

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934

Filed by the Registrant ☒

Filed by a Party other than the Registrant ☐

Check the appropriate box:

- ☐ Preliminary Proxy Statement
☐ Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
☒ Definitive Proxy Statement
☐ Definitive Additional Materials
☐ Soliciting Material Pursuant to Rule 240.14a-12

BRIDGELINE DIGITAL, INC.

(Name of Registrant as Specified in its Charter)

Not Applicable

(Name of Person(s) Filing Proxy Statement if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

☒ No fee required

☐ Fee paid previously with preliminary materials.

☐ Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.

BRIDGELINE

100 Sylvan Road, Suite G700
Woburn, Massachusetts 01801
(781) 376-5555

April 17, 2023

Dear Stockholder:

I am pleased to invite you to attend Bridgeline Digital, Inc.'s (the "*Company*") 2023 Annual Meeting of Stockholders (the "*Meeting*") to be held on June 1, 2023. The Meeting will begin promptly at 9:00 A.M. Eastern Time at the Company's New York office located at 150 Woodbury Road – 2nd Floor, Woodbury, New York 11797.

As part of our efforts to conserve environmental resources and prevent unnecessary corporate expense, we are once again using the Securities and Exchange Commission's "Notice and Access" rules to provide proxy materials to you electronically via the Internet. We believe that this process should provide you with a convenient and quick way to access your proxy materials and vote your shares, while allowing us to conserve natural resources and reduce the costs of printing and distributing the proxy materials. On or about April 19, 2023, we began mailing to our stockholders a Notice of Internet Availability of Proxy Materials (the "*Notice*") containing instructions on how to access our proxy statement and other proxy materials, as well as instructions for submitting your vote electronically via the Internet, by mail or by telephone. The Notice also contains instructions on how to receive a paper copy of your proxy materials.

This proxy statement tells you about the agenda and procedures for the Meeting. It also describes how the Board of Directors operates and provides information about those directors who are nominated for re-election at the Meeting. We have also made a copy of our Annual Report on Form 10-K for the year ended September 30, 2022 ("*Annual Report*") available with this proxy statement. We encourage you to read our Annual Report, as it includes our audited financial statements and provides information about our business.

I look forward to sharing more information with you about Bridgeline at the Meeting. Whether or not you plan to attend, I encourage you to vote your proxy as soon as possible so that your shares will be represented at the Meeting.

Sincerely,



Roger Kahn
President and Chief Executive Officer



100 Sylvan Road, Suite G700
Woburn, Massachusetts 01801
(781) 376-5555

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
To Be Held at 9:00 A.M. Eastern Time on June 1, 2023**

To the Stockholders of Bridgeline Digital, Inc.:

NOTICE IS HEREBY GIVEN that the Annual Meeting of Stockholders (the "*Meeting*") of Bridgeline Digital, Inc., (the "*Company*") will be held on June 1, 2023 at 9:00 A.M. Eastern Time at the Company's New York office located at 150 Woodbury Road – 2nd Floor, Woodbury, New York 11797, to consider and vote on the following matters described under the corresponding numbers in the attached proxy statement:

1. To elect one (1) director nominee to serve on our Board of Directors for a term of three years;
2. To amend the Bridgeline Digital, Inc. 2016 Stock Incentive Plan (the "*Stock Incentive Plan*") to increase the number of shares of the Company's common stock, par value \$0.001 per share ("*Common Stock*"), available for issuance as awards granted under the Stock Incentive Plan from 1,650,000 to 2,400,000 shares;
3. To hold an advisory vote to approve the compensation of the Company's named executive officers, as disclosed in the accompanying proxy statement (the "*Say-On-Pay*" vote);
4. To ratify the appointment of PKF O'Connor Davies, LLP as the Company's independent registered public accounting firm for its fiscal year ending September 30, 2023; and
5. To vote upon such other matters as may properly come before the Meeting or any adjournment or postponement of the Meeting.

We have elected to provide access to our proxy materials primarily over the internet, pursuant to the Securities and Exchange Commission's "Notice and Access" rules. We believe this process expedites stockholders' receipt of proxy materials, while lowering the costs of our Annual Meeting and conserving natural resources. Beginning on or about April 19, 2023, we mailed a Notice of Internet Availability of Proxy Materials (the "*Notice*") to each of our stockholders entitled to notice of, and to vote at, the Annual Meeting, which contains instructions for accessing the attached proxy statement, our Annual Report on Form 10-K for the fiscal year ended September 30, 2022 ("*Annual Report*"), and voting instructions. The Notice also includes instructions on how you can receive a paper copy of your proxy materials. This proxy statement and the Annual Report are both available online at: <https://bridgeline-digital-inc.ir.rdgfilings.com/>.

The Board of Directors has fixed the close of business on April 4, 2023 as the record date for the determination of stockholders entitled to vote at the Meeting, and only holders of shares of our Common Stock and Series C Convertible Preferred Stock of record at the close of business on that day will be entitled to vote.

A complete list of stockholders entitled to vote at the Meeting shall be available for examination by any stockholder, for any purpose germane to the Meeting, during ordinary business hours for the ten days prior to the date of the Meeting at the principal executive offices of the Company. The list will also be available at the Meeting.

Whether or not you expect to be present at the Meeting, we urge you to vote your shares as promptly as possible over the Internet, by mail or by telephone so that your shares may be represented and voted at the Annual Meeting. The proxy is revocable and will not affect your vote in person in the event you attend the Meeting.

Stockholders requesting physical copies of the proxy materials and the Company's Annual Report on Form 10-K for its fiscal year ended September 30, 2022 should follow the instructions provided in the Notice. In addition, requests for physical copies may be addressed to Shareholder Relations, Bridgeline Digital, Inc., 150 Woodbury Road – 2nd Floor, Woodbury, New York 11797. These materials will be furnished without charge to any stockholder requesting it.

Important Notice Regarding the Availability of Proxy Materials for the Bridgeline Digital, Inc. 2023 Annual Meeting of Stockholders to be Held on June 1, 2023: This notice of Annual Meeting, the proxy statement for the Annual Meeting and the Company's Annual Report on Form 10-K for the year ended September 30, 2022 are available at: <https://bridgeline-digital-inc.ir.rdgfilings.com/>



100 Sylvan Road, Suite G700
Woburn, Massachusetts 01801
(781) 376-5555

Proxy Statement

**Annual Meeting of Stockholders
June 1, 2023**

The enclosed proxy is solicited by the management of Bridgeline Digital, Inc. (the "*Company*") in connection with the Company's 2023 Annual Meeting of Stockholders (the "*Meeting*" or the "*Annual Meeting*") to be held on June 1, 2023 at 9:00 A.M. Eastern Time at the Company's New York office located at 150 Woodbury Road – 2nd Floor, Woodbury, New York 11797, and any adjournment thereof. The Board of Directors of the Company (the "*Board of Directors*") has set the close of business on April 4, 2023 as the record date (the "*Record Date*") for the determination of stockholders entitled to receive notice of, and to vote, at the Meeting.

We have elected to provide access to this year's proxy materials primarily electronically, via the Internet, under the Securities and Exchange Commission's "Notice and Access" rules. On or about April 19, 2023, we began mailing Notice of Internet Availability of Proxy Materials (the "*Notice*") to stockholders as of the Record Date. The Notice contains instructions for accessing this proxy statement, our Annual Report on Form 10-K for the fiscal year ended September 30, 2022 ("*Annual Report*") and instructions for submitting your vote. The Notice also includes instructions on how you may obtain physical copies of the proxy materials for the Meeting.

This proxy statement, the Notice and the Annual Report may also be accessed free of charge online as of April 19, 2023 at: <https://bridgeline-digital-inc.ir.rdgfilings.com/>. The Company's principal executive offices are located at 100 Sylvan Road, Suite G700, Woburn, Massachusetts 01801, and its telephone number at that location is (781) 376-5555.

Eligible stockholders executing and returning their proxy over the internet, by mail or by telephone have the power to revoke their vote at any time before it is exercised by filing a later-dated proxy with, or other communication to, the Secretary of the Company or by attending the Meeting and voting in person.

The proxy will be voted in accordance with your directions:

1. To elect one (1) director nominee to serve on our Board of Directors for a term of three years;
2. To amend the Bridgeline Digital, Inc. 2016 Stock Incentive Plan (the "*Stock Incentive Plan*") to increase the number of shares of the Company's common stock, par value \$0.001 per share ("*Common Stock*"), available for issuance as awards granted under the Stock Incentive Plan from 1,650,000 to 2,400,000 shares;
3. To hold an advisory vote to approve the compensation of the Company's named executive officers, as disclosed in the accompanying proxy statement (the "*Say-On-Pay*" vote);
4. To ratify the appointment of PKF O'Connor Davies, LLP ("*PKF*") as the Company's independent registered public accounting firm for its fiscal year ending September 30, 2023; and
5. To vote upon such other matters as may properly come before the Meeting or any adjournment or postponement of the Meeting.

The entire cost of soliciting proxies will be borne by the Company. The costs of solicitation will include the costs of supplying necessary additional copies of the solicitation materials and our Annual Report to beneficial owners of shares held of record by brokers, dealers, banks, trustees, and their nominees, including the reasonable expenses of such record holders for completing the mailing of such materials and Annual Reports to such beneficial owners. Solicitation of proxies may also include solicitation by telephone, fax, electronic mail, or personal solicitations by directors, officers, or employees of the Company. No additional compensation will be paid for any such services. The Company may engage a professional proxy solicitation firm to assist in the proxy solicitation and, if so, will pay such solicitation firm customary fees plus expenses.

