

nitek

Standards of business  
conduct



# Message from our CEO

## Mitek Community:

Our commitment to a set of core values forms the foundation upon which everything at Mitek is built. They serve as the cornerstone of our undeniable culture. Our three core values of Delivering, Learning, and Caring shape and inform our contribution and commitment to our work. They guide our decision-making processes and strengthen the trusted relationships we've built with each other, our partners, and our customers.

**Delivering** is our dedication to honoring our commitments - ethically, impartially, and consistently. We take pride in meaning what we say and accomplishing what we set out to do.

**Learning** is our continual strive for innovation and improvement by challenging ourselves and each other with difficult questions, solving problems, and embracing change.

**Caring** is at the heart of our interactions, emphasizing the importance of engaging with integrity, trust, and respect.

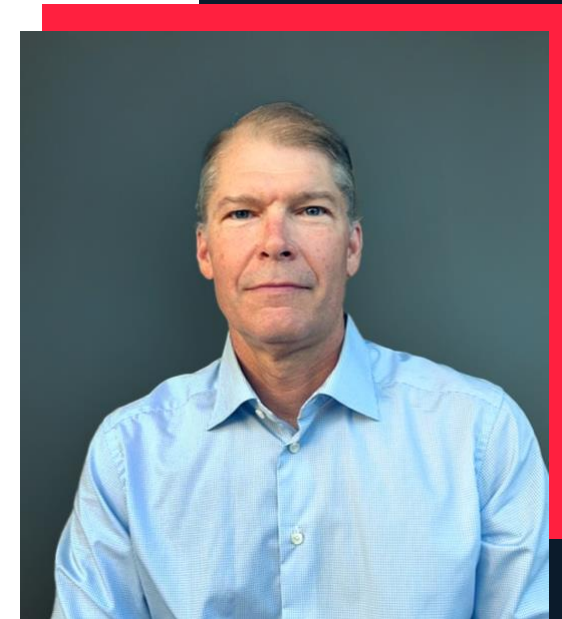
To deliver value to our customers and stakeholders, it is important that we each commit to embodying the strong, ethical principles that are deeply rooted in our values. These principles must consistently guide our actions.

Together, we strive to demonstrate inclusive, respectful, honest, and ethical behavior in our interactions with each other, our customers, and our external stakeholders. It is essential that every one of us uphold and adhere to our Standards of Business Conduct.

The purpose of this document is to provide a detailed outline of our expectations and offer guidelines to support our culture and dedication to achieving incredible accomplishments as a team.

Thank you for taking the time to review this document, and for your commitment to and contribution in embodying our values as part of your every day.

Best regards,  
Ed West  
CEO



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## Introduction to Mitek standards of business conduct

Mitek is committed to acting ethically and conducting business in compliance with all applicable laws. These Standards of Business Conduct (the “**Standards**”) describe the core values of Mitek Systems, Inc. and its subsidiaries (collectively “**Mitek**”) as well as Mitek’s requirements for how you should act when conducting business on Mitek’s behalf. Although these Standards do not explicitly address every issue or situation you may encounter at Mitek, they do contain the guidelines, rules, and principles that must always be followed. At Mitek, conducting business ethically is most important, even if behaving ethically means sacrificing a desirable business outcome.

All employees, contractors and board of director members (collectively “**Associates**”) are expected to uphold the Standards, Mitek policies, and to comply with all applicable laws. When there is a difference between a legal requirement and the Standards, you should always apply the more stringent requirement.

## We live our **core values**

We have developed these Standards with our core values as our guiding principles. They provide a framework for leadership, daily decisions, and employee satisfaction. Our values are more than aspirations; they define who we are:

### **Delivering**

We achieve compelling, measurable results for our customers and stakeholders.

### **Learning**

We challenge ourselves by asking questions, solving problems, and embracing change.

### **Caring**

We collaborate with integrity and trust in an open environment.

