

# SMARTRENT, INC.

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## **CODE OF BUSINESS CONDUCT AND ETHICS**

***Adopted as of August 24, 2021***

## SMARTRENT CODE OF BUSINESS CONDUCT AND ETHICS

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## INTRODUCTION: OUR EXPECTATIONS AND VALUES

SmartRent, Inc. (“*SmartRent*,” the “*Company*,” “*we*,” “*our*” and “*us*”) is committed to improving the quality of life of everyone—from our colleagues, to our customers, to the communities where we live and work. Our reputation for integrity and excellence demands a diligent observance of the spirit and letter of all applicable laws and regulations, as well as a scrupulous regard for the highest standards of conduct and personal integrity. Accordingly, this Code of Business Conduct and Ethics (this “*Code*”) sets forth the ethical and fiduciary principles and related compliance requirements under which the Company must operate.

SmartRent complies with all applicable laws and regulations, and we strive to cultivate a culture where our directors, officers, employees, agents, contractors, and consultants not only conduct business in accordance with the letter and spirit of all relevant laws and regulations, but also seek to exceed such standards. It is the responsibility of every officer, director, and employee (“*Employees*,” and each, an “*Employee*”), as well as any agent, contractor, and consultant of SmartRent, to fulfill the Company’s commitment to ethical conduct and compliance with laws and regulations.

This Code is crucial to ensuring that our Employees—as well as our customers and the public at large—are aware of the standards we have set for ourselves. All Employees, agents, contractors, and consultants are personally responsible for compliance with this Code, and failure to comply with its provisions is grounds for disciplinary action or assignment/contract termination.<sup>1</sup>

The Company Compliance Officer (the “*Compliance Officer*”) is responsible for enforcement of this Code (including implementation, training, investigations, and remedial measures) and the implementation of a compliance program.

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<sup>1</sup> For purposes of this document, SmartRent agents, contractors, and consultants are herein encompassed in the term “Employee” and bound by the respective responsibilities as stated within this Code. Depending on the scope of their work, these entities/individuals may receive a modified Code of Conduct.

## **1. MAINTAINING INTEGRITY AND FAIRNESS IN THE WORKPLACE**

### **1.1 Introduction**

The Board of Directors of SmartRent (the “**Board**”) has adopted this Code in order to:

- promote honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest;
- promote full, fair, accurate, timely and understandable disclosure in reports and documents that the Company files with, or submits to, the Securities and Exchange Commission (the “**SEC**”) and in other public communications made by the Company;
- promote compliance with applicable governmental laws, rules, and regulations;
- promote the protection of Company assets, including corporate opportunities and confidential information;
- promote fair dealing practices;
- deter wrongdoing; and
- ensure accountability for adherence to this Code.

All Employees are required to be familiar with this Code, comply with its provisions, and report any suspected violations as described below in Section 1.3.

### **1.2 Standards of Integrity**

The Company’s policy is to promote high standards of integrity by conducting its affairs honestly and ethically. Employees are subject to the following standards of integrity, which are intended to provide guidance for handling a spectrum of matters. Any questions regarding the application of these standards of integrity to particular matters should be directed to the Compliance Officer or to the Ethics Hotline (as defined below):

- Each Employee must act with integrity and observe the highest ethical standards of business conduct in his or her dealings with the Company’s customers, suppliers, partners, service providers, competitors, employees, and anyone else with whom he or she has contact in the course of performing his or her job.

- Employees must respect and obey both the letter and the spirit of all applicable laws, rules, and regulations governing the Company and the operation of its business. Although not all Employees are expected to know the details of all applicable laws, rules and regulations, it is important to know enough to determine when to seek advice from appropriate personnel. Questions about compliance should be addressed to the Compliance Officer.
- Employees shall avoid inappropriate conflicts of interest or any abuse of a position of trust and responsibility.
- Employees shall not take inappropriate advantage of their position with the Company.
- Employees shall ensure that SmartRent's, its clients', and its clients' residents' information is kept confidential, including the identity of prospective SmartRent clients.
- SmartRent will establish formal, Company-wide procedures to train every Employee in its standards of integrity governing all of business interactions.

Regarding any course of conduct not specifically addressed in this Code, Employees are instructed to consult with their managers (or, for contractors and consultants, their usual point of contact at SmartRent), the SmartRent legal department (the “***Legal Department***”), or the SmartRent human resources department (the “***Human Resources Department***”), but ultimately, they are responsible for using good judgment and acting in a manner consistent with the spirit, principles, and values embodied in this Code.

