



## **CORPORATE GOVERNANCE GUIDELINES**

### **Introduction**

The Board of Directors (the “Board”) of Digital Turbine, Inc. (the “Company”) has adopted the following Corporate Governance Guidelines (the “Guidelines”) to assist the Board in the exercise of its duties and responsibilities and to serve the best interests of the Company and its stockholders. The Guidelines are intended to be applied in a manner consistent with applicable laws, the rules of any stock exchange on which the Company’s common stock is listed and the Company’s certificate of incorporation (as may be amended or restated from time to time, the “Charter”) and bylaws (as may be amended or restated from time to time, the “Bylaws”). The Guidelines are a flexible framework for the conduct of the Board’s business and are not intended as a set of legally binding obligations. The Board may interpret, modify or make exceptions to the Guidelines from time to time in its sole discretion and consistent with its duties and responsibilities to the Company and its stockholders. The Guidelines are subject to periodic review by the Nominating and Corporate Governance Committee.

### **Background**

The Company is organized under the laws of Delaware.

The Company maintains a website at [www.digitalturbine.com/](http://www.digitalturbine.com/) containing information about its corporate governance, including printable versions of its Whistleblower Policy, its Code of Business and Ethical Conduct, its Board committee charters, and the Guidelines.

### **Role of the Board of Directors**

The Company’s directors, in their role of overseeing the sound management of the Company, have the responsibility to exercise their business judgment in what they believe to be in the best interests of the Company and the stockholders, taking into account the interests of the employees, the customers and the community at large, and in so doing enhancing the long-term value of the Company.

### **Board Responsibilities and Functions**

The Board holds regularly scheduled meetings throughout the year during which the Board and management participate in discussions of a broad array of issues, including the Company’s performance, plans and objectives. The Board, including through its committees, also attends to specific functions, including

- overseeing the business and financial strategies of the Company;
- acting in the best interests of all stockholders;

- promoting honest and ethical conduct and sound corporate governance, full, fair and timely public disclosure and avoidance of conflicts of interest;
- developing and maintaining a sound understanding of the Company's business and the industry in which it operates;
- approving the financial statements and related reports and policies for compliance with law;
- evaluating the performance of the Chief Executive Officer ("CEO");
- approving the incentive compensation arrangements for senior executives; and
- providing advice on the selection of senior management and overseeing management development.

In determining whether to hold specific meetings, the Board and its committees should always act in a manner that they determine to comply with policies of the Company with respect to conflict of interests and with applicable laws and regulations.

### **Board Leadership**

Currently an independent director serves as Chairman of the Board. The Board believes that having an independent director serve as Chairman of the Board is in the best interests of the Company and the stockholders at this time. Should circumstances change in the future, the Board will choose a Chairman of the Board in any way it determines is in the best interests of the Company and the stockholders.

### **Director Qualifications and Selection Process**

The Nominating and Corporate Governance Committee is responsible for (i) reviewing with the Board the requisite skills and characteristics of new Board members, as well as the composition and size of the Board as a whole, (ii) identifying individuals qualified to become Board members, consistent with criteria approved by the Board, and (iii) recommending to the Board the persons to be nominated for election as directors at any meeting of stockholders and the persons to be elected by the Board to fill any vacancies on the Board. Director nominees shall be considered for recommendation by the Nominating and Corporate Governance Committee in accordance with the Guidelines and the policies and principles in its charter. It is expected that the Nominating and Corporate Governance Committee will have direct input from the Chairman of the Board, the CEO and, if one is appointed, the Lead Director. The Nominating and Corporate Governance Committee shall consider candidates proposed by stockholders.

Directors are requested to advise the chair of the Nominating and Corporate Governance Committee in advance of accepting any invitation to serve on another public company board and to provide sufficient opportunity and information to determine if the director who proposes to

accept a new directorship remains independent under the Guidelines and whether accepting the new directorship would compromise his or her ability to perform his or her present responsibilities to the Company. Service on boards and/or committees of other organizations must comply with the Company's conflict of interest policies.

The Board does not believe that it should establish term limits. While term limits could help provide fresh ideas and viewpoints to the Board, they could also result in the loss of directors who have been able to develop, over a period of time, greater insight into the Company and its operations and an institutional memory that benefit the entire membership of the Board.