## Our mission

To empower  
customers with  
trust and  
convenience in a  
connected world

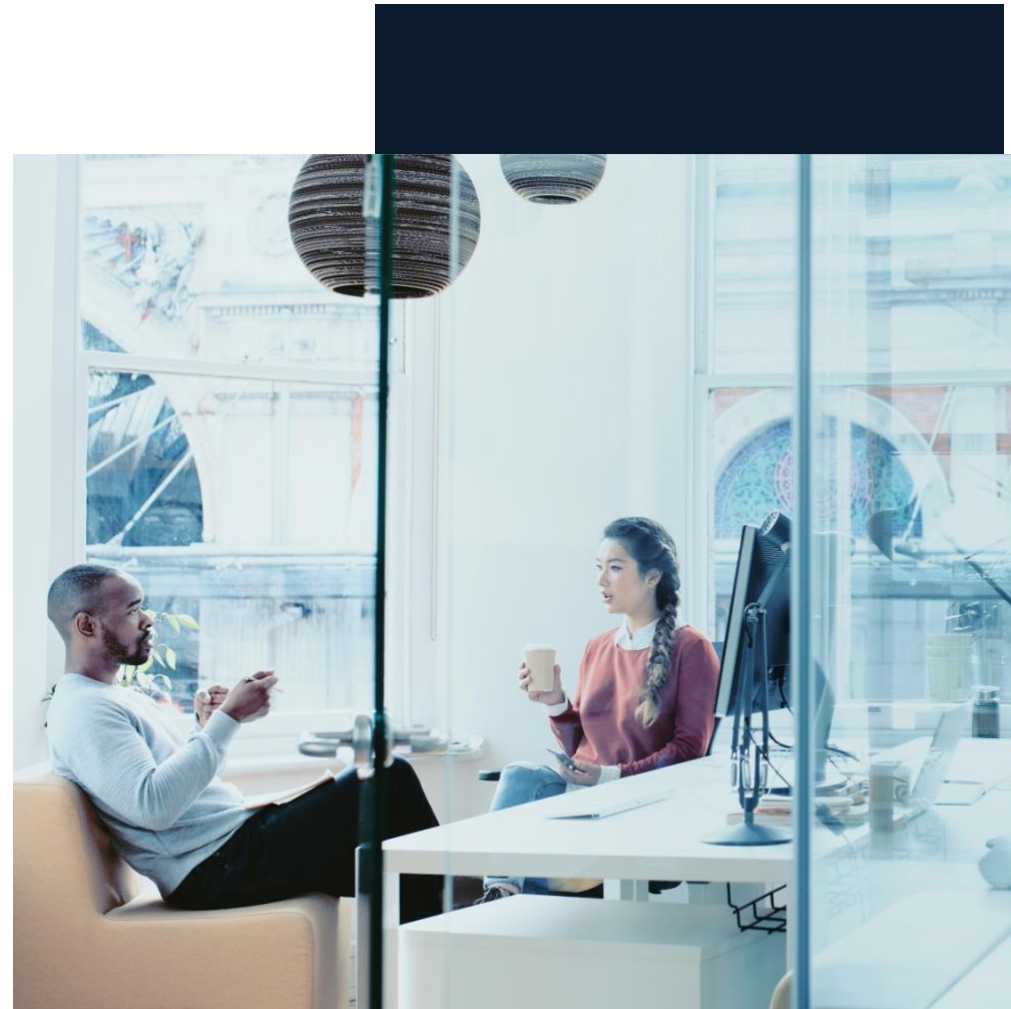
**Our  
commitment  
is to do the  
right thing.**

## We are all responsible for **meeting our commitments**

We are all responsible for recognizing ethical issues and doing the right thing in all business activities. You should familiarize yourself with all Mitek policies and the applicable Employee Handbook (or comparable employment policies). These describe in greater detail Mitek's expectations for how employees act at work. Follow the controls that apply to you and your role, even if you feel pressured to do otherwise. From time to time, issues may arise where the right ethical choice isn't clear. Seek guidance if you have questions or concerns. Report concerns if you see something that doesn't seem in line with the Standards or our values.

## Managers have special responsibilities

When you supervise others, lead by example and always demonstrate the highest standards of behavior. Work hard to create an environment where your team members understand their responsibilities and feel comfortable raising issues and concerns without fear of retaliation. Managers should proactively look for opportunities to discuss and address ethics and ethically challenging situations with their teams. When you supervise external business partners, ensure that they also understand our expectations that their conduct will always be in line with the Standards and our core values. When a potential issue is raised, managers are obligated to take prompt action to properly address the concerns and correct problems in a timely manner.



## How and when to report a concern

You don't have to have all the details or be certain that something is wrong to raise an integrity concern. Associates are obligated to promptly report any violations or suspected violations of these Standards, Mitek policies or the law. Where permitted by the law of your country, your reports may be made anonymously through our external hotline, or you can ask the Chief Compliance Officer to treat your report as anonymous. We have tried to make reporting a concern as easy as possible. You can use any of the following methods to raise a concern or report an incident.

## We have no tolerance for retaliation

**It takes courage to speak up.** Mitek does not allow retaliation in any form against anyone who, in good faith, reports any violation or potential violation of these Standards or against anyone who assists in the investigation of a reported issue. Associates are expected to immediately report any acts that appear to be retaliatory to their managers or the appropriate departments.

## Mitek will act promptly and responsibly to investigate reports

As these situations are often difficult, any reports will be addressed with appropriate sensitivity and confidentiality. Anyone who reports, is a witness to, or is accused of a violation must cooperate fully with Mitek's investigation. Issues will be addressed directly with the individuals involved, as appropriate.



You can use any of the following methods you are most comfortable with to raise a concern or report an incident:

EMAIL:

[compliance@miteksystems.com](mailto:compliance@miteksystems.com)

HOTLINE:

1 123.456.7890

WEB:

[www.miteksystems.com](http://www.miteksystems.com)

BY MAIL:

Office of Compliance  
600 B Street, Suite 100  
San Diego, CA 92101

**It takes courage to speak up.**

## **How we administer these Standards**

The Standards are very important to us. Violation of these Standards may result in disciplinary action, up to and including termination of employment.

Mitek's Chief Compliance Officer has been given the responsibility of ensuring adherence to the Standards and, while serving in this capacity, reports directly to the Board of Directors and its committees. Only the Board of Directors may waive a provision of the Standards for a director or executive officer. Any waiver that is granted to a director or executive officer will be publicly disclosed as required by NASDAQ listing requirements and applicable laws, rules and regulations.

Mitek is committed to continuously reviewing and updating our policies and procedures. Therefore, these





Standards are subject to amendment by the Board of Directors or its delegates.

Honoring our commitments  
**to each other**

## **Building a workplace on respect and inclusivity**

At Mitek we believe that our strength is in our diversity and that a supportive and inclusive workplace where everyone feels valued and included is key to a great culture, product innovation, happy customers, and an enduring company. We believe that diversity—including different backgrounds, experiences, perspectives, insights, and skills—fuels innovation and creates a broader connection to the world. Valuing inclusion and respect promotes belonging in the workplace and creating equal opportunities for all Associates helps make Mitek a great place to work.