Before engaging in any activity, conduct, transaction, or relationship that might give rise to or appear to be a conflict of interest, as discussed more fully below, Employees must seek review from their manager, the Human Resources Department, or the Compliance Officer.

### ***1.3 Create a Culture of Open and Honest Communication***

At SmartRent, everyone should feel comfortable to speak his or her mind, particularly with respect to ethics concerns. Managers have a responsibility to create an open and supportive environment where Employees feel comfortable raising such questions. We all benefit when

Employees exercise their power to prevent mistakes or wrongdoing by asking the right questions at the right times.

Knowledge of events by Employees related to questionable, inappropriate, or fraudulent business conduct, accounting practices, or regulatory, internal accounting, or auditing matters must be immediately reported to the Compliance Officer or the Ethics Hotline. Actions prohibited by this Code involving directors or executive officers must be reported to the Audit Committee of the Board (the “*Audit Committee*”). Any such reports will be treated confidentially to conduct a complete and fair investigation or to take appropriate corrective action (to the extent permitted by law and feasible in light of the investigation). **Failure to report such matters constitutes a violation of this Code.** The Compliance Officer or the Audit Committee must promptly investigate any reported or suspected violation of the provisions of this Code and take appropriate remedial actions, where appropriate. All Employees are expected to cooperate in any internal investigation of misconduct.

In addition, in order to further promote this Code, the Company provides an alternative option to report incidents anonymously. The Ethics & Compliance Hotline (the “*Ethics Hotline*”) enables Employees to report incidents via a toll-free number at 800-916-7037 (available 24 hours a day, seven days a week).

Employees are required to cooperate in any investigation if they raise a potential violation of this Code in any manner other than anonymously. Employees who discourage or prevent another either from making such a report or seeking the help or assistance they need to report the matter to the individuals identified above will be subject to disciplinary action. As discussed more fully below, retaliation against an individual who reports a violation is prohibited and will be dealt with as a separate violation of Company policy and procedure. We will not tolerate retaliation against Employees who raise good faith ethics concerns. Please see the Company’s Policy for Reporting Violations and Complaints for additional information regarding reporting suspected or actual violations of this Code.

#### **1.4    *Enforcement***

The Company must ensure prompt and consistent action against violations of this Code. If, after investigating a report of an alleged prohibited action by a director or executive officer,

the Compliance Officer or the Audit Committee determines that a violation of this Code has occurred, the Compliance Officer or the Audit Committee will report such determination to the Board.

If, after investigating a report of an alleged prohibited action by any other person, the relevant manager or officer determines that a violation of this Code has occurred, the manager or officer will report such determination to the Compliance Officer.

Upon receipt of a determination that there has been a violation of this Code, the Board or the Compliance Officer will take such preventative or disciplinary action as it deems appropriate, including, but not limited to, reassignment, demotion, dismissal and, in the event of criminal conduct or other serious violations of the law, notification of appropriate governmental authorities.

### ***1.5 Tone at the Top***

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

To make this Code work, managers must be responsible for promptly addressing ethical questions or concerns and for taking appropriate steps to deal with such issues. Managers should not consider ethics concerns as threats or challenges to their authority, but rather as another encouraged form of business communication. At SmartRent, we want the ethics dialogue to become a natural part of daily work.

### ***1.6 Conflicts of Interest***

We must avoid any relationship or activity that might impair, or even appear to impair, our ability to make objective and fair decisions when performing our jobs. At times, we may be faced with situations where the business actions we take on behalf of SmartRent may conflict with our own personal interests because the course of action that is best for us personally may not be the best course of action for SmartRent. A conflict of interest occurs when an individual's private interest (or the interest of a member of his or her family) interferes, or even appears to interfere, with the interests of the Company as a whole. A conflict of interest can arise when an Employee



(or a member of his or her family) takes actions or has interests that may make it difficult to perform his or her work for the Company objectively and effectively. Conflicts of interest also arise when an Employee (or a member of his or her family) receives improper personal benefits as a result of his or her position in the Company. We must never use SmartRent property or information for personal gain or personally take for ourselves any opportunity that is discovered through our position with SmartRent.

Loans by the Company to, or guarantees by the Company of obligations of, Employees or their family members are of special concern and could constitute improper personal benefits to the recipients of such loans or guarantees, depending on the facts and circumstances. Loans by the Company to, or guarantees by the Company of obligations of, any director or officer or their family members are expressly prohibited.

#### 1.6.1 Examples of Conflicts of Interest

The following non-exclusive list is intended to serve as a guide of those activities that may create a conflict of interest in violation of this policy (some of which are addressed in more detail elsewhere in this Code).

