



## CODE OF BUSINESS AND ETHICAL CONDUCT

**The officers, directors and employees** of Digital Turbine, Inc. (the “Company”) hold an important role in corporate governance. They are uniquely empowered to ensure that stockholders’ interests are appropriately balanced, protected and preserved.

Accordingly, this Code of Business and Ethical Conduct (the “Code”) provides principles to which these officers, directors and employees are expected to adhere and advocate. The Code embodies rules regarding individual and peer responsibilities, as well as responsibilities to the Company, the public and other stakeholders.

Thus, to the best of their knowledge and ability, they must adhere to and advocate the following principles and responsibilities governing their professional and ethical conduct:

1. They must always promote honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest in personal and professional relationships.
2. They must not use their position for personal gain such as by soliciting or accepting for personal benefit business opportunities that might otherwise accrue to the benefit of the Company.
3. They must provide the Securities and Exchange Commission, the public and other constituents with reports, documents and information that is full, fair, accurate, complete, objective, relevant, timely and understandable.
4. They must comply with applicable rules and regulations of federal, state, provincial, local and foreign governments, and other appropriate private and public regulatory agencies.
5. They must act in good faith, responsibly, with due care, competence and diligence, without misrepresenting material facts or allowing their independent judgment to be subordinated.
6. They must respect the confidentiality of information acquired in the course of their work, except when authorized or otherwise legally obligated to disclose the information.
7. They should proactively promote ethical behavior as a responsible partner among peers in their work environment and community.
8. They must responsibly use and control all assets and resources employed or entrusted to them.
9. They must, before creating online content and social media content, consider the potential impact their actions, personal statements or expressions of their personal opinions or beliefs can have on the business, operations and reputation of the Company. They are solely responsible for what they generate or post online, including via social media. Any of their



conduct that adversely affects their job performance, the performance of fellow employees or contractors, or otherwise adversely affects stockholders, directors, employees, customers, vendors, or other Company stakeholders or the Company's business, operations, reputation or legitimate business interests may result in disciplinary action up to and including termination or removal.

In the rapidly expanding world of electronic communication, social media can mean many things. For purposes of this Code, "social media" includes all means of communicating or posting information or content of any sort on the Internet, including to an officer's, director's or employee's own or someone else's web log or blog, journal or diary, personal web site, social networking or affinity web site, web bulletin board or a chat room, and instant messaging, whether or not associated or affiliated with the Company, as well as any other form of electronic communication. A few examples of popular applications include Instagram, Snapchat, Facebook, LinkedIn, Pinterest, YouTube, Twitter, Tik Tok and Wikipedia.

10. They must act in a manner consistent with the Company's culture, workforce initiatives, and hostile-free work environment.
11. They must not take any action to fraudulently influence, coerce, manipulate, or mislead any auditor engaged in the performance of an audit for the purpose of rendering the financial statements materially misleading.
12. They must promptly report Code violations and suspected illegal, unethical or otherwise dishonest activities to the Chief Executive Officer and Chairman of the Board. The Chief Executive Officer and Chairman of the Board must promptly investigate all such reports. Persons making such reports shall not be retaliated against for doing so. The Chief Executive Officer and Chairman of the Board shall present the results of their investigation to the Board of Directors. If the alleged violation was committed by an officer of the Company, they shall also report the results of their investigation to the Audit Committee of the Board of Directors at its next meeting. The Chief Executive Officer and the Audit Committee shall each be empowered to take merited punitive or corrective action, which may include termination of employment. If you wish to remain anonymous you can use the Anonymous Global Ethics and Compliance Hotline [www.lighthouse-services.com/digitalturbine](http://www.lighthouse-services.com/digitalturbine) or 844-420-0044(US and Canada) 800-603-2869 (all other countries, please include country access code first).

Any waiver of the Code may only be made by the Board of Directors. Any such waiver of the Code with respect to a director or an executive officer must be promptly disclosed to the stockholders, along with the reasons for the waiver, in a manner compliant with required disclosures under Item 5.05 of Form 8-K of the Securities Exchange Act of 1934, including by disclosure on the Company's website as permitted by such Item 5.05.



I hereby certify that I have read, understand and will comply with the Code of Business and Ethical Conduct, a copy of which was distributed with this signed Acknowledgment.

Signature: \_\_\_\_\_

Name: \_\_\_\_\_

Date: \_\_\_\_\_