required to remain employed by our Company through March 2022 in order to vest in the cash units. Our Compensation Committee will determine whether to settle the vested performance-based restricted cash units in cash or shares of our Common Stock at the time they vest.

The following were the performance targets for the plan established by our Compensation Committee: 40% based on revenue, 40% based on non-GAAP EBITDA and 20% based on a strategic objective established by our Compensation Committee. For the 2019-2021 period, our Compensation Committee designated "revenue diversity" as the strategic metric which was defined as year-over-year revenue growth for DXP and the internet of things (**"IoT"**), with the target year-over-year revenue growth of 35%.

Each of the components was separately assigned a "threshold" level, which established the minimum achievement necessary to be satisfied to receive any portion of the applicable bonus amounts, and a "maximum" level, which, if achieved or exceeded, would result in 200% of the target cash units being earned with respect to such component as described below.

As previously disclosed in the Compensation Discussion and Analysis section of our proxy statement for our 2020 annual meeting of stockholders, our NEOs earned 20% of the target number of the 2019-2021



Performance Units allocable to 2019 based on our 2019 financial performance. The actual number of 2019-2021 Performance Units earned based on each our 2019 performance is set forth below, which performance units shall vest in or about February 2022:

Name	2019 – 2021 Target Performance Units	2019 Target Performance Units	Attainment %	Units Earned
Jeffrey Miller	69,620	23,207	20%	4,641
David Clark	111,392	37,131	20%	7,426
Ronald Prague	52,215	17,405	20%	3,481
Patrick Doran	69,620	23,207	20%	4,641

#### 2019 Performance Period — One-third of the 2019-2021 Performance-Based Restricted Cash Units

In February 2020, our Compensation Committee approved the following threshold, target and maximum performance goals for the 2019 portion of the 2019-2021 Performance-Based Restricted Cash Units:

Corporate Component	Weighting	Threshold 50% payout	Target 100% payout	Maximum 200% payout
Revenue	40%	\$309,000,000	\$332,000,000	\$355,000,000
Non-GAAP EBITDA	40%	\$ 17,000,000	\$ 30,000,000	\$ 43,000,000
Revenue Diversity	20%	\$ 17,500,000	\$ 19,000,000	\$ 20,500,000

In 2020, using the same adjustments and calculations as described above under our 2020 cash incentive compensation plan, our NEOs did not receive any portion with respect to the revenue metric and received 90% with respect to the Non-GAAP EBITDA metric. With respect to the Revenue Diversity metric, the actual Revenue Diversity was \$3,350,000, resulting in no payment for this metric. As a result, each NEO received the following payout with respect to our Company's 2020 performance:

Corporate Component	Achievement	Plan Payout	Weighting	Payout
Revenue	\$291,700,000	0%	40%	0%
Adjusted Non-GAAP EBITDA	\$ 17,400,000	90%	40%	36%
Revenue Diversity	\$ 3,350,000	0%	20%	0%

As a result, our NEOs earned 36% of the target number of the 2019-2021 Performance Units allocable to 2020 based on our Company's 2020 financial performance. The actual number of 2019-2021 Performance Units earned based on our 2020 performance is set forth below, which performance units shall vest in or about February 2022 provided the NEO remains employed by our Company through such date:

Name	2020 Target Performance Units	Attainment %	Units Earned
Jeffrey Miller	23,207	36%	8,355
David Clark	37,131	36%	13,367
Ronald Prague	17,405	36%	6,266
Patrick Doran	23,207	36%	8,355

#### 2020-2022 Performance-Based Restricted Cash Units

In February 2020, our Compensation Committee granted 2020-2022 performance-based restricted cash units to our NEOs (other than Mr. Hill who was not a NEO on such date) employed as of the grant date.

The following table sets forth the 2020-2022 performance-based restricted cash units (the “**2020-2022 Performance Units**”) awarded to our NEOs:

Name	2020 – 2022 Target Performance Units	2020 Target Performance Units	2021 Target Performance Units	2022 Target Performance Units
Jeffrey Miller	110,497	36,832	36,832	36,833
David Clark	176,795	58,932	58,932	58,931
Partick Doran	138,121	46,041	46,040	46,040
Ronald Prague	82,872	27,624	27,624	27,624

The 2020-2022 Performance Units provide the opportunity to earn the identified performance-based restricted cash units based on the performance of our business during 2020, 2021 and 2022. Our NEOs are required to remain employed by our Company through February 2023 in order to vest in the cash units. Our Compensation Committee will determine whether to settle the vested performance-based restricted cash units in cash or shares of our Common Stock at the time they vest.

The following were the performance targets for the plan established by our Compensation Committee: 40% based on revenue, 40% based on non-GAAP EBITDA and 20% based on a strategic objective established by our Compensation Committee. For the 2020, our Compensation Committee designated TSR as the strategic metric.

Each of the components was separately assigned a “threshold” level, which established the minimum achievement necessary to be satisfied to receive any portion of the applicable bonus amounts, and a “maximum” level, which, if achieved or exceeded, would result in 200% of the target cash units being earned with respect to such component as described below.

#### 2020 Performance Period — One-third of the 2020-2022 Performance Units

In February 2021, our Compensation Committee approved the following threshold, target and maximum performance goals for the 2020 portion of the 2020-2022 Performance Shares:

Corporate Component	Weighting	Threshold 50% payout	Target 100% payout	Maximum 200% payout
Revenue	33 <sup>1</sup> / <sub>3</sub> %	\$309,000,000	\$332,000,000	\$355,000,000
Non-GAAP EBITDA	33 <sup>1</sup> / <sub>3</sub> %	\$ 17,000,000	\$ 30,000,000	\$ 43,000,000
TSR	33 <sup>1</sup> / <sub>3</sub> %	35th	50th	75 <sup>th</sup>

In 2020, using the same adjustments and calculations as described above under our 2020 cash incentive compensation plan, our NEOs did not receive any portion with respect to the revenue metric and 90% with respect to the Non-GAAP EBITDA metric. With respect to the TSR, based on the same analysis, our TSR was in the 35<sup>th</sup> percentile and our Compensation Committee provided that our NEOs receive 40% for this metric rather than the original 50%. As a result, each NEO received the following payout with respect to our Company’s 2020 performance:

Corporate Component	Achievement	Plan Payout	Weighting	Payout
Revenue	\$291,700,000	0%	33 <sup>1</sup> / <sub>3</sub> %	0%
Adjusted Non-GAAP EBITDA	\$ 27,400,000	90%	33 <sup>1</sup> / <sub>3</sub> %	30%
TSR	35 <sup>th</sup>	40%	33 <sup>1</sup> / <sub>3</sub> %	13.33%

As a result, our NEOs earned 43.3% of the target number of the 2020-2022 Performance Units allocable to 2020 based on our Company's 2020 financial performance. The actual number of 2020-2022 Performance Units earned based on our 2020 performance is set forth below, which performance units shall vest in or about February 2023 provided the NEO remains employed by our Company through such date:

Name	2020 Target Performance Units	Attainment %	Units Earned
Jeffrey Miller	36,832	43.33%	15,961
David Clark	58,932	43.33%	25,538
Ronald Prague	27,624	43.33%	11,970
Patrick Doran	46,041	43.33%	19,951

#### ***Other Benefits and Perquisites***

Our NEOs are eligible to participate in all of our employee benefit plans (other than our employee stock purchase plan), such as medical, dental, vision, group life and disability insurance and our 401(k) plan, in each case, on the same basis as our other employees. In 2020, we leased an automobile (and paid applicable insurance and gas) for Mr. Clark, to be used primarily for business purposes. There were no other special benefits or perquisites provided to any NEO in 2020.

#### ***Recoupment and Related Policies***

We have a comprehensive Workplace Code of Ethics and Business Conduct and ensure that our employees comply with this policy. In accordance with this policy, we investigate all reported instances of questionable or unethical behavior, and where improper behavior is found to have occurred, we take appropriate remedial action up to and including termination. If the results of an investigation establish that one of our employees, officers or directors has committed fraud or engaged in some other improper act that has the result of causing our financial statements for any period to be restated or that otherwise adversely affects those financial statements, our Board has discretion to take immediate and appropriate disciplinary action against the individual, including but not limited to termination. In addition, our Board has discretion to pursue whatever legal remedies are available to prosecute the individual to the fullest extent of the law and to clawback or recoup any amounts he or she inappropriately received as a result of the improper action or inaction, including but not limited to any annual or long-term incentives that he or she received but would not have received had such act not been taken.

#### ***Executive Officer Stock Ownership Guidelines***

We have instituted stock ownership guidelines for our executive officers with the purpose of ensuring they maintain a meaningful equity stake in our Company to further align their interests with those of our stockholders. Each executive officer who is also subject to Section 16 of the Exchange Act or who directly reports to our CEO (which includes all of our NEOs) is required to own, as of the later of January 1, 2020 or five years from the date on which the individual first began reporting to our CEO or first became a Section 16 officer, a number of vested shares of our Common Stock having a value at least equal to (a) in the case of our CEO, five times his then current base salary; (b) for any direct report of our CEO, three times that individual's then current base salary, and (c) for other executive officers subject to this policy, one and one-half times the individual's then current base salary.

If an executive officer is not compliant at the end of his or her phase-in period, our Compensation Committee may reduce future equity grants to that individual until he or she becomes compliant. Based on

shareholdings on December 31, 2020, each of our NEOs exceeded his or her applicable minimum holding requirements on that date, other than Messrs. Clark, Hill and Miller as each of them joined us in 2018 and only a portion of their restricted stock and options have vested and, therefore, have not had an opportunity to acquire the requisite amount of our Common Stock as of December 31, 2020.

### ***Tax Matters***

For federal income taxes, compensation is an expense that is fully tax deductible for almost all of our U.S. employees. As a result of changes made by the 2017 Tax Cuts and Jobs Act, compensation in excess of \$1 million paid to anyone who serves as the Chief Executive Officer, Chief Financial Officer or who is among the three most highly compensated executive officers for any year beginning after December 31, 2016 generally is not deductible. The only exception is for compensation that is paid pursuant to a binding contract in effect on November 2, 2017, that would have otherwise been deductible under the prior Section 162(m) rules. Our Compensation Committee considers tax and accounting implications in determining all elements of our compensation plans, programs and arrangements.

### ***Management Changes-Named Executive Officer Separation Agreement***

Mary Clark's employment with our Company as Chief Products Officer and Chief Marketing Officer was terminated without cause, effective as of May 1, 2020. In connection with her departure, Ms. Clark entered into a Release Agreement with our Company, consistent with the terms of our Executive Compensation Plan. The Release Agreement includes a general release of claims in favor of our Company, and provides for the following payments to Ms. Clark: (i) severance payment in the amount of \$540,750 (less applicable withholdings and deductions) paid in 36 equal bi-monthly payments, (ii) lump sum severance payment in the amount of \$308,438 (less applicable withholdings and deductions) paid on March 15, 2021, (iii) the gross amount of \$11,937, which is intended to cover the employer portion of any COBRA payments for a period of eighteen months following the Termination Date, all such payments are consistent with the terms of our Executive Compensation Plan. All of Ms. Clark's unvested equity terminated as of May 1, 2020.

### ***Compensation Committee Report<sup>(1)</sup>***

The Compensation Committee has reviewed and discussed the foregoing Compensation Discussion and Analysis with management and, based on such review and discussions, the Compensation Committee has recommended to our Board of Directors that the Compensation Discussion and Analysis be included in this Proxy Statement submitted by the following members of the Compensation Committee:

William J. Cadogan, Chair  
Peter Berger  
Mohan Gyani  
Thomas J. Hopkins

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(1) The material in this report is not "soliciting material," is not deemed "filed" with the SEC and is not to be incorporated by reference in any filing of Synchronoss Technologies, Inc. under the Securities Act or the Exchange Act, whether made before or after the date hereof and irrespective of any general incorporation language in any such filing.

## Summary Compensation Table

The following table sets forth all of the compensation awarded to, earned by, or paid to our NEOs for the years indicated:

Name and Principal Position	Year	Salary (\$)	Bonus (\$) <sup>(1)</sup>	Stock Awards (\$) <sup>(2)</sup>	Option Awards (\$) <sup>(9)</sup>	Non-Equity Incentive Plan Compensation (\$) <sup>(10)</sup>	All Other Compensation (\$)	Total (\$)
Jeffrey Miller <i>President and Chief Executive Officer</i>	2020	403,110		600,000 <sup>(3)</sup>	200,000	291,647	7,000 <sup>(11)</sup>	1,501,757
	2019	388,850		1,262,776	87,088	194,426	7,000	1,940,140
	2018	74,861		750,000	289,589	48,732	—	1,163,142
David Clark <i>Chief Financial Officer</i>	2020	354,140		960,000 <sup>(4)</sup>	320,000	183,274	18,380 <sup>(12)</sup>	1,835,794
	2019	390,775		2,020,450	139,340	136,722	18,881	2,706,218
	2018	215,833		1,199,997	445,028	98,926	9,854	1,969,638
Christopher Hill <i>EVP, Product and Sales</i>	2020	321,083	15,000	—	254,018	273,813	7,000 <sup>(11)</sup>	870,914
Patrick Doran <i>Chief Technology Officer</i>	2020	323,903		750,000 <sup>(5)</sup>	250,000	175,131	7,000 <sup>(11)</sup>	1,506,034
	2019	357,410		1,262,776	87,088	125,094	337,000	2,169,368
	2018	347,000		895,011	122,987	137,412	8,250	1,510,660
Ronald Prague <i>Chief Legal Officer</i>	2020	317,689		450,000 <sup>(6)</sup>	150,000	151,286	7,000 <sup>(11)</sup>	1,075,975
Glenn Lurie <i>Former President and Chief Executive Officer</i>	2020	549,528		3,000,000 <sup>(7)</sup>	1,000,000	0	22,652 <sup>(13)</sup>	4,572,180
	2019	772,500		6,313,914	435,442	463,500	36,250	8,021,626
	2018	750,000		4,475,013	614,947	594,000	140,989	10,911,461
Mary Clark <i>Former Chief Product and Marketing Officer</i>	2020	121,532		600,000 <sup>(8)</sup>	200,000	0	862,477 <sup>(14)</sup>	1,784,009
	2019	360,500		1,262,776	87,088	180,251	7,000	1,897,615
	2018	346,023		895,011	329,016	231,000	145,279	1,534,318

- (1) The amounts set forth in this column represent the subjective individual component portion of our annual cash incentive bonus awards paid to the NEOs. See “Compensation Discussion and Analysis” above for further discussion of the subjective individual component.
- (2) The amounts in this column reflect the grant date fair value, computed in accordance with FASB ASC Topic No. 718, of the performance share awards (with the grant date fair value determined using the probable outcome of the performance conditions) and the time-based restricted share award granted to our NEOs. See “Compensation Discussion and Analysis” above for further discussion of these share awards. See Footnote 2 to the Financial Statements included in our Annual Report on Form 10-K for the year ended December 31, 2020 for a discussion of our assumptions in estimating the fair value of our share awards. Our executive officers will not realize any value for these awards until sold.
- (3) Mr. Miller was granted performance-based restricted cash units as 2020-2022 Performance Cash Units as described in greater detail in “Compensation Discussion and Analysis” above. The grant date value of the performance-based restricted cash units assuming the highest level of performance conditions is achieved was \$1,200,000.