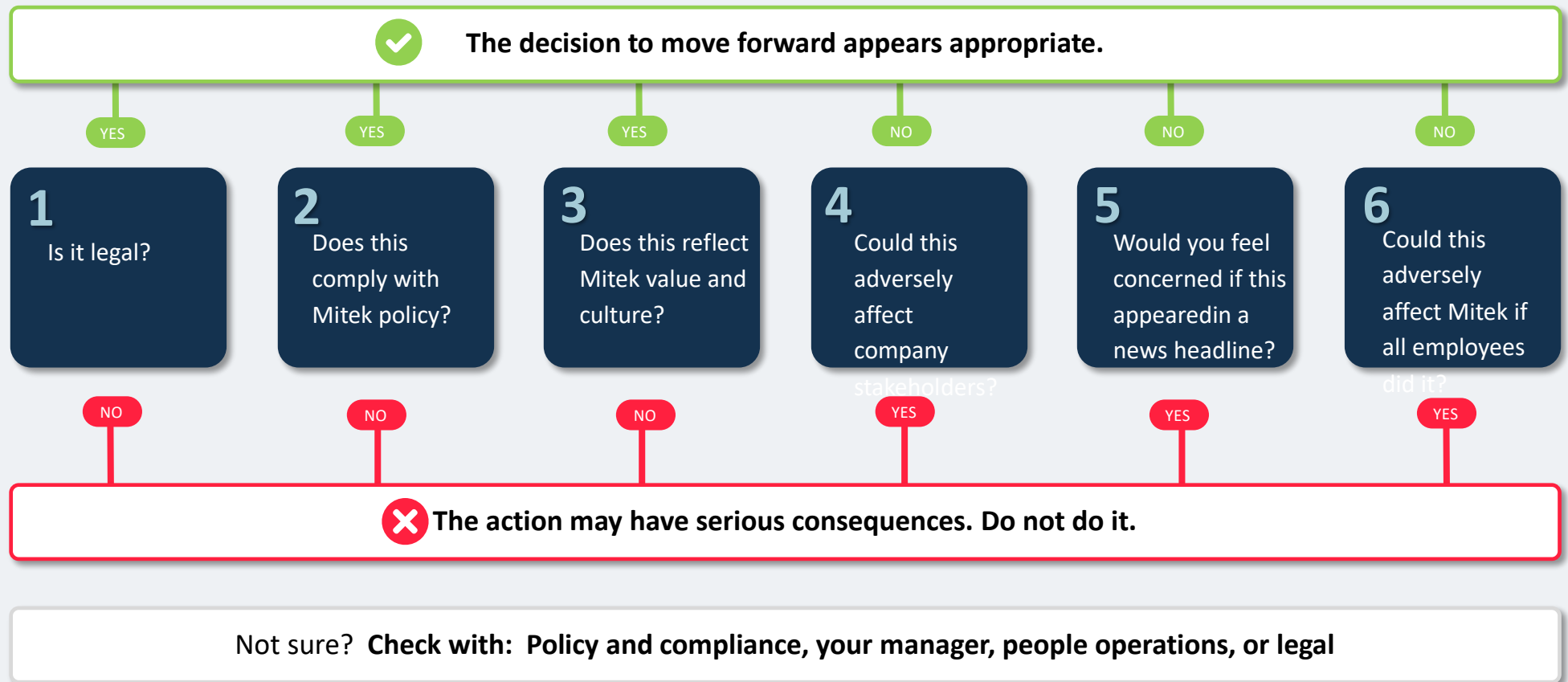
Each of us is expected to do our parts to maintain a respectful workplace that is free of harassment, intimidation, bias, and unlawful discrimination of any kind.

## **Remaining ethical when a situation isn't clear**

When you are faced with an ethical dilemma, you have a responsibility to take action. It may seem easier to say nothing or look the other way, but taking no action is, in itself, an action that can have serious consequences. Speak up if you see or suspect activity that violates our code of conduct. As we continue to grow and innovate, you will be helping to further our mission while preserving our core values.

Our continued success depends on your ability to make decisions that are consistent with our core values and principles. Regardless of the situation, exercise total honesty and integrity in everything you do. As an employee, you are responsible for practicing a. conscious culture and complying with all applicable laws and regulations in each country in which we do business, and for knowing and complying with our code of conduct and other company values. Violations of the code of conduct are subject to discipline, which may include termination of employment. Your individual commitment to doing the right thing will strengthen our reputation as a trusted global brand.