Stockholders of record of the Company's Common Stock and shares of the Company's Series C Convertible Preferred Stock, par value \$0.001 per share ("*Series C Preferred*"), at the close of business on the Record Date are entitled to receive notice of, and to vote at, the Meeting.

As of the Record Date, there were 10,417,609 shares of Common Stock issued and outstanding, all of which are entitled to vote. Each share of Common Stock outstanding at the close of business on the Record Date is entitled to one vote on each matter that is voted at the Meeting. As of the Record Date, there were 350 shares of Series C Preferred issued and outstanding. Each share of Series C Preferred outstanding at the close of business on the Record Date is entitled to 111.11 votes on each matter that is voted at the Meeting. Therefore, the holders of our outstanding shares of Series C Preferred have an aggregate of 38,889 votes on matters to come before the Meeting, which represents approximately 0.4% of our outstanding voting securities.

Stockholders may vote by proxy over the Internet, over the telephone, or by mail. The procedures for voting by proxy are as follows:

- To vote by proxy over the Internet, go to www.voteproxy.com to complete an electronic proxy card;
- To vote by proxy over the telephone, dial the toll-free phone number (1-800-776-9437) listed on your proxy card and following the recorded instructions; or
- To vote by proxy by mail you must complete, sign and date your proxy card and return it promptly in the envelope provided.

Stockholders of record as of the Record Date may also vote in person at the Meeting.

The representation in person or by proxy of 35% of the stock issued and outstanding and entitled to vote thereat is necessary to establish a quorum for the transaction of all business to come before the Meeting. Abstentions and broker non-votes will be treated as shares that are present and entitled to vote for purposes of establishing a quorum.

Abstentions will be treated as shares that are present and entitled to vote for purposes of determining the number of shares present and entitled to vote with respect to any particular matter but will not be counted as a vote in favor of such matter.

A broker non-vote occurs when a broker holding shares for a beneficial owner votes on one proposal but does not vote on another proposal because the broker does not have discretionary voting power and has not received instructions from the beneficial owner. If a stockholder holds shares beneficially in street name and does not provide its broker with voting instructions, the shares may constitute "broker non-votes." Generally, broker non-votes occur on a matter when a broker is not permitted to vote on that matter without instructions from the beneficial owner and instructions are not given. Brokers that have not received voting instructions from their clients cannot vote on their clients' behalf on "non-routine" proposals. Brokers may vote in favor of a proposal in accordance with the rules of The NASDAQ Stock Market, LLC ("*Nasdaq*") that govern how brokers may cast such votes on proposals they determine to be routine matters.

The vote required for each proposal and the treatment and effect of abstentions and broker non-votes with respect to each proposal is as follows:

- *Proposal 1: Election of director.* The minimum voting requirement to elect a director is a plurality of the voting shares present or represented by proxy at the Meeting and entitled to vote on the matter as of the Record Date. Therefore, the director nominee who receives the highest number of shares voted "for" their election is elected. "Withhold" votes and broker non-votes are not considered votes cast for the foregoing purpose, and will have no effect on the election of a nominee.
- *Proposal 2: Increase in Common Stock available under the Stock Incentive Plan.* The affirmative vote of the holders of a majority of the voting securities present in person or represented by proxy at the Meeting and entitled to vote on the matter as of the Record Date, is necessary to approve the increase in authorized Common Stock reserved for issuance under the Stock Incentive Plan. Abstentions are treated as shares present and entitled to vote on the matter and, therefore, will have the same effect as a vote "against" this proposal. Broker non-votes are not considered entitled to vote on this matter and will have no effect on the outcome of this vote.
- *Proposal 3: Say-on-Pay advisory vote.* The affirmative vote of the holders of a majority of the voting securities present in person or represented by proxy at the Meeting and entitled to vote on the matter as of the Record Date, is necessary to approve, on an advisory basis, the compensation of our named executive officers as described herein. Abstentions are treated as shares present and entitled to vote on the matter and, therefore, will have the same effect as a vote "against" this proposal. Broker non-votes are not considered entitled to vote on this matter and will have no effect on the outcome of this vote.
- *Proposal 4: Ratification of PKF as the Company's independent registered public accounting firm.* The affirmative vote of the holders of a majority of the voting securities present in person or represented by proxy at the Meeting and entitled to vote on the matter as of the Record Date, is necessary to ratify the selection of our auditor. Abstentions are treated as shares present and entitled to vote on the matter and, therefore, will have the same effect as a vote "against" this proposal. There will be no broker non-votes on the ratification of PKF since brokers can vote with discretion on this proposal.

PROPOSAL 1
ELECTION OF DIRECTORS

The Company's Board of Directors currently consists of five (5) directors and is divided into three (3) classes. Directors in each class are generally elected to serve for three-year terms that expire in successive years. Each class of directors and the expiration of their respective terms are as follows:

<i>Director Class</i>	<i>Class Members</i>	<i>Expiration of Class Term</i>
Class I	<ul style="list-style-type: none">• Joni Kahn• Roger "Ari" Kahn	2024 Annual Meeting
Class II	<ul style="list-style-type: none">• Kenneth Galaznik• Scott Landers	2025 Annual Meeting
Class III	<ul style="list-style-type: none">• Michael Taglich	2023 Annual Meeting

The Board of Directors' one (1) current Class III director, whose term is currently set to expire at the Meeting, has been nominated for election at the Meeting:

(1) Michael Taglich

If elected, Mr. Taglich will hold office for a three-year term expiring at our 2026 annual meeting of stockholders.

Mr. Taglich has advised management that, if elected, he is able to serve on the Board of Directors for the duration of his term. Management has no reason to believe that the nominee will be unable to serve. In the event the nominee becomes unavailable to serve as a director, the proxies may be voted for the election of such person who may be designated by the Board of Directors.

Vote Required

Pursuant to our Amended and Restated Bylaws, directors shall be elected by the affirmative vote of a plurality of the voting shares present or represented by proxy at the Meeting, and entitled to vote thereat (meaning that the director nominee who receives the highest number of shares voted "for" their election is elected). "Withhold" votes and broker non-votes are not considered votes cast for the foregoing purpose, and will have no effect on the election of nominees. Unless otherwise instructed or unless authority to vote is withheld, shares represented by executed proxies will be voted "FOR" the election of Michael Taglich to serve as Class III director.

Recommendation of the Board of Directors

The Board of Directors recommends that the stockholders vote "FOR" the election of Michael Taglich to serve as a Class III director for a three-year term until the Company's annual meeting of stockholders to be held in 2026.

Our Board of Directors

The following table lists the names, ages and positions of the individuals who serve as directors of the Company, as of April 1, 2023:

Name	Age	Position with the Company	Director Since
Kenneth Galaznik*	71	Director, Chair of the Audit Committee and Member of the Compensation Committee	2006
Joni Kahn*	68	Chairperson of the Board, Chair of the Compensation Committee and Member of the Audit and Nominating and Corporate Governance Committees	2012
Roger Kahn	54	Director, President and Chief Executive Officer	2017
Scott Landers*	52	Director, Chair of Nominating and Corporate Governance Committee and Member of the Audit and Compensation Committees	2010
Michael Taglich	57	Director	2013

*Independent director as defined under the rules of Nasdaq.

Kenneth Galaznik has been a member of our Board of Directors since 2006. Mr. Galaznik is the Chairman of the Company's Audit Committee and serves as a member of the Compensation Committee. From 2005 to 2016, Mr. Galaznik was the Senior Vice President, Chief Financial Officer and Treasurer of American Science and Engineering, Inc., a publicly held supplier of X-ray inspection and screening systems with a public market cap of over \$200 million. Mr. Galaznik retired from his position at American Science and Engineering on March 31, 2016. From August 2002 to February 2005, Mr. Galaznik was Vice President of Finance of American Science and Engineering, Inc. From November 2001 to August 2002, Mr. Galaznik was self-employed as a consultant. From March 1999 to September 2001, he served as Vice President of Finance at Spectro Analytical Instruments, Inc. Mr. Galaznik has more than 35 years of experience in accounting and finance positions. Mr. Galaznik holds a B.B.A. degree in accounting from The University of Houston. Mr. Galaznik brings extensive experience to our Board and our Audit Committee as an experienced financial expert, senior executive and as a former chief financial officer of a public company.

The Board of Directors has determined that Mr. Galaznik's deep experience in finance and his executive leadership make him qualified to continue as a member of our Board of Directors.

Joni Kahn has been a member of our Board of Directors since April 2012. In May 2015, Ms. Kahn was appointed Chairperson of the Board of Directors. She also serves as the Chair of the Compensation Committee and is a member of the Audit and Nominating and Governance Committees. Ms. Kahn has over thirty years of operating experience with high growth software and services companies with specific expertise in the SaaS (Software as a Service), ERP (Enterprise Resource Planning) Applications, Business Intelligence and Analytics and Cybersecurity segments. From 2013 to 2015, Ms. Kahn was the Senior Vice President of Global Services for Big Machines, Inc., which was acquired by Oracle in October 2013. From 2007 to 2012, Ms. Kahn was Vice President of Services for HP's Enterprise Security Software group. From 2005 to 2007, Ms. Kahn was the Executive Vice President at BearingPoint where she managed a team of over 3,000 professionals and was responsible for North American delivery of enterprise applications, systems integration and managed services solutions. Ms. Kahn also oversaw global development centers in India, China and the U.S. From 2002 to 2005, Ms. Kahn was the Senior Group Vice President for worldwide professional services for Business Objects, a business intelligence and analytics software maker based in San Jose, CA, where she led the applications and services division that supported that company's transformation from a products company to an enterprise solutions company. Business Objects was acquired by SAP in 2007. From 2000 to 2007, Ms. Kahn was a Member of the Board of Directors of MapInfo, a global location intelligence solutions company. She was a member of MapInfo's Audit Committee and the Compensation Committee. MapInfo was acquired by Pitney Bowes in 2007. From 1993 to 2000, Ms. Kahn was an Executive Vice President and Partner of KPMG Consulting, where she helped grow the firm's consulting business from \$700 million to \$2.5 billion. Ms. Kahn received her B.B.A in Accounting from the University of Wisconsin – Madison. Ms. Kahn brings extensive leadership experience to our Board and our Audit Committee as an experienced senior executive. Ms. Kahn has over thirty years of executive level managerial, operational, and strategic planning experience leading world-class sales, service and support technology organizations. Her service on prior boards also provides financial and governance experience.

