



## **The Digital Media Solutions Code of Conduct**

### **Introduction**

Digital Media Solutions, Inc. has adopted this Code of Conduct ("the Code") that applies to all directors, officers and employees (including temporary) of DMS and its subsidiaries (such individuals, "Covered Persons"). In this Code, we refer to Digital Media Solutions, Inc. and its subsidiaries collectively as "DMS" or the "Company." The Code sets out the principles to guide Covered Persons in carrying out their duties and responsibilities to the highest standards of personal and corporate integrity when dealing with DMS, its competitors, customers, suppliers, other employees and the community. Whenever this Code refers to "employees," that term also includes all officers of the Company.

In addition to the Code, DMS has adopted numerous policies addressing specific aspects of our business. When appropriate, we refer to those separate policies in this Code, and the terms and conditions of those policies should be considered incorporated as part of this Code. If you perceive a conflict between the Code and a specific policy, bring it to the attention of the Company's Legal Department. You must nevertheless comply with the specific policy.

Neither the Code nor any of our other policies are, and should not be interpreted as, a contract for employment.

### **Legal and Regulatory Compliance**

While the Code sets out the principles of conduct we expect from everyone in the Company, including you, we also expect you to comply with all applicable laws, regulations, codes of practice, and legal, regulatory and licensing requirements, including directions and orders of the government or any statutory or regulatory authority.

Because we operate in diverse geographic locations, we must be mindful of observing the laws of the jurisdictions in which we conduct business. Consult the Company's Legal Department if you perceive a conflict between this Code and applicable law.

### **Reporting Violations**

We strive to promote a culture in which everyone feels comfortable raising concerns and reporting issues in good faith and without fear of retaliation. If you see or suspect that something is illegal, unsafe, or unethical, speak up and share your concerns by reporting them immediately to your supervisor, the Human Resources Department, our General Counsel, our Executive Vice President of Compliance, or by filing a report pursuant to our Whistleblower Policy.

Under our Whistleblower Policy, any person may submit a report by email to the General Counsel or by mail to the General Counsel or the Audit Committee of the Board at 4800 140th Avenue N., Suite 101, Clearwater, FL 33762 or any other principal business address as updated and filed by the Company with the SEC from time to time. Employees submitting this information need not provide their name or other personal information and reasonable efforts will be used to



conduct the investigation that follows from a report from an employee in a manner that protects the confidentiality and anonymity of the employees submitting the report.

Reports of a violation, or possible violation, may also be made anonymously by (i) calling one of the Company's toll-free hotlines at (800) 833-222-0944 (for English-speaking callers located in the United States or Canada) or (800) 216-1288; dial-in 001-800-681-5340 (for Spanish-speaking callers located in North America), (ii) emailing [reports@lighthouse-services.com](mailto:reports@lighthouse-services.com), (iii) visiting the website at [www.lighthouse-services.com/dmsgroup](http://www.lighthouse-services.com/dmsgroup) or (iv) faxing (215) 689-3885, each of which is managed by an independent third party service provider and allows employees to submit their report anonymously.

For full information regarding our Whistleblower Policy, please consult the Policy on our Intranet.

### **Waivers**

Waivers of any aspect of the Code may be granted only by the written approvals of both the General Counsel and Executive Vice President of Human Resources. Waivers of the Code for executive officers and directors may be obtained only from the Board of Directors.

### **Workplace Health and Safety**

DMS is committed to providing a healthy and safe work environment for employees, customers, business partners and visitors. Every Covered Person has a personal responsibility to support this commitment.

To achieve our commitment, we will:

- Understand and comply with all applicable health and safety laws, regulations, guidelines and procedures;
- Provide a conducive work environment that supports well-being, healthy living, and collaboration;
- Promote a culture in which all employees share our commitment to a healthy work environment;
- Educate our employees by providing information, instruction, training and supervision;
- Identify and assess work-related hazards and risks;
- Implement corrective and preventive measures;
- Report and investigate work-related accidents;
- Implement programs to help employees better manage work-related stress and promote mental health;
- Provide resources to achieve the industry standards of health, safety and environmental practices

You are obliged to carry out your work in a safe manner, not to cause harm either to yourself or to others, and to report any potentially unsafe situations to your supervisor immediately.

