



HR 200-3 SMSI Ethics and Business Conduct Policy

Purpose

This Ethics and Business Conduct Policy (this “Policy”) sets the standards of ethical business conduct at Smith Micro, which includes Smith Micro Software, Inc. and its subsidiaries (collectively, “Smith Micro,” “we,” “us,” or the “Company”). This Policy applies to all Smith Micro employees. It also establishes the Company’s framework for ensuring an effective program to prevent and detect violations.

Policy

We will conduct our business fairly, impartially, in an ethical and proper manner, and in full compliance with all laws and regulations. In conducting our business, integrity must underlie all of our relationships, including those with our customers and suppliers and with each other. We expect our employees to observe the highest standards of ethical business conduct in the performance of their Company responsibilities. Employees must not engage in conduct or activity that may raise questions as to the Company’s honesty, impartiality, or reputation or otherwise cause embarrassment to the Company. We are committed to creating and maintaining an environment of integrity and uncompromising values, as set forth in our Values statement below.

Every employee has the responsibility to ask questions, seek guidance, report suspected violations, and express concerns regarding compliance with this Policy. Employees are encouraged to address questions or concerns with management. Employees may also direct questions or concerns regarding this Policy or report known or suspected acts of misconduct, improper, illegal, or unethical business or reporting practices or other violations of this Policy to the Smith Micro Ethics Hotline. Our Ethics Hotline is an independent, confidential reporting channel and is described more fully in Attachment 1 to this Policy. Retaliation against employees who raise genuine concerns will not be tolerated.

The following statements relate to some of the types of ethical issues that employees may encounter. While no code of conduct can provide rules that cover every situation or challenge, this policy will serve as a guide to each of us. If any employee faces a challenge not specifically addressed here or is unsure of what to do in a particular situation, the employee should consult with their supervisor, HR or our legal team for further guidance.

A. Honest and Ethical Conduct.

Employees must act with integrity and observe the highest ethical standards of business conduct in dealing with our customers, suppliers, partners, service providers, competitors, employees and anyone else with whom they have contact in the course of performing their jobs.

B. Compliance with Laws.

Our employees are expected to comply with all laws, rules and regulations that apply to our



business. If you have questions, Smith Micro's legal team can assist you.

C. Trade Restrictions.

We comply with all applicable international trade laws and regulations. These laws and regulations apply to the import and export of goods and services, such as hardware, software and technology (including technology downloads), sanctioned countries and restricted parties, and international boycotts. Employees should consult with our legal team before proceeding with any international transaction, shipment or import that may be covered by these laws.

D. Conflicts of Interest.

Employees must avoid any personal activity, investment or association which conflicts with the best interests of the Company. An employee may not exploit their position or relationship with the Company for personal gain or allow the employee's own interest or family or other relationships to influence the decisions they make on behalf of the Company. Employees should avoid even the appearance of such a conflict.

E. Fair Dealing.

Employees must deal fairly with each other and with our customers, suppliers, partners, service providers, and anyone else with whom they have contact in the course of performing their jobs. No employee may take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of facts or any other unfair dealing practice.

F. Bribery; Gifts.

The Company prohibits any form of bribery. Employees must never, directly or indirectly through another party, provide or offer any illegal, improper or questionable payment of funds or other valuable consideration to any current or prospective customer or vendor, or to any governmental official or anyone else anywhere in the world, for the purpose of obtaining or retaining business or securing any improper advantage. Employees must not receive a bribe of any kind from anyone seeking to do business with Smith Micro or seeking an unfair advantage relating to their business with the Company.

There is no prohibition against offering or providing occasional meals, refreshments, entertainment, gifts and similar business courtesies that fall within conventional norms. No such item may be offered or provided unless it (1) is not a cash gift; (2) is consistent with customary business practices; (3) is reasonable in fair market value; (4) cannot be construed as a bribe, payoff or kickback; (5) does not violate any law or regulation; (6) would not cause the Company embarrassment if publicly disclosed or give the appearance of impropriety; and (7) in the case of gifts or business courtesies offered or provided to a customer, is in full compliance with the customer's code of conduct for suppliers or other similar policy. Business courtesies offered or provided must be properly documented and accounted for in the records of the Company.

