

APX Group Holdings and Vivint Code of Conduct

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Ethical and Honest Behavior

Notice and At-Will Disclaimer

This section is designed to acquaint you with the Vivint Code of Conduct and Business Ethics (Code). You should read, understand and comply with all provisions of Code as it describes many of your responsibilities as an employee. Vivint places great emphasis and value on its employees as it is your talent and commitment that will ensure the success of the enterprise. Vivint hopes to foster an environment where employees thrive in a personal and professional capacity, feel a strong sense of collaboration, and are empowered to —run it like you own it.

No policy can anticipate every circumstance or question about policy. Therefore, except as otherwise set forth in or subject to the terms of any written contract of employment for a fixed term between Vivint and the employee, as authorized by Vivint's Chief Executive Officer or President, the employment relationship between Vivint and each of its employees is at-will. Under this relationship, neither the employee nor Vivint is bound to continue the employment relationship if either chooses, at its will, to end the relationship at any time, for any reason, with or without notice or cause. As the organization continues to grow, to retain necessary flexibility in the administration of policies and procedures, the need may arise to change policies and procedures. Vivint reserves the right to change, revise, or eliminate any policy, procedure, process, benefit, or any terms and conditions of employment, in its sole discretion.

Build Trust and Credibility

The success of Vivint is dependent upon the trust and confidence it earns from its employees, customers, investors, and other business partners. Vivint gains credibility by adhering to commitments, displaying honesty and integrity and reaching company goals solely through honorable conduct. It is easy to say what must be done, but the proof is in actions. Ultimately, Vivint is judged on what it does.

When considering any action you undertake as a Vivint employee, it is wise to consider the following questions: will this build trust and credibility for Vivint? Will it help create a working environment in which Vivint can succeed over the long term? Is the commitment I am making one I can follow through to completion? The only way Vivint will maximize trust and credibility is by answering yes to those questions and by working every day to build trust and credibility.

Respect for the Individual

Everyone deserves to work in an environment where they are treated with dignity and respect. Our standards are high and exceed what is legally required. Vivint is committed to creating such an environment because it brings out the full potential in each person, which, in turn, contributes directly to business success. No one's talents can be underutilized or wasted.

Vivint is an equal opportunity employer and is committed to providing a workplace that is free of unlawful discrimination and harassment. Any employee, who feels they have been subjected to any form of unlawful discrimination or harassment, should immediately report the matter as follows:

- to their immediate supervisor or,
- the immediate supervisors' supervisor; or
- the Vice President of Human Resources; or

- Chief Operating Officer; or
- the President; or
- the Chief Executive Officer of Vivint.

There will never be any retaliation for reporting any concerns, even if the concerns resulted from an unfortunate misunderstanding. Any Vivint employee who engages in retaliation because of a concern raised by another employee may be immediately terminated from employment.

Create a Culture of Open and Honest Communication

At Vivint everyone should feel comfortable to respectfully speak his or her mind, particularly related to concerns about business ethics, including concerns about unlawful conduct of any kind. Employees have an ethical responsibility to disclose known violations of the policy by other employees. Correspondingly, supervisors/managers have a responsibility to create an open and supportive environment where employees feel comfortable raising such issues and questions. All employees benefit tremendously when they exercise their power to prevent mistakes or wrongdoing by asking the right questions at the right times.

Vivint will investigate all reported concerns. . In every instance where improper behavior is found to have occurred, Vivint will take appropriate action. Again, Vivint will not tolerate retaliation against employees who raise concerns in good faith.

Employees are encouraged, in the first instance, to address instances of misconduct by others with their supervisor/manager, their supervisor's supervisor or the Vice President of Human Resources. If for any reason that is not possible or if an employee is not comfortable raising the issue with his/her supervisor/manager, their supervisor's supervisor, or the Vice President of Human Resources, the employee should raise such issues with Vivint's Chief Operating Officer, President and Chief Executive Officer, each of whom operates with an open-door policy. You can also call our hot-line by dialing 1-877-630-0009.

Set the Tone at the Top

Management has the added responsibility for demonstrating, through its actions, the importance of this Code. In any business, ethical behavior does not simply happen, rather it is the product of clear and direct communication of behavioral expectations, modeled from the top and demonstrated by example. Again, ultimately, actions are what matter.