- (4) Mr. Clark was granted performance-based restricted cash units as 2020-2022 Performance Cash Units as described in greater detail in "Compensation Discussion and Analysis" above. The grant date value of the performance-based restricted cash units assuming the highest level of performance conditions is achieved was \$1,919,994.
- (5) Mr. Doran was granted performance-based restricted cash units as 2020-2022 Performance Cash Units as described in greater detail in "Compensation Discussion and Analysis" above. The grant date value of the performance-based restricted cash units assuming the highest level of performance conditions is achieved was \$1,500,000.
- (6) Mr. Prague was granted performance-based restricted cash units as 2020-2022 Performance Cash Units as described in greater detail in "Compensation Discussion and Analysis" above. The grant date value of the performance-based restricted cash units assuming the highest level of performance conditions is achieved was \$900,000.
- (7) Mr. Lurie was granted performance-based restricted cash units as 2020-2022 Performance Cash Units as described in greater detail in "Compensation Discussion and Analysis" above. The grant date value of the performance-based restricted cash units assuming the highest level of performance conditions is achieved was \$6,000,000. As Mr. Lurie resigned from our Company, he will not receive any of the 2020-2022 Performance Cash Units.
- (8) Ms. Clark was granted performance-based restricted cash units as 2020-2022 Performance Cash Units as described in greater detail in "Compensation Discussion and Analysis" above. The grant date value of the performance-based restricted cash units assuming the highest level of performance conditions is achieved was \$1,200,000. As Ms. Clark was terminated without cause from our Company, she will not receive any of the 2020-2022 Performance Cash Units.
- (9) The amounts in this column reflect the grant date fair value, computed in accordance with FASB ASC Topic No. 718, of option awards granted to our NEOs. See Footnote 2 to the Financial Statements included in our Annual Report on Form 10-K for the year ended December 31, 2020 for a discussion of our assumptions in estimating the fair value of our stock option awards. Our NEOs will not realize any value with respect to these awards until these awards are exercised or sold.
- (10) The amounts under this column include amounts earned based on our Company's annual cash incentive bonus compensation plan described under "Compensation Discussion and Analysis" above.
- (11) Reflects amounts paid for 401(k) company match.
- (12) Reflects amounts paid for (i) automobile expenses of 11,380 and (ii) 401(k) company match of \$7,000, totaling \$18,380.
- (13) Reflects amounts paid for (i) automobile expenses of \$17,824 and (ii) 401(k) company match of \$4,828, totaling \$22,652.
- (14) Reflects amounts paid for (i) severance payments of \$849,188, (ii) 401(k) company match of \$1,352 and (iii) COBRA subsidy of \$11,937, totaling \$862,477.

## Grants of Plan Based Awards

The following table sets forth each plan-based award granted to our NEOs during the year ended December 31, 2020. The FASB ASC Topic No. 718 value of these awards is also reflected in the Stock Awards and Option Awards columns of the Summary Compensation Table above:

Name <sup>(a)</sup>	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards (1)			Estimated Future Payouts Under Equity Incentive Plan Awards (2)			Number of Shares of Stock or Units (#)	Awards Securities Underlying Options (#)	Exercise or Base Price of Option Awards (\$/Sh)	Value of Stock and Option Awards \$(3)
		Threshold (\$)	Target (\$)	Maximum (\$)	Threshold (#)	Target (#)	Maximum (#)				
Jeffrey Miller <sup>(4)</sup>	2/20/2020	250,000	500,000	875,000	55,248	110,497	220,994		36,832	5.43	200,000
David Clark	2/20/2020	136,771	273,543	478,700	88,398	176,795	353,590		58,931	5.43	320,000
Chris Hill	2/20/2020	162,500	325,000	568,750					20,718	5.43	112,500
	7/1/2020								14,000	3.43	48,000
	9/11/2020								25,000	3.74	93,500
Ronald Prague	2/20/2020	105,060	210,120	367,710	41,436	82,872	165,744		27,624	5.43	150,000
Patrick Doran	2/20/2020	125,094	250,188	437,827	69,061	138,121	276,242		46,040	5.43	250,000
Glenn Lurie <sup>(5)</sup>	2/20/2020	463,500	927,000	1,622,250	276,243	552,486	1,104,972		184,162	5.43	1,000,000
Mary Clark <sup>(6)</sup>	2/20/2020	180,250	360,500	630,875	55,248	110,497	220,994		36,832	5.43	200,000

- (1) Each of our NEOs was granted a non-equity incentive plan award pursuant to our 2020 annual cash incentive bonus compensation plan. The amounts shown in the “Threshold” column reflect the cash payment that would have been awarded under our 2020 annual cash incentive bonus plan if we had achieved the threshold payout level for a single corporate objective with the lowest weight. The amounts shown in the “Target” column reflect the target payment level under our 2020 annual cash incentive bonus plan if we had achieved all of the objectives previously approved by our Compensation Committee at target levels. The amounts shown in the “Maximum” column reflect the maximum payouts under our 2020 annual cash incentive bonus compensation plan if we had achieved all of the objectives previously approved by our Compensation Committee at or above the maximum level. The corporate and business components of our 2020 annual cash incentive bonus compensation plan are discussed in greater detail in “*Compensation Discussion and Analysis*” above. The actual amounts paid to each NEO are shown in the Summary Compensation Table above. The table does not include the individual discretionary component portion of the NEOs’ aggregate targeted annual cash incentive bonus amount.
- (2) Reflects 2020-2022 Performance-Based Restricted Cash Units as described in greater detail in “*Compensation Discussion and Analysis*” above. The amounts shown in the “Threshold” column reflect the 2020-2022 Performance Cash Units that will be earned if certain minimum financial goals are achieved. The amounts shown in the “Target” column reflect the number of 2020-2022 Performance-Based Restricted Cash Units that will be earned if all of the 2020-2022 financial goals are achieved at target levels. The amounts shown in the “Maximum” column reflect the maximum number of 2020-2022 Performance-Based Restricted Cash Units that can be earned if all of the 2020-2022 financial goals are achieved at or above maximum levels.
- (3) The amount in this column reflects the grant date fair value, computed in accordance with FASB ASC Topic No. 718, of stock awards and options granted to our NEOs. See Footnote 2 to the Financial Statements included in our Annual Report on Form 10-K for the year ended December 31, 2020 for a discussion of our assumptions in estimating the fair value of our stock and option awards.



- (4) Mr. Miller's salary was increased to \$500,000 upon him becoming interim President and Chief Executive Officer in September 2020, however, the amount he received under the 2020 Cash Incentive Bonus Compensation Plan was based on a combination of his old and new salaries.
- (5) Mr. Lurie resigned from our Company and therefore he did not receive any amounts under the 2020 Cash Incentive Bonus Compensation Plan and all of his equity awards have been cancelled.
- (6) Ms. Clark was terminated without cause from our Company and therefore she did not receive any amounts under the 2020 Cash Incentive Bonus Compensation Plan and all of her equity awards have been cancelled.

## Description of Awards Granted in 2020

- **Jeffrey Miller:**

On February 20, 2020, we granted Mr. Miller (i) an option to purchase 36,832 shares of our Common Stock and (ii) a target award of 110,497 2020-2022 Performance-Based Restricted Cash Units, which are earned based on our Company's achievement of performance metrics to be established by the Compensation Committee during fiscal year 2020, 2021 and 2022 discussed in the Compensation Discussion and Analysis section in this Proxy Statement.

- **David Clark:**

On February 20, 2020, we granted Mr. Clark (i) an option to purchase 58,931 shares of our Common Stock and (ii) a target award of 176,795 2020-2022 Performance-Based Restricted Cash Units, which are earned based on our Company's achievement of performance metrics to be established by the Compensation Committee during fiscal year 2020, 2021 and 2022 discussed in the Compensation Discussion and Analysis section in this Proxy Statement.

- **Patrick Doran:**

On February 20, 2020, we granted Mr. Doran (i) an option to purchase 46,040 shares of our Common Stock and (ii) a target award of 138,121 2020-2022 Performance-Based Restricted Cash Units, which are earned based on our Company's achievement of performance metrics to be established by the Compensation Committee during fiscal year 2020, 2021 and 2022 discussed in the Compensation Discussion and Analysis section in this Proxy Statement.

- **Christopher Hill:**

On February 20, 2020, we granted Mr. Hill an option to purchase 20,718 shares of our Common Stock. On July 1, 2020, we granted Mr. Hill an option to purchase 14,000 shares of our Common Stock. On September 11, 2020, we granted Mr. Hill an option to purchase 25,000 shares of our Common Stock.

- **Ronald Prague:**

On February 20, 2020, we granted Mr. Prague (i) an option to purchase 27,624 shares of our Common Stock and (ii) a target award of 82,872 2020-2022 Performance Cash Units, which are earned based on our Company's achievement of performance metrics to be established by the Compensation Committee during fiscal year 2020, 2021 and 2022 discussed in the Compensation Discussion and Analysis section in this Proxy Statement.

- **Glenn Lurie:**

On February 20, 2020, we granted Mr. Lurie (i) an option to purchase 184,162 shares of our Common Stock and (ii) a target award of 552,486 2020-2022 Performance-Based Restricted Cash Units, which are earned based on our Company's achievement of performance metrics to be established by the Compensation Committee during fiscal year 2020, 2021 and 2022 discussed in the Compensation Discussion and Analysis section in this Proxy Statement. Mr. Lurie resigned from our Company and therefore all of his equity awards have been cancelled.

- **Mary Clark:**

On February 20, 2020, we granted Ms. Clark (i) an option to purchase 36,832 shares of our Common Stock and (ii) a target award of 110,497 2020-2022 Performance-Based Restricted Cash Units, which are earned based on our Company's achievement of performance metrics to be established by the Compensation Committee during fiscal year 2020, 2021 and 2022 discussed in the Compensation Discussion and Analysis section in this Proxy Statement. Ms. Clark was terminated without cause from our Company and therefore all of her equity awards have been cancelled.

## Outstanding Equity Awards at Fiscal Year-End

The following table sets forth information regarding each unexercised option and all unvested stock held by each of our NEOs as of December 31, 2020:

Name	Option Awards				Stock Awards		Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (#)(21)
	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested (\$)(1)	
Jeffrey Miller	43,936(2)	40,421	6.20	11/2/2025			
	11,169(3)	18,615	6.88	6/6/2026			
		36,832(4)	5.43	2/20/2027			
					60,484(5)	284,274	
					29,535(6)	138,815	
							69,620(7)
							110,497(8)
							519,335
David Clark	78,873(9)	51,676	6.41	7/6/2025			
	17,870(3)	29,784	6.88	6/6/2026			
		58,931(4)	5.43	2/20/2027			
					62,402(10)	293,289	
					47,257(6)	221,108	
							111,392(7)
							176,795(8)
							523,542
Christopher Hill	2,761(11)	5,522	6.88	6/6/2026			
		20,718(4)	5.43	2/20/2027			
		14,000(12)	3.43	7/1/2027			
		25,000(13)	3.74	9/11/2027			
					15,625(14)	73,438	
					7,040(6)	33,088	
Ronald Prague	11,936(15)	4,917	10.62	4/5/2025			
	8,377(3)	13,961	6.88	6/6/2026			
		27,624(4)	5.43	2/20/2027			
					7,416(16)	34,855	
					22,151(6)	104,110	
							40,960(17)
							52,215(7)
							82,872(8)
							192,512
							245,410
							389,498
Patrick Doran	355(18)	32.40	2/13/2021				
	58,469(19)	6,683	16.33	5/8/2024			
	15,915(14)	6,555	10.62	4/5/2025			
	11,169(3)	18,615	6.88	6/6/2026			
		46,040(4)	5.43	2/20/2027			
					5,613(20)	26,381	
					9,888(16)	46,474	
					29,535(6)	138,815	
							54,614(17)
							69,620(7)
							138,121(8)
							649,169

- (1) Computed in accordance with SEC rules as the number of unvested shares multiplied by the closing market price per share of our Common Stock on December 31, 2020, which was the last trading day of 2020, which was \$4.70 per share. The actual value (if any) to be realized by the NEO depends on whether the shares vest and the future performance of our Common Stock. Each of the options and restricted shares automatically vest if we are acquired and the NEO is either involuntarily terminated or voluntarily resigns for good reason under certain circumstances following our change of control, as discussed in more detail below under "Employment Agreements."
- (2) The option vests over four years from the vesting start date of November 2, 2018, with 25% vested on November 2, 2019 and the remaining shares vesting in equal monthly installments over an additional 36 months of continuous service with the Company. As a result, the option will be fully exercisable on November 2, 2022.

- (3) The option vests over four years from the vesting start date of June 6, 2019, with 25% vested on June 6, 2020 and the remaining shares vesting in equal monthly installments over an additional 36 months of continuous service with the Company. As a result, the option will be fully exercisable on June 6, 2023.
- (4) The option vests over three years from the vesting start date of February 20, 2020, with one-third of the options vested on February 20, 2021 and one-third of the shares will vest on each of February 20, 2022 and 2023, provided the NEO has continuous service with the Company through such dates. As a result, the option will be fully exercisable on February 20, 2023.
- (5) Reflects restricted shares granted on November 2, 2018, with 25% vested on November 2, 2019 and the remaining shares vesting in equal installments over an additional 12 quarters of continuous service with the Company through such date.
- (6) Reflects restricted shares granted on June 6, 2019. One-third of the shares vested on each of June 6, 2020 and March 6, 2021 and one-third of the shares will vest on March 6, 2022, provided the NEO has continuous service with the Company through such date.
- (7) Reflects target number of 2019-2021 Performance-Based Restricted Cash Units as described in greater detail in "Compensation Discussion and Analysis" above. The amount shown reflects the target award if all of the associated target performance metrics were achieved for each of the three years of 2019, 2020 and 2021. The actual number of cash units earned could range from 0 to two times the amount and will be determined in March of the following year for each fiscal year. These cash units will become fully vested when the actual number of cash units is determined for the fiscal year 2021 provided the NEO is employed on such date.
- (8) Reflects target number of 2020-2022 Performance-Based Restricted Cash Units as described in greater detail in "Compensation Discussion and Analysis" above. The amount shown reflects the target award if all of the associated target performance metrics were achieved for each of the three years of 2020, 2021 and 2022. The actual number of cash units earned could range from 0 to two times the amount and will be determined in March of the following year for each fiscal year. These cash units will become fully vested when the actual number of cash units is determined for the fiscal year 2022 provided the NEO is employed on such date.
- (9) The option vests over four years from the vesting start date of July 6, 2018, with 25% vested on July 6, 2019 and the remaining shares vesting in equal monthly installments over an additional 36 months of continuous service with the Company. As a result, the option will be fully exercisable on July 6, 2022.
- (10) Reflects restricted shares granted on July 6, 2018. One-third of the shares vested on July 6, 2019 and one-third will vest on each of July 6, 2020 and 2021, provided the NEO has continuous service with the Company through such dates.
- (11) The option vests over three years from the vesting start date of June 6, 2019, with one-third vested on June 6, 2020 and one-third will vest on each of March 6, 2021 and 2022. As a result, the option will be fully exercisable on March 6, 2022.
- (12) The option vests over four years from the vesting start date of July 1, 2020, with one-fourth of the shares vesting on each of July 1, 2021, 2022, 2023 and 2024, provided the NEO has continuous service with the Company through such dates. As a result, the option will be fully exercisable on July 1, 2024.
- (13) The option vests over three years from the vesting start date of September 11, 2020, with 100% of the shares vesting on September 11, 2023, provided the NEO has continuous service with the Company through such dates.
- (14) Reflects restricted shares granted on February 1, 2018. One-fourth of the shares vested on February 1, 2019, and the remaining shares vesting in equal quarterly installments over an additional 12 quarters of continuous service with the Company.
- (15) The option vests over four years from the vesting start date of April 5, 2018, with 25% vested on February 28, 2019 and the remaining shares vesting in equal monthly installments over an addition 36 months of continuous service with the Company. As a result, the option will be fully exercisable on February 28, 2022.

