



RELATED PARTY TRANSACTIONS POLICY

A. Introduction.

The Board of Directors of Digital Turbine, Inc. (the “Company”) recognizes that related party transactions present heightened conflicts of interest and/or improper valuation (or the perception thereof). Accordingly, as a general matter, it is the Company’s preference to avoid related party transactions. Nevertheless, the Company recognizes that there are situations where such transactions may be in, or not inconsistent with, the best interests of the Company and its stockholders. Therefore, the Board has adopted this policy (“Policy”) which shall be followed in connection with all related party transactions involving the Company.

Under this Policy, any “Related Party Transaction” shall be consummated or shall continue only if the Audit Committee (the “Committee”) shall approve or ratify such transaction in accordance with the guidelines set forth in this Policy or if the transaction is pre-approved under this Policy. In addition, if the transaction involves compensation, the compensation must have been approved by the Company’s Compensation Committee.

In this Policy:

A. A “Related Party” is:

1. any person who is or was an executive officer, director, or director nominee of the Company at any time since the beginning of the Company’s last fiscal year;
2. a person who is or was an Immediate Family Member of an executive officer, director, or director nominee of the Company at any time since the beginning of the Company’s last fiscal year;
3. any person who, at the time of the occurrence or existence of the transaction, is the beneficial owner of more than 5% of any class of the Company’s voting securities (a “Significant Shareholder”); or
4. any person who, at the time of the occurrence or existence of the transaction, is an Immediate Family Member of a Significant Shareholder of the Company.

B. An “Immediate Family Member” of a person is any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law or sister-in-law of such person, or any other person sharing the household of such person, other than a tenant or employee.



C. A “Related Party Transaction” is a transaction in which the Company is to be a participant, a Related Party has a direct or indirect material interest, and the amount involved exceeds \$120,000. For purpose of this Policy, Related Person Transaction shall be defined as including transactions in which any subsidiary of the Company participates.

B. Committee Approval

Each director, executive officer and Significant Shareholder shall be responsible for notifying the Chief Financial Officer, the Board and/or the Committee of any potential Related Party Transactions in which such person or any member of his or her Immediate Family Member may be directly or indirectly involved as soon as he or she becomes aware of such a transaction.

The Board of Directors has determined that the Committee is best suited to review and approve Related Party Transactions. Accordingly, at each calendar year’s first regularly scheduled Committee meeting, management shall recommend Related Party Transactions to be entered into by the Company for that calendar year. At such meeting, management shall present the following information:

- the Related Party’s interest in the Related Party Transaction;
- the approximate dollar value of the amount involved in the Related Party Transaction;
- the approximate dollar value of the amount of the Related Party’s interest in the transaction without regard to the amount of any profit or loss;
- whether the transaction was undertaken in the ordinary course of business of the Company;
- whether the transaction with the Related Party is proposed to be, or was, entered into on terms no less favorable to the Company than terms that could have been reached with an unrelated third party;
- the purpose of, and the potential benefits to the Company of, the transaction; and
- any other information regarding the Related Party Transaction or the Related Party in the context of the proposed transaction that would be material to the investors in light of the circumstances of the particular transaction.

After the presentation by management, the Committee shall consider all of the relevant facts and circumstances available to the Committee including (if applicable) but not limited to:

- the benefits to the Company;



- the impact on a director's independence in the event the Related Party is a director, an Immediate Family Member of a director or an entity in which a director is a partner, shareholder or executive officer;
- the availability of other sources for comparable products or services;
- the terms of the transaction; and
- the terms available to unrelated third parties or to employees generally.

No member of the Committee shall participate in any review, consideration or approval of any Related Party Transaction with respect to which such member or any of his or her Immediate Family Members is the Related Party. The Committee shall approve only those Related Party Transactions that are in, or are not inconsistent with, the best interests of the Company and its stockholders, as the Committee determines in good faith.

After review, the Committee shall approve or disapprove such transactions and at each subsequently scheduled meeting, management shall update the Committee as to any material change to those proposed transactions.

In the event management recommends any further Related Party Transactions subsequent to the first calendar year meeting, such transactions may be presented to the Committee for approval or preliminarily entered into by management subject to ratification by the Committee; provided that if ratification shall not be forthcoming, management shall make all reasonable efforts to cancel or annul such transaction.

C. Standing Pre-Approval

The Committee has reviewed the types of Related Party Transactions described below and determined that each of the following Related Party Transactions shall be deemed to be preapproved by the Committee, even if the aggregate amount involved will exceed \$120,000.

1. ***Employment of executive officers.*** Any employment by the Company of an executive officer of the Company if:
 - a. the related compensation is required to be reported in the Company's proxy statement under Item 402 Regulation S-K of the Securities Exchange Act of 1934, as amended ("Item 402"); or
 - b. the executive officer is not an Immediate Family Member of another executive officer, director, nominee or a Significant Shareholder of the Company, the related compensation would have been reported in the Company's proxy statement under Item 402 if the executive officer had been a "named executive officer," and the Company's Compensation Committee approved (or recommended that the Board approve) such compensation.

2. ***Director Compensation.*** Any compensation paid to a director if the compensation is required to be reported in the Company's proxy statement under Item 402.
3. ***Certain transactions with other companies.*** Any transaction with another company with which a Related Party's only relationship is a director or beneficial owner of less than 10% of that company's shares.
4. ***Transactions where all stockholders receive proportional benefits.*** Any transaction where the Related Party's interest arises solely from the ownership of the Company's common stock and all holders of the Company's common stock received the same benefit on a *pro rata* basis (e.g., dividends).
5. ***Transactions involving competitive bids.*** Any transaction involving a Related Party where the rates or charges involved are determined by competitive bids.
6. ***Regulated transactions.*** Any transaction with a Related Party involving the rendering of services as a common or contract carrier, or public entity, at rates or charges fixed in conformity with law or governmental authority.
7. ***Certain banking-related services.*** Any transaction with a Related Party involving services as a bank depository of funds, transfer agent, registrar, trustee under a trust indenture, or similar services.

D. Disclosure

All Related Party Transactions are to be disclosed in the Company's applicable filings as required by the Securities Act of 1933 and the Securities Exchange Act of 1934, as amended, and related rules. Furthermore, all Related Party Transactions shall be disclosed to the Committee of the Board and any material Related Party Transaction shall be disclosed to the full Board of Directors.

E. Other Agreements

Management shall assure that all Related Party Transactions are approved in accordance with any requirements of the Company's financing agreements.

Adopted May 20, 2021