### **Company Property and Assets**

You are responsible for Company property entrusted to your care. This property includes, but is not limited to physical property (such as phones or computers), records (such as data on



customers and Company records), and intangible property (such as intellectual property, computer software and computer records).

You must treat the Company's property as you would your own. You must not damage it, deface it or remove it for personal use, unless authorized to do so. You may not transfer possession, ownership or other rights of the Company's property without proper authorization and, where necessary, supporting documentation.

Similarly, you are responsible for the proper expenditure of the Company's funds including expenses. While spending or committing Company funds, you must be sure that the transaction is proper and documented, and that the Company receives appropriate value in return.

### **Computers**

You must use office technology equipment only in the way in which you have been instructed. You should protect your own password and not use anyone else's ID or password to access records. You must not alter records or software instructions unless you are authorized to do so. You must always ensure that any software you use has been obtained from authorized suppliers and you should only install software if you are authorized to do so.

Just as you must not misuse Company property, you must not dispose of any Company property in an unauthorized manner, such as by selling, loaning or giving it away without proper permission.

Company-provided equipment such as laptops or smartphones are for official and work-related uses. They are not an automatic entitlement but depend on the business requirement of the job. Staff who are issued this equipment are reminded to exercise care over the equipment assigned to them.

If an employee loses his or her laptop or has a reasonable belief that the laptop was improperly accessed (including by another Covered Person), the incident must be reported immediately to HR and IT. The employee is also required to make an assessment and declaration to his or her supervisor as to whether Company-confidential information was stored on the laptop and whether the information was kept within the secure folders created for the laptop.

### **Use of IT Systems**

When employees are using the Company's resources to send email, voicemail or instant messages or to access Internet services, they are acting as a representative of the Company. Any improper use of these resources may damage the Company's reputation and expose them and the Company to legal liability. You are required to act responsibly when updating your personal data or uploading any information (statements, documents, videos, photos, etc.) in any Company IT systems. You must not knowingly update false information or upload any materials that are defamatory, offensive, obscene, inappropriate or that violate law or infringe copyright, trademark or any other intellectual property, or personal or proprietary rights of any person.

### **Work Performance**

DMS is committed to providing products and services of the highest quality and value to our customers, and each of us has an important role to play in this. We hold ourselves to a very high standard of performance, and employees are required to perform tasks assigned to them in a



timely and responsible fashion.

You must not waste the Company's time and resources or take part in unauthorized and/or illegal activities. You should conduct yourself whether at work or outside of work in a manner that upholds the integrity, reputation and values of DMS.

### **Dealings with Other Employees**

We all have a responsibility to treat our colleagues with respect and consideration at all times. Improper behavior includes, but is not limited to, discrimination or harassment in any form such as bullying, intimidation, threats, ridicule, sexual, racial or verbal abuse, insults, gestures, willful or serious insubordination, physical violence, etc.

The Company is an equal opportunity employer in hiring and promoting practices, benefits and wages. The Company will not tolerate discrimination against any person on the basis of race, religion, color, gender, age, marital status, national origin, sexual orientation, gender identity, citizenship, or disability (where the applicant or employee is qualified to perform the essential functions of the job with or without reasonable accommodation), or any other basis prohibited by law in recruiting, hiring, placement, promotion, or any other condition of employment. Employees are entitled to equal opportunity and equal treatment based on merit.

The Company will not tolerate the use of discriminatory language, or any other remarks, jokes, or conduct that create or foster an offensive or hostile work environment.