### Ethical decision tree to assist you in determining the best course of action



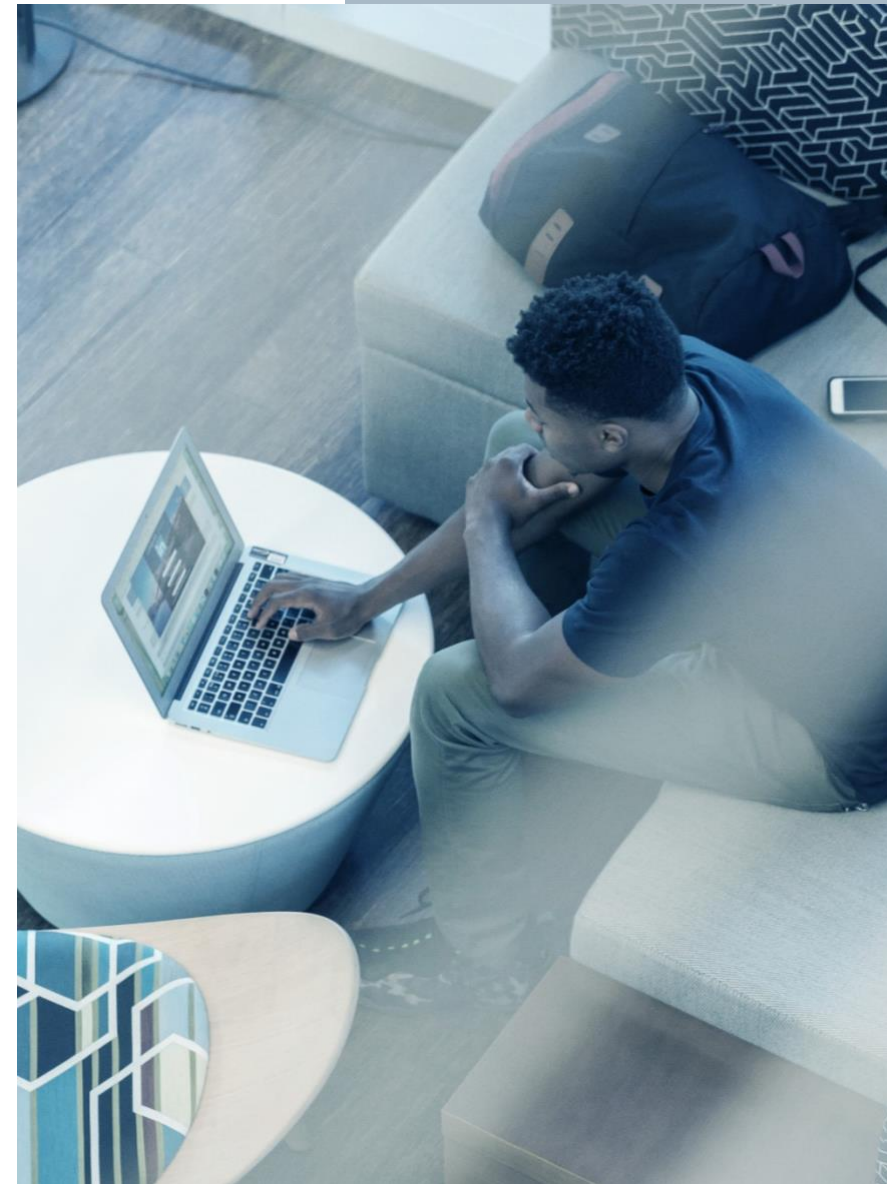
## Providing equal employment opportunity

We do not unlawfully discriminate in any employment decisions, including hiring, compensation, promotion, discipline, or termination. This includes discrimination on the basis of “protected characteristics.” We are committed to providing reasonable accommodations to qualified individuals with disabilities and individuals with religious beliefs and practices.

### Protected characteristics include:

- Age
- Ancestry
- Color
- Gender (including pregnancy, childbirth, or related medical conditions)
- Gender identity or expression
- Genetic information
- Marital status
- Medical condition Mental or physical disability
- National origin
- Protected family care or medical leave status
- Race
- Religion (including beliefs and practices or the absence thereof)
- Sexual orientation
- Military or veteran status
- Other considerations protected by federal, state, or local law

We base personnel actions, including compensation, strictly on individual ability, performance, experience, and company need. Mitek is committed to adhering to wage, hour, minimum-age and modern slavery guidelines provided by applicable laws. We strive to structure the content of jobs so that work provides personal satisfaction, growth opportunities and challenge.



## **Treating others with dignity and respect; preventing *discrimination* and *harassment***

Mitek strives to maintain a professional environment based on respect, tolerance, and inclusion. Verbal or physical conduct by any employee that harasses another, disrupts another's work performance, or creates an intimidating or hostile work environment will not be tolerated. Our zero-tolerance policy extends to all Associates as well as vendors, suppliers, contractors, consultants, and customers.

While it is not possible to list all circumstances that may constitute harassment, the following are some examples of conduct that may constitute harassment depending upon the totality of the circumstances including the severity of the conduct and its pervasiveness:

- Threatening or inappropriate remarks, obscene phone calls, stalking or any other form of harassment
- Causing fear of or actual physical injury to another
- Intentionally damaging someone else's property
- Threatening, intimidating, coercing, or retaliating against those who report their concerns – anywhere, anytime, for any purpose
- An intimidating, offensive, or hostile work environment created by unwelcome sexual advances, insulting jokes, inappropriate touching or other offensive behavior of a sexual nature

We hope this is never the case, but if you are subject to any type of harassment or discrimination, or you know of someone who has been, you should immediately report the incident to your supervisor and your People Operations manager. No adverse employment action will be taken against any person for making a good-faith complaint or report of discrimination or improper conduct, assisting in an



investigation, or exercising rights under applicable laws. Retaliation against any person for any such protected activity will not be tolerated.

## **Providing a healthy and safe workplace**

Mitek is committed to providing and maintaining a healthy and safe work environment. Associates must remain safety-conscious at all times and report all work-related injuries or illnesses as well as any hazardous or unsafe conditions. We do not tolerate any threatening or violent behavior at the workplace and Mitek prohibits bringing weapons of any kind to any Mitek facility, events, or customer sites.

Mitek strives to maintain a professional, drug-free work environment. Use of alcohol, illegal drugs, or controlled substances, whether on or off the job, can detract from work performance, efficiency, safety, and health and seriously impair an Associate's contributions to Mitek. Specifically, our policy prohibits:

- Possession or use of an illegal or controlled substance or being under the influence of an illegal or controlled substance while on the job
- Driving a vehicle while on Mitek business while under the influence of alcohol or an illegal or controlled substance
- Distribution, sale, or purchase of an illegal or controlled substance while on the job

Moderate consumption of alcohol by legal-age individuals at Mitek sponsored events is permitted. Everyone involved must exercise good judgment, act in a professional and responsible manner, and follow directions provided for the sponsored event. Attendance at Mitek social events is not mandatory, and Associates who choose to attend should not be pressured to consume alcoholic beverages.