The Board of Directors has determined that Ms. Kahn's vast experience in the technology industry and finance, as well as her executive leadership, makes her qualified to continue as the Chairperson and member of our Board of Directors. In addition, Ms. Kahn also brings extensive leadership experience to our Board and our Audit Committee as an experienced senior executive.

Roger Kahn has been a member of our Board of Directors since December 2017. Mr. Kahn joined the Company as the Chief Operating Officer in August 2015 and has been our President and Chief Executive Officer since May 2016. Prior to joining Bridgeline Digital, Mr. Kahn co-founded FatWire, a leading content management and digital engagement company. As the General Manager and Chief Technology Officer of FatWire, Mr. Kahn built the company into a global corporation with offices in thirteen countries. FatWire was acquired by Oracle in 2011. Mr. Kahn received his Ph.D. in Computer Science and Artificial Intelligence from the University of Chicago.

Our Board of Directors has determined that Mr. Kahn's vast experience as a successful entrepreneur in the technology space, as well as his technical and leadership acumen, make him qualified to continue as a member of our Board of Directors.

Scott Landers has been a member of our Board of Directors since 2010. Mr. Landers is the Chair of the Nominating and Corporate Governance Committee and serves as a member of the Audit and Compensation Committees. Mr. Landers has been the Chief Executive Officer of Harver since January 2022. Harver is a volume hiring solution company, which enables global enterprises to hire at scale. From 2016 to July 2021, he was President and Chief Executive Officer of Monotype Imaging Holdings, Inc. Mr. Landers held the positions of Chief Operating Officer and Chief Financial Officer of Monotype from 2008 to 2015. Monotype is a leading provider of fonts and font software, and the company was under both public and private ownership during his tenure. Prior to joining Monotype, from September 2007 until July 2008, Mr. Landers was the Vice President of Global Finance at Pitney Bowes Software, a leading global provider of location intelligence solutions. From 1997 until September 2007, Mr. Landers held several senior finance positions at MapInfo, a publicly held company which was acquired by Pitney Bowes in April 2007. Earlier in his career, Mr. Landers was a Business Assurance Manager with Coopers & Lybrand. Mr. Landers holds a bachelor's degree in accounting from Le Moyne College in Syracuse, N.Y. and a master's degree in business administration from The College of Saint Rose in Albany, N.Y. Mr. Landers brings extensive experience to our Board and our Audit Committee as an experienced senior executive, a financial expert, and a chief executive officer and chief financial officer of a public company.

Our Board of Directors has determined that Mr. Landers' financial skills, public-company experience, strategic business acumen and executive leadership make him qualified to continue as a member of our Board of Directors.

Michael Taglich has been a member of our Board of Directors since 2013. He is the Chairman and President of Taglich Brothers, Inc., a New York City based securities firm which he co-founded in 1992 with his brother Robert Taglich. Taglich Brothers, Inc. focuses on public and private micro-cap companies in a wide variety of industries. He is currently the Chairman of the Board of Air Industries Group Inc., a publicly traded aerospace and defense company (NYSE: AIRI) and Mare Island Dry Dock Inc., a privately-held company. He also serves as a director of DecisionPoint Systems Inc. (NYSE: DPSI) and a number of other private companies. Michael Taglich brings extensive professional experience which spans various aspects of senior management, including finance, operations and strategic planning. Mr. Taglich has more than 30 years of financial industry experience and served on his first public company board over 20 years ago.

Our Board of Directors has determined that Mr. Taglich's executive strategic business skills in both private and public companies, as well as his experience leading and advising high-growth companies, make him qualified to continue as a member of our Board of Directors.

Our Executive Officers

Following are the name, age and other information for our executive officers, as of April 1, 2023. All Company officers have been appointed to serve until their successors are elected and qualified or until their earlier resignation or removal. Information regarding Roger Kahn, our President and Chief Executive Officer, is set forth above.

Name	Age	Position with the Company
Roger Kahn	54	Director, President and Chief Executive Officer
Thomas R. Windhausen	44	Chief Financial Officer, Treasurer, and Secretary

Thomas Windhausen has served as the Company's Chief Financial Officer and Treasurer since November 2021 and as the Company's Secretary since February 2023. Prior to that, he served as the Company's VP of Finance since October 2021. Mr. Windhausen has more than 20 years of experience in both public accounting and industry. Prior to joining the Company, Mr. Windhausen served as a VP of Finance with Comtech Telecommunications Corp. from July 2019 to September 2021, and from June 2011 to June 2019, Mr. Windhausen held various accounting and finance roles with Dealertrack Technologies, Inc., and its successor Cox Automotive Inc. Mr. Windhausen started his career at PricewaterhouseCoopers, where he spent more than 10 years. He received his Bachelor of Science degree in Accounting from Le Moyne College in Syracuse, N.Y. and he is a member of the American Institute of Certified Public Accountants and New York State Society of Certified Public Accountants.

There are no family relationships between any of the directors and the Company's executive officers, including between Ms. Joni Kahn and Mr. Roger Kahn, the Company's President and Chief Executive Officer.

Certain Relationships and Related Transactions

Item 404(d) of Regulation S-K requires the Company to disclose any currently proposed transaction or transaction which occurred since the beginning of the two most recently completed fiscal years in which the amount involved exceeds the lesser of \$120,000 or one percent (1%) of the average of the Company's total assets as of the end of the last two completed fiscal years in which the Company is a participant and in which any related person has or will have a direct or indirect material interest. A related person is any executive officer, director, nominee for director, or holder of 5% or more of the Company's Common Stock, or an immediate family member of any of those persons.

In accordance with our Audit Committee charter, our Audit Committee is responsible for reviewing and approving the terms of any related-party transactions. Therefore, any material financial transaction between the Company and any related person would need to be approved by our Audit Committee prior to the Company entering into such transaction.

Michael Taglich is the Chairman and President of Taglich Brothers, Inc., a New York based securities firm. Taglich Brothers, Inc. acted as placement agent for many of the Company's public and private offerings, including the Company's offerings throughout 2021. As of April 1, 2023, Mr. Taglich beneficially owns approximately 3.6% of the Company's Common Stock.

February 2021 Offering. On February 4, 2021, the Company offered and sold a total of 880,000 shares of Common Stock to certain institutional and accredited investors at a public offering price of \$3.10 per share in a registered direct offering (the "*February 2021 Offering*"). Joseph Gunnar & Company, LLC acted as lead placement agent for the February 2021 Offering, and Taglich Brothers acted as co-placement agent. As compensation for their services, the Company paid to Taglich Brothers a cash fee of \$47,272 and issued to Taglich Brothers five-year warrants to purchase up to an aggregate of 112,706 shares of Common Stock with an exercise price of \$3.875 per share. Mr. Taglich received 29,084 of the warrants issued to Taglich Brother in connection with the February 2021 Offering.

May 2021 Offerings. On May 14, 2021, the Company offered and sold a total of 1,060,000 shares of its Common Stock to certain institutional investors at a public offering price of \$2.28 per share in a registered direct offering. Also, on May 14, 2021, the Company entered into securities purchase agreements with certain institutional investors pursuant to which the Company offered and sold a total of 2,700 units at a purchase price of \$1,000 per Unit (collectively, the "*May 2021 Offerings*"). Each Unit sold in the May 2021 Offerings consisted of (i) one share of the Company's newly designated Series D Convertible Preferred Stock ("*Series D Preferred*") and (ii) warrants to purchase up to one-half of the conversion shares issuable upon conversion of shares of Series D Preferred issued as a part of such units.

Joseph Gunnar & Company, LLC acted as lead placement agent, and Taglich Brothers acted as co-placement agent for the May 2021 Offerings. As compensation for their services, the Company paid to Taglich Brothers a cash fee of \$122,803 and issued to Taglich Brother five-year warrants to purchase an aggregate of 153,504 shares of Common Stock at an exercise price of \$2.85 per share. Mr. Taglich received 13,000 of the warrants issued to Taglich Brother in connection with the May 2021 Offerings.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

Beneficial ownership is determined in accordance with Rule 13d-3 under the Securities Exchange Act of 1934, as amended (the "*Exchange Act*"). In computing the number of shares beneficially owned by a person or a group and the percentage ownership of that person or group, shares of our Common Stock issuable upon conversion of outstanding shares of preferred stock and/or upon exercise of options and warrants currently exercisable or exercisable within 60 days after April 1, 2023 (the "*Table Date*") are deemed outstanding, but are not deemed outstanding for the purpose of computing the percentage ownership of any other person. Unless otherwise indicated, the address of each individual named below is our address: 100 Sylvan Road, Suite G700, Woburn, Massachusetts 01801.

The following tables set forth, as of the Table Date, the beneficial ownership of each of our outstanding voting securities, consisting of our Series C Preferred and Common Stock by (i) each person or group of persons known to us to beneficially own more than 5% of the outstanding shares of the outstanding securities, (ii) each of our directors and named executive officers, and (iii) all of our executive officers and directors as a group. At the close of business on the Table Date, there were 350 shares of Series C Preferred and 10,417,609 shares of our Common Stock issued and outstanding.

