



1221 Avenue of the Americas
35th Floor
New York, NY 10020
tel 212 584 5100
fax 212 584 5200
www.SiriusXM.com

CODE OF ETHICS

INTRODUCTION

The Board of Directors (the “Board”) of Sirius XM Holdings Inc. (together with its subsidiaries, “SiriusXM” or the “Company”) has adopted this Code of Ethics. This Code of Ethics embodies the Company’s commitment to conduct business in accordance with applicable law and the highest ethical standards. It is intended to provide guidance to help recognize and deal with ethical issues, to provide a mechanism for the reporting of unethical or unlawful conduct, and to help maintain a culture of honesty and accountability.

This Code of Ethics applies to all employees (including all officers), consultants and directors of SiriusXM. This Code of Ethics must be read in conjunction with the Company’s employee handbook and all other Company compliance and employment policies, practices and procedures. All such policies, practices and procedures, as they may be revised from time to time, are collectively referred to in this Code of Ethics as the “Company Policies.” Although the Company Policies are not part of this Code of Ethics, employees, consultants and directors are also required to know, and to abide by, all applicable Company Policies. The Company Policies, as revised from time to time, may be found on the Company’s intranet.

Truly ethical business practices are the product of more than a fear of legal ramifications or an appreciation of the competitive value of a good reputation. Ethical business practices entail a clear understanding of right and wrong, and a motivation on the part of our directors and employees to act at all times in a manner of which they and the Company can be proud. This means adhering to not only the letter but also the spirit of all applicable laws and regulations. The Company defines its standards of excellence and success to include adherence to a strong set of ethical principles at every step.

This Code of Ethics has been prepared specifically to address SiriusXM’s business and the unique requirements of the Company, and to provide a framework within which to work both legally and ethically. More importantly, this Code of Ethics reflects how we think and feel about doing business, the values we hold and look for in others and how we want to distinguish ourselves as a company.

This Code of Ethics is administered by SiriusXM’s Legal Department under the oversight of SiriusXM’s General Counsel, who provides regular updates to the Board. SiriusXM’s Legal

Department is available to support all employees and directors and answer questions on business conduct issues, Company Policies, and compliance with legal requirements. See “REPORTING VIOLATIONS; PROTECTION AGAINST RETALIATION” below for more information about reporting any conduct or activity that may violate this Code of Ethics, Company Policy or an applicable law or regulation.

UNDERSTANDING THE CODE OF ETHICS; ACCOUNTABILITY

It is the responsibility of each employee, consultant and director to carefully read, understand and comply with this Code of Ethics and, as needed, to seek clarification on any point. Individuals who fail to comply with this Code of Ethics, including supervisors who fail to report wrongdoing, may be subject to disciplinary action, including the possibility of dismissal. It is important to understand that violation of certain of the Company’s policies potentially subjects the Company and those involved to civil liability and damages, regulatory sanction, and/or criminal prosecution. Questions regarding any legal or ethical requirements should be directed to one’s immediate supervisor or SiriusXM’s General Counsel.

PERSONAL CONFLICTS OF INTEREST

Personal “conflicts of interest” exist any time employees or directors face a choice between their personal interests (financial or otherwise) and the interests of the Company. Conflicts of interest may call into question the Company’s integrity. It is therefore crucial that service to the Company not be subordinated to personal gain and advantage and that all employees, directors and consultants be accountable for acting in the Company’s best interest and for avoiding even the appearance of a conflict. Any individual in a position where their objectivity may be questioned because of an individual interest or family or personal relationship (including if a member of an individual’s immediate family or household works for a company which is itself in direct competition with the Company) should notify their immediate supervisor, or the Company’s Human Resources Department or General Counsel.

Similarly, any individual aware of a transaction or relationship that could reasonably be expected to give rise to a personal conflict of interest should discuss the matter promptly with SiriusXM’s General Counsel or a designee of the General Counsel. Potential conflicts of interest involving an executive officer or a director will be reviewed directly by the Board. Potential conflicts involving an employee of, or a consultant to, the Company, other than an executive officer, will be reviewed in accordance with Company Policies.

