



## **CODE OF BUSINESS AND ETHICAL CONDUCT**

**The officers, directors and employees** of Digital Turbine, Inc. hold an important role in corporate governance. They are uniquely empowered to ensure that shareholders' interests are appropriately balanced, protected and preserved. Accordingly, this 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 Digital Turbine, Inc., 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 Digital Turbine, Inc.
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 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.
10. 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 Digital Turbine, Inc., 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.

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 shareholders, along with the reasons for the waiver, in a manner compliant with required disclosures under Item 5.5 of Regulation 8-K of the Securities Act of 1934.