

Liftoff Code of Business Conduct and Ethics

1. Purpose

The purpose of this Code of Business Conduct and Ethics (this “Code”) is to emphasize the Company’s commitment to conducting business with the highest standards of ethical behavior, integrity, and compliance with applicable laws and regulations. This Code establishes fundamental principles and expectations to guide ethical decision-making, promote lawful and responsible conduct, provide mechanisms for reporting known or suspected violations, and help prevent and detect wrongdoing.

Given the complexity and variety of situations that may arise in the course of business, this Code serves as a framework for ethical conduct and supports Covered Parties in acting in a manner consistent with Liftoff’s values and legal obligations.

2. Scope

This Code applies to all directors, officers, and employees of the Company. These individuals are collectively referred to as “Covered Parties.” In the case of non-employee directors, compliance with this Code is subject to the provisions of the Company’s articles of incorporation, bylaws, and any applicable stockholder agreements to which the Company is a party, to the extent such provisions establish different or additional standards applicable to non-employee directors.

This Code applies globally and governs conduct in all business activities and interactions undertaken on behalf of the Company, regardless of location.

3. Definitions

Audit Committee: means the Audit Committee of the Board.

Board: means the Board of Directors of Liftoff Mobile, Inc.

Code: has the meaning set forth in Section 1 of this Code.

Company: means Liftoff Mobile, Inc. and its subsidiaries.

Covered Parties: have the meaning set forth in Section 2 of this Code.

Confidential Information: means all non-public information received, created, or entrusted to the Company in connection with its business activities, including information belonging to third parties and Material Non-Public Information.

Material Non-Public Information: means information about the Company that is not publicly available and that a reasonable investor would consider important when deciding whether to buy, sell, or hold a security.

4. Policy Statement

The Company is committed to conducting its business with the highest standards of ethical behavior, integrity, and professionalism. Covered Parties are expected to act honestly, in good faith, and responsibly in all business dealings and interactions on behalf of the Company.

Covered Parties must comply with applicable laws, rules, and regulations in jurisdictions in which the Company operates. Obeying the law is the foundation on which the Company's ethical standards are built.

Covered Parties are expected to protect Company assets and maintain the confidentiality of Company information. Specific requirements related to Confidential Information are addressed in the Ethical Standards section of this Code.

Any Covered Party who becomes aware of a known or suspected violation of this Code or applicable law is expected to report the concern promptly and in good faith. The Company strictly prohibits retaliation against anyone who raises a concern or reports a potential violation in good faith.

Violations of this Code may result in disciplinary action, up to and including termination of employment or removal from office, and may also expose the individual and the Company to civil or criminal liability.

5. Ethical Standards

Conflicts of Interest

A conflict of interest exists when a person's private interest interferes, or appears to interfere, in any way with the interests of the Company. A conflict can arise when a Covered Party takes actions or has interests that may make it difficult to perform their work for the Company objectively and effectively. Conflicts of interest may also arise when a Covered Party, or members of their family, receive improper personal benefits as a result of their position at the Company. Loans to, or guarantees of obligations of, Covered Parties and their family members may create

conflicts of interest. It is almost always a conflict of interest for a Covered Party to work simultaneously for a competitor, for an entity in which the Company has made or proposes to make an investment (unless doing so is a part of the Covered Party's service to the Company), or for one of the Company's sources of financing.

Conflicts of interest may not always be clear-cut, so if you have a question, you should consult with the General Counsel (or their designee). Any Covered Party who becomes aware of a conflict or potential conflict should follow the procedures described in the Section of this Code entitled "Reporting Known or Suspected Violations."

All directors and executive officers of the Company must disclose any transaction or relationship that reasonably could be expected to give rise to a conflict of interest to the Chairperson of the Audit Committee. Any such transaction or relationship will be subject to review and approval by the Audit Committee or such other committee of the Board established to review and approve such transactions or relationships.

Corporate Opportunities

Covered Parties are prohibited from: (1) taking for themselves opportunities that are discovered through the use of Company property, information, or position without the prior consent of the Board; (2) using Company property, information, or position for improper personal gain; and (3) competing with the Company, directly or indirectly. Covered Parties owe a duty to the Company to advance its legitimate interests whenever possible.

Fair Dealing

Covered Parties must behave honestly and ethically at all times and with all people. They must act in good faith, with integrity, and with due care, and must engage only in fair competition by treating colleagues, competitors, and other third parties ethically.

Stealing proprietary information, possessing trade secret information that was obtained without the owner's consent, or inducing improper disclosure of such information by past or present employees of other companies is prohibited. No Covered Party should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or similar unfair practice.

The purpose of business entertainment and gifts in a commercial setting is to create goodwill and sound working relationships, not to gain unfair advantage with clients and partners. In addition, the various branches and levels of government have different and more stringent laws restricting gifts, including meals, entertainment, transportation, and lodging, that may be provided to government officials and government employees. No gift or entertainment should ever be offered

or accepted by a Covered Party or any family member of a Covered Party unless it: (1) is consistent with customary business practices; (2) is not excessive in value; (3) cannot be construed as a bribe or payoff; and (4) does not violate any laws or regulations. The offer or acceptance of cash gifts or cash equivalents to or from an investor, prospective investor, or any entity that does or seeks to do business with or on behalf of the Company by any Covered Party is prohibited. If there is any uncertainty about the appropriateness of a gift or proposed gift, Covered Parties should consult the General Counsel (or their designee).