- (16) Reflects restricted shares granted on April 5, 2018. One-third of the shares vested on each of February 28, 2019, 2020 and 2021.
- (17) Reflects target number of 2018-2020 Performance-Based Restricted Cash Units as described in greater detail in “Compensation Discussion and Analysis” above. The amount shown reflects the target award if all of the associated target performance metrics were achieved for each of the three years of 2018, 2019 and 2020. The actual number of cash units earned could range from 0 to two times the amount and were determined in February of 2021. These cash units were fully vested upon the actual number of cash units being determined for the fiscal year 2021.
- (18) The option vests over four years from the vesting start date of February 13, 2014, with 25% vested on February 13, 2018 and the remaining shares vesting in equal monthly installments over an additional 36 months of continuous service with the Company. As a result, the option became fully exercisable on February 13, 2018 and expired on February 13, 2021.
- (19) The option vested over four years from the vesting start date of May 8, 2017, with 25% vested on May 8, 2018 and the remaining shares vesting in equal monthly installments over an additional 36 months of continuous service with the Company. As a result, the option will be fully exercisable on May 8, 2021.
- (20) Reflects restricted shares granted on May 8, 2017, with 25% vested on each of February 24, 2018, 2019 and 2020 and the remaining 25% vesting on February 24, 2021 provided the NEO has continuous service with the Company through such date.
- (21) Computed in accordance with SEC rules as the number of unvested shares multiplied by the closing market price per share of our Common Stock on December 31, 2020, which was the last trading day of 2020, which was \$4.70 per share. The actual value (if any) to be realized by the NEO depends on whether the shares vest and the future performance of our Common Stock. Each of the options and restricted shares automatically vest if we are acquired and the NEO is either involuntarily terminated or voluntarily resigns for good reason under certain circumstances following our change of control, as discussed in more detail below under “*Employment Agreements.*”

## Option Exercises and Stock Vested

The following table shows the number of shares acquired upon exercise of options by each NEO during the year ended December 31, 2020, and the shares of restricted stock held by each NEO that vested during the year ended December 31, 2020.

Name	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise (\$ (1))	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (\$ (1))
Jeffrey Miller	-0-	-0-	45,010	159,188
David Clark	-0-	-0-	86,031	288,016
Christopher Hill	-0-	-0-	16,021	57,537
Ronald Prague	-0-	-0-	21,703	89,252
Patrick Doran	-0-	-0-	30,268	126,135
Glenn Lurie	-0-	-0-	123,275	480,247
Mary Clark	-0-	-0-	3,750	16,358

- (1) For option awards, value realized on exercise is based on the fair market value of our Common Stock on the exercise date less the exercise price. For stock awards, value realized on vesting is based on the fair market value of our Common Stock on the vesting date. In neither case do the amounts set forth above necessarily reflect proceeds actually received by the NEO. Our NEOs will only realize value on these awards when the underlying shares are sold, which value may differ from the value shown in the table above as it is dependent on the price at which such shares of Common Stock are actually sold.

## Employment Agreements

### Chief Executive Officer

In September 2020, Glenn Lurie resigned as our President and CEO. Effective September 2020, Jeffrey Miller, our Chief Commercial Officer at the time, was elected as our interim President and CEO, replacing Mr. Lurie, and effective March 2021, our Board removed the interim title for Mr. Miller and Mr. Miller entered into an employment agreement with the Company. Pursuant to his employment agreement, Mr. Miller will be eligible to receive severance benefits if he is subject to an involuntary termination, contingent on him signing and not revoking a general release of all claims against the Company. The employment agreement provides that if prior to the 120 days before, or after 24 months following, the occurrence of a “change in control” (as defined in the employment agreement), Mr. Miller is subject to an “involuntary termination” (as defined in the employment agreement), he shall be eligible to receive a lump-sum severance payment equal to (i) two times the sum of his base salary in effect at the time of termination plus his average bonus received in the immediately preceding two years plus (ii) an amount equal to 24 times the monthly amount the Company was paying on behalf of Mr. Miller and his eligible dependents with respect to the Company’s group health insurance plans in which Mr. Miller and his eligible dependents were participants as of the date of termination. The amount of these severance benefits shall be reduced by the amount of severance pay or pay in lieu of notice that Mr. Miller receives from the Company under any applicable federal or state statute.

The employment agreement also provides that if an involuntary termination occurs within 120 days prior to, or 24 months following, a change in control, Mr. Miller shall be eligible to receive a lump sum severance

payment equal to (i) 2.99 times his base salary in effect at the time, (ii) two times his average bonus received in the immediately preceding two years, plus (iii) an amount equal to 24 times the monthly amount the Company was paying on behalf of Mr. Miller and his eligible dependents with respect to the Company's group health insurance plans in which Mr. Miller and his eligible dependents were participants as of the date of termination. In addition, his outstanding stock options, shares of restricted stock, and other equity awards granted by the Company shall accelerate and be fully vested (other than performance-related restricted stock that is tied to performance after the change of control). The amount of these severance benefits shall be reduced by the amount of severance pay or pay in lieu of notice that Mr. Miller receives from the Company under any applicable federal or state statute.

In the event of Mr. Miller's death, Mr. Miller's estate will receive an amount equal to his target cash incentive bonus for the fiscal year in which such termination occurs (or, if greater, the bonus amount determined based on the applicable factors and actual performance for such fiscal year). In addition, all stock options, shares of restricted stock (other than performance-related restricted stock), and other time-based equity awards granted by the Company and held by Mr. Miller at the time of his death shall accelerate and be fully vested.

If Mr. Miller's employment terminates due to "permanent disability" (as defined in his employment agreement), Mr. Miller will be entitled to receive (i) an amount equal to his target cash incentive bonus for the fiscal year in which such termination occurs (or, if reasonably ascertainable and greater, the bonus amount determined based on the applicable factors and actual performance for such fiscal year), prorated based on the number of days of employment completed during that fiscal year, plus (ii) a lump sum amount equal to 24 times the monthly amount the Company was paying on behalf of Mr. Miller and his eligible dependents with respect to the Company's group health insurance plans in which Mr. Miller and his eligible dependents were participants as of the date of termination. In addition, (i) all stock options, shares of restricted stock (other than performance-related restricted stock) and other time-based equity awards granted by the Company and held by Mr. Miller shall accelerate and be fully vested as of the date of Mr. Miller's termination.

#### ***Other Named Executive Officers***

We entered into an employment agreement with Mr. Prague on January 1, 2015 and with Mr. Clark on August 9, 2018. Each of Messrs. Hill and Doran are eligible participants of our Tier One Employment Plan which have substantially the same terms as the employment agreements with Messrs. Prague and Clark other than with respect to health insurance payments as described below. Messrs. Clark's and Prague's employment agreements and our Tier One Employment Plan are collectively referred to as the "Employment Arrangements." Under the Employment Arrangements, each NEO will be eligible to receive severance benefits if he or she is subject to an involuntary termination, contingent on him or her signing and not revoking a general release of all claims against the Company. The Employment Arrangements provide that if prior to the 120 days before, or after 24 months following, the occurrence of a "change in control" (as defined in the Employment Arrangements), the NEO is subject to an "involuntary termination" (as defined in the employment agreement), he or she shall be eligible to receive a lump-sum severance payment equal to (i) one and one-half times the sum of his or her base salary in effect at the time of termination plus (ii) his or her average bonus received in the immediately preceding two years plus (iii) an amount equal to (a) for Messrs. Prague and Clark, 24 times the monthly amount the Company was paying on behalf of each of them and their eligible dependents with respect to the Company's group health insurance plans in which he and his dependents were participants as of the date of termination and (b) for the other NEOs, 12 times the monthly amount the Company was paying on behalf of the NEO and their



eligible dependents with respect to the Company's group health insurance plans in which their dependents were participants as of the date of termination. The amount of these severance benefits shall be reduced by the amount of severance pay or pay in lieu of notice that the NEO receives from the Company under any applicable federal or state statute.

The Employment Arrangements also provide that if an involuntary termination occurs within the 120 days prior to or 24 months following a change in control, the NEO shall be eligible to receive a lump sum severance payment equal to two times his or her base salary in effect at the time and his or her average bonus received in the immediately preceding two years, plus an amount equal to 24 times the monthly amount the Company was paying on behalf of Messrs. Prague and Clark and 18 times the other NEOs and his or her eligible dependents with respect to the Company's group health insurance plans in which the NEO and his or her eligible dependents were participants as of the date of termination. The amount of these severance benefits shall be reduced by the amount of severance pay or pay in lieu of notice that the NEO receives from the Company under any applicable federal or state statute. In addition, all stock options, shares of restricted stock (other than performance related restricted stock), and other time-based equity awards granted by the Company and held by the NEO shall accelerate and be fully vested.

In the event of an NEO's death, his estate will receive an amount equal to his target cash incentive bonus for the fiscal year in which such termination occurs (or, if greater, the bonus amount determined based on the applicable factors and actual performance for such fiscal year). In addition, all stock options, shares of restricted stock (other than performance-related restricted stock), and other time-based equity awards granted by the Company and held by the NEO at the time of his death shall accelerate and be fully vested.

If an NEO's employment terminates due to "permanent disability" (as defined in the Employment Arrangements), he will be entitled to receive (i) an amount equal to his target cash incentive bonus for the fiscal year in which such termination occurs (or, if reasonably ascertainable and greater, the bonus amount determined based on the applicable factors and actual performance for such fiscal year), prorated based on the number of days of employment completed during that fiscal year, plus (ii) a lump sum amount equal to 24 times the monthly amount the Company was paying on behalf of the NEO and his eligible dependents with respect to the Company's group health insurance plans in which the NEO and his eligible dependents were participants as of the date of termination. In addition, all stock options, shares of restricted stock (other than performance-related restricted stock), and other time-based equity awards granted by the Company and held by the NEO at the time of his permanent disability shall accelerate and be fully vested.

## Estimated Payments and Benefits

The table below reflects the potential payments and benefits to which Messrs. Miller, Clark, Hill, Doran and Prague would be entitled pursuant to their respective employment agreements if such executive officer's employment was terminated effective as of December 31, 2020. There are no agreements, arrangements or plans that entitle executive officers to severance, perquisites, or other enhanced benefits in connection with the termination of their employment other than the employment agreements and executive employment plan.

Name	Benefit	Voluntary Resignation/ Termination for Cause (\$)	Involuntary Termination Prior to the 120 days before, or More Than 24 Months after, a Change in Control (\$)	Termination Due to Death or Disability (\$)	Involuntary Termination In the 120 days prior to or within 24 Months After a Change in Control (\$)
Jeffrey Miller	Severance <sup>(1)</sup>	0	1,243,036	500,000	1,738,036
	Option Acceleration <sup>(2)</sup>	0	0	0	0
	Restricted Stock Acceleration <sup>(3)</sup>	0	0	423,089	423,089
	Benefit Continuation <sup>(4)</sup>	0	43,705	43,705	43,705
	Total Value	0	1,286,741	966,794	2,204,830
David Clark	Severance <sup>(1)</sup>	0	746,185	273,542	941,573
	Option Acceleration <sup>(2)</sup>	0	0	0	0
	Restricted Stock Acceleration <sup>(3)</sup>	0	0	515,402	515,402
	Benefit Continuation <sup>(4)</sup>	0	51,772	51,772	51,772
	Total Value	0	797,957	840,716	1,508,747
Christopher Hill	Severance <sup>(1)</sup>	0	723,706	350,000	898,706
	Option Acceleration <sup>(2)</sup>	0	0	0	0
	Restricted Stock Acceleration <sup>(3)</sup>	0	0	106,525	105,525
	Benefit Continuation <sup>(5)</sup>	0	15,588	31,175	23,367
	Total Value	0	739,294	487,700	1,028,598
Ronald Prague	Severance <sup>(1)</sup>	0	691,068	210,120	866,168
	Option Acceleration <sup>(2)</sup>	0	0	0	0
	Restricted Stock Acceleration <sup>(3)</sup>	0	0	138,995	138,995
	Benefit Continuation <sup>(5)</sup>	0	51,772	51,772	51,772
	Total Value	0	742,840	400,857	1,067,905
Patrick Doran	Severance <sup>(1)</sup>	0	686,337	250,187	864,932
	Option Acceleration <sup>(2)</sup>	0	0	0	0
	Restricted Stock Acceleration <sup>(3)</sup>	0	0	211,669	211,669
	Benefit Continuation <sup>(6)</sup>	0	23,474	46,948	35,211
	Total Value	0	708,701	508,804	1,111,812

- (1) For purposes of valuing cash severance payments in the table above, we used each NEO's base salary as of December 31, 2020. For purposes of calculating cash severance payments in the table above in the event of an involuntary termination (whether prior to, within 24 months following, or more than 24 months following, a change in control), we used each NEO's average annual bonuses for 2019 and 2020 and, for purposes of calculating cash severance payments in the table above in the event of a termination due to permanent disability, we used the NEO's target bonus as of December 31, 2020.

- (2) The value of option acceleration shown in the table above was calculated based on the assumption that the triggering event occurred on December 31, 2020. The value of the vesting acceleration was calculated by multiplying the number of unvested shares subject to each option by the excess of the closing price of our Common Stock on December 31, 2020, the last trading day of the year, over the exercise price of the option.
- (3) The value of restricted stock acceleration shown in the table above was calculated based on the assumption that the triggering event occurred on December 31, 2020. The value of the vesting acceleration was calculated by multiplying the number of unvested shares subject to each restricted stock grant by the closing price of our Common Stock on December 31, 2020, the last trading day of the year.
- (4) Amounts reflect 24x the current monthly costs to us of the individual's health and welfare benefits per year for Termination without change in control, Death or Disability or Termination due to change in control.
- (5) Amounts reflect 12x the current monthly costs to us of the individual's health and welfare benefits per year for Involuntary Termination without change in control; 24x the current costs to us of the individual's health and welfare benefits per year for Death or Disability; 18x the current costs to us of the individual's health and welfare benefits per year for Termination due to change in control.
- (6) Receives 12 months of accelerated vesting for options and awards resulting from involuntary termination without change in control.

The following table describes the actual payment and benefits provided to Ms. Clark upon the termination without cause of her employment with our Company on May 1, 2020. Mr. Lurie did not receive any payments upon his resignation.

Name	Benefit	Voluntary Resignation/ Termination without Cause
Mary Clark	Severance	\$849,188
	Benefit Continuation	\$ 11,937
	Total Value	\$861,125

### Pay Ratio Disclosure

As required by the Dodd-Frank Act and applicable SEC rules, we are providing the following information about the relationship of the annual total compensation of our employees and the annual total compensation of Jeffrey Miller our Chief Executive Officer:

For our fiscal year ended December 31, 2020:

- The median of the annual total compensation of all employees (other than our CEO) was \$68,544; and
- The annual total compensation of our CEO, as reported in the 2020 Summary Compensation Table included elsewhere in this Proxy Statement, was \$1,501,757.

Based on this information the ratio of the annual total compensation of our CEO to the median of the annual total compensation of our employees was 22 to 1.

The above ratio is appropriately viewed as an estimate. To identify the median of the annual compensation of our employees, we reviewed the current base salary and the bonus and long-term incentive compensation targets of our U.S. and non-U.S. employees as of December 31, 2020. Out of our approximately 1,601 employees, approximately 751 of our employees are located in India. Once we identified our "median employee," using the methodology described above, we determined that

employee's annual total compensation in accordance with the requirements of Item 402(c)(2)(x) of Regulation S-K for purposes of calculating the required pay ratio.

### **Report of the Audit Committee<sup>(1)</sup>**

The Audit Committee of the Board consists of the three non-employee directors named below. The Board annually reviews the Nasdaq listing standards' definition of independence for audit committee members and has determined that each member of the Audit Committee meets that standard. The Board has also determined that each of Laurie Harris and Thomas J. Hopkins is an audit committee financial expert as described in applicable rules and regulations of the Securities and Exchange Commission.