## Corporate social responsibility

We believe in the fundamental dignity of every human being and in respecting individual rights. As we conduct business around the world, we are committed to respecting human rights.

In all of our operations:

- We condemn the use of forced labor and exploitative *child labor* and expect our suppliers to fully respect this principle.
- We respect employees' lawful *freedom of association*.
- We compensate our employees fairly to help ensure that basic needs may be met and provide our employees with opportunities to develop their knowledge, skills, and abilities.
- We hire, compensate, promote, discipline, and provide other conditions of employment based solely on an individual's qualifications and performance. We do not discriminate, at any level of Mitek, on the basis of protected characteristics.
- We provide a safe and healthy work environment.
- We work to continuously improve our environmental performance by establishing goals that reduce the environmental impact of our business activities.

## Keeping your information private

Your privacy is important to you and it's important to us. Mitek uses systems designed to maintain all ***employee personal data*** in a secure manner and protect against the unauthorized disclosure of or access to such data in compliance with all applicable laws and regulations.

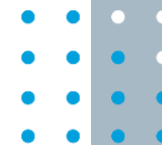


## Proper use of Mitek resources

Mitek provides Associates with information and technology (IT) and other resources so they can most effectively perform their jobs. These resources are Mitek's property and must be used in a manner that reflects positively on Mitek and all who work here. Limited personal use of IT resources is permitted, but must not interfere with Associates' work performance or the work performance of others. Associates must never use any Mitek assets:

- for any illegal activities;
- to view or communicate obscene, hateful, discriminatory or harassing material;
- for an outside business;
- for gambling;
- for uploading or downloading software in violation of its copyright and uploading or downloading software that is subject to export controls; or

Mitek has the right to audit or monitor the IT and other resources it makes available to Associates, and Associates should not have any expectation of personal privacy for messages or information using company communication tools and devices, internet or other systems.







Honoring our commitments to  
**our customers and  
business partners**

## Marketing our products and services **truthfully**

Mitek competes on the merits and quality of our products and services. Our communications with customers or potential customers must always be truthful and accurate. We must be able to substantiate what we say about our products and services. All promotional, advertising, and marketing materials must go through the appropriate approval process for publishing information.

## Giving and accepting gifts and business entertainment

Mitek purchases products and services from others on the basis of price, quality, and service. We expect our customers to purchase Mitek services on the same basis. Accordingly, all business dealings must be impartial, objective, and free of corruption and improper influence.

Moderate, proportional, and properly recorded **business entertainment** and **gifts** can create goodwill and sound working relationships. However, before any gift or business entertainment is offered or accepted by any employee, family member of an employee, or agent, it must first meet all of the following criteria:

- Not cash or a gift card (gift cards or certificates must have a value of \$50 or less)
- Consistent with customary business practices
- Reasonable in value (accepting or offering a gift with a value exceeding \$50 requires approval)
- Open and transparent
- Cannot reasonably be construed as a bribe or payoff
- Does not violate any laws, regulations, or applicable policies of the other party's organization

Any proposed gift or business entertainment to or from a government or government employee must be approved in advance by the Compliance department. You may not receive any income or material gain from a third party in connection with the performance of your Mitek duties, with the exception of nominal gifts.



## Ensuring fair business practices

Mitek is committed to free and open competition and winning with superior products and services. We never look to gain competitive advantages through unethical or illegal business practices. Many of the countries in which we operate or provide services to have **antitrust laws** that are designed to ensure that competition is fair and honest. Broadly speaking, the antitrust laws regulate the competitive conduct and dealings of businesses and prohibit agreements or actions among competitors that might restrain trade or reduce competition. Violations of these laws can lead to extremely serious consequences for both Mitek and any individual involved in such activities. A complete description of the antitrust laws is beyond the scope of this document. It should be noted, however, that in most situations, agreements with competitors to fix or control prices, boycott specified suppliers or clients, or allocate products, territories or markets are illegal.

We do not enter into agreements with competitors to engage in any anti-competitive behavior, including setting prices or dividing markets.

## Reporting suspicious activities

Mitek is committed to participating in international efforts to combat **money laundering** and **terrorist financing**. Money laundering is the process by which criminal funds are moved through the financial system in order to hide all traces of their criminal origin. Terrorist financing refers to use of funds (whether from legitimate and/or criminal sources) to further the interest of terrorist organizations. Some of our obligations in this regard include maintaining AML policies and procedures and conducting customer screening to ensure Mitek is not transacting with individuals or entities on U.S. and international sanctions lists. Be vigilant and exercise good judgment when dealing with unusual transactions. In addition, alert your manager, the finance and/or legal department if you have any concerns or see any suspicious activities.



## Software and copyright compliance

Mitek obtains licenses for many of the software products used in its business. U.S. and international copyright laws protect a software owner's rights in its programs by prohibiting the copying, distribution and use of such software without the owner's expressed permission (for example, a license agreement). You should ensure that your copying, use, installation, transmission, modification, storage, repackaging or distribution of software complies with applicable laws (such as copyright law), applicable license agreements (whether commercial, open source or otherwise), and company policies. For more information please contact the legal department.

## Government relationships

We value our excellent relationships with national, regional, state, and local governments and have developed those relationships by working fairly and honestly with officials and others wherever we operate. We must be truthful and straightforward in our dealings with governments and may not direct or encourage anyone to provide false or misleading information to any government agent or representative. Any lobbyists, consultants or other third parties which are asked to assist in marketing our products and services to government clients or to influence government regulations must be approved by the Compliance department in advance. Such third parties will be required to abide by these Standards and must never be retained to circumvent our ethical standards.