In certain limited cases, activities giving rise to potential conflicts of interest may be permitted if they are determined not to be harmful to the Company. Any such determination will be made by the Board in the case of executive officers or directors, and by SiriusXM’s General Counsel or a designee of the General Counsel in the case of other employees.

CORPORATE OPPORTUNITIES

Employees and directors have a duty to the Company to advance its legitimate interests whenever the opportunity arises. Individuals should not take for themselves personally, or for their friends or family, opportunities that are discovered through the use of Company property, information or position (other than those received in the ordinary course of doing business and approved by the Company). Furthermore, all individuals are prohibited from competing with the Company unless such competition is disclosed to SiriusXM's General Counsel and approved in writing.

OUTSIDE AFFILIATIONS, EMPLOYMENT OR ACTIVITIES

Employment and participation in other activities outside of the Company could presumptively interfere with an individual's duties as an employee or director of the Company. Service by any employee as a director, trustee or officer (paid, unpaid, elected, appointed or otherwise) of any business (other than the Company) requires written approval from SiriusXM's General Counsel. Moreover, unless specifically requested by SiriusXM, service by any employee on a board or in an advisory position with other companies in the communications and audio entertainment industries, and particularly with entities that SiriusXM does business with, will not be permissible. SiriusXM directors should inform the Board prior to accepting an appointment to the board of directors of another business corporation, in order to avoid potential conflicts of interest as well as to discuss whether the aggregate number of directorships and attendant responsibilities held by a director would interfere with such director's ability to properly discharge their duties.

SAFEGUARDING COMPANY AND CLIENT PROPERTY PROTECTION AND PROPER USE OF COMPANY ASSETS

Employees and directors are not permitted to take or make unauthorized use of, steal, or knowingly misappropriate the property of the Company for the individual's own unauthorized use, the unauthorized use of another or for an improper or illegal purpose. Employees and directors are not permitted to remove, sell, loan, convey or dispose of any record, voucher, money or thing of value belonging to the Company without the Company's written consent. No individual may destroy Company property without proper authorization. Participation in unlawful activities or possession of illegal items or substances, whether or not on Company property or business, may subject the individual to disciplinary action, including the possibility of dismissal.

PROPRIETARY AND CONFIDENTIAL INFORMATION

During the course of their service with the Company, individuals may acquire or be provided access to information regarding the Company's clients, trade practices, systems, marketing or strategic plans, fees and revenues, and other knowledge considered proprietary by the Company. Employees and directors are not permitted to disclose or use, either during or

subsequent to their service with the Company, any such information they receive or develop during their service which is considered proprietary by the Company, except for authorized business purposes. This includes, but is not limited to, information stored on any computer system as well as proprietary software developed by or for the Company.

Any individual who possesses confidential information has an important responsibility to keep that information confidential within the Company, and to disclose such information internally only on a “need to know” basis. Individuals must be discreet with this information and avoid communicating Company matters in ways that are susceptible to interception or use by third parties.

COMPLIANCE WITH LAWS, RULES AND REGULATIONS

It is each individual’s responsibility to know and understand the laws applicable to their job responsibilities (including insider trading laws), to comply with both the letter and the spirit of those laws, and to always act with the highest ethical standards of business conduct. Furthermore, individuals must avoid not only actual misconduct but also the appearance of impropriety. In the case of any questionable conduct, they must consider how they and the Company would be perceived if the conduct were publicized. Each individual should consult with their immediate supervisor or SiriusXM’s General Counsel or a designee of the General Counsel with any questions concerning any legal or ethical requirements.