The principal purpose of the Audit Committee is to assist the Board in its general oversight of the Company's accounting and financial reporting processes and audits of the Company's financial statements. The Audit Committee is responsible for selecting and engaging the Company's independent registered public accounting firm and approving the audit and non-audit services to be provided by the independent registered public accounting firm. The Audit Committee's function is more fully described in its charter, which the Board has adopted and which the Audit Committee reviews on an annual basis.

The Company's management is responsible for preparing the Company's financial statements and the Company's financial reporting process. Ernst & Young LLP, the Company's independent registered public accounting firm, is responsible for performing an independent audit of the Company's consolidated financial statements and expressing an opinion on the conformity of those financial statements with U.S. generally accepted accounting principles. The Audit Committee has reviewed and discussed with the Company's management the audited financial statements of the Company included in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2020 (the "**10-K**").

The Audit Committee has also reviewed and discussed with Ernst & Young LLP the audited financial statements in the 10-K. In addition, the Audit Committee discussed with Ernst & Young LLP those matters required to be discussed by the applicable requirements of the Public Company Accounting Oversight Board and the Securities and Exchange Commission. Statement on Auditing Standards No. 61, as amended or supplemented, entitled "Communications with Audit Committees." Additionally, Ernst & Young LLP provided to the Audit Committee the written disclosures and the letter required by the applicable requirements of the Public Company Accounting Oversight Board. The Audit Committee also discussed with Ernst & Young LLP its independence from the Company.

Based upon the review and discussions described above, the Audit Committee recommended to our Board of Directors that the audited financial statements be included in the 10-K for filing with the United States Securities and Exchange Commission.

Submitted by the following members of the Audit Committee:

Laurie Harris, Chair  
Kristin S. Rinne  
Thomas J. Hopkins

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- (1) The material in this report is not "soliciting material," is not deemed "filed" with the SEC and is not to be incorporated by reference in any filing of Synchronoss Technologies, Inc. under the Securities Act or the Exchange Act, whether made before or after the date hereof and irrespective of any general incorporation language in any such filing.

## Equity Security Ownership of Certain Beneficial Owners and Management

The following table sets forth certain information known to us regarding beneficial ownership of our Common Stock and Series A Convertible Participating Perpetual Preferred Stock (the “**Series A Preferred Stock**”) as of April 12, 2021 by:

- each person, or group of affiliated persons, who is known to us to own beneficially more than five percent (5%) of our Common Stock or Series A Preferred Stock;
- each of our named executive officers;
- each of our current directors; and
- all of our current directors and executive officers as a group.

The table below is based upon information supplied by executive officers, directors and principal stockholders and Schedule 13Gs and 13Ds filed with the SEC through April 12, 2021.

As of April 12, 2021, 44,174,731 shares of our Common Stock and 268,917 shares of our Series A Preferred Stock, respectively, were outstanding. As of April 12, 2021, each share of Series A Preferred Stock was convertible into 55.5556 shares of Common Stock, provided, however, if the holder thereof elects to effect a conversion of some or all of their shares of Series A Preferred Stock and the sum, without duplication, of (i) the aggregate number of shares of Common Stock issued to such holder upon such conversion and any shares of Common Stock previously issued to such holders upon conversion of Series A Preferred Stock and then held by such holders, plus (ii) the number of shares of Common Stock underlying shares of Series A Preferred Stock that would be held at such time by such holders (after giving effect to such conversion), would exceed the 19.9% of the issued and outstanding shares of our Common Stock (the “**Conversion Cap**”), then such holders would only be entitled to convert such number of shares as would result in the sum of clauses (i) and (ii) (after giving effect to such conversion) being equal to the Conversion Cap (after giving effect to any such limitation on conversion). The holders of shares of the Series A Preferred Stock shall be entitled to vote with the holders of shares of Common Stock (and any other class or series that may similarly be entitled to vote with the holders of Common Stock) on all matters submitted to a vote or to the consent of the stockholders of the Company (including the election of directors) as one class, subject to the Voting Limitation.

The amounts and percentages of our Common Stock and Series A Preferred Stock beneficially owned are reported on the basis of regulations of the SEC governing the determination of beneficial ownership of securities. The information does not necessarily indicate beneficial ownership for any other purposes. Under the SEC rules, a person is deemed to be a “beneficial owner” of a security if that person has or shares “voting power,” which includes the power to vote or direct the voting of such security, or “investment power,” which includes the power to dispose of or to direct the disposition of such security. A person is also deemed to be a beneficial owner of any securities of which that person has a right to acquire beneficial ownership within 60 days. Under these rules, more than one person may be deemed a beneficial owner of securities as to which such person has no economic interest. Except as otherwise set forth below, the street address of the beneficial owner is c/o Synchronoss Technologies, Inc., 200 Crossing Boulevard, Bridgewater, NJ 08807.

Name	Common Stock Beneficially Owned		Series A Preferred Stock Beneficially Owned		% of Total Voting Power (1)
	Shares	%	Shares	%	
Silver Private Holdings I, LLC (2) 601 Lexington Avenue, 59th Floor New York, NY 10022	10,974,745(3)	19.9%	268,917	100.0%	19.99%
JP Morgan Chase & Co. (4) 383 Madison Avenue New York, NY 10179	2,435,307	5.5%	—	—	4.4%
Blackrock, Inc. (5) 55 East 52 <sup>nd</sup> St. New York, NY 10055	3,209,129	7.3%			5.8%
David C. Shanks. (6) 3000 Altamesa Blvd., Suite 300 Fort Worth, TX 76133	3,730,400	8.4%			6.8%
James McCormick (7) 18 Baldwin Drive New Providence, NJ 07974	3,155,910	7.2%	—	—	5.8%
Directors, Current Executive Officers and Named Executive Officers					
Stephen G. Waldis (8)	475,723	1.1%	—	—	*
Jeffrey Miller (9)	377,027	*	—	—	*
David Clark (10)	327,015	*	—	—	*
Christopher Hill (11)	77,944	*	—	—	*
Ronald Prague (12)	156,270	*	—	—	*
Patrick Doran (13)	178,270	*	—	—	*
William J. Cadogan (14)	546,798	1.2%	—	—	*
Thomas J. Hopkins (15)	135,049	*	—	—	*
Kristin S. Rinne (16)	72,681	*	—	—	*
Frank Baker (17)	10,974,745(3)	19.9%	—	—	19.99%
Peter Berger (18)	10,974,745(3)	19.9%	—	—	19.99%
Robert Aquilina (19)	82,681	*	—	—	*
Mohan Gyani (20)	41,608	*	—	—	*
Laurie Harris (21)	31,608	*			*
<i>All current executive officers and directors as a group (14 persons) (22)</i>	13,577,045	30.7%	268,917	100%	24.0%

\* Less than 1%

- (1) As of the close of business on April 12, 2021, there were 44,174,731 shares of our Common Stock and 268,917 shares of our Series A Preferred Stock outstanding and entitled to vote at the Annual Meeting. Each share of Common Stock is entitled to one vote on each matter voted upon. Holders of shares of Series A Preferred Stock are entitled to vote with the holders of shares of Common Stock, and not as a separate class, on an as-converted basis. The shares of Series A Preferred Stock are convertible into an aggregate of 14,939,845 shares of Common Stock. However, due to the Voting Limitation, the Series A Preferred Stock are entitled to an aggregate of only 11,036,781 votes. As such, the total number of shares entitled to vote as of April 12, 2021 is 55,211,512. This column is intended to show total voting power and does not include shares underlying exercisable options or other securities.

- (2) Silver Private Holdings I, LLC (“Silver Holdings”) is controlled by its sole member, Silver Private Investments, LLC (“Silver Parent”). Silver Parent is controlled by its members, Siris Partners III, L.P. (“Siris Fund III”) and Siris Partners III Parallel, L.P. (“Siris Fund III Parallel”). Each of Siris Fund III and Siris Fund III Parallel is controlled by its general partner, Siris Partners GP III, L.P. (“Siris Fund III GP”). Siris Fund III GP is controlled by its general partner, Siris GP HoldCo III, LLC (“Siris Fund III GP HoldCo”). Siris Capital Group, LLC (“Siris Capital Group”) serves as investment manager to Siris Fund III and Siris Fund III Parallel pursuant to investment management agreements with each of them. Siris Capital Group is controlled by its managing member, Siris Group GP, LLC (“Siris Group GP”). Each of Siris Fund III GP HoldCo, and Siris Group GP is controlled by Frank Baker, Peter Berger and Jeffrey Hendren. Based on a Form 4 filed with the SEC on April 5, 2021.
- (3) Consists of shares of our Common Stock issuable upon conversion of the Series A Preferred Stock held by Silver Holdings, subject to the Conversion Cap. In the event that the Conversion Cap was no longer applicable, the shares of Series A Preferred Stock held by Silver Holdings would be convertible into an aggregate of 14,939,845 shares of Common Stock, which would represent beneficial ownership of approximately 25.3% of the outstanding Common Stock.
- (4) Based on a Schedule 13G/A filed with the SEC on January 19, 2021.
- (5) Based on a Schedule 13G filed with the SEC on February 1, 2021.
- (6) Includes (i) 2,303,400 shares of common stock held by Cellular World Corp. (“CWC”), (ii) 721,223 shares of common stock held by Psalm 25:10 Foundation (“PF”), (iii) 66,522 shares of common stock held by CC1 Partners, LLC (“CC1”), (iv) 264,500 shares of common stock held by D2 Alliances LLC (“D2”), (v) 174,400 shares of common stock held by Wireless Now L.P. (“WN”) and (vi) 200,400 shares of common stock held directly by David C. Shanks, Mr. Shanks is the President of CWC and PF, the Manager of CC1 and D2 and an authorized signatory of WN. As such, Mr. Shanks has shared voting and dispositive powers over the shares owned by those entities. Based on a Schedule 13G filed with the SEC on October 1, 2019.
- (7) Includes (i) 2,286,072 shares held directly by Mr. McCormick and (ii) 870,000 shares held by Vertek Corporation. Mr. McCormick is the Chief Executive Officer and sole stockholder of Vertek Corporation. Mr. McCormick exercises sole voting and dispositive power with respect to the shares held by Vertek Corporation.
- (8) Includes 25,274 shares of restricted common stock subject to the Company’s lapsing right of repurchase. Includes 29,720 shares subject to options exercisable within 60 days of April 12, 2021. Excludes 23,699 shares subject to options not exercisable within 60 days of April 12, 2021.
- (9) Includes 221,757 shares of restricted common stock subject to the Company’s lapsing right of repurchase. Includes 86,614 shares subject to options exercisable within 60 days of April 12, 2021. Excludes 315,307 shares subject to options not exercisable within 60 days of April 12, 2021.
- (10) Includes 20,952 shares of restricted common stock subject to the Company’s lapsing right of repurchase. Includes 146,605 shares subject to options exercisable within 60 days of April 12, 2021. Excludes 90,529 shares subject to options not exercisable within 60 days of April 12, 2021.
- (11) Includes 14,656 shares of restricted common stock subject to the Company’s lapsing right of repurchase. Includes 12,428 shares subject to options exercisable within 60 days of April 12, 2021. Excludes 55,573 shares subject to options not exercisable within 60 days of April 12, 2021.
- (12) Includes 7,384 shares of restricted common stock subject to the Company’s lapsing right of repurchase. Includes 40,953 shares subject to options exercisable within 60 days of April 12, 2021. Excludes 25,862 shares subject to options not exercisable within 60 days of April 12, 2021.



- (13) Includes 14,788 shares of restricted common stock subject to the Company's lapsing right of repurchase. Includes 117,499 shares subject to options exercisable within 60 days of April 12, 2021. Excludes 45,302 shares subject to options not exercisable within 60 days of April 12, 2021.
- (14) Includes 16,849 shares of restricted common stock subject to the Company's lapsing right of repurchase. Includes 82,260 shares subject to options exercisable within 60 days of April 12, 2021. Excludes 15,800 shares subject to options not exercisable within 60 days of April 12, 2021.
- (15) Includes 16,849 shares of restricted common stock subject to the Company's lapsing right of repurchase. Includes 82,260 shares subject to options exercisable within 60 days of April 12, 2021. Excludes 15,800 shares subject to options not exercisable within 60 days of April 12, 2021.
- (16) Includes 16,849 shares of restricted common stock subject to the Company's lapsing right of repurchase. Includes 39,813 shares subject to options exercisable within 60 days of April 12, 2021. Excludes 25,800 shares subject to options not exercisable within 60 days of April 12, 2021.
- (17) Includes securities beneficially owned by Silver Holdings as set forth in footnote 2 above, for which Mr. Baker may be deemed to share voting and investment power. Mr. Baker disclaims beneficial ownership of the securities held by Silver Holdings except to the extent of his pecuniary interest therein, if any. Includes 16,849 shares of restricted stock subject to the Company's lapsing right of repurchase. Includes 49,813 shares subject to options exercisable within 60 days of April 12, 2021. Excludes 15,800 shares subject to options not exercisable within 60 days of April 12, 2021.
- (18) Includes securities beneficially owned by Silver Holdings as set forth in footnote 2 above, for which Mr. Berger may be deemed to share voting and investment power. Mr. Berger disclaims beneficial ownership of the securities held by Silver Holdings except to the extent of his pecuniary interest therein, if any. Includes 16,849 shares of restricted stock subject to the Company's lapsing right of repurchase. Includes 49,813 shares subject to options exercisable within 60 days of April 12, 2021. Excludes 15,800 shares subject to options not exercisable within 60 days of April 12, 2021.
- (19) Includes 16,849 shares of restricted stock subject to the Company's lapsing right of repurchase. Includes 49,813 shares subject to options exercisable within 60 days of April 12, 2021. Excludes 15,800 shares subject to options not exercisable within 60 days of April 12, 2021.
- (20) Includes 11,786 shares of restricted common stock subject to the Company's lapsing right of repurchase. Includes 23,929 shares subject to options exercisable within 60 days of April 12, 2021. Excludes 17,857 shares subject to options not exercisable within 60 days of April 12, 2021.
- (21) Includes 11,786 shares of restricted common stock subject to the Company's lapsing right of repurchase. Includes 13,929 shares subject to options exercisable within 60 days of April 12, 2021. Excludes 27,857 shares subject to options not exercisable within 60 days of April 12, 2021.
- (22) Includes 429,457 shares of restricted common stock subject to the Company's lapsing right of repurchase. Includes 825,449 shares subject to options exercisable within 60 days of April 12, 2021. Excludes 391,479 shares subject to options not exercisable within 60 days of April 12, 2021.

### **Related Party Transactions**

Transactions, arrangements or relationships in which we were, are or will be a participant and the amount involved exceeds \$120,000, and in which any related person had, has or will have a direct or indirect material interest are subject to review, approval or ratification by our Board or a committee composed of members of our Board. Our Audit Committee has the principal responsibility for reviewing related person transactions pursuant to written policies and procedures adopted by our Board, subject to specified exceptions and other than those that involve compensation. In conformance with regulations of the SEC, these policies and procedures define related persons to include our executive officers, our directors and

nominees to become a director of our Company, any person who is known to us to be the beneficial owner of more than 5% of any class of our voting securities, any immediate family member of, or person sharing the household with, any of the foregoing persons, and any firm, corporation or other entity in which any of the foregoing persons is employed, is a general partner or in which such person has a 5% or greater beneficial ownership interest. In accordance with our policies and procedures, related person transactions shall be consummated or shall continue only if approved or ratified by our Audit Committee or the disinterested members of our Board and only if the terms of the transaction are determined to be in, or not to be inconsistent with, the best interests of our Company and our stockholders. The approval of our Compensation Committee is required to approve any transaction that involves compensation to our directors and executive officers. This approval process does not apply to any transaction that is available to all of our employees generally.