## Payments to government personnel

The U.S. *Foreign Corrupt Practices Act* as well as laws in other countries in which Mitek operates, prohibit giving anything of value, directly or indirectly, to officials of foreign governments or foreign political candidates in order to obtain or retain business. It is strictly prohibited to make illegal payments to government officials of any country. In addition, the U.S. government has a number of laws and regulations regarding business gratuities which may be accepted by U.S. government personnel. The promise, offer or delivery to an official or employee of the U.S. government of a gift, favor or other gratuity in violation of these rules would not only violate Mitek policy, but could also be a criminal offense. State and local governments, as well as foreign governments, may have similar rules. Gifts or business entertainment offered to or received from government officials must be approved

in advance by the Compliance department regardless of the value. The Company's Chief Compliance Officer or Chief Financial Officer can provide guidance to you in this area.

OUR COMMITMENT TO OUR CUSTOMER  
AND BUSINESS PARTNERS

## Protecting confidential information entrusted to our care

Just as we endeavor to protect our own information, other companies do so as well. Associates should never solicit, receive or use any **confidential information** belonging to others without proper authorization.

Acceptance of confidential information can give rise to significant legal obligations and potential liability for both you and Mitek. If you handle confidential information of others in the course of performing your duties for Mitek, you should apply at least the same degree of care to avoid loss, misuse or unauthorized disclosure of such information as you apply to Mitek confidential information of a similar kind. Associates must at all times follow our data protection and privacy policies, which among other things require that the collection, access, processing, use and sharing of data, including **personally identifiable information (PII)** be only for legitimate, authorized purposes (e.g., relevant to fulfill your assigned job responsibilities, fulfill a contract, support Mitek's legitimate interests, etc.). If you receive confidential information of another company that is not already subject to a nondisclosure agreement or other form of protection, contact the legal department to assist you in handling the information.

## Protecting personal data

In the course of providing our services, Mitek is entrusted with personally identifiable information (PII). PII is generally any information that can be used directly or indirectly to identify a specific living individual (including without limitation, information such as an individual's name, address, phone number, e-mail address, employee number, Social Security number, national identifier, credit card number or **biometric data**). PII may include sensitive categories of information (including without limitation, racial or ethnic origin, political opinions, religious beliefs, trade union membership, health or sexual orientation). Mitek is committed to complying with our privacy policies and contractual commitments to our customers with

respect to PII. This means each Associate, and others acting on the Company's behalf, are required to be responsible for understanding what PII they are handling and ensuring that such handling complies with applicable law, contractual agreements and all Mitek policies. For more information see the Mitek's privacy policy [here](#) or contact the legal department.



Honoring our commitments to  
**our communities**

## Complying with global anti-corruption laws

Mitek has a zero tolerance of **bribery** and corruption. Associates must always be truthful and transparent in our interactions with customers and must not seek to influence their decisions through improper payments. Offering, soliciting or accepting anything of value, directly or indirectly, that is given with the intent to obtain or retain services is prohibited. It is imperative that we act with the utmost integrity, honesty and transparency, and comply with the U.S. Foreign Corrupt Practices Act (FCPA), the UK Bribery Act, and other regional and national anti-corruption laws. We will forgo business opportunities rather than pay bribes, and we will support our employees when faced with losing sales based on refusal to pay bribes. In some parts of the world, paying a bribe to get business may be something that others are doing – we won't. We would rather lose the business than secure it through a bribe, kickback, or other improper payment.

This means that we:

- Refuse to offer or pay bribes or kickbacks to anyone
- Prohibit corrupt payments of all kinds, including payments to secure permits or approvals, and small payments to speed up a routine government process (sometimes called a **facilitating payment**)
- Avoid hidden terms or arrangements and reduce complexity wherever possible, because transparent transactions reduce the risk of a bribe or kickback.
- Select partners that have a reputation for integrity, and we report signs that a representative is unethical or could be paying a bribe.
- Hire candidates based on merits, and do not make hiring decisions to benefit customers or government officials
- Ensure that any gifts, business entertainment or hospitality we offer to government officials are reviewed and approved in advance by our compliance department.



## Protecting the environment

We believe that success is measured not only in financial terms, but also in how we operate in the context of our community and our physical environment. We recognize our responsibility to conduct business in a way that complies with all environmental laws and we always seek to protect and improve our environment. As we research, create and market our products, we will continue to work to minimize our environmental impact in all our processes. Associates are encouraged to help protect the environment by:

- Reducing the use of energy, including turning off electronic equipment when not in use
- Recycling, reusing and composting whenever possible
- Reporting for business practices that pose an environmental hazard or unnecessarily waste natural resources

## Getting involved in the political process

You may support the political process through your own personal contributions, but you must never do so on behalf of Mitek. You may volunteer your personal (not work) time to the candidates or organizations of your choice, as long as you do not use any Mitek resources such as telephones, company email, computers, or supplies. You must always make it clear that your personal views and actions are not those of Mitek.

## Giving back to our communities

Mitek encourages our employees to volunteer and give back to their communities. However, as with political activities, employees may not use Mitek resources to personally support charitable or other nonprofit institutions not specifically sanctioned or supported by Mitek Systems.







Honoring our commitments to  
**our investors**

## Keeping accurate records

We keep **records** which are clear, accurate, and complete. Investors rely on accurate and easily comprehensible information to understand our financial results and where we are headed as a company. In order to have confidence in the company's direction, keeping accurate financial and non-financial records is critical to maintaining investors' trust, making good business decisions, and meeting our regulatory obligations as a public company.