Insider Trading

Covered Parties who have access to Material Non-Public Information, regardless of its source, are not permitted to use or share that information for their personal benefit or for the benefit of any other person, for stock trading purposes, or for any other purpose except the conduct of the Company's business. It is always illegal to trade in the Company's securities while in possession of Material Non-Public Information, and it is also illegal in many cases to communicate or "tip" such information to others, even absent any monetary benefit to the party communicating such information. Covered Parties should refer to Liftoff's Insider Trading Policy for additional information on transacting in the Company's securities.

Confidentiality

Covered Parties must maintain the confidentiality of Confidential Information entrusted to them, except that Confidential Information may be disclosed (1) when such disclosure is authorized by the General Counsel (or their designee), or (2) upon prior consultation with the General Counsel (or their designee), when such disclosure is required by laws or regulations. Confidential Information includes all non-public information received or created by the Company or its affiliates in connection with the Company's business activities. It also includes information that third parties have entrusted to the Company. The obligation to preserve Confidential Information continues even after the Covered Party's service with the Company ends.

Protection and Proper Use of Company Assets

All Covered Parties should endeavor to protect the Company's assets and ensure their efficient use. Theft, carelessness, and waste have an impact on the Company's profitability. Any suspected incident of fraud or theft should be immediately reported for investigation using the procedures described in the Section of this Code entitled "Reporting Known or Suspected Violations." The Company's equipment should not be used for non-Company business, though incidental personal use is permitted.

Compliance with Laws, Rules, and Regulations

Obeying the law is the foundation on which the Company's ethical standards are built. In conducting the business of the Company, the Covered Parties must comply with applicable governmental laws, rules, and regulations at all levels of government in the United States and in any non-U.S. jurisdiction in which the Company does business. Although not all Covered Parties are expected to know the details of these laws, it is important to know enough about the applicable local, state, and national laws to determine when to seek advice from the General Counsel or other members of the Legal Team.

Timely and Truthful Public Disclosure

In reports and documents filed with or submitted to the U.S. Securities and Exchange Commission and other regulators by the Company, and in other public communications made by the Company, the Covered Parties involved in the preparation of such reports and documents (including those who are involved in the preparation of financial or other reports and the information included in such reports and documents) must make disclosures that are full, fair, accurate, timely, and understandable. Where applicable, these Covered Parties must provide accurate financial and accounting data for inclusion in such disclosures. Covered Parties may not knowingly falsify information, misrepresent material facts, or omit material facts necessary to avoid misleading the Company's independent public auditors or investors. Covered Parties may never take any action to coerce, manipulate, mislead, or fraudulently influence the Company's independent auditors in the performance of their audit or review of the Company's financial statements.

Waivers

Any waiver of this Code for executive officers or directors may be made only by the Board or the Audit Committee and will be promptly disclosed as required by law or stock exchange regulation.

Violations of Ethical Standards

Reporting Known or Suspected Violations

Any Covered Party who becomes aware of a known or suspected violation of this Code or any applicable law, rule, or regulations should report the concern promptly and in good faith. Covered Parties may consult with their manager or supervisor, the People Team, the Legal Team, or other appropriate personnel. Covered Parties may also report concerns confidentially or anonymously, if desired, directly to the Chairperson of the Audit Committee or by using the Company's reporting channels, as described below.

The Company's directors, chief executive officer, chief financial officer, treasurer, chief operating officer, and other professionals serving in a finance, accounting, corporate treasury, or tax role must promptly report any known or suspected violations of laws, rules, regulations, or provisions of this Code, or any matters that could compromise the integrity of the Company's financial statements, and are encouraged to make such reports directly to the Chairperson of the Audit Committee.

- **Online:** [Liftoff Ethics Portal or Hotline](#)
- **By Phone:** [Click here to view phone numbers listed by region](#)
- **By mail:**
to the Audit Committee or the General Counsel at:
Liftoff Mobile, Inc.
Attn: Audit Committee or General Counsel
900 Middlefield Road, Fifth floor
Redwood City, CA 94063

No retaliatory action of any kind will be permitted against anyone making such a report in good faith, and the Audit Committee will strictly enforce this prohibition.

Accountability for Violations

If the Audit Committee (or its designee) determines that this Code has been violated, either directly, by failure to report a violation, by withholding information related to a violation, or by retaliating against anyone reporting a violation in good faith, the offending Covered Party may be disciplined for noncompliance with penalties. Such penalties may include written notices to the individual involved that a violation has been determined, a written letter of reprimand by the Audit Committee, disgorgement, demotion or re-assignment of the individual involved, suspension with or without pay or benefits, and termination of employment or removal from office. Violations of this Code may also constitute violations of law and may result in criminal penalties and civil liabilities for the offending Covered Party and the Company. All Covered Parties are expected to cooperate in internal investigations of misconduct.

6. Review and Revision

This Code will be overseen and reviewed periodically by the Audit Committee and revised as necessary to ensure continued alignment with applicable laws, regulations, and Company governance requirements. The Audit Committee will recommend any revisions it deems necessary or appropriate for approval by the Board.

7. Contact Information

For questions or further information, please contact:

- The Legal Team at legal@liftoff.ai.