### *Siris Capital Group*

In accordance with the terms of that certain Securities Purchase Agreement, dated as of October 17, 2017 (the **“PIPE Purchase Agreement”**), between Synchronoss and Silver Holdings, an affiliate of Siris, on February 15, 2018, Synchronoss issued to Silver Holdings 185,000 shares of Synchronoss’ Series A Convertible Participating Perpetual Preferred Stock (the **“Series A Preferred Stock”**), par value \$0.0001 per share, with an initial liquidation preference of \$1,000 per share, in exchange for \$97.7 million in cash and the transfer from Silver Holdings to Synchronoss of the existing Shares or our Common Stock held by Siris (the **“Preferred Transaction”**). In connection with the issuance of the Series A Preferred Stock, Synchronoss (i) filed a Certificate of Designation with the State of Delaware setting forth the rights, preferences, privileges, qualifications, restrictions and limitations of the Series A Preferred Stock (the **“Series A Certificate”**) and (ii) entered into an Investor Rights Agreement with Silver Holdings setting forth certain registration, governance and preemptive rights of Silver Holdings with respect to Synchronoss (the **“Investor Rights Agreement”**). Pursuant to the PIPE Purchase Agreement, at the closing, Synchronoss paid to Siris \$5 million as a reimbursement of Silver Holdings’ reasonable costs and expenses incurred in connection with the Preferred Transaction.

### *Certificate of Designation of the Series A Preferred Stock*

The rights, preferences, privileges, qualifications, restrictions and limitations of the shares of Series A Preferred Stock are set forth in the Series A Certificate. Under the Series A Certificate, the holders of the Series A Preferred Stock are entitled to receive, on each share of Series A Preferred Stock on a quarterly basis, an amount equal to the dividend rate of 14.5% divided by four and multiplied by the then-applicable Liquidation Preference (as defined in the Series A Certificate) per share of Series A Preferred Stock (collectively, the **“Preferred Dividends”**). The Preferred Dividends are due on January 1, April 1, July 1 and October 1 of each year (each, a **“Series A Dividend Payment Date”**). Synchronoss may choose to pay the Preferred Dividends in cash or in additional shares of Series A Preferred Stock. In the event Synchronoss does not declare and pay a dividend in-kind or in cash on any Series A Dividend Payment Date, the unpaid amount of the Preferred Dividend will be added to the Liquidation Preference. In addition, the Series A Preferred Stock participates in dividends declared and paid on shares of Common Stock.

Each share of Series A Preferred Stock is convertible, at the option of the holder, into the number of shares of Common Stock equal to the **“Conversion Price”** (as that term is defined in the Series A Certificate) multiplied by the then applicable **“Conversion Rate”** (as that term is defined in the Series A Certificate). Each share of Series A Preferred Stock was initially convertible into 55.5556 shares of Common Stock, representing an initial **“conversion price”** of approximately \$18.00 per share of Common Stock. The

Conversion Rate is subject to equitable proportionate adjustment in the event of stock splits, recapitalizations and other events set forth in the Series A Certificate.

On and after the fifth anniversary of February 15, 2018, holders of shares of Series A Preferred Stock have the right to cause Synchronoss to redeem each share of Series A Preferred Stock for cash in an amount equal to the sum of the current liquidation preference and any accrued dividends. Each share of Series A Preferred Stock is also redeemable at the option of the holder upon the occurrence of a "Fundamental Change" (as that term is defined in the Series A Certificate) at a specified premium. In addition, the Company is also permitted to redeem all outstanding shares of the Series A Preferred Stock (i) at any time within the first 30 months of the date of issuance for the sum of the then-applicable Liquidation Preference, accrued but unpaid dividends and a make whole amount and (ii) at any time following the 30-month anniversary of the date of issuance for the sum of the then-applicable Liquidation Preference and the accrued but unpaid dividends.

The holders of a majority of the Series A Preferred Stock, voting separately as a class, are entitled at each annual meeting of the stockholders of the Company or at any special meeting called for the purpose of electing directors (or by written consent signed by the holders of a majority of the then-outstanding shares of Series A Preferred Stock in lieu of such a meeting): (i) to nominate and elect two members of the Board of Directors of Synchronoss for so long as the Preferred Percentage (as defined in the Series A Certificate) is equal to or greater than 10%; and (ii) to nominate and elect one member of the Board of Directors of Synchronoss for so long as the Preferred Percentage is equal to or greater than 5% but less than 10%.

For so long as the holders of shares of Series A Preferred Stock have the right to nominate at least one director, Synchronoss shall be required to obtain the prior approval of Silver Holdings prior to taking certain actions, including: (i) certain dividends, repayments and redemptions; (ii) any amendment to Synchronoss' certificate of incorporation that adversely effects the rights, preferences, privileges or voting powers of the Series A Preferred Stock; (iii) issuances of stock ranking senior or equivalent to shares of Series A Preferred Stock (including additional shares of Series A Preferred Stock) in the priority of payment of dividends or in the distribution of assets upon any liquidation, dissolution or winding up of Synchronoss; (iv) changes in the size of the Board of Directors of Synchronoss; (v) any amendment, alteration, modification or repeal of the charter of the Nominating and Corporate Governance Committee of the Board of Directors and related documents; and (vi) any change in the principal business of Synchronoss or the entry into any line of business outside of its existing lines of businesses. In addition, in the event that Synchronoss is in EBITDA Non-Compliance (as defined in the Series A Certificate) or the undertaking of certain actions would result in Synchronoss exceeding a specified pro forma leverage ratio, then the prior approval of Silver Holdings would be required to incur indebtedness (or alter any debt document) in excess of \$10 million, enter or consummate any transaction where the fair market value exceeds \$5 million individually or \$10 million in the aggregate in a fiscal year or authorize or commit to capital expenditures in excess of \$25 million in a fiscal year.

Each holder of Series A Preferred Stock has one vote per share on any matter on which holders of Series A Preferred Stock are entitled to vote separately as a class, whether at a meeting or by written consent. The holders of Series A Preferred Stock are permitted to take any action or consent to any action with respect to such rights without a meeting by delivering a consent in writing or electronic transmission of the holders of the Series A Preferred Stock entitled to cast not less than the minimum number of votes that would be necessary to authorize, take or consent to such action at a meeting of stockholders. In addition to any vote (or action taken by written consent) of the holders of the shares of Series A Preferred Stock as a separate class provided for in the Series A Certificate or by the General Corporation Law of the State of Delaware,

the holders of shares of the Series A Preferred Stock are entitled to vote with the holders of shares of Common Stock (and any other class or series that may similarly be entitled to vote on an as-converted basis with the holders of Common Stock) on all matters submitted to a vote or to the consent of the stockholders of the Company (including the election of directors) as one class.

Under the Series A Certificate, if Silver Holdings and certain of its affiliates have elected to effect a conversion of some or all of their shares of Series A Preferred Stock and if the sum, without duplication, of (i) the aggregate number of shares of Common Stock issued to such holders upon such conversion and any shares of Common Stock previously issued to such holders upon conversion of Series A Preferred Stock and then held by such holders, plus (ii) the number of shares of Common Stock underlying shares of Series A Preferred Stock that would be held at such time by such holders (after giving effect to such conversion), would exceed the 19.9% of the issued and outstanding shares of Synchronoss' voting stock on an as converted basis (the "**Conversion Cap**"), then such holders would only be entitled to convert such number of shares as would result in the sum of clauses (i) and (ii) (after giving effect to such conversion) being equal to the Conversion Cap (after giving effect to any such limitation on conversion). Any shares of Series A Preferred Stock which a holder has elected to convert but which, by reason of the previous sentence, are not so converted, will be treated as if the holder had not made such election to convert and such shares of Series A Preferred Stock will remain outstanding. Also, under the Series A Certificate, if the sum, without duplication, of (i) the aggregate voting power of the shares previously issued to Silver Holdings and certain of its affiliates held by such holders at the record date, plus (ii) the aggregate voting power of the shares of Series A Preferred Stock held by such holders as of such record date, would exceed 19.99% of the total voting power of Synchronoss' outstanding voting stock at such record date, then, with respect to such shares, Silver Holdings and certain of its affiliates are only entitled to cast a number of votes equal to the Voting Limitation. The limitation on conversion and voting ceases to apply upon receipt of the requisite approval of holders of Common Stock under the applicable listing standards.

### ***Investor Rights Agreement***

Concurrently with the closing of the Preferred Transaction, Synchronoss and Silver Holdings entered into the Investor Rights Agreement. Under the terms of the Investor Rights Agreement, Silver Holdings and Synchronoss have agreed that the Board of Directors of Synchronoss will consist of ten members. So long as the holders of Series A Preferred have the right to nominate a member to the Board of Directors pursuant to the Series A Certificate, the full Board of Directors of Synchronoss will be constituted as follows: (i) two Series A Preferred Directors (as defined in the Investor Rights Agreement); (ii) four directors who meet the independence criteria set forth in the applicable listing standards (each of whom will be initially agreed upon by Synchronoss and Silver Holdings); and (iii) four other directors, two of whom shall satisfy the independence criteria of the applicable listing standards and, as of the closing of the Preferred Transaction, one of whom shall be the individual then serving as chief executive officer of Synchronoss and one of whom shall be the current chairman of the Board of Directors of Synchronoss as of the date of execution of the Investors Rights Agreement. So long as the holders of Series A Preferred have the right to nominate at least one director to the Board of Directors of Synchronoss pursuant to the Series A Certificate, Silver Holdings will have the right to designate two members of the Nominating and Corporate Governance Committee of the Board of Directors. Pursuant to the terms of the Investor Rights Agreement, neither Silver Holdings nor its affiliates may transfer any shares of Series A Preferred Stock subject to certain exceptions (including transfers to affiliates that agree to be bound by the terms of the Investor Rights Agreement).

For so long as Silver Holdings has the right to appoint a director to the Board of Directors of Synchronoss, without the prior approval by a majority of directors voting who are not appointed by the holders of shares of Series A Preferred Stock, neither Silver Holdings nor its affiliates will directly or indirectly purchase or acquire any debt or equity securities of Synchronoss (including equity-linked derivative securities) if such purchase or acquisition would result in Silver Holdings' Standstill Percentage (as defined in the Investors Rights Agreement) being in excess of 30%. However, the foregoing standstill restrictions would not prohibit the receipt of shares of Series A Preferred issued as Preferred Dividends pursuant to the Series A Certificate, shares of Common Stock received upon conversion of shares of Series A Preferred Stock or receipt of any shares of Series A Preferred Stock, Common Stock or other securities of the Company otherwise paid as dividends or as an increase of the Liquidation Preference (as defined in the Series A Certificate) or distributions thereon. Silver Holdings will also have preemptive rights with respect to issuances of securities of Synchronoss in order to maintain its ownership percentage.

Under the terms of the Investor Rights Agreement, Silver Holdings is entitled to (i) three demand registrations, with no more than two demand registrations in any single calendar year and provided that each demand registration must include at least 10% of the shares of Common Stock held by Silver Holdings, including shares of Common Stock issuable upon conversion of shares of Series A Preferred Stock and (ii) unlimited piggyback registration rights with respect to primary issuances and all other issuances.

The issuance and sale of the Series A Preferred Stock to Silver Holdings pursuant to the PIPE Purchase Agreement was exempt from registration under the Securities Act, pursuant to Section 4(a)(2) of the Securities Act. In the PIPE Purchase Agreement, Silver Holdings represented to Synchronoss that it is an "accredited investor" as defined in Rule 501 of the Securities Act and that the shares of Series A Preferred Stock are being acquired for investment purposes and not with a view to, or for sale in connection with, any distribution thereof, and appropriate legends will be affixed to any certificates evidencing the shares of Series A Preferred Stock or any Common Stock issued upon conversion thereof.

#### ***Advisory Services Agreement***

The Company and Siris entered into an Advisory Services Agreement dated as of May 18, 2020 under which Siris may provide consulting and advisory services to the Company on operational, business, financial and strategic matters. Under the agreement, the Company agreed to pay Siris a fee of \$110,000 per month for calendar year 2021, which fee increases by \$10,000 a month in each successive calendar year during the term of the agreement. No payment of the fee is required until February 1, 2022 and the Company does not currently intend to pay any portion of the fee until this date. On February 1 of each calendar year commencing on February 1, 2022, the Company shall pay Siris 20% of the aggregate annual amount of the fees with respect to the prior calendar year that were not previously paid. In addition, no later than 30 days following the date on which Silver and its affiliates, including Siris, collectively hold no shares of Series A Preferred Stock, the Company shall pay all fees with respect to the period from January 1, 2021 through the termination date of the agreement not previously paid. The Company shall also reimburse Siris for any pre-approved out-of-pocket expenses in connection with providing services under the agreement.

Other than as described above, since January 1, 2020, there were no other transaction or series of similar transactions to which we were or are a party in which the amount involved exceeded or exceeds \$120,000 and in which any of our directors, current executive officers, holders of more than 5% of any class of our voting securities, or any member of the immediate family of any of the foregoing persons, had or will have a direct or indirect material interest, other than compensation arrangements, which are described where required under "Executive Compensation" and "Director Compensation" above.

### ***Other Matters***

Our Board does not intend to bring any other business before the meeting, and so far as is known to the Board, no matters are to be brought before the meeting except as specified in the notice of the meeting. In addition to the scheduled items of business, the meeting may consider stockholder proposals that are timely and comply with the provisions of our amended and restated bylaws (including proposals omitted from the Proxy Statement and form of Proxy pursuant to the proxy rules of the SEC) and matters relating to the conduct of the meeting. As to any other business that may properly come before the meeting, it is intended that proxies will be voted in respect thereof in accordance with the judgment of the persons voting such proxies.



## PROPOSAL 1 ELECTION OF DIRECTORS

Our Board currently consists of ten directors divided into three classes with staggered three-year terms, except for the two Series A Directors who are elected annually. Your proxy cannot be voted for a greater number of persons than the number of nominees named in this proxy statement. Each director nominated for election to our Board this year, his or her age as of April 12, 2021, the position and office held with us and certain biographical information are set forth below. The two directors to be elected will hold office until the 2024 Annual Meeting of Stockholders and until his successor is elected, or until his death, resignation or removal. It is our policy to encourage nominees for director to attend the Annual Meeting. Each of our directors attended our 2020 Annual Meeting of Stockholders.

Our directors are elected by a plurality of the votes cast at the Annual Meeting, meaning that the two nominees receiving the most “For” votes (among votes properly cast at the Annual Meeting or by proxy) will be elected. An instruction to “Withhold” authority to vote for a nominee will result in the nominee receiving fewer votes but will not count as a vote against the nominee. Abstentions and “broker non-votes” (i.e., shares held by a broker or nominee that are represented at the meeting, but with respect to which the broker or nominee is not instructed to vote on a particular proposal and does not have discretionary voting power) will have no effect on the outcome of the election of a candidate for director. Shares represented by executed proxies will be voted, if authority to do so is not withheld, for the election of the nominee named below. If any nominee becomes unavailable for election as a result of an unexpected occurrence, your shares will be voted for the election of a substitute nominee proposed by our current Board, if any. Each nominee for election has agreed to serve if elected. We have no reason to believe that any nominee will be unable to serve.

### BOARD OF DIRECTOR COMPOSITION

The following table includes the name, age, position, class and term expiration year for each of our directors and is current as of the date of this Proxy Statement. Information about the number of shares of common stock beneficially owned by each director, whether held directly or indirectly, as of April 12, 2021, appears above under the heading “*Equity Security Ownership of Certain Beneficial Owners and Management.*”

Name	Age	Position	Class	Term Expiration Year
Stephen G. Waldis	53	Executive Chairman of the Board	Class III	2021
William J. Cadogan	72	Director	Class III	2021
Thomas J. Hopkins	64	Director	Class II	2023
Robert Aquilina	65	Director	Class II	2023
Kristin S. Rinne	66	Director	Class II	2023
Laurie Harris	62	Director	Class I	2022
Jeffrey Miller	57	President, CEO and Director	Class I	2022
Mohan Gyani	69	Director	Class I	2022
Frank Baker	48	Director	Series A	2021*
Peter Berger	70	Director	Series A	2021*

\* The Company expects that at or prior to the Annual Meeting the holders of the Series A Preferred Stock will act by written consent to re-elect Messrs. Baker and Berger as the Series A Directors.