To make the Code effective, supervisors/managers must promptly address ethical questions or concerns raised by employees and take appropriate steps to deal with such issues. Supervisors/managers should not consider employees' ethics concerns as threats or challenges to their authority, but rather as another encouraged form of business communication. At Vivint, an ethics dialogue is a natural part of daily work.

Uphold the Law

Vivint's commitment to integrity begins with complying with all laws, rules and regulations where it does business. Additionally, each employee must have an understanding of Vivint policies, laws, rules and regulations that apply to their specific roles. If an employee is unsure of whether a contemplated action is permitted by law or Vivint policy, they should seek advice from their supervisor/manager or the VP of

Human Resources. Each employee is charged with the responsibility to prevent violations of this policy and speak up if they see possible violations.

Because of the nature of Vivint's business, some business requirements warrant specific mention here:

Competition:

Vivint is committed to ethical, fair and vigorous competition. It sells products and services based upon merit, superior quality, functionality and competitive pricing. Vivint will make independent pricing and marketing decisions and will not improperly cooperate or coordinate its activities with its competitors. Vivint does not offer or solicit improper payments or gratuities in connection with the purchase of goods or services, or the sales of its products or services, nor will Vivint engage or assist in unlawful boycotts of particular customers.

Proprietary Information:

Vivint places great value on respect for the property rights of others. It will not acquire or seek to acquire through improper means, a competitor's trade secrets or other proprietary or confidential information as those terms are commonly understood. Vivint will not engage in unauthorized use, copying, distribution or alteration of software or other intellectual property.

Vivint employees will honor any obligations owed to any previous employer(s) and will not intentionally use or disclose any confidential or proprietary information of any previous employer(s) in the course of employment with Vivint as those terms are commonly understood.

Non-Solicitation:

Vivint places great value on respect for others. To that end, Vivint employees should remain sensitive to business relationships as we seek to recruit or solicit others for employment.

Vivint employees must honor any obligations they or others owe to any previous employer(s) including, but not limited to not soliciting others for employment in violation of any contractual obligations. Violation of this policy may lead to disciplinary action up to and including termination.

Selective Disclosure:

Vivint places great value on its own confidential and proprietary information and all employees should refrain from selective disclosure (whether in one-on-one or small discussions, meetings, presentations, proposals or otherwise) of any non-public information with respect to Vivint, its securities, business operations, plans, financial condition, results of operations or any development plan. All employees should be particularly vigilant when making presentations or proposals to customers and other third parties to ensure that presentations do not contain non-public information.

Avoid Conflicts of Interest

Conflicts of Interest:

All employees must avoid any relationship or activities that might impair Vivint's ability to make objective and fair decisions. In the event an employee is faced with a situation in which the business actions to be undertaken on behalf of Vivint conflict with their own personal or family interests, the

employee must act to advance the legitimate interests of Vivint. Vivint property or information must not be used for personal gain or opportunity.

Gifts, Gratuities and Business Courtesies:

Vivint is committed to competing solely on the merit of its products and services. Employees should avoid any actions that create a perception that favorable treatment of outside entities by Vivint was sought, received or given in exchange for personal business courtesies. Vivint will neither give nor accept business courtesies that constitute unfair business inducements in violation of laws, regulations or policies of Vivint or its customers, or would cause embarrassment or reflect negatively upon Vivint's reputation.

Accepting Business Courtesies:

Most business courtesies offered in the course of employment are offered as an employee of Vivint. Vivint employees should not feel any entitlement to accept and keep a business courtesy, though unsolicited business courtesies that promote successful working relationships and good will may be acceptable.

Employees who award contracts or who can influence the allocation of business, who create specifications that result in the placement of business, or who participate in negotiation of contracts, must be particularly careful to avoid actions that create the appearance of favoritism or that may adversely affect Vivint's reputation for impartiality and fair dealing. The prudent course is to refuse a courtesy that would create an impression that offering courtesies is the way to obtain Vivint business.

Meals, Refreshments and Entertainment:

Vivint employees may accept meals, refreshments, entertainment and similar business courtesies that are shared with the person who has offered to pay for the meal or entertainment, provided that: They are not inappropriately lavish or excessive.

The courtesies are not frequent and do not reflect a pattern or frequent acceptance of courtesies from the same person or entity.