HARASSMENT-FREE AND DISCRIMINATION-FREE WORKPLACE

SiriusXM is committed to a work environment where individuals are treated with dignity and respect, free from harassment, discrimination and retaliation. SiriusXM prohibits sexual harassment and harassment based on sex (including pregnancy, childbirth, breastfeeding, or related medical conditions), race, color, age, national origin, religion, creed, ancestry, physical or mental disability (actual or perceived, including AIDS and HIV status), medical condition or use of any legally protected leave, marital or domestic partner status, familial status, sexual orientation, genetic information (predisposition or carrier status), gender, gender identity or expression, status as a transgender or transsexual individual, citizenship, immigration status, military or protected veteran status, legal political activity or affiliation, status as a victim of domestic violence, sexual assault or stalking, or any other characteristic protected by applicable federal, state, or local law. It is SiriusXM’s policy that all such harassment will not be tolerated. Please refer to SiriusXM’s Anti-Harassment, Discrimination and Retaliation Policy for further details.

Equal employment opportunity is another essential part of this commitment. The Company does not discriminate, and will not tolerate discrimination (including harassment), against any employee or applicant for employment on any basis prohibited under applicable law or Company Policy. Employees should review applicable Company Policies for guidance on reporting violations.

SAFE AND HEALTHY WORK ENVIRONMENT

SiriusXM employees should be able to work in an environment that is safe and comfortable. A workplace free of prohibited materials is vital to the health, safety and success of SiriusXM and its employees. Prohibited materials include firearms or other weapons, explosives, dangerous materials, contraband, non-Company authorized alcohol, illegal drugs or other controlled substances, and drug-related paraphernalia. Further, SiriusXM prohibits violence, threats of violence, intimidation, threatening language and gestures, fighting and other acts of aggression. Violence of any kind has no place at SiriusXM.

Situations that pose a safety or health hazard should be reported immediately, without fear of retaliation or reprisal.

ANTI-CORRUPTION AND ANTI-BRIBERY

SiriusXM is committed to complying with all applicable anti-corruption laws. Corruption can take many forms, but most often it occurs through bribery. A bribe is the offering, giving, receiving or soliciting of something of value for the purpose of influencing the judgment or conduct of another. Bribes can take the form of money, gifts, loans, facilitation payments, charitable donations, services or favors. Bribes often take the form of kickbacks, which occur when a person is offered something of value in exchange for providing something, such as information, a discount or a favor, to the third party.

At SiriusXM, we do not offer or accept bribes, in any form.

Facilitation payments are a type of bribe generally used to facilitate or expedite the performance of routine, nondiscretionary government action. These payments are not permissible and are strictly prohibited by SiriusXM. A published, well-documented expediting fee paid directly to a government or state-owned agency is not typically considered a facilitating payment under anti-corruption laws. If you have a question as to whether a payment is permissible, contact SiriusXM's General Counsel.

This prohibition against bribery applies equally to any individual or company who represents SiriusXM. SiriusXM can be found responsible for bribes made by third parties in connection with SiriusXM's business. Willful ignorance is not a defense; choose your third parties carefully, and do not ask a third party to do something that you are prohibited from doing yourself.

PROTECTING PERSONAL INFORMATION AND PRIVACY

SiriusXM is committed to respecting the privacy and personal information of individuals, including employees, customers and others that entrust such information to us. We follow

globally recognized privacy principles and strive to implement reasonable and appropriate practices in our collection, use, and sharing of personal information about individuals. Personal information includes any information that relates to an identifiable person, such as personal contact information or date of birth. Some types of personal information are considered particularly sensitive, such as financial information, health information, personal identification numbers and information about children.

You are expected to follow SiriusXM policies and all applicable laws in collecting, accessing, using, storing, sharing, and disposing of personal information, particularly sensitive information, and may only use such information for legitimate business purposes.

FAIR DEALING

The Company expects its employees and directors to compete aggressively in furthering the interests of the Company. It also expects them to do so fairly, ethically and in a manner that fully complies with all applicable laws and regulations. To that end, no individual should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other intentional unfair dealing or practice.

FULL, FAIR, ACCURATE, TIMELY AND UNDERSTANDABLE DISCLOSURE

It is crucial that all books of account, financial statements and records of the Company reflect the underlying transactions and any disposition of assets in a full, fair, accurate and timely manner. All employees and directors who are involved in the Company's disclosure process are required to know and understand the disclosure requirements applicable to the Company that are within the scope of their responsibilities, and must endeavor to ensure that information in documents that SiriusXM files with or submits to the Securities and Exchange Commission ("SEC"), or otherwise disclosed to the public, is presented in a full, fair, accurate, timely and understandable manner. Additionally, each individual involved in the preparation of the Company's financial statements must prepare those statements in accordance with Generally Accepted Accounting Principles, consistently applied, and any other applicable accounting standards and rules so that the financial statements materially, fairly and completely reflect the business transactions and financial condition of the Company.