Except as indicated in the footnotes to the tables below, each stockholder named in the table has sole voting and investment power with respect to the shares shown as beneficially owned by such stockholder.

This information is based upon information received from or on behalf of the individuals named herein.

Series C Preferred

Name and Address	Number of Shares Owned (1)	Percent of Shares Outstanding
Michael and Claudia Taglich 790 New York Avenue Huntington, NY 11743	350	100.0%
All current executive officers and directors as a group	350	100.0%

- (1) Holders of Series C Preferred are entitled to vote on all matters presented to our stockholders on an as-converted basis. Each share of Series C Preferred is convertible, at the option of each respective holder, into approximately 111.11 shares of Common Stock.

Common Stock

Name and Address	Number of Shares Owned	Percent of Shares Outstanding
Roger Kahn President, Chief Executive Officer, Director	1,168,112 (1)	10.8%
Michael Taglich Director	384,906 (2)	3.6%
Kenneth Galaznik Director	68,187 (3)	0.7%
Scott Landers Director	68,150 (4)	0.6%
Joni Kahn Director	68,153 (5)	0.6%
Thomas R. Windhausen Chief Financial Officer and Treasurer	10,000 (6)	0.1%
All current executive officers and directors as a group	1,767,508 (7)	15.6%

- (1) Includes 385,321 shares of Common Stock subject to currently exercisable options (includes options that will become exercisable within 60 days of April 1, 2023). Includes 200,000 shares of restricted stock. Includes 545 shares of Common Stock owned by Mr. Kahn's spouse.
- (2) Includes 188,000 shares issuable upon the exercise of warrants, 38,889 shares issuable upon the exercise of Series C preferred stock, and 67,668 shares of Common Stock subject to currently exercisable options (includes options that will become exercisable within 60 days of April 1, 2023). Also includes 35 shares of Common Stock owned by Mr. Taglich's spouse.
- (3) Includes 67,588 shares of Common Stock subject to currently exercisable options (includes options that will become exercisable within 60 days of April 1, 2023).
- (4) Includes 67,588 shares of Common Stock subject to currently exercisable options (includes options that will become exercisable within 60 days of April 1, 2023). Includes 8 shares of Common Stock owned by Mr. Lander's children.
- (5) Includes 67,588 shares of Common Stock subject to currently exercisable options (includes options that will become exercisable within 60 days of April 1, 2023).
- (6) Includes 10,000 shares of Common Stock subject to currently exercisable options (includes options that will become exercisable within 60 days of April 1, 2023).
- (7) Includes 665,753 shares of Common Stock subject to currently exercisable options (includes options that will become exercisable within 60 days of April 1, 2023) and 200,000 of restricted stock, and 226,889 other issuable shares including warrants and preferred stock.

EXECUTIVE COMPENSATION

Summary Compensation Table

The following Summary Compensation Table sets forth the total compensation paid or accrued for the fiscal years ended September 30, 2022 and September 30, 2021 for our principal executive officer and up to two additional of our highest compensated executive officers who were serving as executive officers as of September 30, 2022. We refer to these officers as our named executive officers.

Name and Principal Position	Fiscal Year End	Salary	Bonus	Total
Roger Kahn <i>President and Chief Executive Officer</i>	2022	\$ 339,333	\$ 114,411	\$ 453,744
	2021	\$ 318,750	\$ 135,791	\$ 454,541
Thomas R. Windhausen <i>Chief Financial Officer, Treasurer, and Secretary</i>	2022	\$ 240,000	\$ 16,818	\$ 256,818
Mark G. Downey <i>Former Executive Vice President, Chief Financial Officer and Treasurer</i>	2022	\$ 40,000	\$ 30,000	\$ 70,000
	2021	\$ 240,000	\$ 58,949	\$ 298,949

Employment Agreements

Roger Kahn

On August 24, 2015, Mr. Roger "Ari" Kahn joined Bridgeline Digital, Inc. as the Company's Chief Operating Officer. On December 1, 2015, Mr. Kahn and another individual were named Co-Interim Chief Executive Officers and Presidents and assumed the responsibilities of the Office of the Chief Executive Officer and President. On May 6, 2016, the Company appointed Mr. Kahn as sole President and Chief Executive Officer, effective May 10, 2016. Mr. Kahn's employment agreement was amended and reported on Form 8-K and filed with the SEC on May 13, 2016.

A new employment agreement was entered into on September 13, 2019 by and between the Company and Mr. Kahn, superseding the original. The principal change to Mr. Kahn's original employment agreement, was the addition of an automatic renewal each fiscal year, unless the Company provides written notice of its intent not to renew such employment agreement at least sixty (60) days in advance of the Company's fiscal year rather than the employment agreement only renewing upon notice from the Company. On February 25, 2021, Mr. Kahn's employment agreement was first amended, entitling Mr. Kahn to an annual salary of \$330,000 starting on the date of the amendment and an annual bonus of \$137,500.

On August 18, 2022, a second amendment to the employment agreement between the Company and Mr. Kahn was made, effective August 14, 2022. The second amendment provided for the following: (i) an increase in Mr. Kahn's annual salary to \$400,000; (ii) the opportunity for Mr. Kahn to earn a periodic incentive bonus, subject to his achievement of targets that include sales bookings, revenue, Adjusted EBITDA, cash, and other non-monetary management objectives as determined by the Board; and (iii) the Company's right, but not its obligation, to issue discretionary equity incentive awards to Mr. Kahn, subject to applicable award agreements, equity incentive plans, and other such applicable terms, restrictions, and provisions. In connection with the Second Amendment, Mr. Kahn was given the opportunity to earn a \$100,000 bonus with respect to the second half of fiscal 2022 and was awarded 200,000 shares of restricted stock, pursuant to the Company's 2016 Stock Incentive Plan. Mr. Kahn's restricted stock award vests in quarterly installments over a three year period. Mr. Kahn also has the opportunity to earn one or more future incentive bonuses aggregating \$200,000 for each year. In the event Mr. Kahn's employment is terminated by the Company without cause, he is entitled to receive severance benefits.

Thomas R. Windhausen

Effective November 30, 2021, Thomas R. Windhausen was appointed by the Company's Board of Directors as Chief Financial Officer and Treasurer of the Company. Effective February 8, 2023, Mr. Windhausen was appointed by the Company's Board of Directors as Secretary of the Company. The Company and Mr. Windhausen entered into an employment agreement, effective November 30, 2021 through September 30, 2022, unless extended by mutual agreement of the Company and Mr. Windhausen, whereby he will receive \$240,000 base salary and the ability to earn a bi-annual incentive bonus of \$22,500, which incentive bonus may be awarded to Mr. Windhausen at the discretion of the Company's Compensation Committee. Mr. Windhausen's employment agreement also provides that Mr. Windhausen will be eligible to participate in all other employee benefits plans and programs. In the event Mr. Windhausen's employment is terminated by the Company without cause, he is entitled to receive severance benefits.

Mark G. Downey

On November 30, 2021, Mr. Mark G. Downey resigned from his position of Chief Financial Officer of Bridgeline Digital, Inc. to pursue new professional opportunities. Mr. Downey continued to provide transition services to the Company as a consultant until January 30, 2022.

The foregoing descriptions of the material terms of Mr. Kahn's employment agreement, as amended do not purport to be complete descriptions and are qualified in their entirety by reference to the employment agreement, the first amendment, and second amendment, which were filed as an exhibit to the Company's Current Reports on Form 8-K filed with SEC on September 19, 2018, March 2, 2021, and August 18, 2022, respectively. The foregoing descriptions of the material terms of the Mr. Windhausen's employment agreement do not purport to be complete descriptions and are qualified in their entirety by reference to the employment agreement, which was filed as an exhibit to the Company's Form 10-K for the year ended September 30, 2021.

There are no family relationships between Mr. Kahn or between Mr. Windhausen and any director or executive officer of the Company.

Outstanding Equity Awards at Fiscal 2022 Year-End

The following table sets forth information concerning outstanding stock options for each named executive officer as of September 30, 2022.

Name	Grant Date	Number of Securities Underlying Unexercised Options Exercisable (1)	Number of Securities Underlying Unexercised Options Unexercisable (1)	Exercise Price (\$/sh)	Option Expiration Date
Roger Kahn	8/24/2015 (1)	800	-	\$ 287.50	8/24/2025
	8/19/2016 (1)	4,446	-	\$ 205.00	8/19/2026
	11/20/2019 (1)	166,235	83,118	\$ 1.40	11/20/2029
	4/14/2022 (2)	80,444	281,556	\$ 1.85	4/14/2032
	Total	251,925	364,674		
Thomas R. Windhausen	9/30/2021 (1)	10,000	20,000	\$ 4.11	9/30/2031

(1) Shares vest in equal installments upon the anniversary date of the grant over three years.

(2) Shares vest in equal installments on a monthly basis over three years.

Roger Kahn also holds 200,000 shares of restricted stock granted which were granted in August 2022 and which vest in quarterly installments over a three year period. As of September 30, 2022, all shares remained restricted.

We maintain a number of equity compensation plans for employees, officers, directors and other entities and individuals whose efforts contribute to our success. The table below sets forth certain information as of our fiscal year ended September 30, 2022, regarding the shares of our Common Stock available for grant or granted under our equity compensation plans.

Equity Compensation Plan Information

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 remaining available for future issuance under equity compensation plans (excluding securities reflected in column a) (c)
Equity compensation plans approved by security holders	1,157,927	\$ 3.49	239,074
Equity compensation plans not approved by security holders (1)	1,757,629	3.64	-
Total	2,915,556	\$ -	239,074

(1) At September 30, 2022, there were 1,757,629 total warrants outstanding.

