

**RESOLUTIONS OF
THE BOARD OF DIRECTORS OF
Monitronics International, Inc.**

September 26, 2019

The Board of Directors (the “Board”) of Monitronics International, Inc., a Delaware corporation (the “Corporation”), hereby adopt the following resolutions:

Election of Officers

WHEREAS, pursuant to Section 3.1 of the Bylaws of the Corporation, the Board may elect officers of the Corporation (the “Officers”) and designate titles accordingly, which Officers shall have the authority delegated to them by the Board.

NOW, THEREFORE, BE IT RESOLVED, that, after the Board’s own independent review, in the exercise of its business judgment and consideration of any other facts relevant to the appointment of Officers by the Board, each of the following individuals shall be, and each of them hereby is, appointed and elected to serve as an Officer of the Corporation to hold the position set forth opposite such individual’s name below, and to act in such capacity until his or her successor is duly elected and qualified or, if earlier, until his or her death, resignation or removal:

Jeffery Gardner	President and Chief Executive Officer
Fred A. Graffam	Chief Financial Officer, Executive Vice President and Assistant Secretary
William E. Niles	Executive Vice President, General Counsel and Secretary
Kelly Harris	Chief People Officer and Senior Vice President
Clifford J. Autrey	Chief Customer Officer and Vice President
Jason Chancellor	Chief Information Officer and Vice President
Christopher Johnson	Chief Strategy Officer and Senior Vice President
Chris Moloney	Chief Marketing Officer and Senior Vice President of E-Commerce
David L. Verret	Chief Accounting Officer, Treasurer and Vice President
Chris Nein	Chief Sales Officer and Senior Vice President
Robert Reedy	Vice President, Service Delivery
Veronica Moturi	Vice President, Customer Retention
Krystle Craycraft	Vice President, Digital Marketing
Mark Riddle	Vice President, Strategy and Product Innovation
David Garza	Vice President, Direct Sales
James Pearce	Vice President, Indirect and Commercial Sales

FURTHER RESOLVED, the Board hereby confirms that the following is a complete list of Officers of the Corporation, and each of them hereby is, elected to hold such office until his or her successor shall have been duly elected and qualified:

Jeffery Gardner	President and Chief Executive Officer
Fred Graffam	Chief Financial Officer, Executive Vice President and Assistant Secretary
William E. Niles	Executive Vice President, General Counsel and Secretary
Kelly Harris	Chief People Officer and Senior Vice President
Clifford J. Autrey	Chief Customer Officer and Vice President
Jason Chancellor	Chief Information Officer and Vice President
Christopher Johnson	Chief Strategy Officer and Senior Vice President
Chris Moloney	Chief Marketing Officer and Senior Vice President of E-Commerce
David L. Verret	Chief Accounting Officer, Vice President and Treasurer
Chris Nein	Chief Sales Officer and Senior Vice President
Robert Reedy	Vice President, Service Delivery
Veronica Moturi	Vice President, Customer Retention
Krystle Craycraft	Vice President, Digital Marketing
Mark Riddle	Vice President, Strategy and Product Innovation
David Garza	Vice President, Direct Sales
James Pearce	Vice President, Indirect and Commercial Sales

FURTHER RESOLVED, that the Officers of the Corporation be, and each of them acting alone hereby is, authorized, empowered and directed, in the name and on behalf of the Corporation, to make or cause to be made, and to execute and deliver, all such agreements, contracts, deeds, documents, papers, instruments and certifications, and to do or cause to be done all such acts and things, and to take all such steps, and to make all such filings, payments and remittances, as any one or more of such Officers may at any time or times deem to be necessary or desirable in connection with or in furtherance of and in order to carry out the full intent and purpose of the foregoing resolutions, and to accomplish the actions set forth therein, such determination being conclusively evidenced by such execution, delivery, action or filing; and

FURTHER RESOLVED, that all agreements, documents and instruments entered into and all actions heretofore taken by the Corporation and any of its Officers, agents or representatives in connection with or in furtherance of the foregoing resolutions be, and they hereby are, authorized and approved by the Board in all respects.

IN WITNESS WHEREOF, the undersigned, being all the members of the Board, have approved, consented to and adopted the foregoing resolutions effective as of the date first above written.

Jeffery Gardner

Michael J. Kneeland

Stephen Escudier

Andrew Konopelski

Michael Meyers

Mitchell G. Etes

Patrick J. Bartels, Jr.