

CORPORATE GOVERNANCE GUIDELINES

The Board of Directors (the “Board”) of Monitronics International, Inc. (the “Corporation”) has adopted these Corporate Governance Guidelines as a framework for Board governance over the affairs of the Corporation for the benefit of its shareholders and employees.

Roles of Management and the Board

The Corporation’s officers and employees, under the direction of its Chief Executive Officer and the oversight of the Board, conduct the Corporation’s business with the goal of enhancing the long-term value of the Corporation for the benefit of its shareholders. The Board is elected by the shareholders to oversee the management of the Corporation and to help assure that the interests of the shareholders are served.

Board Composition

Under the Corporation’s charter documents, the Corporation is to have a staggered board comprised of not less than five and not more than nine members, with the exact number to be fixed from time to time by the Board (subject to the rights of holders of any series of preferred stock which the Corporation may issue in the future).

Candidates for nomination or reelection to the Board will be identified and recommended to the Board for approval by the Compensation Committee and nominated by a majority of the independent directors of the Board, subject to the rights of stockholders party to written agreements with the Corporation entitling such stockholders to nominate one or more persons for election to the Board.

Each director should meet the qualifications for Board membership set forth below.

At least two members of the Board will be independent, as determined in accordance with the independence requirements set forth in the Corporate Governance Standards of the OTC Market Group Inc. for listing on the OTCQX and all other legal and regulatory requirements.

Director Qualification

The Compensation Committee, in recommending director candidates, and the Board, in nominating director candidates, will evaluate candidates in accordance with the qualification standards set forth in Attachment A to these Corporate Governance Guidelines. In addition, candidates for nomination or reelection to the Board should possess the following qualifications, among others:

- the highest level of personal and professional ethics, integrity and values;
- expertise that is useful to the Corporation and complementary to the background and expertise of the other members of the Board;
- a willingness and ability to devote the time necessary to carry out the duties and responsibilities of Board membership;

- a desire to ensure that the Corporation’s operations and financial reporting are effected in a transparent manner and in compliance with applicable laws, rules and regulations; and
- a dedication to the representation of the best interests of the Corporation and all of its shareholders.

Responsibilities

The business and affairs of the Corporation will be managed under the direction of the Board in accordance with applicable law. To promote the discharge of this responsibility and the efficient conduct of the Board’s business, the Board has developed a number of specific expectations of directors.

- **Commitment and Attendance:** Directors should make every effort to attend, whether in person or telephonically, meetings of the Board and meetings of Board committees on which they serve. Directors are expected to review all materials provided at or in advance of meetings of the Board and its committees.
- **Participation in Meeting:** Each director should be sufficiently familiar with the business of the Corporation and its subsidiaries to facilitate active and effective participation in the deliberations of the Board and of each committee on which he serves.
- **Ethics and Conflicts of Interest:** The Corporation has adopted a Code of Business Conduct and Ethics. Directors are expected to be familiar with and to adhere to that Code, including, for example, its provisions governing conflicts of interest. If a director has an actual or potential conflict of interest (which includes being a party to a proposed “related party transaction”¹), the director should promptly inform the CEO and the Chairman of the independent committee of the Board designated by the Board to address such actual or potential conflicts. Directors should recuse themselves from any discussion or decision by the Board or a Board committee that involves or affects their personal, business or professional interests. An independent committee of the Board designated by the Board will resolve any conflict of interest issue involving a director or the CEO or any other executive officer of the Corporation. No related party transaction will be effected by the Corporation without the approval of the independent committee of the Board designated by the Board to address such actual or potential conflicts. The CEO or a senior officer designated by the CEO will resolve any conflict of interest issue involving any other employee. For more information, please see the “Business Conduct and Compliance Programs” available on our website.
- **Other Relationships:** The Corporation values the experience directors bring from their separate business endeavors and from other boards on which they serve.

¹ “Related party transaction” refers to any transaction which the Corporation would be required to disclose pursuant to Item 404 of Regulation S-K.

However, the Corporation recognizes that these commitments may also present demands on a director's time and availability and may present conflicts, or potential conflicts, of interest. Directors should advise the Board before accepting membership on other boards of directors or committees thereof or making changes in other significant commitments involving affiliations with other businesses, charitable organizations or governmental entities.