Director Compensation

The non-employee members of our Board of Directors are compensated as follows:

- *Compensation.* Each outside director receives an annual retainer of \$12,000 and is compensated \$1,500 for each meeting such Director attends.
- *Committee Chair Bonus.* The Chair of the Board of Directors receives an additional annual fee of \$10,000. The Chair of the Audit Committee receives an additional annual fee of \$10,000. The Chairs of the Compensation Committee and Nominating and Corporate Governance Committee each receive an additional annual fee of \$5,000.
- *Audit Committee.* Members of the Audit Committee receive additional annual compensation of \$3,000.

Fees are paid quarterly. Other directors who serve on our standing committees, other than the Audit Committee, do not receive additional compensation for their committee services.

Director Compensation Table

The following table sets forth information concerning the compensation paid to our non-employee directors during the fiscal year ended September 30, 2022.

Director	Annual Retainer	Board Meetings	Chairman	Additional	Total
Ken Galaznik	\$ 12,000	\$ 6,000	\$ 10,000	\$ -	\$ 28,000
Joni Kahn	12,000	6,000	15,000	3,000	36,000
Scott Landers	12,000	6,000	5,000	3,000	26,000
Michael Taglich	12,000	6,000	-	-	18,000
	<u>\$ 48,000</u>	<u>\$ 24,000</u>	<u>\$ 30,000</u>	<u>\$ 6,000</u>	<u>\$ 108,000</u>

OTHER INFORMATION CONCERNING THE COMPANY AND THE BOARD OF DIRECTORS

Meetings of the Board of Directors

During the Company's fiscal year ended September 30, 2022, the Board of Directors held 5 meetings and acted 4 times by unanimous written consent. During fiscal 2022, each director attended each meeting. The Chairman was present at all meetings. The Company encourages Board members to attend the Annual Meeting.

Structure of the Board of Directors

Ms. Joni Kahn, an independent director, was appointed as Chairperson of the Board in May 2015. The Board of Directors determined that it would be beneficial to the Company to separate the offices of Chief Executive Officer and Chairperson of the Board in order to allow the Chief Executive Officer to focus on the Company's operations and execution of its business plan while the Chairperson of the Board would focus on the Company's strategic plan. The Board of Directors believes that Ms. Kahn's service as Chairperson of the Board will further help extend the Company's footprint in technology as well as provide executive level managerial, operational, and strategic planning experience.

The Board of Directors' Role in Risk Oversight

The Board of Directors oversees our risk management process. This oversight is primarily accomplished through the Board of Directors' committees and management's reporting processes, including receiving regular reports from members of senior management on areas of material risk to the company, including operational, financial and strategic risks. The Audit Committee focuses on risks related to accounting, internal controls, and financial and tax reporting and related party transactions. The Audit Committee also assesses economic and business risks and monitors compliance with ethical standards. The Compensation Committee identifies and oversees risks associated with our executive compensation policies and practices.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Exchange Act requires the Company's executive officers, directors and persons who beneficially own more than 10% of a registered class of the Company's equity securities (collectively, the "*Reporting Persons*") to file certain reports regarding ownership of, and transactions in, the Company's securities with the SEC. These Reporting Persons are also required by SEC rules to furnish the Company with copies of all Section 16(a) reports that they file with the SEC. With respect to fiscal 2022, and based solely on its review of the copies of such forms and amendments thereto received by it, the Company believes that all of the Reporting Persons complied with all applicable filing requirements.

Communications with the Board of Directors

The Company encourages stockholder communications with the Board of Directors. Interested persons may directly contact any individual member of the Board of Directors by contacting Shareholder Relations, Bridgeline Digital, Inc., 150 Woodbury Road – 2nd Floor, Woodbury, New York 11797.

Code of Conduct and Ethics

The Company's Board of Directors has adopted a Code of Ethics within the meaning of Item 406(b) of Regulation S-K of the Securities Act that applies to all of the Company's officers and employees, including its principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions. The Code of Ethics codifies the business and ethical principles that govern the Company's business. A copy of the Code of Ethics is available on the Company's website www.bridgeline.com. The Company intends to post amendments to or waivers from its Code of Ethics (to the extent applicable to its principal executive officer, principal financial officer or principal accounting officer) on its website. The Company's website is not part of this proxy statement.

COMMITTEES OF THE BOARD OF DIRECTORS

The Company has an Audit Committee, a Compensation Committee and a Nominating and Corporate Governance Committee.

Audit Committee

The Audit Committee assists the Board of Directors in the oversight of the audit of our consolidated financial statements and the quality and integrity of our accounting, auditing and financial reporting processes. The Audit Committee is responsible for making recommendations to the Board of Directors concerning the selection and engagement of independent registered public accountants and for reviewing the scope of the annual audit, audit fees, results of the audit and auditor independence. The Audit Committee also reviews and discusses with management and the Board of Directors such matters as accounting policies, internal accounting controls and procedures for preparation of financial statements. Our Audit Committee is comprised of Mr. Galaznik (Chair), Ms. Kahn and Mr. Landers. Our Board has determined that each of the members of the Audit Committee meet the criteria for independence under the standards provided by Nasdaq. The Board of Directors has adopted a written charter for the Audit Committee. A copy of such charter is available on the Company's website, www.bridgeline.com. During Fiscal 2022, the Audit Committee met four times. Each member of the Audit Committee attended each such meeting. The Chairman of the Audit Committee was present at all meetings.

Our Board has also determined that each of Mr. Galaznik and Mr. Landers qualifies as an "audit committee financial expert" as defined under Item 407(d) (5) of Regulation S-K and as an independent director as defined by the Nasdaq listing standards.

Compensation Committee

The Compensation Committee evaluates the performance of our senior executives, considers the design and competitiveness of our compensation plans, including the review of independent research and data regarding compensation paid to executives of public companies of similar size and geographic location, reviews and approves senior executive compensation and administers our equity compensation plans. In addition, the Committee also conducts reviews of executive compensation to ensure compliance with Section 162(m) of the Internal Revenue Code of 1986, as amended. Our Compensation Committee is comprised of Ms. Kahn (Chair), Mr. Galaznik and Mr. Landers, all of whom are independent directors. The Board of Directors has adopted a written charter for the Compensation Committee. A copy of such charter is available on the Company's website, www.bridgeline.com. During Fiscal 2022, the Compensation Committee met three times and acted one time by unanimous written consent.

Nominating and Corporate Governance Committee

The Nominating and Governance Committee identifies candidates for future Board membership and proposes criteria for Board candidates and candidates to fill Board vacancies, as well as a slate of directors for election by the stockholders at each annual meeting. The Nominating and Governance Committee also annually assesses and reports to the Board of Directors on Board and Board Committee performance and effectiveness and reviews and makes recommendations to the Board of Directors concerning the composition, size and structure of the Board of Directors and its committees. A copy of such charter is available on the Company's website, www.bridgeline.com. Our Nominating and Governance Committee is comprised of Mr. Landers (Chair) and Ms. Kahn, each of whom are independent directors. During Fiscal 2022, the Nominating and Governance Committee met two times.

PROPOSAL 2

AMENDMENT OF THE BRIDGELINE DIGITAL, INC. 2016 STOCK INCENTIVE PLAN TO INCREASE NUMBER OF SHARES

The Board of Directors believes that the future success of Bridgeline Digital depends, in large part, upon the ability of the Company to attract, retain and motivate key employees and that the granting of stock options serves as an important factor in retaining key employees. In addition, the Board of Directors believes it is important to have a pool of options available for issuance as the Company considers potential acquisitions. On February 8, 2023, the Company's Board of Directors approved, subject to stockholder approval, an amendment to the Bridgeline Digital, Inc. 2016 Stock Incentive Plan, as amended (the "*Stock Incentive Plan*"), to increase the number of shares reserved for issuance under the Stock Incentive Plan by 750,000 shares, or from a total reserved of 1,650,000 shares to a new total reserved of 2,400,000 shares. As of April 1, 2023, there were approximately 200,000 shares remaining available for issuance under the Stock Incentive Plan.

The Board of Directors believes the current number of shares remaining available for issuance under the Stock Incentive Plan is insufficient. Based on the Company's current rate of option grants as well as the Company's anticipated hiring of new employees, the Board of Directors believes the existing share reserve will be exhausted within the next three to six months. Without the ability to provide equity compensation, the Company may be unable to attract and retain key employees. If this proposal is approved, the Company intends to continue to provide equity incentives to existing key employees as well to certain newly-hired employees and outside directors. If this proposal is approved, the Company expects to have sufficient shares available under the Stock Incentive Plan for the next twelve to eighteen months.

The proposed increase of 750,000 shares was determined by comparing the Company's past option grants to key employees and new employees to its current hiring and retention plan. The proposed increase in the number of shares reserved from 1,650,000 to 2,400,000 would increase the Company's overhang from 13% to 18%. The Company's burn rate, net of forfeited and expired shares, has averaged 4% over the past two fiscal years.

The Board of Directors believes that the increase in the number of shares available for issuance under the Stock Incentive Plan is in the best interests of the Company and recommends a vote for this proposal.

Purpose of Stock Incentive Plan

The purpose of the Stock Incentive Plan is to advance the interests of Bridgeline Digital by encouraging equity participation in Bridgeline Digital by directors, officers and employees of Bridgeline Digital through the acquisition of shares of Common Stock upon the exercise of options granted under the Stock Incentive Plan.

General Provisions

The following is a summary of the Stock Incentive Plan, as proposed to be amended. A copy of the amendment to the Stock Incentive Plan is attached as Appendix A to this Proxy Statement.

