

HARTE HANKS, INC.

CLAWBACK POLICY

Adopted February 16, 2018

Introduction

The Board of Directors (the "Board") of Harte Hanks, Inc. (the "Company") believes that it is in the best interests of the Company and its stockholders to create and maintain a culture that emphasizes integrity and accountability and that reinforces the Company's pay-for-performance compensation philosophy. The Board has therefore adopted this policy which provides for the recoupment of certain compensation in the event of an accounting restatement resulting from material noncompliance with financial reporting requirements under the federal securities laws (the "Policy"). This Policy is designed to comply with Section 10D of the Securities Exchange Act of 1934 (the "Exchange Act").

Administration

This Policy shall be administered by the Compensation Committee of the Board. Any determinations made by the Compensation Committee shall be final and binding on all affected individuals.

Covered Executives

This Policy applies to the Company's current and former executive officers, as determined by the Compensation Committee in accordance with Section 10D of the Exchange Act and the listing standards of the national securities exchange on which the Company's securities are listed, and each other employee who receives Incentive Compensation ("Covered Executives").

Recoupment; Accounting Restatement

Whenever the Company grants, awards or otherwise provides to an employee Incentive Compensation, the applicable plan document, award agreement or other document providing the terms of such Incentive Compensation shall include a provision that is (i) consistent with then-current applicable law and (ii) makes such Incentive Compensation subject to forfeiture, reimbursement and/or recoupment in the event the Company is required to prepare an accounting restatement of its financial statements due to the Company's material noncompliance with any financial reporting requirement under the securities laws.

Incentive Compensation

For purposes of this Policy, Incentive Compensation means any of the following, provided that, such compensation is granted, earned or vested based wholly or in part on the attainment of a financial reporting measure: annual bonuses/incentive plan awards and other short- and long-term cash incentives; stock options; stock appreciation rights; restricted stock awards and/or units; performance unit awards; and any other compensation designated as "Incentive Compensation" by the Compensation Committee at the time such compensation is made, granted or awarded.

No Indemnification

The Company shall not indemnify any Covered Executives against the loss of any incorrectly awarded or paid Incentive Compensation.

Interpretation

The Compensation Committee is authorized to interpret and construe this Policy and to make all determinations necessary, appropriate or advisable for the administration of this Policy. It is intended that this Policy be interpreted in a manner that is consistent with the requirements of Section 10D of the Exchange Act and any applicable rules or standards adopted by the Securities and Exchange Commission or any national securities exchange on which the Company's securities are listed.

Effective Date

This Policy shall be effective as of the date it is adopted by the Board (the "Effective Date") and shall apply to Incentive Compensation that is approved, awarded or granted to Covered Executives on or after that date. Additionally, this Policy shall be deemed to be the applicable policy for any prior Incentive Compensation whose plan document, award agreement or other document makes reference to a clawback policy.

Amendment; Termination

The Board may amend this Policy from time to time in its discretion and shall amend this Policy as it deems necessary to reflect final regulations adopted by the Securities and Exchange Commission under Section 10D of the Exchange Act and to comply with any rules or standards adopted by a national securities exchange on which the Company's securities are listed. The Board may terminate this Policy at any time.

Other Recoupment Rights

The Board may require that any employment agreement, equity award agreement or similar agreement entered into on or after the Effective Date shall, as a condition to the grant of any benefit thereunder, require a Covered Executive to agree to abide by the terms of this Policy. Any right of recoupment under this Policy is in addition to, and not in lieu of, any other remedies or rights of recoupment that may be available to the Company pursuant to the terms of any similar policy in any employment agreement, equity award agreement, or similar agreement and any other legal remedies available to the Company.

Successors

This Policy shall be binding and enforceable against all Covered Executives and their beneficiaries, heirs, executors, administrators or other legal representatives.