We are all responsible for the accuracy of Mitek's records and financial statements and must always:

- Create and keep truthful, clear, and accurate financial records
- Follow Mitek expensing, contracting, and purchasing requirements and obtain appropriate authorization
- Never record false or sham transactions, and avoid side letters
- Preserve, retain, and dispose of records appropriately, including in compliance with legal or other hold requests
- Cooperate with audits and investigations
- Never hide the true nature of any transaction
- Report any activity you believe is questionable

Mitek personnel with financial reporting responsibilities have special ethical obligations to act with the highest levels of honesty and integrity, avoid conflicts of interest, and promote accountability to these Standards. It is important for these individuals to be able to recognize significant risks, know when to seek legal advice, and promptly report to a member of the executive team and/or the Chair of the Audit Committee any conduct believed to be a violation of laws, business ethics, or any provision of these Standards.



## Following disclosure policies

As a public company, all information disseminated outside of Mitek (for example, to the media, investors, or the general public) must be timely, accurate, complete, and consistent in accordance with legal and regulatory requirements.

Information about Mitek or its business activities should only be shared by an approved spokesperson. Press inquiries and industry analyst inquiries should be referred to the Mitek Corporate Communications team, and financial and investment questions should be referred to the Mitek Chief Financial Officer. Please do not attempt to answer these questions yourself, and be sure to advise your manager of the inquiry.

If a member of the media or someone not associated with Mitek appears unexpectedly at a Mitek facility, event, or co-location center and asks to shoot video or take photographs or makes other inquiries, immediately report it and do not discuss any Mitek business with any such person.

## Obeying securities laws

Mitek shares information with Associates so that we can successfully perform our roles. At times you may receive confidential information regarding Mitek or our customers, suppliers, or partners before it is made available publicly to outside investors. You must not trade, or tip others to trade, in Mitek's or another company's securities while in possession of material, non-public information about that company. Material means that an average investor would find the information important in making an investment decision. Non-public means that it's confidential information not yet shared with the public. Buying or selling securities by using this type of information—or tipping others to buy or sell—is a violation of insider trading laws and Mitek policy. For additional information, please see Mitek's ***Insider Trading Policy***.



## Protecting our proprietary information and intellectual property

Mitek leads through our innovation and everyone at Mitek works hard to create *intellectual property*. We place a great deal of value on the new technical inventions, new product and business ideas, concepts, creative content, and other information we produce. If we do not identify or take adequate steps to protect this intellectual property, Mitek will risk losing its related rights and competitive advantages. Each of us is obligated to protect Mitek's assets, including its proprietary information.

**Proprietary information** includes intellectual property such as *trade secrets*, patents, trademarks, and copyrights, as well as business, marketing and service plans, engineering and manufacturing ideas, designs, databases, records, salary information and any unpublished financial data and reports.

Unauthorized use or distribution of this information would violate Mitek policy. It could also be illegal and result in civil or even criminal penalties. If business needs dictate releasing or sharing proprietary information, appropriate protection should be obtained. You should consult with the legal department to assist you in protecting the confidentiality of the information. You may not use any Company proprietary information for your own personal benefit. This restriction extends indefinitely, even beyond your employment with or service to Mitek.



## Avoiding conflicts of Interest

Associates must act, at all times and in all ways, in the best interest of Mitek while performing their job duties. To put it simply, you must avoid ***conflicts of interest***.

A conflict of interest exists when loyalties to Mitek are impacted by personal interests or the interests of a third party. You must use good judgment and consult with others to avoid situations that create actual, potential, or perceived conflicts of interest. The best practice in any situation that appears to present a conflict of interest is to not act until you have discussed the situation with your manager, People Operations, or the Compliance Department. Board of Director members who are faced with a possible conflict of interest should consult with the Chief Executive Officer and the Chief Legal Officer.

Potential conflicts of interest are not uncommon or necessarily prohibited, so long as they are properly disclosed and managed.

Conflicts of interest may appear in many different forms, including:

- Personal investments in companies that directly compete with or are similar to Mitek or in which Mitek has invested
- Outside employment, advisory roles, board seats, or personally-owned businesses
- Business opportunities found through Mitek duties
- Transacting Mitek business with family members or other related persons
- Accepting excessive gifts, entertainment, or other business courtesies related to your role at Mitek, either directly or through a family member or a close friend
- Engaging in a personal relationship with a subordinate, supervisor, or manager
- Mitek investing in a company in which you are a stockholder or a director

If Mitek determines that the activity interferes with your ability to perform your role or it poses an actual conflict of interest for Mitek, you may be asked to terminate the activity.



## Outside employment and director positions

Employees are expected to devote their full efforts to performing their job at Mitek. Avoid obligations that interfere with your ability to perform your job effectively. Outside employment should never involve the use of Mitek resources, technology or proprietary information or be done on Mitek time. Additionally, avoid any outside employment or obligation that conflicts (such as working for a competitor), or even appears to conflict, with your obligations and responsibilities to Mitek. If you are interested in serving as a director of an outside company (whether a for-profit or not-for-profit company) you must obtain approval from the Compliance department.

## Family and personal relationships

A conflict of interest may arise if a family member of an Associate does business with or is employed by competitors, clients or suppliers of Mitek. Avoid conducting Mitek business with family members. The employment by Mitek of family members, relatives or others with whom you have a close personal relationship may raise questions as to the integrity and objectivity of work relationships. While Mitek does not prohibit the employment of relatives or those in a close personal relationship, we do not allow Associates to be involved in the hiring or supervision of family members or close personal friends.