Similarly, the Board does not currently believe that a fixed retirement age for directors is appropriate.

### **Director Independence**

The Board will have a majority of directors who meet the criteria for independence required by the applicable provisions of the Securities Exchange Act of 1934, as amended, together with the rules promulgated thereunder (the "Exchange Act") and the applicable rules of the NASDAQ Stock Market, LLC (the "NASDAQ"). To be considered independent, the Board must determine, after review and recommendation by the Nominating and Corporate Governance Committee, whether the director has any relationship with the Company that, in the judgment of the Board, would interfere with the director's exercise of independent judgment in carrying out such director's responsibilities as a director. The Board will make an annual determination as to whether each director is independent under the applicable provisions of the Exchange Act and the applicable rules of the NASDAQ.

The determination of whether the relationship would impair a director's independence shall be made by the Board.

### **Director Participation**

The Chairman of the Board, in consultation with appropriate members of management, and the Board committee chairs, will develop the agenda for each Board meeting and Board committee meeting and circulate such agenda to the Board members in advance of each meeting. Each Board member is free to suggest the inclusion of items on a meeting agenda and to raise at any Board meeting and Board committee meeting subjects that are not on the agenda for that meeting. Information and data that are important to the Board's understanding of the business to be conducted at a Board or committee meeting should generally be distributed to the directors before the meeting. Board members are expected to dedicate the time and resources sufficient to ensure the diligent performance of their duties, including advance review of meeting materials for each Board or committee meeting attended and attending all Board meetings and committee meetings of which the individual is a member except when prevented by good cause.

Each Board member is encouraged, but not required, to attend the Company's annual meeting of stockholders.

## **Meetings of Non-Management Directors**

From time to time, the independent directors (directors other than Company officers) will meet in executive session. These executive sessions will occur at least quarterly or more frequently as needed.

In the event that the Chairman of the Board is not an independent director, the independent directors may designate a lead independent director (a “Lead Director”).

If one is designated, a Lead Director will preside over the meetings of the independent directors, consult with the Chairman and/or the Chairman of the Nominating and Corporate Governance Committee on matters related to corporate governance and Board performance and perform other duties as the Board may otherwise determine or delegate.

The Board believes that management speaks for the Company. Individual Board members may, from time to time, meet or otherwise communicate with various constituencies that are involved with the Company. However, it is expected that Board members would do this, absent unusual circumstances or as contemplated by the committee charters, with the knowledge of management.

## **Board Committees**

The Board will have at all times an Audit Committee, a Compensation and Human Capital Management Committee and a Nominating and Corporate Governance Committee. All of the members of these committees will be independent directors of the Board and independent under any criteria also applicable to the relevant Board committee, in each case as established by the SEC and NASDAQ.

Each of the committees named above will have its own charter. The charters will set forth the purposes and responsibilities of the committees as well as qualifications for committee membership, procedures for committee member appointment and removal, committee structure and operations and committee reporting to the Board.

The Board may, from time to time, establish or maintain additional committees, as it deems necessary or appropriate.

## **Director Access to Officers and Employees; Funding**

Directors have full and free access to officers and employees of the Company. Any meetings or contacts that a director wishes to initiate may be arranged through the CEO or the Chief Financial Officer (“CFO”) or directly by the director. The directors will use their judgment to ensure that any such contact is not disruptive to the business operations of the Company and will, if appropriate, copy the CEO or the CFO on any written communications between a director and an officer or employee of the Company.

The Board welcomes attendance at each Board meeting, other than during an executive session, of senior management as may be invited by the CEO of the Company.

The Board and each committee, whether or not specifically provided by charter or by the Board, has the power to independently retain outside legal, financial, accounting (consistent with any applicable audit committee policies) or other advisors as they may deem necessary, without consulting or obtaining the approval of any officer of the Company in advance. The Company will provide appropriate funding, as determined by the Board or applicable committee, for the payment of (i) compensation of any such outside advisors, and (ii) ordinary administrative expenses of the Board and its committees necessary or appropriate in carrying out its duties.