The Company strictly prohibits any form of harassment in the workplace, including sexual harassment. The Company will take prompt and appropriate action to prevent and, where appropriate, punish behavior that constitutes harassment.

Any conduct which constitutes moral or physical harassment, or any other form of abuse of power, is equally prohibited.

### **Customers and Business Partners**

You must be honest in all dealings with the government, businesses and other organizations. Making of payments or payments in kind such as gifts or favors to influence individuals to award business opportunities to the Company or to make a business decision in the Company's favor is prohibited.

You must always treat any third party's confidential information appropriately and in accordance with legal and contractual obligations.

We must seek to maintain good relationships with our customers which is vital to the success of the business. Our customers must feel that they are getting the highest standard of service from a Company which listens to them and is responsive to their needs.

### **Alcohol and Drugs**

Drugs and/or alcohol can impair an individual's capacity to perform his or her job safely, efficiently and with respect for colleagues and customers. The use of such substances may result in injury or a threat to the well-being of an individual, colleagues, customers or members of the



public.

Act responsibly at work related events, especially where alcohol is provided. While it's important to have fun, disciplinary action may be taken for inappropriate behavior. DMS has zero tolerance for violence and the use of illicit drugs in the workplace or at work related events. Failure to comply may result in immediate dismissal.

An employee must attend work in a fit state and is not to be under the influence of alcohol or other drugs during working hours.

### **Official Records**

Information is a valuable asset of the Company and its integrity depends on the honesty, completeness and accuracy of its records. This means that anyone preparing the Company's records and reports must be diligent in assuring the accuracy and completeness of all data, records, reports and expenditures connected with the Company.

The Company must record its financial activities in compliance with all applicable laws and accounting practices. All transactions are to be properly authorized, and accurately and completely recorded. The making of false or misleading entries, records or documentation is strictly prohibited. Employees must never create a false or misleading report or make a payment or establish an account on behalf of the Company with the understanding that any part of the payment or account is to be used for a purpose other than as described by the supporting documents.

The Company is committed to complying with applicable laws and regulations relating to the preservation of records. All records are to be maintained, at a minimum, for the period of time required by such laws and regulations. Records which are critical for the Company's business, including corporate records, originals of contracts, etc. must be identified and stored in a secure location on the Company's premises or within the Company's identified secured server.

If a Covered Person learns of a subpoena or a pending or contemplated litigation or government investigation, the Covered Person must retain and preserve ALL records that may be responsive to the subpoena or relevant to the litigation or that may pertain to the investigation until he or she is advised by the Legal Department as to how to proceed. Any physical destruction of documents must be authorized by the General Counsel.

In addition to the foregoing, we have adopted a Code of Ethics that sets out specific policies applicable to our Chief Executive Officer, Chief Financial Officer and Controller.

### **Proprietary Information and Intellectual Property**

Covered Persons have access to information, which includes the trade secrets, know-how we use to distinguish our businesses and services from those of our competitors, as well as sensitive private business information of a commercial, technical or financial nature such as prospects, agreements with customers, business partners, competitors, account plans, business proposals, negotiations and contracts.

It is important that all DMS proprietary information is kept confidential. You have a duty to safeguard DMS information, bearing in mind ethical, legal ramifications and government regulations. Information of commercial value or of a sensitive nature must be tightly controlled.



For example, when releasing information to a third party for a bid proposal, a Non-Disclosure Agreement (format provided by the Legal Department) should be signed by the third parties, and information released is on a need-to-know basis.

Any trademarks, copyrights, patents, designs, registered designs, proprietary information and all other intellectual property rights developed and commissioned by the Company belong to the Company. Covered persons are reminded not to infringe any third parties' rights including, but not limited to, any third party intellectual property rights, copyrights, patents and trademarks.

The Company will hold exclusive property rights of any invention, discovery, design or improvements which relate to the Company's business, regardless of whether the invention or designs are patentable or are capable of being registered or copyrighted.