The courtesy does not create the appearance of an attempt to influence business decisions, such as accepting courtesies or entertainment from a supplier whose contract is expiring in the near future. The employee accepting the business courtesy would not feel uncomfortable discussing the courtesy with his or her manager or co-worker or having the courtesies known by the public.

Gifts:

Vivint employees may accept unsolicited gifts, other than money, that conform to the reasonable ethical practices of the marketplace, including:

Flowers, fruit baskets and other modest presents that commemorate a special occasion. Gifts of nominal value, such as calendars, pens, mugs, caps and t-shirts (or other novelty, advertising or promotional items). Generally, employees may not accept compensation, honoraria or money of any amount from entities with whom Vivint does or may do business.

Employees with questions about accepting business courtesies should talk to their manager or Human Resources.

Offering Business Courtesies:

Any employee who offers a business courtesy must assure that it cannot reasonably be interpreted as an attempt to gain an unfair business advantage or otherwise reflect negatively upon Vivint. An employee may never use personal funds or resources to do something that cannot be done with Vivint resources. Accounting for business courtesies must be done in accordance with approved company procedures. Vivint employees may provide non-monetary gifts (i.e., company logo apparel or similar promotional items) to our customers. Further, management may approve other courtesies, including meals, refreshments or entertainment of reasonable value provided that:

- The practice does not violate any law or regulation or the standards of conduct of the recipient's organization.
- The business courtesy is consistent with industry practice, is infrequent in nature and is not lavish.
- The business courtesy is properly reflected on the books and records of Vivint and conforms to the Employee Handbook and the Business Expense and Travel Policy.

Set Metrics and Report Results Accurately

Accurate Public Disclosures:

Vivint intends that all disclosures made in financial reports and public documents are full, fair, accurate, timely and understandable. This obligation applies to all employees, including all financial executives, with any responsibility for the preparation of business reports, including drafting, reviewing and signing or certifying the information contained in them. No business goal of any kind is ever an excuse for misrepresenting facts or falsifying records.

Employees should inform the Chief Financial Officer, Chief Executive Officer, or Vice President of Human Resources if they learn that information in any filing or public communication was untrue or misleading at the time it was made or if subsequent information would affect a similar future filing or public communication.

Corporate Recordkeeping:

Vivint employees shall create, retain and dispose of our company records as part of our normal course of business in compliance with all Vivint policies and guidelines, as well as all regulatory and legal requirements.

All corporate records must be true, accurate and complete, and company data must be promptly and accurately entered in our books in accordance with Vivint's and other applicable accounting principles. Vivint employees must not improperly influence, manipulate or mislead, nor interfere with any auditor engaged to perform an internal independent audit of Vivint books, records, processes or internal controls.

Promote Substance over Form

Vivint recognizes there are times when employees are faced with decisions they would rather not have to make and issues they would prefer to avoid. Sometimes, employees hope that if they avoid confronting a problem, it will simply go away.

At Vivint, we must have the courage to tackle the tough decisions and make difficult choices, secure in the knowledge that Vivint is committed to doing the right thing.

Although Vivint's guiding principles cannot address or provide answers to every issue employees may face, they can define the spirit in which Vivint intends to do business and should serve, in this regard, as a guide for daily conduct.

Accountability:

All employees are responsible for knowing and adhering to the values and standards set forth in this Code and for raising questions if they are uncertain about company policy. Please understand that our Code is more stringent than what may be legally required and all employees are expected to meet the Code's standards. If employees are concerned whether standards set forth in our Code are being met or are aware of violations of the Code, they should contact their supervisor/manager or the Vice President of Human Resources.

Vivint takes seriously the standards set forth in the Code, and violations are cause for disciplinary action up to and including termination of employment.

Be Loyal and Ethical

Confidential and Proprietary Information:

Integral to Vivint's business success is its protection of confidential company information, as well as nonpublic information entrusted to it by employees, customers and other business partners. Vivint employees are responsible for safeguarding confidential and proprietary information, including but not limited to, such things as trade secrets, pricing and financial data, potential customer names/addresses or nonpublic information about other companies, including current or potential suppliers and vendors, software applications and systems, Vivint policies and procedures, and all non-public information regarding Vivint. Vivint will not disclose confidential and nonpublic information without a valid business purpose and proper authorization.