## DIRECTOR QUALIFICATIONS

The following paragraphs provide information as of the date of this Proxy Statement about each member of our Board, including the nominees. In addition to the information presented below regarding each director's experience and qualifications that lead our Board to the conclusion that he or she should serve as a director of our Company in light of our business and structure, we also believe that all of our directors have a reputation for integrity and adherence to high ethical standards. Each of our directors has demonstrated business acumen and an ability to exercise sound judgment, as well as a commitment to our Company and our Board.

## DIRECTOR NOMINEES

The Board of Directors recommends that stockholders vote **"FOR"** the two nominees listed below:



**Founder and Former Chief Executive Officer**

**Executive Chairman of the Board**

**Director Since: 2000**

**Synchronoss Committee:**

- **Business Development**

### Stephen G. Waldis

**Stephen G. Waldis** has served as our Executive Chairman since January 2017, having served as Chairman of the Board of Directors since 2001, Chief Executive Officer from 2000 until January 2017 and as a director since founding Synchronoss in 2000. From 2000 until 2011, Mr. Waldis also served as President. From 1994 to 2000, Mr. Waldis served as Chief Operating Officer at Vertek Corporation, a privately held professional services company serving the telecommunications industry. From 1992 to 1994, Mr. Waldis served as Vice President of Sales and Marketing of Logical Design Solutions, a provider of telecom and interactive solutions. From 1989 to 1992, Mr. Waldis worked in various technical and product management roles at AT&T. Mr. Waldis received a Bachelor of Arts degree in corporate communications from Seton Hall University. Our Board believes Mr. Waldis' qualifications to sit on our Board include his extensive experience in the software and services industry and previously serving as our Chief Executive Officer and one of our founders.



**Director Since: 2005**

**Synchronoss Committees:**

- **Business Development**
- **Compensation (Chair)**
- **Nominating/Corporate Governance (Chair)**

#### **William J. Cadogan**

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**William J. Cadogan** served as a Senior Managing Director with Vesbridge Partners, LLC, formerly St. Paul Venture Capital, a venture capital firm from 2001 until 2006. Mr. Cadogan served as Chief Executive Officer and Chairman of the board of directors of Mahi Networks, Inc., a leading supplier of multi-service optical transport and switching solutions, from November 2004 until its merger with Meriton Networks in October 2005. Prior to joining St. Paul Venture Capital in 2001, Mr. Cadogan was Chairman and Chief Executive Officer of ADC, Inc., a leading global supplier of telecommunications infrastructure products and services. Mr. Cadogan received a Bachelor of Arts degree in electrical engineering from Northeastern University and a master's in business administration from the Wharton School at the University of Pennsylvania. Our Board believes Mr. Cadogan's qualifications to sit on our Board include his experience as a CEO leading complex global organizations, combined with his operational and corporate governance expertise.

#### **Continuing Directors — Term Ending in 2022**



**Director Since: 2019**

**Synchronoss Committees:**

- **Business Development**
- **Compensation**

#### **Mohan Gyani**

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**Mohan Gyani** held several executive positions in the telecommunications industry including at AT&T Wireless from 2000 until he retired in 2003 as President and Chief Executive Officer of AT&T Wireless Mobility Services. Prior to AT&T, Mr. Gyani was Executive Vice President and CFO of AirTouch from 1994 to 1999. Mr. Gyani has served on numerous public and private company boards and is currently a member of the Board of Directors of Digital Turbine and MUFG Union Bank. Mr. Gyani received a bachelor's degree and master's in business administration from San Francisco State University. Our Board believes Mr. Gyani's qualifications to sit on our Board include his extensive experience in the telecom and wireless industries and in senior financial positions.



**Director Since: 2019**

**Synchronoss Committees:**

- **Audit (Chair)**

#### **Laurie Harris**

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**Laurie Harris** served as global engagement audit partner at PricewaterhouseCoopers LLP (PwC), a global and top-tier assurance, tax and advisory firm, for 25 years before retiring in 2018. Ms. Harris currently serves as a director of IWG, plc and on several private company boards. Ms. Harris received a bachelor of science degree in business administration from the University of Southern California and is a licensed CPA in New York, New Jersey, California and Massachusetts. Our Board believes Ms. Harris' qualifications to sit on our Board include her extensive financial experience and her more than three decades of experience advising large public companies, private equity backed entities and Fortune 100 organizations.

#### **Continuing Directors — Term Ending in 2023**



**Director Since: 2004**

**Synchronoss Committees:**

**Audit**

**Business Development  
(Chair)**

**Compensation**

**Nominating/Corporate  
Governance**

#### **Thomas J. Hopkins**

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**Thomas J. Hopkins** is a Managing Director of Colchester Capital, LLC, an investment firm. Prior to Colchester Capital, Mr. Hopkins was involved in investment banking, principally at Deutsche Bank (and its predecessor Alex, Brown & Sons), Goldman, Sachs & Co. and Bear Stearns. He began his investment banking career at Drexel Burnham Lambert. Prior to investment banking, Mr. Hopkins was a lawyer for several years. Mr. Hopkins received a Bachelor of Arts degree from Dartmouth College, a juris doctorate from Villanova University School of Law and a master's in business administration from the Wharton School at the University of Pennsylvania. Our Board believes Mr. Hopkins' qualifications to sit on our Board include his extensive financial expertise and his years of experience providing strategic advisory services to complex organizations.



**Director Since: 2018**

#### **Robert Aquilina**

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**Robert Aquilina** has been an Executive Partner (a senior advisory role) for Siris Capital Group since 2011. Prior to Siris Capital Group, Mr. Aquilina was an executive of AT&T, Inc. for 22 years, with his last position being Co-President of AT&T Consumer Services and a member of the Chairman's Operating Group. Previously within AT&T, Mr. Aquilina held a variety of senior positions including President of Europe, Middle East & Africa; Vice Chairman of AT&T Unisource; Vice Chairman of World Partners; and General Manager of Global Data Services. Mr. Aquilina has an M.B.A. from University of Chicago and received a degree in Engineering from The Cooper Union for the Advancement of Science and Art. Our Board believes Mr. Aquilina's qualifications to sit on our Board include his extensive business experience and his years of experience providing strategic advisory services to complex organizations.



**Director Since: 2018**

**Synchronoss Committees:**

**Audit**

**Business Development**

#### **Kristin S. Rinne**

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**Kristin S. Rinne** held various senior positions at ATT, including heading the company's networks technologies organization, until she retired in 2014. Ms. Rinne brought early leadership in deploying GSM technology in the United States, setting the stage for the success of the 3GPP family of technologies. Ms. Rinne formerly held the positions of vice president of technology strategy for SBC Wireless and managing director of operations at Southwestern Bell Mobile Services. Her contributions to the industry also include serving as chairperson of the Board of Governors at 3G Americas, LLC, and the Alliance for Telecommunications Industry Solutions (ATIS). Ms. Rinne is a "Women in Technology Hall-of-Famer", as well as a member of the "Wireless Hall of Fame," and was named among Fierce Wireless' "Top 10 Most Influential Women in Wireless" list from 2011 through 2014. Ms. Rinne holds a bachelor's degree from Washburn University. Our Board believes Ms. Rinne's qualifications to sit on our Board include her extensive experience in the telecommunications industry.

## Series A Directors



**Director Since: 2018**

**Synchronoss Committees:**

- **Business Development**
- **Nominating/Corporate Governance**

### **Frank Baker**

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**Frank Baker** joined our Board in February 2018 as part of the Siris Series A Preferred Stock transaction. Mr. Baker is a Managing Partner of Siris Capital Group, which he co-founded in 2011 and is a board member of all Siris Capital Group's portfolio companies. Mr. Baker has an M.B.A. from Harvard Business School and a degree in Economics from the University of Chicago. Mr. Baker also serves as a trustee of the University of Chicago. Our Board believes Mr. Baker's qualifications to sit on our Board include his extensive financial expertise and his years of experience providing strategic advisory services to complex organizations.



**Director Since: 2018**

**Synchronoss Committees:**

- **Audit (Observer)**
- **Nominating/Corporate Governance**

### **Peter Berger**

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**Peter Berger** joined our Board in February 2018 as part of the Siris Series A Preferred Stock transaction. Mr. Berger is a Managing Partner of Siris Capital Group, which he co-founded in 2011 and is a board member of all Siris Capital Group's portfolio companies. Mr. Berger has an M.B.A. from Columbia University Graduate School of Business and received a degree in Math and Accounting from Boston University. Our Board believes Mr. Berger's qualifications to sit on our Board include his extensive financial expertise and his years of experience providing strategic advisory services to complex organizations.

**PROPOSAL 2**  
**RATIFICATION OF THE APPOINTMENT OF**  
**INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

The Audit Committee of our Board has appointed Ernst & Young LLP, independent registered public accounting firm, as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2021 and has further directed that management submit the appointment of the independent registered public accounting firm for ratification by the stockholders at the Annual Meeting. Ernst & Young LLP has audited the Company's financial statements since its formation in 2000. Representatives of Ernst & Young LLP are expected to be present at the Annual Meeting. They will have an opportunity to make a statement if they so desire and will be available to respond to appropriate questions.

Neither the Company's amended and restated by-laws nor other governing documents or law require stockholder ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm. However, the Board is submitting the appointment of Ernst & Young LLP to the stockholders for ratification as a matter of good corporate practice. If the stockholders fail to ratify the appointment, the Audit Committee of the Board will reconsider whether or not to retain that firm. Even if the selection is ratified, the Audit Committee of the Board in its discretion may direct the appointment of different independent registered public accounting firm at any time during the year if it determines that such a change would be in the best interests of the Company and its stockholders.

To ratify the selection by the Audit Committee of Ernst & Young LLP, as the independent registered public accounting firm of the Company for its fiscal year ended December 31, 2021, the Company must receive a "For" vote from the majority of all the outstanding shares that are present at the Annual Meeting or represented by proxy and cast either affirmatively or negatively at the Annual Meeting. Abstentions and broker non-votes will not be counted "For" or "Against" the proposal and will have no effect on the proposal. Because this proposal is a non-routine matter, a broker or other nominee may generally vote and therefore no broker non-votes are expected to exist in connection with this proposal.

**INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM'S FEES**

The following table represents aggregate fees billed to the Company for fiscal years ended December 31, 2020 and December 31, 2019 by Ernst & Young LLP, the Company's principal accountant. All services described below for 2019 and 2020 were approved by the Audit Committee.

	Fiscal Year Ended	
	2020	2019
	(In thousands)	
<b>Audit Fees<sup>(1)</sup></b>	\$2,882	\$3,589
<b>Audit Related<sup>(2)</sup></b>	258	65
<b>Tax Services</b>	\$ —	—
<b>Other</b>	\$ 7	\$ 7
<b>Total Fees</b>	\$3,147	\$3,661

- (1) For professional services rendered for the audits of annual financial statements, including the audit of annual financial statements and internal control over financial reporting for the years ended December 31, 2020 and

2019. The audit fees also include the review of quarterly financial statements included in the Company's quarterly reports on Form 10-Q, statutory audits of foreign subsidiaries and other regulatory filings or similar engagements.

(2) The audit related fees relate to SOC-2 readiness.

#### **PRE-APPROVAL POLICIES AND PROCEDURES**

The Audit Committee's policy, subject to certain permitted exceptions for certain de minimis services, is to pre-approve all audit and permissible non-audit services rendered by Ernst & Young LLP, our independent registered public accounting firm. The Audit Committee can pre-approve specified services in defined categories of audit services, audit-related services and tax services up to specified amounts, as part of the Audit Committee's approval of the scope of the engagement of Ernst & Young LLP or on an individual case-by-case basis before Ernst & Young LLP is engaged to provide a service. The Audit Committee has determined that the rendering of the services other than audit services by Ernst & Young LLP is compatible with maintaining the principal accountant's independence. The independent registered public accounting firm and management are required to meet with the audit committee to review and discuss our annual and quarterly financial statements and related disclosures, as well as our critical accounting policies and practices. Additionally, the audit committee is responsible for reviewing the audit plan with the independent registered public accounting firm and members of management responsible for preparing our consolidated financial statements. All of the services of Ernst & Young LLP for 2019 and 2020 described above were pre-approved by the audit committee.

#### **THE BOARD RECOMMENDS A VOTE "FOR" PROPOSAL 2**



### **PROPOSAL 3**

#### **ADVISORY VOTE ON EXECUTIVE COMPENSATION**

As required by Section 14A of the Securities Exchange Act of 1934, as amended, we are requesting our stockholders to vote, on an advisory basis, on the compensation of our NEOs as described in the “Compensation of Executive Officers” section of this Proxy Statement. This proposal, commonly known as a “say-on-pay” proposal, gives our stockholders the opportunity to express their views on the compensation of our NEOs.

#### **Compensation Program and Philosophy**

Our executive compensation philosophy and programs are designed to attract, retain and motivate high-quality executives who possess the diverse skills and talents required to help us achieve our short and long-term financial and strategic goals. We believe that our executive compensation programs foster a performance-oriented culture that aligns our executives’ interests with those of our stockholders over the long term. We believe that the compensation of our executives is both appropriate for and responsive to the goal of improving stockholder value. Specifically, we tie a significant portion of executive compensation to stockholder return in the form of at-risk or variable realizable compensation. The approval, on an advisory basis, of the compensation of the Company’s NEO’s requires a “For” vote from the majority of all of the outstanding shares that are present at the Annual Meeting or represented by proxy and cast affirmatively or negatively at the Annual Meeting. Abstentions and broker non-votes will not be counted “For” or “Against” this proposal and will have no effect on this proposal.

#### **Compensation Discussion and Analysis**

Stockholders are urged to read the “Compensation Discussion and Analysis” section of this Proxy Statement and the tables and narrative discussion that follow for detail about our executive compensation programs, including information about the fiscal year 2020 compensation of our NEOs.

#### **Recommendation**

For the above reasons, we are asking our stockholders to indicate their support for the compensation of our named executive officers as described in this Proxy Statement by voting in favor of the following resolution:

RESOLVED: That the stockholders approve, on an advisory non-binding basis, the compensation of the Company’s named executive officers as disclosed pursuant to the compensation disclosure rules of the Securities and Exchange Commission, including the Compensation Discussion and Analysis, related compensation tables, and the accompanying narrative disclosure set forth in the Proxy Statement relating to the Company’s 2021 Annual Meeting of Stockholders.

Even though this say-on-pay vote is advisory and therefore will not be binding, our Compensation Committee and our Board value the opinions of our stockholders. Accordingly, we expect to take into account the outcome of the vote when considering future executive compensation decisions.

#### **THE BOARD RECOMMENDS A VOTE “FOR” PROPOSAL 3**

## PROPOSAL 4

### APPROVAL OF AMENDMENT OF THE SYNCHRONOSS TECHNOLOGIES, INC. 2015 EQUITY INCENTIVE PLAN

Our Board of Directors unanimously recommends that stockholders approve the amendment of the Company's 2015 Equity Incentive Plan (the **"Existing Plan"**) to increase the maximum total number of shares of our Common Stock we may issue under the Existing Plan by 3,000,000 shares (the **"Amendment"**). Our Compensation Committee approved the amendment, subject to approval of the board of directors and the stockholders, and the board of directors approved the amendment, subject to approval of the stockholders. If our stockholders do not approve the amendment, the existing version of the Existing Plan will remain in effect and unchanged.