G. Anti-Corruption.

We must comply at all times with the U.S. Foreign Corrupt Practices Act (FCPA) and the anti-corruption laws of other countries where we do business, including for example the Bribery Act in the United Kingdom and the Swedish Criminal Code. This means that no Smith Micro employee or anyone acting on behalf of Smith Micro may directly or indirectly offer anything of value to any government official, political party or candidate to influence an action or gain a business advantage. Violation of these laws is serious and can result in fines for the Company and imprisonment for individuals.

H. Disclosure and Publicity.

The Company's periodic reports and other documents filed with the Securities and Exchange Commission ("SEC"), including all financial statements and other financial information, must comply with applicable federal securities laws and SEC rules. Each employee who contributes to the preparation or verification of the Company's financial statements and other financial information must ensure that the Company's books, records and accounts are accurately maintained. In addition, each employee who is involved in the Company's disclosure process must be familiar with and comply with the Company's disclosure controls and procedures and its internal control over financial reporting, and take all necessary steps to ensure that all filings with the SEC and all other public communications about the financial and business condition of the Company provide full, fair, accurate, timely and understandable disclosure.

Employees may not discuss Smith Micro or its business with the media, investment community, or industry analysts or consultants unless authorized to do so. If you are contacted by a member of the media or by a member of the investment or analyst community, or you receive an investment inquiry related to the Company, you must refer the inquiry to Investor Relations [at ir@smithmicro.com](mailto:ir@smithmicro.com).

I. Trading in Smith Micro Securities.

Each employee must be familiar with and comply with Smith Micro's Insider Trading Policy. In particular, no employee may buy or sell Smith Micro securities while aware of material information not available to the public. Persons who give such undisclosed "inside" information to others may be as liable as persons who trade securities while aware of such information. Securities laws may be violated if you, or any relatives or friends, trade in securities of Smith Micro, or any of its clients or vendors, while aware of "inside" information. In addition, Smith Micro employees may not buy or sell Smith Micro securities during a trading "blackout" period imposed by our Insider Trading Policy, subject to limited exceptions. Employees should refer to the Smith Micro Insider Trading Policy for further detail. If you are uncertain, Smith Micro's legal team can assist you.

J. Protection and Proper Use of Company Assets.

All employees should protect the Company's assets and ensure their efficient use. Theft, carelessness and waste have a direct and negative impact on the Company's profitability and are

prohibited. Any suspected incident of fraud or theft should be reported for investigation immediately. The obligation to protect Company assets includes the Company's proprietary information. Proprietary information includes intellectual property such as trade secrets, patents, trademarks, and copyrights, as well as business and marketing plans, engineering and manufacturing ideas, designs, databases, records and any nonpublic financial data or reports. Unauthorized use or distribution of this information is prohibited and could also be illegal and result in civil or criminal penalties.

K. Confidentiality.

Employees must maintain the confidentiality of information entrusted to them by the Company and by our customers, suppliers and partners, except when disclosure is expressly authorized or is required or permitted by law. Confidential information includes all nonpublic information (regardless of its source) related to the Company or our customers, suppliers or partners. We are steadfastly committed to protecting the privacy and security of all personal information that is entrusted to us and to complying with all of the laws and contractual commitments that govern our collection, use and processing of personal information.

Responsibilities

Audit Committee of the Board of Directors – The Audit Committee of our Board of Directors is responsible for establishing ethics and business conduct procedures that constitute Company standards of conduct. The Audit Committee approves policies to further the objectives of the Company's ethics and business conduct program and oversees the implementation of the Company's program and related compliance activities.

Chief Financial Officer – The Company's Chief Financial Officer (CFO) has been appointed by the Audit Committee to manage the Company's ethics and business conduct program, including compliance oversight and the Smith Micro Ethics Hotline and to establish and maintain mechanisms for monitoring compliance with Company policies and procedures and taking appropriate corrective action.

In connection with any reported ethical concern, the CFO ensures that:

- measures are taken to maintain confidentiality, protect anonymity, and eliminate fear of retaliation;
- reported concerns are reviewed and properly investigated and that appropriate management team members are advised of investigation findings and any recommended corrective actions; and
- if appropriate, investigation results and corrective actions are communicated to the reporting employee(s).

The CFO reports periodically to the Audit Committee on the Company's ethics and business conduct program and related compliance activities.