You must report these inventions to the Company and shall, at the Company's request and expense, disclose information relating to the invention and do what is required to obtain patents or industrial rights relating to the invention. The patents will be in the name of the Company or its nominee and the employee will not be entitled to any payment for the invention. The Company's ownership of any intellectual property which you created while you were an employee of the Company continues after you have left service of the Company.

If you leave the Company for any reason, including retirement, you must return to the Company, all the Company property, including all documents and records in your possession, and you must not disclose or misuse Company confidential information. You are also responsible for protecting information provided in confidence by any third party, such as a customer, supplier or a partner, after you leave the Company.

### **Obligation to Maintain Confidentiality of Confidential and Proprietary Information**

During your service with us, you may receive and/or have access to secret, confidential or proprietary information relating to DMS and/or any company in DMS (including but not limited to joint venture companies held by DMS) or any other company or entity (i) in which any part of DMS may have an interest (equity or otherwise) or (ii) to whom any part of DMS owes an obligation (whether pursuant to a contract or otherwise). Such secret, confidential or proprietary information may, without limitation, be verbal, written, electronic or in the form of image data, photographs or software. You are required not to disclose or divulge or cause to be disclosed or divulged such information without the prior written approval of or clearance from the Company. This condition shall continue to apply even when you are no longer employed by us.

### **Conflicts of Interest and Corporate Opportunities**

The Company's employees must avoid all situations where their personal interests may conflict with those of the Company and the Company's stakeholders. This means, for instance, that the employees are not allowed to accept or provide a personal gift, hospitality or entertainment, except for personal gifts or entertainment of nominal value not exceeding reasonable and customary standards of hospitality, not to exceed Ten U.S Dollars (\$10.00) in value during a given calendar year. Should there be any doubt that the acceptance of a gift or favor may lead to a possible conflict of interest, the employee must clarify the situation with the General Counsel in advance. The Company does not provide financial support to political parties or other political organizations or to individual candidate's election campaigns. Consult the Gift Policy for additional guidance.



Particular care should be taken if an employee or an affiliated person has a direct or indirect interest in a company or is able to exercise influence over a company with whom the Company does business or which competes with the Company. For the purposes of this Code, "affiliated person" means a spouse, domestic partner or significant other, child, parent, sibling, cousin, close personal friend or any other person (including nominees) who may act on the employee's behalf. For example, a conflict of interest can also arise when one relative is directly subordinate to another.

Employees owe a duty to the Company to advance the Company's legitimate interests whenever the opportunity to do so arises. If employees learn of a business or investment opportunity in which the Company may be interested or which is otherwise within its sphere of business activities, including through the use of corporate property or information or the employee's position in the Company, such as from a competitor or actual or potential customer, supplier or business associate of the Company, employees may not pursue or participate in the opportunity without the prior written approval of the General Counsel. Employees may not use corporate property or information, or their position at the Company for improper personal gain, and employees may not compete with the Company.

The Company's directors are subject to the same obligations with respect to conflicts of interest as noted above, except to the extent described in the Company's Certificate of Incorporation.

### **Corruption or Bribery**

The Company is committed to work against corruption in all its forms, including extortion and bribery. The Company and its Covered Persons must not accept, make, seek or offer bribes, monetary advantages or anything of value of any kind except for personal gifts or entertainment of nominal value not exceeding reasonable and customary standards of hospitality, not to exceed Ten U.S Dollars (\$10.00) in value during a given calendar year. This includes money, benefits, entertainment or services or any material benefit to or from public officials or other business partners, which are given with the intent of gaining improper business or personal gain. The Company does not accept participation in or support money-laundering under any circumstances.

### **Insider Trading**

The Company respects and follows relevant securities laws by ensuring that inside information is secure and protected.

