



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 a respectful, 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 should promptly report Code violations and suspected illegal, unethical or otherwise dishonest activities by any director, officer, employee or anyone purporting to be acting on the Company's behalf to their supervisor, or directly to the Company's Chief Financial Officer or General Counsel. If requested, confidentiality will be maintained, subject to applicable law, regulations and legal proceedings. If you wish to remain anonymous, you can use the Anonymous Global Ethics and Compliance Hotline www.lighthouse-services.com/digitalturbine or 844-420-0044 (US and Canada) 800-603-2869 (all other countries, please include country access code first).

The Audit Committee of the Board or other appropriate officer or body shall investigate and determine, or shall designate appropriate persons to investigate and determine, the legitimacy of such reports. The Audit Committee or other appropriate officer or body will then determine the appropriate disciplinary action. Such disciplinary action includes, but is not limited to, reprimand, termination with cause, and possible civil and criminal prosecution.

To encourage employees to report any and all violations, the Company will not tolerate retaliation for reports made in good faith. Retaliation or retribution against any reporting person for a report made in good faith of any suspected violation of laws, rules, regulations or this Code is cause for appropriate disciplinary action.

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: _____