The Amendment provides for an increase of 3,000,000 shares of common stock available for issuance under the Existing Plan.

#### Background and Reason for the Proposal

We have approximately 1,600 employees and anticipate continued growth through 2021 and in the future. Equity awards are used as compensation vehicles by most, if not all, of the companies with which we compete for talent, and we believe that providing equity awards is critical to attract and retain key contributors. Accordingly, our Board has approved the Amendment to increase to the share reserve under the Existing Plan to ensure a sufficient number of shares will be available for recruiting and retention purposes. Should stockholder approval of this Proposal 4 not be obtained, no additional shares will be added to the share reserve under the Existing Plan. However, we will retain the ability to issue the shares of our Common Stock which were previously approved by stockholders for issuance under the Existing Plan.

The effect of the proposed share increase would be as follows:

#### Equity Compensation Plan Information

The following table provides information as of December 31, 2020 regarding shares of common stock that may be issued under the Company's equity compensation plans:

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options Warrants and Rights (a)	Weighted-Average Exercise Price of Outstanding Options Warrants and Rights (b)	Number of Securities for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a)) (c)
Equity compensation plans approved by security holders	3,761,671 <sup>(1)</sup>	\$9.81	1,461,091 <sup>(2)</sup>
Equity compensation plans not approved by security holders	290,535 <sup>(3)</sup>	\$6.26	417,707 <sup>(4)</sup>
TOTALS	4,052,206	\$9.55	1,878,798

(1) In addition, as of December 31, 2020, there were 1,223,491 shares of unvested restricted common stock, which are subject to the risk of forfeiture if the underlying time-based vesting conditions are not satisfied.

(2) Includes shares available for issuance under the 2015 Equity Incentive Plan.

- (3) In addition, as of December 31, 2020, there were 278,602 shares of unvested restricted common stock issued pursuant to the 2017 New Hire Incentive Plan.
- (4) Consists of shares available for issuance under the 2017 New Hire Incentive Plan.

#### **Additional Equity Compensation Plan Information**

The following is the Company's overhang information, which measures the number of shares of our Common Stock subject to equity-based awards outstanding but unexercised or unvested, as of March 31, 2021 for all of the Company's existing equity compensation plans, as well as certain other information relating to outstanding awards under the plans:

- Stock options outstanding: 4,031,653
- Weighted average exercise price of outstanding stock options: \$9.26
- Weighted average remaining contractual term of outstanding stock options: 4.99
- Full value stock awards outstanding (including 1,058,876 unvested restricted stock awards and 1,009,556 performance-based restricted stock units based on achieving the actual outcome, where known, or achieving the maximum potential outcome, where the performance period has not ended): 2,068,432
- Shares available for future grant of awards: 1,816,843
  - Shares available for future grant of awards under 2015 Equity Incentive Plan: 1,382,739
  - Shares available for future grant of awards under 2017 New Hire Incentive Plan: 434,104
- Total shares of Common Stock outstanding as of April 12, 2021: 44,174,731

#### **Description of Amended 2015 Equity Incentive Plan**

The principal terms and provisions of the 2015 Equity Incentive Plan, as amended and restated by the Amendment (together, the "**2015 Plan**"), including the proposed amendment, are summarized below. This summary is qualified in its entirety by reference to the complete text of the Existing Plan. Stockholders are encouraged to read the actual text of the 2015 Plan, which is appended to this proxy statement as filed with the SEC as Appendix A and may be accessed from the SEC's website at [www.sec.gov](http://www.sec.gov).

#### **Securities Subject to 2015 Plan.**

The number of shares of our Common Stock that may be issued pursuant to incentive stock options granted under the 2015 Plan shall not exceed 10,000,000. Stock options and stock appreciation rights ("SARs") granted under the 2015 Plan will reduce the 2015 Plan share reserve by one share for every share granted, and stock awards other than options and SARs granted under the 2015 Plan will reduce the 2015 Plan share reserve by 1.5 shares for every share granted.

To the extent that Options, SARs or stock units are forfeited or expire for any other reason before being exercised or settled in full, the shares of our Common Stock subject to such awards shall again become available for issuance under the 2015 Plan. If shares of our Common Stock issued upon the exercise of Options are reacquired by us pursuant to a forfeiture provision or repurchase right at no greater than their original exercise or purchase price (if any), then such Common Shares shall again become available for issuance under the 2015 Plan. Further, to the extent that an award is settled in cash rather than Common Shares, the cash settlement shall not reduce the number of Shares available for issuance under the 2015

Plan. Any Common Shares that again become available for issuance under the 2015 Plan shall be added back as (i) one share if such shares were subject to Options or SARs granted under the 2015 Plan and (ii) 1.5 shares if such shares were subject to awards other than an Option or SAR granted under the 2015 Plan.

Notwithstanding the foregoing, the following Common Shares shall not again become available for issuance under the 2015 Plan: (i) Common Shares subject to an award not delivered to a participant because the award is exercised through a reduction of shares (i.e., “net exercised”), (ii) if a SAR is settled in Common Shares, the number of shares subject to the SAR that are not delivered upon such settlement, (iii) Common Shares subject to an Award withheld to satisfy tax withholding obligations related to the Award or applied to pay the exercise price of an Option or SAR; (iv) Common Shares tendered (either through actual delivery or attestation) to pay the exercise price of an Option or SAR; or (v) Common Shares reacquired by us on the open market or otherwise using cash proceeds from the exercise of an option.

#### *Types of Awards*

The 2015 Plan provides for the grant of incentive stock options, nonstatutory stock options, restricted stock awards, stock unit awards and SARs (collectively, “stock awards”) and performance cash awards.

#### *Limitations*

No one person participating in the 2015 Plan may be granted during any one fiscal year of the Company options, SARs or restricted stock or stock unit awards covering more than 2,000,000 shares of our Common Stock in the aggregate. However, we may grant to a new employee awards covering a maximum of 3,000,000 shares in the fiscal year in which his or her service as an employee first begins. Further, no one person participating in the 2015 Plan may be paid during any one fiscal year of the Company more than \$2,500,000 in cash pursuant to performance cash awards. In addition, no non-employee director may be granted during any one fiscal year of the Company awards covering more than 150,000 shares of our Common Stock in the aggregate.

The 2015 Plan specifies that no individual may be granted more than 2,000,000 RSUs subject to performance-based vesting during any fiscal year of the Company. The 2015 Plan also provides that no one person may be granted more than 2,000,000 restricted shares subject to performance-based vesting during any fiscal year of the Company. However, these limits are increased, so that we may grant to a new employee 3,000,000 RSUs and/or 3,000,000 restricted shares subject to performance-based vesting in the fiscal year of the Company in which his or her service as an employee first begins. In addition, the maximum amount that may be paid to any individual pursuant to performance cash awards for each fiscal year in a performance period shall not exceed \$2,500,000.

The performance goals that may apply to RSUs, restricted stock awards and performance cash awards include:

- Earnings (before or after taxes)
- Earnings per share
- Earnings before interest, taxes and depreciation
- Earnings before interest, taxes, depreciation and amortization and as percentage of revenue
- Total stockholder return and/or value
- Return on equity or average stockholders' equity
- Return on assets, investment or capital employed
- Operating income and as percentage of revenue
- Gross margin
- Operating margin
- Net operating income
- Net operating income after tax
- Operating profits
- Profit returns and margins
- Market Share
- Return on operating revenue
- Expense or cost reduction
- Working capital
- Sales or revenue (in the aggregate or in specific growth areas)
- Economic value added (or an equivalent metric)
- Cash flow or cash balance
- Operating cash flow
- Cash flow per share
- Share price
- Debt reduction
- Customer satisfaction
- Stockholders' equity
- Net profits
- Contract awards or backlog
- Revenue excluding total advertising cost

Such performance goals also may be based solely by reference to the Company's performance or the performance of a subsidiary, division, business segment, business unit affiliate of the Company or of an individual, or based upon the relative performance of other companies or upon comparisons of any of the indicators of performance relative to other companies.

**Administration.** Our Compensation Committee, which is comprised of four independent members of our Board, will administer the 2015 Plan. The 2015 Plan may also be administered with respect to optionees and recipients of restricted stock who are not executive officers subject to the short-swing liability rules of the federal securities laws by our Board or a secondary committee comprised of one or more members of our Board of Directors. Our Compensation Committee (or our Board or secondary committee to the extent acting as plan administrator) has full authority (subject to the express provisions of the 2015 Plan) to determine the eligible individuals who are to receive awards under the 2015 Plan, the number of shares to be covered by each granted award, the date or dates on which an option or SAR is to become exercisable or other award is to vest, the maximum term for which an award is to remain outstanding, whether a granted option will be an incentive stock option that satisfies the requirements of Section 422 of the Code or a non-statutory option not intended to meet such requirements, and the other provisions of each award. Our Compensation Committee also has the discretionary authority to provide for accelerated vesting in connection with death, disability, retirement, involuntary termination, or in connection with a grantee's involuntary termination prior to or following a change in control of the Company. Our Compensation Committee has established a Key Employee Equity Awards Committee, with our Chief Executive Officer as its sole member, whose purpose is to approve stock option and restricted stock grants to our newly hired employees subject to guidelines previously approved by our Compensation Committee.

**Eligibility.** Employees (including officers), directors and consultants who render services to us or our subsidiary corporations (whether now existing or subsequently established) are eligible to receive awards

under the 2015 Plan. However, only non-employee directors are eligible to participate in the Annual Director Grant Program (see “Annual Director Grant Program” below). As of April 12, 2021, approximately 1,600 persons (including five executive officers, Mr. Miller, our Chief Executive Officer and a director, Mr. Waldis, our Executive Chairman, and eight non-employee directors) were eligible to participate in the 2015 Plan.

**No Repricings** Other than in connection with certain corporate transactions, including stock splits, stock dividends, mergers, spin-offs and certain other similar transactions, unless stockholder approval is obtained, neither the 2015 Plan administrator nor any other person may decrease the exercise price for any outstanding option or SAR after the date of grant nor cancel or allow an optionee to surrender an outstanding option or SAR to the Company as consideration for the grant of a new option or SAR with a lower exercise price or the grant of another type of award under this Plan (including a cash award), the effect of which is to reduce the exercise price of any outstanding option or SAR or take any other action with respect to an option or SAR that would be treated as a repricing under the rules and regulations of Nasdaq.

### **Summary of Types of Awards**

#### **Option Grants**

A stock option gives the optionee a right to purchase shares of our Common Stock at an exercise price that is determined at the time an option is granted. Stock options are granted pursuant to stock option agreements adopted by the plan administrator who determines the terms and conditions of options granted under the 2015 Plan, including whether they are incentive stock options (“**ISOs**”) or nonstatutory stock options (“**NSOs**”).

**Exercise Price.** The plan administrator determines the exercise price of options granted under the 2015 Plan, which may not be less than one hundred percent (100%) of the fair market value of our Common Stock on the date the option is granted except in the case of replacement options granted to service providers of entities that are acquired by us. The exercise price of options granted under the 2015 Plan may be paid in cash or, with the plan administrator’s consent, in shares of our Common Stock or by withholding shares otherwise issuable upon the exercise of the option. Stock options may also be exercised through a same-day sale program, pursuant to which a designated brokerage firm is to effect the immediate sale of the shares purchased under the option and pay over to the Company, out of the sale proceeds on the settlement date, sufficient funds to cover the exercise price for the purchased shares plus all applicable withholding taxes. The plan administrator may also assist any optionee in the exercise of his or her outstanding options by authorizing a Company loan to the optionee, however, under current law, loans to an executive officer or director would generally not be permitted. The plan administrator may also permit payment of the exercise price and any withholding taxes in any other form consistent with applicable laws, regulations and rules.

**Vesting and Exercisability.** Options vest and become exercisable at the rate specified by the plan administrator provided that with respect to 95% of the shares available for issuance under the 2015 Plan on April 4, 2019, the stock option shall not become exercisable prior to the optionee completing at least one year of service following the grant of such stock option, except the award agreement may provide for accelerated vesting in the event of the optionee’s death or disability.

**Option Term and Termination of Service.** The plan administrator determines the term of stock options granted under the 2015 Plan, up to a maximum of seven years. Any option held by the optionee at the time



of cessation of service will not remain exercisable beyond the designated post-service exercise period, which generally is three months from the termination date. Under no circumstances, however, may any option be exercised after the specified expiration date of the option term. Each such option will normally, during such limited period, be exercisable only to the extent of the number of shares of Common Stock in which the optionee is vested at the time of cessation of service. The plan administrator has complete discretion to extend the period following the optionee's cessation of service during which his or her outstanding options may be exercised and/or to accelerate the exercisability of such options in whole or in part. Such discretion may be exercised at any time while the options remain outstanding, whether before or after the optionee's actual cessation of service.

***Tax Limitations on Incentive Stock Options.*** Incentive stock options may only be granted to individuals who are employees of the Company or its parent or subsidiary corporations. During any calendar year, the aggregate fair market value (determined as of the grant date(s)) of the Common Stock for which one or more options granted to any employee under the 2015 Plan (or any other equity plan of the Company or its parent or subsidiary corporations) may for the first time become exercisable as incentive stock options under Section 422 of the Code shall not exceed \$100,000. In the case of an incentive stock option granted to a person who, at the time of grant, owns or is deemed to own stock possessing more than 10% of our combined voting power or that of any of our affiliates: (a) the exercise price must be at least 110% of the fair market value of the stock subject to the option on the grant date and (b) the term of the option must not exceed five years from the option grant date.

***Stock Appreciation Rights.*** A SAR allows a recipient to benefit from increases in the value of our Common Stock, but does not provide any ownership interest in our Common Stock. SARs are granted pursuant to stock appreciation right agreements adopted by the plan administrator and may be granted in tandem with, or independent of, option grants under the 2015 Plan. The plan administrator determines the term of SARs granted under the 2015 Plan, up to a maximum of seven years. The plan administrator also determines the exercise price of each SAR, which cannot be less than the fair market value of our Common Stock on the date the SAR is granted except in the case of replacement SARs granted to service providers of entities that are acquired by us. Upon exercise of an independent SAR, we will pay the participant an amount equal to the product of (a) the excess of the per share fair market value of our Common Stock on the date of exercise over the exercise price, multiplied by (b) the number of shares of our Common Stock with respect to which the SAR is exercised. This amount may be paid in cash, shares of our Common Stock, or any combination thereof; provided that with respect to 95% of the shares available for issuance under the 2015 Plan on April 4, 2019, the SAR shall not become exercisable prior to the recipient completing at least one year of service following the grant of such SAR, except the SAR agreement may provide for accelerated vesting in the event of the optionee's death or disability. Tandem SARs provide the holders with the right to surrender their options for an appreciation distribution from the Company equal in amount to the excess of (a) the fair market value of the vested shares of Common Stock subject to the surrendered option on the date of exercise over (b) the aggregate exercise price payable for such shares. An appreciation distribution may, at the discretion of the Committee, be made in cash, in shares of Common Stock, or any combination thereof. Each SAR may or may not be subject to vesting tied to length of service or attainment of performance goals. If a participant's service terminates for any reason, then the participant or the participant's beneficiary may exercise any vested SARs during the post-termination exercise period specified by the plan administrator (but in no event after expiration of the SAR's term).

***Restricted Stock Awards.*** Restricted stock awards are granted pursuant to restricted stock agreements adopted by the plan administrator which include provisions regarding the number of shares the participant



may be issued, the purchase price, if any, and the restrictions to which the shares will be subject. Awards of restricted stock may be granted in consideration for (a) cash, (b) property, (c) past or future services rendered to us or our affiliates, (d) full-recourse promissory notes or (e) any other form of legal consideration approved by the plan administrator. The issued shares may be subject to a vesting schedule tied to length of service or attainment of performance goals; provided that, the restricted shares will not vest prior to the holder completing at least one year of service following the grant of such award, except the restricted stock agreement may provide for accelerated vesting in the event of the holder's death or disability. Any dividends on restricted shares will be subject to the same vesting conditions as applicable to the restricted shares and will be accumulated and paid when the restricted shares vest. Upon termination of the participant's service, the shares issued pursuant to a restricted stock award may be subject to forfeiture to, or repurchase by, the Company.