Inside information is any information of a precise nature, which has not been made public, relating directly or indirectly, to the Company or any other issuer of publicly traded financial instruments or financial instruments (including shares) issued by the Company or such other issuer, and would, if made public, be likely to have a significant effect on the price of those financial instruments or on the price of related derivative financial instruments. The effect of the inside information on the price of the security or other financial instrument can be positive or negative.

In the course of service with the Company, Covered Persons may obtain inside information or other non-public information about the Company itself, the Company's suppliers, customers or other counterparties. Covered Persons are prohibited from buying or selling the Company's financial instruments or any securities of a publicly traded company or related derivative financial instruments whenever they are in possession of inside information or material nonpublic



information regarding or concerning the Company or one of its counterparties. Passing such information on to someone who may buy or sell securities or recommending that they buy or sell securities on the basis of such information – known as “tipping” – is also prohibited, as is any disclosure of inside information, except where the disclosure is allowed under applicable laws.

Please refer to the Company Insider Trading Policy for further details.

### **Data Protection**

All Covered Persons who have access to and/or collect, use, disclose or process personal data of external parties or Company employees are responsible for complying with any Company policies and applicable law regarding the appropriate use and protection of personal data, and to adhere to all internal procedures and processes developed to ensure that DMS is compliant with the requirements of personal data protection laws. A Covered Person’s personal data protection obligations may overlap with obligations relating to secret, confidential or proprietary information relating to DMS, and both these categories of obligations shall apply at all times.

### **Dealing with the Media**

All media requests for information, interviews and speaking events should be referred to the Chief Marketing Officer or the Director of Content and Communications. Statements made in any online forum (e.g. web logs or blogs) or social networking sites (e.g. Instagram, SnapChat, TikTok, Reels, Facebook) may be considered to be public statements. No comments regarding DMS, its business, products, services, strategy or practices should be made without prior approval from Executive Management. Where you do participate in blogs or any other online space, even personal sites maintained outside of work hours, you should take care to ensure that you do not act in conflict with the best interests of the Company.

Only official Company spokespersons or other persons specifically authorized by the CEO or CFO may speak with the press, securities analysts, other members of the financial community, shareholders or groups or organizations as a Company representative or about the Company business. Requests for financial information about the Company from the financial community, shareholders, potential investors, the media or the press should be referred to the CEO, CFO, EVP of Investor Relations or COO. Requests for other information about the Company from the media, the press, or the public should be referred to Corporate Communications.

Any public information generated and communicated by the Company must comply with all applicable laws and regulations. Any public financial information on the Company must completely, accurately and reliably present the financial situation of the Company at the relevant date or period.

### **Fraud**

DMS is committed to high standards of probity and accountability in its affairs. It recognizes the importance of protecting its operations, employees and assets against fraud risks and unethical practices, and therefore adopts a "zero tolerance" approach to fraud, corruption and any other form of criminal conduct.

### **Consequences of Violation of the Code**



Failure to comply with the Code is viewed by DMS as a serious matter that can lead to disciplinary action, up to and including termination of employment or dismissal, as well as criminal penalties in accordance with the applicable law. Such disciplinary action may also be taken against supervisors who condone, permit or have knowledge of improper conduct.

### **Questions/Company Assistance**

You should address any questions you may have about the Code to your supervisor or manager, who will relay them to the General Counsel and/or the Executive Vice President of Human Resources. If you do not feel comfortable raising your questions with your supervisor or manager, you may raise your questions directly with our General Counsel and/or the Executive Vice President of Human Resources.

### **Amendments and Modifications**

The Code is a living document and it is inevitable that new policies will need to be written from time to time and old policies will need to be revisited and revised. The Company reserves the right to make these changes and will strive to advise Covered Persons on a timely basis of any changes affecting the terms of their employment at the Company.

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If you need further information, or if you would like to discuss any policies in the Code, please email [HR@dmsgroup.com](mailto:HR@dmsgroup.com) or [Legal@dmsgroup.com](mailto:Legal@dmsgroup.com).

*Last Amended as of January 14, 2021*