Use of Company Resources:

Company resources, including time, material, equipment and information, are provided for company business use. Nonetheless, occasional personal use is permissible as long as it does not affect job performance or cause a disruption to the workplace.

Employees and those who represent Vivint are trusted to behave responsibly and use good judgment to conserve company resources. Supervisors/managers are responsible for the resources assigned to their department and are empowered to resolve issues concerning their proper use.

Employees are not permitted use company equipment such as computers, copiers and fax machines in the conduct of an outside business or in support of personal projects.

Vivint will not tolerate the use of company resources in any many which violates our policies. Questions about the proper use of company resources that are not answered within this Code may be directed to your supervisor/manager or the Human Resources Department.

Do the Right Thing:

Several key questions can help identify situations that may be a violation of Vivint policies. Ask yourself:

- Does what I am doing comply with the Vivint Code of Conduct, company values of honesty and integrity, and general standards which every business can reasonably expect to be followed?
- Have I been asked to misrepresent information or deviate from normal procedure?
- Would I feel comfortable describing my decision at a staff meeting?
- How would it look if it made the headlines?
- Am I being loyal to my family, my company and myself?
- What would I tell my child to do?
- Is this the right thing to do?

Confidentiality Policy

Vivint Employees are required to have access to and use confidential, sensitive, private, and proprietary information or data. The confidentiality of such information is in everyone's best interest because disclosure can cause harm to Vivint and its operations, and can result in unfair business advantage, personnel action, and other risks. Thus, Vivint desires to establish clear, reasonable, and fair standards for confidentiality.

Vivint Employees are prohibited from disclosing, divulging, or making accessible Confidential Information belonging to, or obtained through their affiliation with Vivint to any person, including relatives, friends, and business and professional associates.

The term Confidential Information includes, but is not limited to, information that has been compiled by Vivint, even though separate parts of that information may be available through public research, and by way of illustration only, at least the following:

1. Confidential or trade secret information, including, but not limited to, compilations, programs, techniques, and formulas that derive independent economic value, actual and/or potential, from not being generally known to, and not being readily ascertainable by proper means, or which confer an economic value from disclosure to Vivint's competitors
2. Financial information, including but not limited to, cash flows, profits and/or losses, and any other sensitive financial information with which employees may come into contact
3. Sales figures to the extent not disclosed to the general public by Vivint
4. Bonuses and earnings of employees, sales personnel, technicians, etc. not disclosed to the general public by Vivint

5. Any Vivint information relating to investors, owners, shareholders, subsidiaries or related entities, and financial institutions and/or investors with whom Vivint does business
6. Information concerning Vivint's Customer Management System (—CMS||)
7. Information compiled in, or maintained on, CMS, Vivintinsider.com, or any other Vivint database, website, computer system
8. Employee log-ins and passwords
9. Customer lists
10. Customer information, including, but not limited to, names, telephone numbers, credit scores/ratings, credit information, passcodes, permit information, CSID, contract terms, recurring monthly revenue, equipment, attrition information, alarm history, surveys, service or service history, payment history, social security numbers, current payment status
11. Information concerning the relationship between Vivint and its customers
12. Employee lists or lists of potential employees, including sales representatives, technicians, corporate employees, or others
13. Information concerning potential Vivint customers
14. Vivint sales strategies
15. Information concerning any Vivint license or permit, licensing processes, programs, training, including, without limitation, Vivint licenses or permits with any governmental agency and/or the status of those licenses, and any Vivint negotiations with any governmental entity concerning licenses, licensing, or permits.
16. Information within the Vivint billing systems
17. Planning data, future plans, methods of doing business, and marketing strategies, financial results and business condition
18. The negotiations, interaction, or terms of any agreement between Vivint and any employee, vendor, or customer
19. Information relating to Vivint's employees, vendors, contractors, suppliers, etc.
20. Training materials, handbook, videos, marketing materials, etc.
21. Processes, systems, and figures of contests or competitions

Employees must keep all Confidential Vivint Information in strict confidence at all times, and must not, directly or indirectly, make known, divulge, reveal, furnish, make available, or use any Confidential Information, except in the course of regular authorized duties. Simply because Vivint's Confidential Information may be ascertainable by someone outside of Vivint, does not necessarily mean the information is not Confidential Information governed by this policy. An employee's obligations under this policy survive termination of employment.