## Using social media

Mitek empowers employees to use social media to conduct company business, as well as to facilitate collaboration and innovation. You should be respectful and professional at all times when using internet and social media tools. Do not use social media to communicate confidential information, personal data or to have direct business communications with customers. Respect others' intellectual property rights, including copyrights and privacy/publicity rights, particularly when using photographs or video content. When using your personal social media account to discuss Mitek related topics, identify yourself as a Mitek employee, and make it clear that your opinions are your own and do not necessarily reflect the views of Mitek. The rules



for proper conduct in the physical world also apply “online”. Please review our Social Media Policy for more detail on discussing Mitek online.

## Complying with trade laws

Mitek requires compliance with laws and regulations governing export controls and trade restrictions in the United States and in each of the countries where Mitek conducts its business. A number of countries maintain controls on the destinations to which products may be exported. Some of the strictest export controls are maintained by the United States against countries that the U.S. government considers unfriendly or as supporting international terrorism. The law regulating imports/exports and international trade are complex, frequently changing and in certain regions may conflict. Any questions about export control laws and regulations should be directed to the legal department. We are also subject to **anti-boycott** provisions of U.S. law that prohibit or penalize U.S. companies from participating in or cooperating with foreign boycotts that the United States does not sanction.



## GLOSSARY / DEFINITIONS

**ANTI-TRUST LAWS** means laws and regulations that monitor the distribution of economic power in business, making sure that healthy competition is allowed to flourish and that certain restraints on trade are prohibited.

**ANTI-BOYCOTT** refers to laws and regulations designed to encourage or require companies to refuse to participate in foreign boycotts of certain businesses. Generally, such anti-boycott regulations are designed to prohibit the discrimination against another business based on race, religion, sex or national origin where such discrimination may be sanctioned by a foreign government.

**ASSOCIATE(S)** means all employees, contractors and board of director members of Mitek Systems, Inc. and its subsidiaries.

**BIOMETRIC INFORMATION** is any information that is derived from the unique physical or behavioral characteristics (such as fingerprints, voice patterns, or facial geometry) of an individual

**BRIBERY** means offering something of personal value to a decision maker, in order to receive favorable treatment, typically to secure or retain business, or to obtain an improper advantage. Bribery can take the form of monetary instruments, such as cash, or can be anything of value (e.g. travel, services, discounts, gifts, etc.).

**BUSINESS ENTERTAINMENT** includes hospitality (e.g. meals), receptions, tickets to entertainment, social or sports events, participation in sporting events, lodging and travel.

**CHILD LABOR** refers to the employment of a child in a business or industry.

**CONFIDENTIAL INFORMATION** refers to information which is private or secret to a business or person and which they do not generally share with others without commitments to maintain the confidential nature of such information.

**CONFLICT OF INTEREST** means a circumstance where the personal interests of an Associate might benefit from his or her official actions or influence.

**EMPLOYEE PERSONAL DATA** means data of a personal nature obtained from or about a Mitek employee.

**EQUAL EMPLOYMENT OPPORTUNITY (EEO)** is the right of persons to be given full and equal consideration on the basis of merit or other relevant, meaningful criteria, regardless of race, color, gender, religion, personal association, national origin, age, disability, marital status, sexual orientation or family responsibilities.

**FREEDOM OF ASSOCIATION** means a right identified under international labor standards as the right of workers to organize and have representation.

**FACILITATING PAYMENT** means a small payment made to a government official to secure or expedite the performance of a routine or necessary action (e.g. the issue of a permit or license).

**FOREIGN CORRUPT PRACTICES ACT (FCPA)** is a United States law that prohibits U.S. firms and individuals from paying bribes (of any size) to foreign officials in furtherance of a business deal.

**GIFTS** are anything of value, including cash or cash equivalents, goods, or services, given to another person without (full) consideration in return.

**GOVERNMENT OFFICIAL** is an official, representative or employee of any government department or agency, or any commercial entity in which a government body has an ownership interest or otherwise exerts control over such entity. It also includes officials of political parties and candidates for political office.

**HARASSMENT** in the context of these Standards refers to the creation of an unpleasant or hostile situation. Generally, harassment is unwelcome conduct that is based on race, color, religion, sex, national origin, age, disability or genetic information.

**INSIDER TRADING** refers to a situation where a person is in possession of price sensitive information which is not generally available in the marketplace, and that person trades in the financial products which the information would affect (or encourages another person to do so).

**INTELLECTUAL PROPERTY** refers to any creation of the mind or intellect which has potential commercial value, and may have a right to protection under laws relating to copyright, patents, trademarks, designs, etc.

**MITEK** means Mitek Systems, Inc. and each of its subsidiary companies.

**MONEY LAUNDERING** is the process by which criminal funds are moved through the financial system in order to hide all traces of their criminal origin.

**TERRORIST FINANCING** refers to use of funds (whether from legitimate and/or criminal sources) to further the interest of terrorist organizations

**PERSONALLY IDENTIFIABLE INFORMATION (PII)** is information that, when used alone or with other relevant data, can identify an individual.

**PRICE SENSITIVE INFORMATION** is information that a reasonable person would expect to have a material effect on the price or value of Mitek's securities. This may include strategic information such as financial forecasts and proposed mergers and acquisitions.

**RECORDS** refers to any documents (physical or electronic) that record information with respect to Mitek's business dealings.

**RETRALIATION** means taking any action designed to punish a person for taking a legally protected action.

**STANDARDS** refers to these Standards of Business Conduct which describe the core values of Mitek Systems, Inc. and its subsidiaries as well as Mitek's requirements for how you act when conducting business on Mitek's behalf.







For more information about the topics above, review our policies on Insight or contact any of the resources listed above. Waivers or material changes to the code of conduct & ethics require formal written approval by the Ethics Committee.

Remember to always do the right thing, have the courage to ask questions and speak up. The ethics team, your leaders, and people operations partners are here to help.

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