



## **STOCKHOLDER AND OTHER INTERESTED PARTIES COMMUNICATIONS POLICY**

(Amended February 4, 2016)

The Board of Directors (the “Board”) believes that management speaks for Quotient Technology Inc. (the “Company”). Individual Board members may, from time to time, communicate with various constituencies that are involved with the Company, but it is expected that Board members would do this with knowledge of management and, in most instances, only at the request of management.

In cases where stockholders or other interested parties wish to communicate directly with our non-management or independent directors, messages can be sent to our General Counsel at Quotient Technology Inc., 400 Logue Avenue, Mountain View, California 94043, Attn: General Counsel. Our General Counsel shall review these communications (except for mass mailings, product complaints or inquiries, job inquiries, business solicitations and patently offensive or otherwise inappropriate material) and, if appropriate, route such communications to the appropriate member(s) of the Board or, if none is specified, to the Chairman of the Board.

Our General Counsel may decide in the exercise of its judgment whether a response to any stockholder or other interested party communication is necessary and shall provide a report to the Nominating and Corporate Governance Committee of the Board on a quarterly basis of any stockholder or other interested party communications received for which the General Counsel has determined no response is necessary.

This procedure for stockholder or other interested party communications with the non-management directors is administered by the Company’s Nominating and Corporate Governance Committee of the Board. This procedure does not apply to (a) communications to non-management directors from officers or directors of the Company who are stockholders, or (b) stockholder proposals submitted pursuant to Rule 14a-8 under the Securities and Exchange Act of 1934, as amended, or (c) communications otherwise made pursuant to the Company’s “whistleblower” policy and process.

**Please note: Requests for investor relations materials should be made to Quotient Technology Inc., 400 Logue Avenue, Mountain View, California 94043, Attn: Investor Relations.**