Our Stock Incentive Plan, as proposed to be amended, was originally adopted in 2016 and subsequently amended in 2019 and 2022, respectively. The Stock Incentive Plan allows the Company to grant options and other forms of stock-based compensation to our officers, directors, employees and outside consultants and advisors. We have developed this Stock Incentive Plan to align the interests of (i) employees, (ii) non-employee Board members, and (iii) consultants and key advisors with the interests of our stockholders and to provide incentives for these persons to exert maximum efforts for our success and to encourage them to contribute materially to our growth. As of April 1, 2023, there were approximately 50 persons eligible to participate in the Stock Incentive Plan.

The Stock Incentive Plan is not subject to the provisions of the Employment Retirement Income Security Act, as amended ("*ERISA*"), and is not a "qualified plan" within the meaning of Section 401 of the Internal Revenue Code, as amended (the "*Code*").

Shares Subject to the Stock Incentive Plan. Currently, the Company may issue up to 1,650,000 shares under the Stock Incentive Plan, subject to adjustment to prevent dilution from stock dividends, stock splits, recapitalization or similar transactions. The Board of Directors has approved an amendment, subject to stockholder approval, to increase the number of shares which may be issued under the Stock Incentive Plan to 2,400,000 shares.

Administration of the Stock Incentive Plan. The Stock Incentive Plan is administered by the Compensation Committee. Except for certain non-discretionary option grants to certain of our directors described below, the Compensation Committee selects the individuals to whom options and awards are granted and determines the option exercise price and other terms of each award, subject to the provisions of the Stock Incentive Plan. The Compensation Committee has delegated limited authority to grant a limited number of stock options to a committee comprised of the Company's Chief Executive Officer and other officer(s) of the Company.

Awards under the Stock Incentive Plan. Under the Stock Incentive Plan, the Compensation Committee may grant awards in the form of incentive stock options, as defined in Section 422 of the Code, options which do not so qualify, stock awards, performance share awards and stock appreciation rights.

Options. The duration of any option shall be within the sole discretion of the Compensation Committee; provided, however, that any incentive stock option granted to a 10% or less stockholder or any nonqualified stock option shall, by its terms, be exercised within 10 years after the date the option is granted and any incentive stock option granted to a greater than 10% stockholder shall, by its terms, be exercised within five years after the date the option is granted. The exercise price of all options will be determined by the Compensation Committee; provided, however, that the exercise price of an option (including incentive stock options or nonqualified stock options) will be equal to, or greater than, the fair market value of a share of our stock on the date the option is granted and further provided that incentive stock options may not be granted to an employee who, at the time of grant, owns stock possessing more than 10% of the total combined voting power of all classes of our stock or any parent or subsidiary, as defined in section 424 of the Code, unless the price per share is not less than 110% of the fair market value of our stock on the date of grant.

The Stock Incentive Plan provides that each director who is not an employee of Bridgeline Digital, on the date of each annual meeting or special meeting in lieu thereof, shall automatically receive a grant of a non-statutory option for the purchase of 2,000 shares of Common Stock. Such option shall vest over three years on the anniversary of the date of grant at a rate of 33.33% per year until fully vested. In recent years, the Board of Directors has granted discretionary options to the directors in lieu of automatic grants provided under the Stock Incentive Plan.

Restricted Stock. Restricted stock is Common Stock that is subject to a risk of forfeiture or other restrictions that will lapse upon satisfaction of specified conditions. Subject to any restrictions applicable to the award, a participant holding restricted stock, whether vested or unvested, will be entitled to enjoy all rights of a stockholder with respect to such restricted stock, including the right to receive dividends and vote the shares. Any dividends payable on the restricted stock awards will be subject to the same restrictions as the underlying award.

Performance Share Awards. A performance share award is an award entitling the holder to acquire shares of Common Stock upon the attainment of specified performance goals, as determined by the Compensation Committee.

Stock Appreciation Rights. Stock appreciation rights entitle the holder upon exercise to receive shares of Common Stock, or cash, or a combination of the two, having a value equal to the product of (i) the excess of the fair market value of the number of shares with respect to which the right is being exercised (which value is based on fair market value at the time of such exercise) over the exercise price applicable to such shares, multiplied by (ii) the number of shares of Common Stock for which such stock appreciation rights is being exercised.

Termination of Employment. Unless the Compensation Committee provides otherwise in the terms of the award, if the employment or service of a participant is terminated, options granted to such participant will immediately cease to be exercisable and any options or other awards granted after that date will cease to be exercisable (i) immediately if the participant's employment or service is terminated for cause or (ii) up to three (3) months after the participant's employment or service is terminated without cause.

Termination or Amendment of the Stock Incentive Plan. Our Board of Directors may at any time terminate the Stock Incentive Plan or make such amendments thereto as it deems advisable, without action on the part of our stockholders unless their approval is required under the law. However, no termination or amendment will, without the consent of the individual to whom any option has been granted, affect or impair the rights of such individual. Under Section 422(b)(2) of the Code, no incentive stock option may be granted under the Stock Incentive Plan more than ten years from the date the Stock Incentive Plan was amended and restated or the date such amendment and restatement was approved by our stockholders, whichever is earlier.

New Plan Benefits

We are unable to determine the dollar value and number of stock awards that may be received by or allocated to (i) any of our named executive officers, (ii) our current executive officers, as a group, (iii) our employees who are not executive officers, as a group, and (iv) our non-executive directors, as a group as a result of the approval of the amendment to the Stock Incentive Plan because at this time we are unable to determine whether any of the current non-executive directors will meet the requirements to receive any automatic grants of options under the Stock Incentive Plan and all other stock awards granted to such persons are granted by the Compensation Committee on a discretionary basis.

Federal Income Tax Consequences

The following summarizes the U.S. federal income tax consequences that generally will arise with respect to awards granted under the Stock Incentive Plan. This summary is based on the tax laws in effect as of the date of this proxy statement. This summary assumes that all awards granted under the Stock Incentive Plan are exempt from, or comply with, the rules under Section 409A of the Internal Revenue Code related to nonqualified deferred compensation. Changes to these laws could alter the tax consequences described below. This discussion is not intended to be a complete discussion of all of the federal income tax consequences of the Stock Incentive Plan or of all of the requirements that must be met in order to qualify for the tax treatment described herein. In addition, because tax consequences may vary, and certain exceptions to the general rules discussed herein may be applicable, depending upon the personal circumstances of individual holders of securities, each participant should consider his personal situation and consult with his own tax advisor with respect to the specific tax consequences applicable to him. No information is provided as to state tax laws. The Stock Incentive Plan is not qualified under Section 401 of the Code, nor is it subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended.

Incentive Stock Options. A participant will not have income upon the grant of an incentive stock option. Also, except as described below, a participant will not have income upon exercise of an incentive stock option if the participant has been employed by the Company at all times beginning with the option grant date and ending three months before the date the participant exercises the option. If the participant has not been so employed during that time, then the participant will be taxed as described below under "Nonstatutory Stock Options." The exercise of an incentive stock option may subject the participant to the alternative minimum tax.

A participant will have income upon the sale of the stock acquired under an incentive stock option at a profit (if sales proceeds exceed the exercise price). The type of income will depend on when the participant sells the stock. If a participant sells the stock more than two years after the option was granted and more than one year after the option was exercised, then, if sold at a profit, all of the profit will be long-term capital gain or, if sold at a loss, all of the loss will be long-term capital loss. If a participant sells the stock prior to satisfying these waiting periods, then the participant will have engaged in a disqualifying disposition and the participant will have ordinary income equal to the difference between the exercise price and the fair market value of the underlying stock at the time the option was exercised. Depending on the circumstances of the disqualifying disposition, the participant may then be able to report any difference between the fair market value of the underlying stock at the time of exercise and the disposition price as gain or loss, as the case may be.

Nonstatutory Stock Options. A participant will not have income upon the grant of a nonstatutory stock option. A participant will have compensation income upon the exercise of a nonstatutory stock option equal to the value of the stock on the day the participant exercised the option less the exercise price. Upon sale of the stock, the participant will have capital gain or loss equal to the difference between the sales proceeds and the value of the stock on the day the option was exercised. This capital gain or loss will be long-term if the participant has held the stock for more than one year and otherwise will be short-term.

Restricted Stock. Generally, restricted stock is not taxable to a participant at the time of grant, but instead is included in ordinary income (at its then fair market value) and subject to withholding when the restrictions lapse. A participant may elect to recognize income at the time of grant, in which case the fair market value of the Common Stock at the time of grant is included in ordinary income and subject to withholding and there is no further income recognition when the restrictions lapse.

Other Stock-Based Awards. The tax consequences associated with other stock-based awards granted under the Stock Incentive Plan will vary depending on the specific terms of such award. Among the relevant factors are whether or not the award has a readily ascertainable fair market value, whether or not the award is subject to forfeiture provisions or restrictions on transfer, the nature of the property to be received by the participant under the award and the participant's holding period and tax basis for the award or underlying Common Stock.

Tax Consequences to the Company. There will be no tax consequences to the Company except that the Company will be entitled to a deduction when a participant has compensation income. Any such deduction will be subject to the limitations of Section 162(m) of the Code.

Vote Required

Adoption of the increase in authorized shares reserved for issuance under the Stock Incentive Plan requires the affirmative vote of the holders of a majority of the voting securities present in person or represented by proxy and entitled to vote on the matter (meaning that of the voting securities represented at the Meeting and entitled to vote, a majority of them must be voted "for" this proposal for it to be approved). Abstentions will have the same effect as a vote "against" this proposal, and broker non-votes will have no effect on the vote for this proposal.

Recommendation of the Board of Directors

The Board of Directors recommends a vote "FOR" the amendment to the Bridgeline Digital, Inc. 2016 Stock Incentive Plan.