### **Director Compensation**

The form and amount of director compensation will be recommended to the Board by the Compensation and Human Capital Management Committee in accordance with the policies and principles set forth in its charter. The Compensation and Human Capital Management Committee will consider that directors' independence may be jeopardized if director compensation exceeds customary levels as well as when the Company makes substantial charitable contributions to organizations with which a director is affiliated or enters into contracts with or provides other indirect forms of compensation to a director.

### **Communication with the Board of Directors**

Stockholders and interested parties who wish to contact the Board, the Chairman of the Board, the Lead Director, if any, or non-management directors as a group, should follow the Stockholder Communication Procedures that are approved by the Board and posted on the Company's website. The Chairman will review and forward correspondence to the appropriate person or persons for response.

### **Director Orientation and Continuing Education**

All new directors are required to participate in the Company's director orientation, which will include presentations by senior management to familiarize directors with the Company's business, strategic plans, significant financial, accounting and risk management issues, compliance programs, conflict policies, its code of business conduct and ethics, its corporate governance guidelines, its principal officers, and its internal and independent auditors. The Company will offer internal training to directors and will provide information to directors regarding external education sessions. The Nominating and Corporate Governance Committee, working together with management, shall develop and oversee a director orientation program for new directors and continuing director education for directors.

### **Annual Performance Evaluation**

The Board will conduct an annual self-evaluation to assess whether it and its committees are functioning effectively. The Nominating and Corporate Governance Committee will receive comments from all directors, and will report annually to the Board with an assessment of the Board's performance. This report will be discussed with the full Board following the end of each fiscal year. The assessment will focus on the Board's contribution to the Company, and

specifically focus on areas in which the Board believes that the Board or committees could improve.

### **Oversight of Risk**

The Board believes that risk management is an important part of establishing, updating and executing on the Company's business strategy. The Board, as a whole and at the committee level, has oversight responsibility relating to risks that could affect the corporate strategy, business objectives, compliance, operations, and the financial condition and performance of the Company. The Board focuses its oversight on the most significant risks facing the Company and on its processes to identify, prioritize, assess, manage and mitigate those risks. The Board and its committees receive regular reports from members of the Company's senior management on areas of material risk to the Company, including strategic, operational, financial, legal and regulatory risks. While the Board has an oversight role, management is principally tasked with direct responsibility for management and assessment of risks and the implementation of processes and controls to mitigate their effects on the Company.

The Audit Committee as part of its responsibilities oversees the management of financial risks and evaluates potential conflicts of interests. The Audit Committee is also responsible for overseeing the management of risks relating to the performance of the Company's audit function and its independent registered public accounting firm, as well as the Company's systems of internal controls and disclosure controls and procedures. The Compensation and Human Capital Management Committee is responsible for overseeing the management of risks relating to the Company's executive compensation and overall compensation and benefit strategies, plans, arrangements, practices and policies, and compensation of the Board and the incentives created by the compensation awards it administers. The Nominating and Corporate Governance Committee oversees the management of risks associated with the Company's corporate governance practices, and the independence and composition of the Board. These committees provide regular reports, on at least a quarterly basis, to the full Board.

### **Succession Planning**

The Board plans for the succession to the position of the CEO. Either the Board or the Nominating and Corporate Governance Committee, with the assistance of the CEO, periodically reviews and assesses the Company's succession plans for the CEO and other officers and senior executives of the Company, and makes recommendations to the Board and management as necessary.

### **Transactions with Directors**

It is the policy of the Board that any transaction in which a director (or any member of a director's immediate family) has a personal or financial interest (direct or indirect) should be scrutinized in accordance with the Company's Related Party Transactions Policy. It is incumbent upon each director to promptly notify the Audit Committee when he or she becomes aware of a matter in which he or she (or any member of a director's immediate family) has, or may have, a personal or financial interest (whether direct or indirect) or may otherwise have a potential conflict of interest.



### **Policy Regarding Stockholder Ratification of Registered Public Accounting Firm**

Unless determined otherwise by the Board, the Company will submit the Audit Committee's selection of a registered public accounting firm for stockholder ratification at each year's annual meeting.

Adopted May 20, 2021