Furthermore, it is critically important that financial statements and related disclosures be free of material errors. Employees and directors are prohibited from knowingly making or causing others to make a materially misleading, incomplete or false statement to an accountant or an attorney in connection with an audit or any filing with any governmental or regulatory entity (such as The NASDAQ Stock Market LLC or the SEC). In that connection, no individual, or any person acting under their direction, shall directly or indirectly take any action to coerce, manipulate, mislead or fraudulently influence any of the Company's auditors if they know (or should know) that their actions, if successful, could result in rendering the Company's financial statements materially misleading.

SPEAKING ON BEHALF OF SIRIUSXM

SiriusXM is committed to maintaining transparent and lawful public communications and recognize the need to speak with one voice when communicating to the public about our business. For this reason, it is important that only authorized persons, who have the training and knowledge to appropriately communicate about our businesses, speak on behalf of SiriusXM. For this reason, all requests for information from the news media, investors, stock analysts and similar third parties should be forwarded to SiriusXM's Corporate Communications and/or Investor Relations departments.

Social media has also become an important part of everyday life. However, boundaries between our professional and personal lives can sometimes be blurred on social media platforms, and it is imperative that all SiriusXM employees are responsible in their use of social media communications. If you have an active social media or online presence, be careful and responsible, use common sense and sound judgment, and remember that information you post on social media is permanent. You must not give the impression that you are speaking on behalf of SiriusXM, and do not post or share nonpublic information about SiriusXM. You are responsible for complying with SiriusXM's Social Media Policy, and please contact SiriusXM's General Counsel or a designee of the General Counsel if you have a question as to what actions may be appropriate or permissible.

REPORTING VIOLATIONS; PROTECTION AGAINST RETALIATION

If an individual engages in or becomes aware of any conduct or activity that may violate this Code of Ethics, other Company Policy, or an applicable law or regulation, it is that individual's responsibility to promptly report the matter by notifying their immediate supervisor or SiriusXM's General Counsel. An individual may make a report anonymously, but must provide enough information to enable the Company to properly address the matter.

The Company has established procedures for submitting concerns regarding accounting, internal accounting controls or auditing matters to the Audit Committee of the Board and for submitting other concerns, including violations of this Code of Ethics, to the non-management directors of SiriusXM. Further information as to these procedures can be accessed via the "Contact Our Board" link on the Company's public website at <http://investor.SiriusXM.com/>, or the employees of the Company may access this information via the Company's internal website in the "Whistleblower Hotline Info" folder.

Your information will be shared only with those who have a need to know to help answer your questions or investigate concerns, ensure the prompt enforcement of this Code of Ethics, and, if appropriate, determine disciplinary action. If your information involves accounting, finance, or auditing, the law requires that necessary information be shared with the Audit Committee of the Board.

No individual will be subject to retaliation of any kind (or threat of retaliation) for reporting in good faith any ethical concerns, suspected securities law violations or other suspected misconduct. Any individual who believes that they have been retaliated against (or threatened or harassed) in violation of this policy should immediately report the matter to their immediate supervisor, or the Company's Human Resources Department or General Counsel.

WAIVERS AND AMENDMENTS

The Company may waive application of this Code of Ethics to employees or directors in certain limited situations. Any waivers of the provisions of this Code of Ethics for executive officers or directors may be granted only in exceptional circumstances by the Board. The Company will promptly disclose to its stockholders and in the Company's public filings, not later than the Company's next periodic report, any such waivers granted to any of its executive officers or directors and the reason for such waiver. Amendments to this Code of Ethics must also be approved by the Board. It is each individual's responsibility to maintain familiarity with this Code of Ethics as it may be revised from time to time.