PROPOSAL 3

ADVISORY VOTE TO APPROVE THE COMPENSATION OF NAMED EXECUTIVE OFFICERS ("*SAY-ON-PAY*")

Pursuant to Section 14A of the Exchange Act, we provide our stockholders with the opportunity to vote to approve, on a nonbinding, advisory basis, the compensation of our named executive officers as disclosed in this proxy statement in accordance with the compensation disclosure rules of the SEC.

Our executive compensation programs are designed to attract, motivate, and retain our named executive officers, who are critical to our success, and to reward our named executive officers for the achievement of short-term and long-term strategic and operational goals and the achievement of increased total stockholder return. We seek to closely align the interests of our named executive officers with the interests of our stockholders, and our Compensation Committee regularly reviews named executive officer compensation to ensure such compensation is consistent with our goals.

Accordingly, we ask our stockholders to vote on the following resolution at the Annual Meeting:

"RESOLVED, that the stockholders of Bridgeline Digital, Inc. (the "*Company*"), approve, on an advisory basis, the compensation of its named executive officers, as disclosed in the Company's Proxy Statement for the 2023 Annual Meeting of Stockholders, pursuant to Item 402 of Regulation S-K, including the accompanying tabular disclosure regarding named executive officer compensation and the corresponding narrative disclosure and footnotes."

This vote is advisory, which means that the vote on executive compensation is not binding on the Company, our Board of Directors, or the Compensation Committee of the Board of Directors. The vote on this resolution is not intended to address any specific element of compensation, but rather relates to the overall compensation of our named executive officers, as described in this proxy statement in accordance with the compensation disclosure rules of the SEC. To the extent there is a significant vote against our named executive officer compensation as disclosed in this proxy statement, the Compensation Committee will evaluate whether any actions are necessary to address our stockholders' concerns.

Vote Required

This Say-on-Pay vote is a non-binding, advisory vote. However, you are entitled to vote "for," "against," or "abstain" for this Say-on-Pay proposal. Abstentions will have the same effect as a vote "against" this proposal, and broker non-votes will have no effect on the vote for this proposal.

Recommendation of the Board of Directors

The Board of Directors recommends that stockholders vote "**FOR**" the advisory resolution above, approving of the compensation paid to the Company's named executive officers.

PROPOSAL 4

RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

PKF O'Connor Davies, LLP ("PKF") has acted as the Company's independent registered public accounting firm for the fiscal years ending September 30, 2022 and 2021. Neither the Company's bylaws nor the governing documents or law require stockholder ratification of the selection of PKF as the Company's independent registered public accounting firm. However, this proposal is being submitted as a matter of good corporate practice. If the stockholders do not ratify PKF, the appointment of another firm of independent certified public accountants may be considered by the Company's Audit Committee. Even if PKF is ratified, the Company's Audit Committee may, in its discretion, direct the appointment of a different independent registered public accounting firm at any time during the year if they determine that doing so is in the best interests of the Company and its stockholders.

During the fiscal years ended September 30, 2022 and September 30, 2021, neither the Company, nor any party on behalf of the Company, consulted with PKF regarding either (a) the application of accounting principles to a specified transaction, either completed or proposed, or the audit opinion that might be rendered regarding the Company's consolidated financial statements, and no written report or oral advice was provided to the Company that PKF concluded was an important factor considered by the Company in deciding on any accounting, auditing or financial reporting issue, or (b) any matter subject of any "disagreement" (as such term is defined in Item 304(a)(1)(iv) of Regulation S-K and the related instructions) or a "reportable event" (as such term is defined in Item 304(a)(1)(v) of Regulation S-K).

Upon the recommendation of the Audit Committee, the Board of Directors appointed PKF to audit the consolidated financial statements of the Company for the fiscal year ending September 30, 2023, and hereby recommends that the stockholders ratify such appointment.

As previously stated, the Board may terminate the appointment of PKF as the Company's independent registered public accounting firm without the approval of the Company's stockholders whenever the Board of Directors deems such termination necessary or appropriate.

Representatives of PKF will be present at the Annual Meeting or available by telephone and will have an opportunity to make a statement if they so desire and to respond to appropriate questions from stockholders.

The table below shows the aggregate fees that the Company paid or accrued for the audit and other services provided by PKF for the fiscal year ended September 30, 2022 and by PKF and Marcum LLP for the fiscal year ended September 30, 2021. The Company did not engage its independent registered public accounting firms during either of the fiscal years ended September 30, 2022 or September 30, 2021 for any other non-audit services.

Type of Service	Amount of Fee for Fiscal Year Ended	
	September 30, 2022	September 30, 2021
Audit Fees	\$ 258,487	\$ 261,951
Audit-Related Fees	—	68,544
Tax Fees	—	—
Total	\$ 258,487	\$ 330,495

Audit Fees. This category includes fees for the audits of the Company's annual financial statements, review of financial statements included in the Company's Quarterly Reports on Form 10-Q and services that are normally provided by the independent auditors in connection with statutory and regulatory filings or engagements for the relevant fiscal years. Audit fees paid to PKF and Marcum were \$243,050 and \$15,437, respectively, for the fiscal year ended September 30, 2022. Audit fees paid to PKF and Marcum were \$219,000 and \$42,951, respectively, for the fiscal year ended September 30, 2021.

Audit-Related Fees. This category consists of audits performed in connection with certain acquisitions. There were no audit-related fees paid to PKF or Marcum for the fiscal year ended September 30, 2022. Audit-related fees paid to PKF and Marcum were \$42,500 and \$26,044, respectively, for the fiscal year ended September 30, 2021.

Tax Fees. This category consists of professional services rendered for tax compliance, tax planning and tax advice. The services for the fees disclosed under this category include tax return preparation, research and technical tax advice. There were no tax fees paid to PKF or Marcum in the fiscal years ended September 30, 2022 or September 30, 2021.

There were no other fees paid or accrued to PKF or Marcum in the fiscal years ended September 30, 2022 or September 30, 2021.

Audit Committee Pre-Approval Policies and Procedures.

Before an independent public accounting firm is engaged by the Company to render audit or non-audit services, the engagement is approved by the Audit Committee. Our Audit Committee has the sole authority to approve the scope of the audit and any audit-related services as well as all audit fees and terms. Our Audit Committee must pre-approve any audit and non-audit related services by our independent registered public accounting firm. During our fiscal year ended September 30, 2022, no services were provided to us by our independent registered public accounting firm other than in accordance with the pre-approval procedures described herein.

REPORT OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

The Audit Committee consists of three independent directors, all of whom are "independent directors" within the meaning of the applicable rules of the SEC and Nasdaq's listing standards. The Audit Committee's responsibilities are as described in a written charter adopted by the Board of Directors, a copy of which is available on the Company's website at www.bridgeline.com.

The Audit Committee has reviewed and discussed the Company's audited financial statements for fiscal 2022 with management and with the Company's independent registered public accounting firm, PKF O'Connor Davies, LLP. The Audit Committee has discussed with PKF O'Connor Davies, LLP the matters required to be discussed by Auditing Standard No. 16, as adopted by the Public Company Accounting Oversight Board relating to the conduct of the audit. The Audit Committee has received the written disclosures and the letter from PKF O'Connor Davies, LLP required by the Public Company Accounting Oversight Board in Ethics and Independence Rule 3526, Communications with Audit Committees Concerning Independence, and has discussed with PKF O'Connor Davies, LLP its independence.

Based on the Audit Committee's review of the audited financial statements and the review and discussions described in the foregoing paragraph, the Audit Committee recommended to the Board of Directors that the audited financial statements for fiscal 2022 be included in the Company's Annual Report on Form 10-K for filing with SEC.

Submitted by the members of the Audit Committee:

Kenneth Galaznik, Chairman
Scott Landers
Joni Kahn

The information contained above under the caption "*Report of the Audit Committee of the Board of Directors*" shall not be deemed to be soliciting material or to be filed with the SEC, nor shall such information be incorporated by reference into any future filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, except to the extent that we specifically incorporate it by reference into such filing.

Change in Independent Registered Public Accounting Firm

On February 26, 2021, the Audit Committee of the Company's Board of Directors informed Marcum LLP of its decision to dismiss Marcum as the Company's independent registered public accounting firm, effective as of that date. As of the date of its dismissal, Marcum did not complete an audit of our consolidated financial statements for the year ended September 30, 2021.

During the year ended September 30, 2021 and through the date of its dismissal, there were no "disagreements" (as such term is defined in Item 304(a)(1)(iv) of Regulation S-K and the related instructions to Item 304) with Marcum on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which disagreements if not resolved to the satisfaction of Marcum would have caused Marcum to make reference to the subject matter of the disagreements or reportable events in connection with its report on the financial statements for such year. Since the year ended September 30, 2021 and through the date of Marcum's dismissal, there were no "reportable events" (as such term is defined in Item 304(a)(1)(v) of Regulation S-K).

Vote Required

Ratification of PKF as the Company's independent auditors for the fiscal year ending September 30, 2023 requires the affirmative vote of the holders of a majority of the voting securities present in person or represented by proxy and entitled to vote on the matter (meaning that of the voting securities represented at the Meeting and entitled to vote, a majority of them must be voted "for" this proposal for it to be approved). Abstentions will have the same effect as a vote "against" this proposal. There will be no broker non-votes on the ratification of PKF since brokers can vote with discretion on this proposal.

Unless otherwise instructed on the proxy or unless authority to vote is withheld, shares represented by executed proxies will be voted "FOR" the ratification of PKF as the Company's independent auditors for the fiscal year ending September 30, 2023.