***Restricted Stock Unit Awards.*** Restricted stock unit awards represent the right to receive the value of shares of our Common Stock at a specified date in the future. RSUs are granted pursuant to RSU agreements approved by the plan administrator. Upon settlement, the shares, their cash equivalent, or any combination thereof are delivered to the recipient. No cash consideration is required in connection with an RSU. Each award of RSUs may be subject to vesting tied to length of service or attainment of performance goals and may be settled immediately upon vesting or on a deferred basis; provided that the stock units will not vest prior to the holder completing at least one year of service following the grant of such stock unit, except the RSU agreement may provide for accelerated vesting in the event of the holder's death or disability. Dividend equivalents may be credited in respect of shares covered by an RSU, however, any dividend equivalents on RSUs will be subject to the same vesting conditions as applicable to the RSUs and will be accumulated and paid when the RSUs vest. Except as otherwise provided in the applicable stock unit agreement, unvested RSUs are forfeited upon termination of the recipient's service for any reason.

***Performance Cash Awards.*** A performance cash award is a cash award that may be granted upon the attainment of performance goals for a specified period of one or more fiscal years. The plan administrator determines the performance goals and other terms and conditions of performance cash awards.

## **General Provisions**

***Change in Control.*** Upon the occurrence of a Change in Control, all Common Shares acquired under the 2015 Plan and all awards outstanding on the effective date of the Change in Control shall be treated in the manner described in the definitive transaction agreement (or, in the event the transaction does not entail a definitive agreement to which we are party, in the manner determined by the plan administrator). Such transaction agreement or determination need not treat all awards (or portions thereof) in an identical manner. Unless an award agreement provides otherwise, the treatment specified shall include one or more of the following with respect to each outstanding award:

- The continuation of, assumption of, or substitution for each outstanding award by the continuing or succeeding entity;
- If the continuing or succeeding entity does not assume or substitute equivalent awards, then full exercisability of each outstanding award, option and SAR and full vesting of the Common Shares subject to each such award, followed by their cancellation. Such full exercisability and vesting, and any exercise of an award during such period, may be contingent on the closing of the transaction;
- The cancellation of each such award and a payment to the participant with respect to each share subject to the award equal to the excess of (x) the value, as determined by the plan administrator in

its absolute discretion, of the property (including cash) received by the holder of a Common Share as a result of the transaction, over (if applicable) (y) the per-share exercise price of such award. Such payment may be made in installments and may be deferred until the date or dates when such award would have become exercisable or the Common Shares subject to such award would have vested. Such payment may be subject to vesting based on the participant's continuing service, provided that the vesting schedule shall not be less favorable than the schedule that applied prior to the transaction. Such payment may be made in the form of cash, cash equivalents, or securities of the surviving entity or its parent. In addition, any escrow, holdback, earn-out or similar provisions in the transaction agreement generally may apply to such payment to the same extent and in the same manner as such provisions apply to the holders of Common Shares.

- The assignment of any reacquisition or repurchase rights held by us in respect of an award of restricted shares to the surviving entity or its parent, with corresponding proportionate adjustments made to the price per share to be paid upon exercise of any such rights.

Our Compensation Committee also has the discretion to provide in the award agreement that an award under the 2015 Plan will immediately vest as to all or any portion of the shares subject to the award whether or not upon a Change in Control in the event of an involuntary termination prior to or following the Change in Control.

A Change in Control will be deemed to occur for purposes of the 2015 Plan in the event of (a) a merger or consolidation of the Company into another entity, provided that persons who were not stockholders prior to the transaction own 50% or more of the voting power of the successor entity thereafter; (b) a sale of all or substantially all of the Company's assets; and (c) transactions in which certain persons acquire at least 50% of our total voting power.

**Valuation.** For purposes of establishing the option price and for all other valuation purposes under the 2015 Plan, the fair market value of a share of Common Stock on any relevant date will be the closing price per share of Common Stock on that date, as such price is reported on Nasdaq. The market value of the Common Stock as of April 12, 2021 was \$3.39 per share which was the closing sales price as reported on Nasdaq on such date.

**Changes in Capital Structure.** In the event there is a specific change in our capital structure, such as a stock split, appropriate adjustments will be made to (a) the number of shares reserved under the 2015 Plan, including the limit on ISOs and the maximum number of shares that could be added to the 2015 Plan from the Predecessor Plan, (b) the maximum number of options, SARs, performance-based restricted shares, performance-based RSUs that can be granted to any participant in a fiscal year (including awards granted to our non-employee directors), and maximum cash amount paid under a performance cash award to any participant in a fiscal year, and (c) the number of shares and exercise prices, if applicable, of all outstanding stock awards.

**Nontransferability of Awards.** Awards granted under the 2015 Plan will not be transferable by the participant, other than by beneficiary designation, will or the laws of descent and distribution. Awards will be exercisable during the participant's lifetime only by the participant or the participant's guardian or legal representative. However, the plan administrator may permit the transfer of awards other than ISOs to certain family members of participants. In no event may an Award be transferred to anyone for any consideration including for cash or other securities.

**Plan Amendments and Termination.** The 2015 Plan will continue in effect until it is terminated by our Board of Directors or Compensation Committee of our Board of Directors, however no ISOs will be granted

after the 10th anniversary of the date the Board of Directors approved the 2015 Plan (or, if later, the date the Board of Directors approves an increase in the number of shares reserved under the 2015 Plan). Our Board of Directors or Compensation Committee may amend or modify the 2015 Plan in any and all respects whatsoever. The approval of our stockholders will be obtained to the extent required by applicable law, except that stockholder approval must be obtained to amend the prohibition on decreasing the exercise price for any outstanding option or SAR. Our Board of Directors or Compensation Committee may, at any time and for any reason, terminate the 2015 Plan. Any options or awards outstanding at the time of such termination will remain in force in accordance with the provisions of the instruments evidencing such grants.

#### **FEDERAL INCOME TAX CONSEQUENCES OF AWARDS GRANTED UNDER THE 2015 PLAN**

The following is a general summary as of the date of this proxy statement of the U.S. Federal income tax consequences to participants and the Company with respect to stock awards granted under the 2015 Plan. This summary does not address state, local or foreign tax treatment, which may vary from the U.S. Federal income tax treatment. In any event, each participant should consult his or her own tax advisor as to the tax consequences of particular transactions under the 2015 Plan.

***Incentive Stock Options.*** No taxable income is recognized by an optionee upon the grant of an ISO, and no taxable income is recognized at the time an ISO is exercised unless the optionee is subject to the alternative minimum tax. The excess of the fair market value of the purchased shares on the exercise date over the exercise price paid for the shares is includable in alternative minimum taxable income.

If the optionee holds the purchased shares for more than one year after the date the ISO was exercised and more than two years after the ISO was granted (the “required ISO holding periods”), then the optionee will generally recognize long-term capital gain or loss upon disposition of such shares. The gain or loss will equal the difference between the amount realized upon the disposition of the shares and the exercise price paid for such shares. If the optionee disposes of the purchased shares before satisfying either of the required ISO holding periods, then the optionee will recognize ordinary income equal to the fair market value of the shares on the date the ISO was exercised over the exercise price paid for the shares (or, if less, the amount realized on a sale of such shares). Any additional gain will be a capital gain and will be treated as short-term or long-term capital gain or loss depending on how long the shares were held by the optionee.

***Nonstatutory Stock Options.*** No taxable income is recognized by an optionee upon the grant of an NSO. The optionee will generally recognize ordinary income in the year in which the option is exercised equal to the excess of the fair market value of the purchased shares on the exercise date over the exercise price paid for the shares. If the optionee is an employee or former employee, the optionee will be required to satisfy the tax withholding requirements applicable to such income. Upon resale of the purchased shares, any subsequent appreciation or depreciation in the value of the shares will be treated as short-term or long-term capital gain depending on how long the shares were held by the optionee.

***Stock Appreciation Rights.*** In general, no taxable income results upon the grant of a SAR. A participant will generally recognize ordinary income in the year of exercise equal to the value of the shares or other consideration received. In the case of a current or former employee, this amount is subject to withholding.

***Restricted Stock Awards.*** A participant who receives an award of restricted stock does not generally recognize taxable income at the time of the award. Instead, the participant recognizes ordinary income when the shares vest, subject to withholding if the participant is an employee or former employee. The amount of taxable income is equal to the fair market value of the shares on the vesting date(s) less the

cash, if any, paid for the shares. A participant may make a one-time election to recognize income at the time the participant receives restricted stock in an amount equal to the fair market value of the restricted stock (less any cash paid for the shares) on the date of the award by making an election under Section 83(b) of the Code.

***Restricted Stock Unit Awards.*** In general, no taxable income results upon the grant of an RSU. The recipient will generally recognize ordinary income (subject to withholding if the recipient is an employee or former employee) equal to the fair market value of the shares that are delivered to the recipient upon settlement of the RSU.

***Section 409A.*** The foregoing description assumes that Section 409A of the Code does not apply to an award. In general, options and stock appreciation rights are exempt from Section 409A if the exercise price per share is at least equal to the fair market value per share of our Common Stock at the time the option or stock appreciation right was granted. RSUs are subject to Section 409A unless they are settled within two and one half months after the end of the later of (i) the end of our fiscal year in which vesting occurs or (ii) the end of the calendar year in which vesting occurs. Restricted stock awards are not generally subject to Section 409A. If an award is subject to Section 409A and the provisions for the exercise or settlement of that award do not comply with Section 409A, then the participant would be required to recognize ordinary income whenever a portion of the award vested (regardless of whether it had been exercised or settled). This amount would also be subject to a 20% U.S. federal tax in addition to the U.S. federal income tax at the participant's usual marginal rate for ordinary income.

***Tax Treatment of the Company.*** The Company will generally be entitled to an income tax deduction at the time and to the extent a participant recognizes ordinary income as a result of an award granted under the 2015 Plan. However, Section 162(m) of the Code may limit the deductibility of certain awards granted under the 2015 Plan.

### **New Plan Benefits and Option Grant Table**

No awards will be made under the 2015 Plan until after the date of our Annual Meeting. Because the 2015 Plan is discretionary, benefits to be received by individual participants are not determinable other than as set forth below. However, pursuant to our current non-employee director compensation program established by our Board of Directors, each non-employee member of our Board of Directors is entitled to receive an initial and annual equity grant as discussed above under the heading "Director Compensation". The table below shows, as to each of the current executive officers named in the Summary Compensation Table and the various indicated groups (a) the number of shares of Common Stock for which options have

been granted for (i) the one (1)-year period ended December 31, 2020 and (ii) the period through April 12, 2021, (b) the weighted-average exercise price per share, and (c) the direct stock issuance received during each period.

Name and Position	Number of Options		Weighted-Average Exercise Price of Granted Options	Shares of Restricted Stock Issued	
	2020	Through April 12, 2021		2020	Through April 12, 2021
Jeffrey Miller, Chief Executive Officer and Director	36,832	250,948	\$3.95	-0-	151,899
David Clark, Chief Financial Officer	58,931	-0-	N/A	-0-	-0-
Christopher Hill, EVP, Products	59,718	-0-	N/A	-0-	-0-
Ronald Prague, Chief Legal Officer	27,624	-0-	N/A	-0-	-0-
Patrick Doran, Chief Technology Officer	46,040	-0-	N/A	-0-	-0-
All current executive officers as a group	229,145	-0-	N/A	-0-	-0-
All current directors who are not executive officers as a group	194,469	-0-	N/A	212,152	-0-

During fiscal 2021, our Compensation Committee approved the following grants and awards, subject to stockholder approval of this Proposal 4, to each of the current executive officers named in the Summary Compensation Table and the various indicated groups set forth in the table below.

Name	Number of Options	Shares of Restricted Stock
David Clark	86,486	86,486
Christopher Hill	35,135	35,135
Ronald Prague	40,541	40,541
Patrick Doran	67,568	67,568
All current executive officers as a group	229,730	229,730
All current directors who are not executive officers as a group	175,722	263,606

#### Required Vote

The affirmative vote from the holders of a majority of the outstanding shares of common stock present in person or represented by proxy at the Annual Meeting is required to approve the Amendment. Abstentions and broker non-votes will have the same effect as an “Against” vote on this proposal.

**THE BOARD RECOMMENDS A VOTE “FOR” PROPOSAL 4**

## **STOCKHOLDER PROPOSALS FOR THE NEXT ANNUAL MEETING**

If you wish to submit a proposal for inclusion in next year's proxy materials or nominate a director, your proposal must be in proper form according to SEC Regulation 14A and Rule 14a-8, in conformance with the Company's by-laws and submitted in writing to Synchronoss Technologies, Inc., 200 Crossing Boulevard, Bridgewater, New Jersey 08807, Attn: Secretary, to be received no later than the close of business on December 22, 2021 (120 days before the first anniversary of the date this proxy statement is released to stockholders). However, if the date of the Annual Meeting of Stockholders is changed by more than 30 days from the first anniversary of this Annual Meeting, then the deadline will be a reasonable time before the Company begins to print and send its proxy materials.

If you wish to submit a proposal to be presented at the 2021 Annual Meeting of Stockholders but which will not be included in the Company's proxy materials, your proposal must be submitted in writing and in conformance with our by-laws to Synchronoss Technologies, Inc., 200 Crossing Boulevard, Bridgewater, New Jersey 08807, Attn: Secretary, no later than the close of business on the 45th day prior to the first anniversary of the date this proxy statement is released to stockholders (March 7, 2022), nor earlier than the close of business on the 75th day prior to the first anniversary of the date this proxy statement is released to stockholders (February 5, 2022). In the event that the date of the 2021 Annual Meeting of Stockholders is changed by more than 30 days from the first anniversary of this Annual Meeting, then notice must be delivered not later than the close of business on the later of the 90th day prior to such annual meeting or the 10th day following the day on which public announcement of the date of such meeting is first made.

## **NO INCORPORATION BY REFERENCE**

In the Company's filings with the SEC, information is sometimes "incorporated by reference." This means that we are referring you to information that has previously been filed with the SEC and the information should be considered as part of the particular filing. As provided under SEC regulations, the "Audit Committee Report" and the "Compensation Committee Report" contained in this Proxy Statement specifically are not incorporated by reference into any other filings with the SEC and shall not be deemed to be "soliciting material." In addition, this Proxy Statement includes several website addresses. These website addresses (including our corporate website at [www.synchronoss.com](http://www.synchronoss.com)) are intended to provide inactive, textual references only and are not intended to be active hyperlinks in this proxy. The information on these websites is not part of this Proxy Statement.

## **CONTACT FOR QUESTIONS AND ASSISTANCE WITH VOTING**

If you have any questions or require any assistance with voting your shares or need additional copies of this Proxy Statement or voting materials, please contact:

Ronald Prague, Esq.  
Executive Vice President and Chief Legal Officer  
Synchronoss Technologies, Inc.  
200 Crossing Boulevard  
Bridgewater, NJ 08807  
(800) 575-7606

It is important that your shares are represented at the Annual Meeting. Whether or not you plan to attend and vote at the Annual Meeting, please vote using the Internet or by telephone or by signing and returning a proxy card, if you have received one, so that your shares will be represented at the Annual Meeting. The form of Notice and this Proxy Statement have been approved by the Board of Directors and are being mailed, delivered, or made available to stockholders by its authority.

The Board of Synchronoss Technologies, Inc.  
Bridgewater, New Jersey  
April 21, 2021