- Confidentiality: The proceedings and deliberations of the Board and its committees are confidential. Each director should maintain the confidentiality of information received in connection with his service as a director.

Director Access to Management

Each director will have unabridged access to senior management and other employees of the Corporation in order to become and remain informed about the Corporation's business and for any other purpose relevant to the fulfillment of the responsibilities of a member of the Board.

Reporting Violations or Other Concerns

Anyone who wants to report a concern relating to the Corporation's Code of Business Conduct and Ethics or the Corporation's accounting, internal accounting controls or auditing matters may communicate that concern directly to the Audit Committee of the Board or to any one or more of the non-employee directors of the Corporation. Any such communication may be confidential or anonymous and may be made by mail, phone or fax or via a web-based reporting system, in each case to the addresses, phone or fax numbers or website addresses specified in the "Business Conduct and Compliance Programs" available on the Corporation's website. Questions or concerns relating to accounting, internal controls, auditing or officer conduct will be sent to the Chairman of the Audit Committee and any other non-employee director designated by the Board to receive such questions or concerns and at the same time will be reviewed and addressed by one or more members of management in the same way that other concerns are addressed by the Corporation. The status of all outstanding concerns addressed to non-employee directors will be reported to the Chairman of the Audit Committee on a regular basis. The Chairman of the Audit Committee (or any other non-employee director designated by the Board) may direct that a matter be presented to the Board, the Audit Committee or another committee designated by the Board and may direct that various actions, including the retention of one or more outside advisors or counsel, be taken to assure that a concern is properly addressed.

Retention of Advisors

The Board may engage the services of independent consultants or advisors, at the Corporation's expense.

Director Compensation

The Board and the Compensation Committee of the Board should annually review the form and amount of all types of compensation to be paid by the Corporation to or on behalf of members of the Board, including, without limitation, cash fees, stock incentives and contributions to charities at the behest of Board members. Board compensation should be customary, reasonable and

competitive, as determined by the Board. Directors who are employees of the Corporation will not receive additional compensation for service on the Board or any committee of the Board.

Orientation of New Directors

The Board may develop and oversee an orientation program for new members of the Board. The orientation program should provide new directors with comprehensive information about the Corporation's business, performance, policies and procedures and the responsibilities and expectations of members of the Board.

Continuing Education

The Corporation will encourage the participation of all Board members in continuing education programs, at the expense of the Corporation, that are relevant to the business and affairs of the Corporation and the fulfillment of the directors' responsibilities as members of the Board.

Flexibility

The Board believes that the policies and procedures described in these Corporate Governance Guidelines should remain flexible to facilitate the Board's ability to respond to changing circumstances and conditions in fulfilling its responsibilities to the Corporation and its shareholders. Accordingly, the Board reserves the right to amend these Corporate Governance Guidelines or grant waivers hereunder, from time to time.

ADOPTED, by the Corporation's Board of Directors the 26th day of September 2019.

Attachment A

Director Qualification Standards and Additional Selection Criteria

Director Qualification Standards:

The Compensation Committee, in recommending director candidates for election to the Board, and the Board, in nominating director candidates, will consider candidates who have a high level of personal and professional integrity, strong ethics and values and the ability to make mature business judgments.

Additional Selection Criteria:

In evaluating director candidates, the Compensation Committee and the Board may also consider the following criteria as well as any other factor that they deem to be relevant:

- A.** The candidate's experience in corporate management, such as serving as an officer or former officer of a publicly held company;
- B.** The candidate's experience as a board member of another publicly held company;
- C.** The candidate's professional and academic experience relevant to the Corporation's industry;
- D.** The strength of the candidate's leadership skills;
- E.** The candidate's experience in finance and accounting and / or executive compensation practices;
- F.** The candidate's geographic background, gender, age and ethnicity; and
- G.** Whether the candidate has the time required for preparation, participation and attendance at Board meetings and committee meetings, if applicable.

In addition, the Board will consider whether there are potential conflicts of interest with the candidate's other personal and professional pursuits. The Board should monitor the mix of specific experience, qualifications and skills of its directors in order to assure that the Board, as a whole, has the necessary tools to perform its oversight function effectively in light of the Corporation's business and structure.