

EPIQ SYSTEMS, INC.
DIRECTOR INDEPENDENCE POLICY
(Adopted June 2, 2010)

The Corporation defines an “Independent Director” as a person serving on the Board other than an Executive Officer (as such term is defined in applicable rules of the NASDAQ Global Select Market (“NASDAQ”)) or employee of the Corporation or any other individual having a relationship which, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. To be deemed an “Independent Director” in any calendar year, a director must satisfy the criteria set forth below; provided, however, that to the extent the NASDAQ rules for independence conflict with these rules, or NASDAQ rules for independence change during the duration of this policy, the NASDAQ rules for independence shall control and determine whether a director is independent.

The following persons shall not be considered Independent Directors:

- (A) a director who is, or at any time during the past three years was, employed by the Corporation;
- (B) a director who accepted or who has a Family Member (as such term is defined in the applicable NASDAQ rules) who accepted any compensation from the Corporation in excess of \$60,000¹ during any period of twelve consecutive months within the three years preceding the determination of independence, other than the following:
 - i. compensation for Board or Board committee service;
 - ii. compensation paid to a Family Member who is an employee (other than an Executive Officer) of the Corporation; or
 - iii. benefits under a tax-qualified retirement plan, or non-discretionary compensation;
- (C) a director who is a Family Member of an individual who is, or at any time during the past three years was, employed by the Corporation as an Executive Officer;
- (D) a director who is, or has a Family Member who is, a partner in, or a controlling shareholder or an Executive Officer of, any organization to which the Corporation made, or from which the Corporation received, payments for property or services in the current or any of the past three fiscal years that exceed 5% of the recipient’s consolidated gross revenues for that year, or \$200,000, whichever is more, other than the following: payments arising solely from investments in the Corporation’s securities; or payments under non-discretionary charitable contribution matching programs;
- (E) a director of the Corporation who is, or has a Family Member who is, employed as an Executive Officer of another entity where at any time during the past three years any of the Executive Officers of the Corporation served on the compensation committee of such other entity; or
- (F) a director who is, or has a Family Member who is, a current partner of the Corporation’s outside auditor, or was a partner or employee of the Corporation’s outside auditor who worked on the Corporation’s audit at any time during any of the past three years.

¹ Under the current listing requirements of the NASDAQ Global Select Market, the compensation limit for Independent Directors has been increased from \$60,000 to \$120,000.