All Managers – All managers are responsible for being familiar with, and behaving according to, the Smith Micro standards of conduct established by this Policy, ensuring that employees are aware of and promoting



compliance with these standards, maintaining a work environment that encourages open communication regarding ethics, business conduct, and legal issues and concerns, and promptly reporting any matters that the manager regards as potentially significant. The executive leader of each business unit has overall responsibility for compliance with the standards of conduct within their respective business unit.

All Employees – All Smith Micro employees are responsible for complying with these standards of conduct and with our customers' standards of conduct for suppliers, and for raising questions if the employee is concerned that the standards are not being met. We are all responsible for upholding the Company's commitment to ethics and integrity and for upholding the Company's values.

Values

In all of our relationships, we will demonstrate our steadfast commitment to these core values:

- **Always Tell the Truth.** We will always tell the truth, ensuring trustworthy partnerships with our clients and accountability for every action.
- **Do It Right, the First Time.** We strive for consistent quality, aiming to complete each objective correctly the first time.
- **Treat Our Customers Like Gold.** Our customers are essential to our success. We look to retain and continuously improve customer satisfaction by delivering on client needs and exceeding expectations.
- **Our Diversity Is an Asset.** We respect every employee's talent, efforts and authenticity and utilize our diverse backgrounds as an asset to keep building an inclusive and empowering work environment.
- **Leadership That Serves Our Stakeholders.** We lead by example in and out of the office, extending to team leadership, management performance, designs, and product development. Being a leader in serving our stakeholders is paramount.
- **We Protect Our Shareholders' Trust.** Our shareholders entrust us to return profit returns for believing in our variety of software solutions in the mobile industry. Providing a quality product to our customers ensures our success in increasing shareholder value.
- **True Success Requires Treating Everyone with Dignity and Respect.** As an expanding global business, we are encouraged by our diverse workforce. Treating everyone with dignity and respect is vital to our capabilities to function as a company.

Reporting and Enforcement

Conduct prohibited by this Policy must be reported to the Company's General Counsel and/or the Company's Global Director, Human Resources, who will promptly communicate any such matters involving the Company's Chief Executive Officer (CEO) or CFO or a financial matter to the Audit



Committee of the Board of Directors and will review all other claims with the Company's CFO for further disposition. Employees may submit claims directly to the Company's General Counsel and/or Global Director, Human Resources, via e-mail at ethics@smithmicro.com, or anonymously via the Smith Micro Ethics Hotline, by following the procedures described on Attachment 1.

After receiving a report of alleged prohibited conduct, the applicable Company authority receiving the report will promptly ensure the matter is investigated. All employees are expected to cooperate in any such investigation.

If a violation of this Policy is determined to have occurred following investigation of alleged prohibited conduct by the Company's CEO or CFO or involving a financial matter, the Audit Committee will report such determination to the Board of Directors. If a violation of this Policy is determined to have occurred following investigation of any other alleged prohibited conduct, the General Counsel and/or Global Director of Human Resources will report such determination to the Company's CFO. In either case, the Board of Directors or the CFO will take such preventative or disciplinary action as they deem appropriate, which action may include, but is not limited to, training, reprimand, reassignment, demotion, dismissal and, in the event of criminal conduct or other serious violations of the law, notification of appropriate governmental authorities.

No Retaliation

The Company will not tolerate acts of retaliation against any employee who makes a good faith report of known or suspected acts of misconduct or other violations of this Policy.



Attachment 1

HR 200-3 SMSI Ethics and Business Conduct Policy

Smith Micro Ethics Hotline

Smith Micro has established a confidential employee hotline, the Smith Micro Ethics Hotline, through an independent, outside firm specializing in handling anonymous employee concerns about potentially questionable business practices or incorrect financial reporting. The Smith Micro Ethics Hotline is toll-free, available 24 hours a day, 7 days a week, and is completely confidential. Just call **866.885.6943** to report any concern or issue that makes you uncomfortable. Your comments will be typed verbatim by the Operator and delivered to the Company's General Counsel and Global Director, Human Resources, who will ensure proper investigation and further disposition in accordance with this Policy.

When calling, you should refer to Smith Micro as "My Company" to assure Company anonymity with the operator. You should also use a code word for yourself to assure your anonymity for any follow-on calls.

This is our Company and each of us must do our part to safeguard Smith Micro's ethics and integrity. The greatest safeguard any Company has is employees who care. Our shared commitment to ethical behavior and your individual courage to report ethical concerns is imperative to our success.