

**WRITTEN CONSENT  
OF THE BOARD OF DIRECTORS OF  
MONITRONICS INTERNATIONAL, INC.**

**September 26, 2019**

The undersigned, being all of the members of the board of directors (the “*Board*”) of Monitronics International, Inc. a Delaware corporation (the “*Company*”) hereby take the following actions by written consent without a meeting pursuant to applicable law:

**Independence of Directors**

**WHEREAS**, the rules of the OTC Market Group regarding listing on the OTCQX (the “*OTCQX Rules*”) require that at least two members of the Board be independent.

**RESOLVED**, that the Board hereby determines that, after due consideration of all relevant factors, including ownership of securities in the Company, receipt of compensation from the Company and any affiliate relationship between each director and the Company, none of the following directors serving on the Board has a relationship which, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director (either directly or as a partner, shareholder or officer of an organization that has a relationship with the Company), and that each is therefore “independent” within the meaning of the OTCQX Rules and the rules and regulations promulgated by the Securities and Exchange Commission (the “*Commission*”): Michael J. Kneeland, Michael Meyers, Mitchell G. Etes and Patrick J. Bartels, Jr.

**Audit Committee**

**WHEREAS**, the Board deems it to be in the best interests of the Company and its stockholders to establish an Audit Committee of the Board (the “*Audit Committee*”);

**WHEREAS**, the rules of the OTCQX Rules require that, subject to a phase-in schedule permitted by the OTCQX Rules, a majority of the directors serving on the Audit Committee satisfy heightened standards of independence;

**WHEREAS**, the rules of the Commission require the Board to determine whether the Company has at least one “audit committee financial expert” (as defined in such rules) serving on the Audit Committee; and

**WHEREAS**, the Board deems it to be in the best interests of the Company and its stockholders to approve and adopt a charter of the Audit Committee.

**RESOLVED**, that the Audit Committee is hereby established as a committee of the Board, effective immediately;

**RESOLVED FURTHER**, that the Audit Committee shall consist of Michael Meyers, Patrick J. Bartels, Jr. and Stephen Escudier;

**RESOLVED FURTHER**, that Michael Meyers is hereby appointed the Chairman of the Audit Committee;

**RESOLVED FURTHER**, that the Board hereby determines that Patrick J. Bartels, Jr. has the requisite qualifications, based on his education and experience, to qualify as an “audit committee financial expert” under the rules of the Commission and is hereby designated by the Board as an “audit committee financial expert”; and

**RESOLVED FURTHER**, that the charter of the Audit Committee, in substantially the form presented to the Board, is hereby approved and adopted, and shall become effective immediately.

### **Compensation Committee**

**WHEREAS**, the Board deems it to be in the best interests of the Company and its stockholders to establish a Compensation Committee of the Board (the “*Compensation Committee*”);

**WHEREAS**, the Board deems it to be in the best interests of the Company and its stockholders to approve and adopt a charter of the Compensation Committee.

**RESOLVED**, that the Compensation Committee is hereby established as a committee of the Board, effective immediately;

**RESOLVED FURTHER**, that the Compensation Committee shall consist of Mitchell G. Etess, Patrick J. Bartels, Jr. and Stephen Escudier;

**RESOLVED FURTHER**, that Stephen Escudier is hereby appointed the Chairman of the Compensation Committee; and

**RESOLVED FURTHER**, that the charter of the Compensation Committee, in substantially the form presented to the Board, is hereby approved and adopted, and shall become effective immediately.

### **Strategy Committee**

**WHEREAS**, the Board deems it to be in the best interests of the Company and its stockholders to establish a Strategy Committee of the Board (the “*Strategy Committee*”) in an advisory role in order to assist management and Board;

**RESOLVED**, that the Strategy Committee is hereby established as a committee of the Board, effective immediately;

**RESOLVED FURTHER**, that the Strategy Committee shall consist of Dick Seger, Stephen Escudier, Michael Kneeland, Mitchell Etess, and Jeffery Gardner; and

**RESOLVED FURTHER**, that Dick Seger is hereby appointed the Chairman of the Strategy Committee.

**Code of Business Conduct and Ethics**

**RESOLVED**, that the Code of Business Conduct and Ethics, in substantially the form presented to the Board, is hereby approved and adopted, and shall become effective immediately.

**Corporate Governance Guidelines**

**RESOLVED**, that the Corporate Governance Guidelines, in substantially the form presented to the Board, are hereby approved and adopted, and shall become effective immediately.

**Insider Trading Policy**

**RESOLVED**, that the Insider Trading Policy, in substantially the form presented to the Board, is hereby approved and adopted, and shall become effective immediately.

**Omnibus**

**RESOLVED**, that, consistent with the foregoing resolutions, any officer or manager of the Company (each, an “*Authorized Officer*”) are, and each of them hereby is, acting singly, authorized, empowered and directed, for and on behalf of the Company, to (i) prepare, execute and deliver or cause to be prepared, executed and delivered, and where necessary or appropriate, file or cause to be filed with the appropriate governmental or quasi-governmental authorities, all such other agreements, instruments and documents, (ii) incur and pay or cause to be paid all fees, expenses and taxes, including without limitation, legal fees and expenses, (iii) engage such persons as they shall in their judgment determine to be necessary or appropriate and (iv) do any and all other acts and things, each as they, or any one of them, deem necessary or advisable to carry out fully the intent and purposes of the foregoing resolutions and each of the transactions contemplated thereby (and the doing of any such act or thing shall be conclusive evidence that the same is deemed necessary or advisable);

**RESOLVED FURTHER**, that the Authorized Officers may authorize any other employee, agent or counsel of the Company to take action and to execute or deliver any agreement, instrument or other document referred to in the foregoing resolutions in place of or on behalf of such Authorized Officer, with full power as if such Authorized Officer were taking such action himself or herself;

**RESOLVED FURTHER**, that any and all actions heretofore or hereafter taken in the name and on behalf of the Company by any Authorized Officer of the Company in connection with or related to the matters set forth in or contemplated by the foregoing resolutions be, and they hereby are, adopted, confirmed, approved and ratified in all respects; and

**RESOLVED FURTHER**, that any document authorized by the foregoing resolutions or any document executed in the accomplishment of any action or actions so authorized, is (or shall

become upon delivery by any of the Authorized Officers) the enforceable and binding act and obligation of the Company, without the necessity of the signature or attestation of any other corporate officer of the Company or the affixing of the corporate seal.

[Signature Page Follows]

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.

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Jeffery Gardner

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Michael J. Kneeland

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Stephen Escudier

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Andrew Konopelski

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Michael Meyers

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Mitchell G. Etes

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Patrick J. Bartels, Jr.