Recommendation of the Board of Directors

The Board of Directors recommends that stockholders vote "**FOR**" the ratification of PKF O'Connor Davies, LLP as our independent auditors for the fiscal year ending September 30, 2023.

Other Matters

The Board of Directors has no knowledge of any other matters which may come before the Meeting and does not intend to present any other matters. However, if any other matters shall properly come before the Meeting or any adjournment thereof, the persons named as proxies will have discretionary authority to vote the shares of Common Stock represented by the accompanying proxy in accordance with their best judgment.

Householding of Proxy Materials

The SEC has adopted rules that permit companies and intermediaries (e.g., brokers) to satisfy the delivery requirements for proxy statements and annual reports with respect to two or more stockholders sharing the same address by delivering a single proxy statement and annual report addressed to those stockholders. This process, which is commonly referred to as "householding," potentially means extra convenience for stockholders and cost savings for companies.

A number of brokers with account holders who are stockholders of the Company will be "householding" the Company's proxy materials. A single set of the Company's proxy materials will be delivered to multiple stockholders sharing an address unless contrary instructions have been received from the affected stockholders. Once you have received notice from your broker that they will be "householding" communications to your address, "householding" will continue until you are notified otherwise or until you revoke your consent. If, at any time, you no longer wish to participate in "householding" and would prefer to receive a separate set of the Company's proxy materials, please notify your broker or direct a written request to the Company at 150 Woodbury Road – 2nd Floor, Woodbury, New York 11797. The Company undertakes to deliver promptly, upon any such oral or written request, a separate copy of its proxy materials to a stockholder at a shared address to which a single copy of these documents was delivered. Stockholders who currently receive multiple copies of the Company's proxy materials at their address and would like to request "householding" of their communications should contact their broker, bank or other nominee, or contact the Company at the above address or phone number.

Stockholder Proposals and Recommendations for Director

In accordance with the rules established by the SEC, any stockholder of the Company who wishes to present a proposal pursuant to Rule 14a-8 under the Exchange Act to be considered for inclusion in the Company's proxy statement for such meeting must deliver such proposal in writing to the Company no later than 120 days before the anniversary of this proxy statement. Such proposals should be mailed to: Secretary, Bridgeline Digital, Inc., 150 Woodbury Road – 2nd Floor, Woodbury, New York 11797, on or before December 18, 2023. To be included in the Company's proxy statement, the proposal must comply with the applicable requirements established by the SEC, our Bylaws, and Delaware Law.

Stockholders wishing to submit proposals to be presented at the next annual meeting or nominate individuals to our Board of Directors must comply with the respective submission requirements and deadlines set forth in our Bylaws. To be considered timely, a stockholder proposal must generally be received by our corporate secretary at our principal executive offices not before February 2, 2024 or after March 4, 2024. With respect to other stockholder proposals, management will be able to vote proxies in its discretion if the Company does not receive notice of the proposal prior to the close of business on March 4, 2024.

In addition, to comply with the universal proxy rules, stockholders who intend to solicit proxies in support of director nominees (other than the Company's nominees) must provide notice that sets forth the information required by Rule 14a-19 under the Exchange Act no later than April 2, 2024.

REGARDLESS OF WHETHER YOU PLAN TO ATTEND THE ANNUAL MEETING IN PERSON, PLEASE READ THE ACCOMPANYING PROXY STATEMENT AND THEN VOTE BY INTERNET, TELEPHONE OR E-MAIL AS PROMPTLY AS POSSIBLE. VOTING PROMPTLY WILL SAVE US ADDITIONAL EXPENSE IN SOLICITING PROXIES AND WILL ENSURE THAT YOUR SHARES ARE REPRESENTED AT THE ANNUAL MEETING.

By order of the Board of Directors,

/s/ Joni Kahn
Joni Kahn
Chairperson of the Board of Directors

APPENDIX A

**AMENDMENT NO. 3
TO
BRIDGELINE DIGITAL, INC.
2016 STOCK INCENTIVE PLAN**

This Amendment No. 3 (this "*Amendment*") to the Bridgeline Digital, Inc. 2016 Stock Incentive Plan (as may be amended from time to time, the "*Plan*"), is made as of June __, 2023. Capitalized terms used herein without definition shall have the meanings ascribed to such terms in the Plan.

WHEREAS, Section 13 of the Plan permits the Board of Directors to amend the Plan, subject, in the case of amendments requiring stockholder approval under the rules of any securities exchange on which the Stock may then be listed, to the approval by the Company's stockholders of such amendment;

WHEREAS, the Board of Directors desires to amend the Plan to increase the number of Shares available for grant under the Plan;

WHEREAS, this Amendment shall be submitted to the Company's stockholders for approval, and shall become effective as of the date on which the Company's stockholders approve such Amendment (the "*Effective Date*"); and

WHEREAS, if the Company's stockholders fail to approve this Amendment, the existing Plan shall continue in full force and effect.

NOW, THEREFORE, pursuant to Section 13 of the Plan, the Plan is hereby amended as follows, effective as of the Effective Date:

1. Section 3(a) of the Plan is hereby amended and restated in its entirety to read as follows:

(a) Shares Issuable. The maximum number of shares of Stock which may be issued in respect of Awards (including Stock Appreciation Rights) granted under the Plan, subject to adjustment upon changes in capitalization of the Company as provided in this Section 3, shall be 2,400,000 shares. The maximum number of shares of Stock which may be issued in respect of Incentive Stock Options granted under the Plan, subject to adjustment upon changes in capitalization of the Company as provided in Section 3, shall be 2,400,000 shares. For purposes of this limitation, the shares of Stock underlying any Awards which are forfeited, cancelled, reacquired by the Company or otherwise terminated (other than by exercise), shares that are tendered in payment of the exercise price of any Award and shares that are tendered or withheld for tax withholding obligations shall be added back to the shares of Stock with respect to which Awards may be granted under the Plan. Shares issued under the Plan may be authorized but unissued shares or shares reacquired by the Company.

2. Except as expressly amended by this Amendment, all terms and conditions of the Plan shall remain in full force and effect.

IN WITNESS WHEREOF, the Company, by its duly executed officer, has executed this Amendment to the Bridgeline Digital, Inc. 2016 Stock Incentive Plan, as of the date first indicated above.

Bridgeline Digital, Inc.

By: _____
Thomas Windhausen
Chief Financial Officer

2023 ANNUAL MEETING OF STOCKHOLDERS OF
BRIDGELINE DIGITAL, INC.

June 1, 2023

GO GREEN

e-Consent makes it easy to go paperless. With e-Consent, you can quickly access your proxy material, statements and other eligible documents online, while reducing costs, clutter and paper waste. Enroll today via www.asifinancial.com to enjoy online access.

NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIAL:

The Notice of Meeting, proxy statement and proxy card are available at <https://bridgeline-digital-inc.ir.rdgfilings.com/>

Please sign, date and mail
your proxy card in the
envelope provided as soon
as possible.

↓ Please detach along perforated line and mail in the envelope provided. ↓

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THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" PROPOSALS 1, 2, 3 AND 4. PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE <input checked="" type="checkbox"/>	
1. To elect the following nominee as director: <div><input type="checkbox"/> FOR THE NOMINEE</div> <div>NOMINEE: Michael Taglich</div> <div><input type="checkbox"/> WITHHOLD AUTHORITY FOR THE NOMINEE</div>	2. To amend the Bridgeline Digital, Inc. 2016 Stock Incentive Plan (the "Stock Incentive Plan") to increase the number of shares of the Company's common stock, par value \$0.001 per share ("Common Stock"), available for issuance as awards granted under the Stock Incentive Plan from 1,650,000 to 2,400,000 shares. <div><input type="checkbox"/> FOR <input type="checkbox"/> AGAINST <input type="checkbox"/> ABSTAIN</div>
	3. To hold an advisory vote to approve the compensation of the Company's named executive officers, as disclosed in the accompanying proxy statement (the "Say-On-Pay" vote). <div><input type="checkbox"/> FOR <input type="checkbox"/> AGAINST <input type="checkbox"/> ABSTAIN</div>
	4. To ratify the appointment of PKF O'Connor Davies, LLP as the Company's independent auditors for the Company's fiscal year ending September 30, 2023. <div><input type="checkbox"/> FOR <input type="checkbox"/> AGAINST <input type="checkbox"/> ABSTAIN</div>
This Proxy is solicited on behalf of the Board of Directors, and when properly executed will be voted as directed herein. If no direction is given, this Proxy will be voted FOR Proposals 1, 2, 3 and 4.	
To change the address on your account, please check the box at right and indicate your new address in the address space above. Please note that changes to the registered name(s) on the account may not be submitted via this method. <input type="checkbox"/>	
Signature of Stockholder _____ Date: _____	Signature of Stockholder _____ Date: _____
<small>Note: Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.</small>	

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BRIDGELINE DIGITAL, INC.

100 Sylvan Road, Suite G-700

Woburn, Massachusetts 01801

The undersigned, revoking all proxies, hereby appoints Roger E. Kahn and Thomas R. Windhausen and each of them, proxies with power of substitution to each, for and in the name of the undersigned to vote all shares of Common Stock of Bridgeline Digital, Inc. (the "Company") which the undersigned would be entitled to vote if present at the 2023 Annual Meeting of Stockholders of the Company to be held on June 1, 2023, at 9:00 A.M. at the Company's New York office located at 150 Woodbury Road, Woodbury, New York and any adjournments thereof, upon the matters set forth in the Notice of Annual Meeting.

Completed proxies should be delivered to the Company's New York office located at 150 Woodbury Road, Woodbury, New York 11797.

The undersigned acknowledges receipt of the Notice of Annual Meeting, Proxy Statement and the Company's Annual Report.

(Continued and to be signed on the reverse side)

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