- Being employed by, or acting as a consultant to, a competitor or potential competitor, supplier, contractor, client, or customer, regardless of the nature of the employment, while also being employed by SmartRent.
- Serving as a board member for an outside company or organization without disclosure to SmartRent where a potential conflict of interest may arise.
- Owning or having a significant financial interest in a competitor, supplier, or contractor.
- Placing Company business with a company, which Employee or an Employee's immediate family member has a significant financial interest.
- Accepting gifts, discounts, favors, or services from a customer, potential customer, competitor, or supplier unless of modest value-as outlined by the Legal Department pursuant to applicable federal, state and local laws.

Determining whether a conflict of interest exists is not always easy to do. Employees with conflict of interest questions should seek advice from their manager, the Legal Department, the Human Resources Department, or the Compliance Officer. Conflicts of interest should be avoided unless specifically authorized as described in this Section 1.6.

Employees, other than directors and executive officers, who have questions about a potential conflict of interest or who become aware of an actual or potential conflict should discuss the matter with, and seek a determination and prior authorization or approval from, their manager, the Legal Department, the Human Resources Department, or the Compliance Officer. A manager may not authorize or approve conflict of interest matters or make determinations as to whether a problematic conflict of interest exists without first providing the Compliance Officer with a written description of the activity and seeking the Compliance Officer's written approval. If the manager is him/herself involved in the potential or actual conflict, the matter should instead be discussed directly with the Compliance Officer.

Directors and executive officers must seek determinations and prior authorizations or approvals of potential conflicts of interest exclusively from the Audit Committee.

### ***1.7 Political Conflicts of Interest***

SmartRent encourages its Employees to participate in the political process. It is the responsibility of every Employee to fully comply with all laws and regulations in relation to interactions with government officials, including laws governing campaign finance, government ethics, and lobbying. In addition, all lobbying activities on behalf of the Company must be authorized by the Legal Department or its designee.

### ***1.8 Personal Political Interests***

Employees must keep their personal political contributions and activities separate from the Company. If an Employee makes political contributions, he or she may not refer in any way to his or her employment or use the Company's assets, including its name, in connection with such contributions, unless required to do so by law.

If an Employee is appearing before a government body or engaging in contact with a public official outside of his or her ordinary work duties regarding a business in which SmartRent is

engaged or a business issue in which SmartRent has an interest, such Employee must advise the Legal Department in advance and should make it clear that he or she is not representing SmartRent.

### ***1.9 Contributions of Corporate Assets***

Employees may not make payments of corporate contributions, whether monetary or non-monetary assets, to any domestic or foreign political party, candidate, campaign, or public official on behalf of the Company or in the Company's name unless that contribution is permitted under applicable laws and approved in advance by the Legal Department or its designee. In addition, Employees may never reimburse (or request or authorize reimbursement to) anyone for any political contribution using Company funds, except as approved in advance by the Legal Department or its designee.

### ***1.10 Outside Employment***

Employees may hold outside jobs with companies that do not compete with SmartRent as long as they meet the performance standards of their jobs with SmartRent. However, outside employment that competes with, constitutes a conflict of interest with, or creates an adverse impact on SmartRent is prohibited. In addition, (i) outside employment must not be done on Company time and must not involve the use of Company equipment or supplies, (ii) the Employee should not attempt to sell products or services related to outside employment to the Company, and (iii) performance of outside employment must not interfere with or prevent the Employee from devoting the time and effort needed to fulfill the Employee's primary duties and obligations as an Employee of the Company. If you have a question about whether outside employment might constitute a conflict of interest or otherwise violate this Code, you should seek guidance from your manager, the Legal Department, or the Human Resources Department.

## **2. PROTECTING SMARTRENT'S ASSETS AND REPUTATION**

### ***2.1 Build Trust and Credibility***

The success of our business is dependent on the trust and confidence we earn from our employees, agents, contractors, consultants, customers, and stockholders. We gain credibility by adhering to our commitments, displaying honesty and integrity, and reaching Company goals solely through honorable conduct. Ultimately, we will be judged on what we do.

When considering any action, it is wise to ask:

- Will this build trust and credibility for SmartRent?
- Are there potentially applicable laws and regulations that govern the activity, and if so, are the activities in full compliance? (If unsure, seek guidance from the Legal Department before acting.)
- Will it help create a working environment in which SmartRent can succeed over the long term?
- Is the commitment I am making one upon which I can follow through?

The only way we will maximize trust and credibility is by answering “yes” to these questions and by working every day to build our trust and credibility.

## **2.2    *Respect for the Individual***

We all deserve to work in an environment where we are treated with dignity and respect. SmartRent is committed to creating such an environment because it brings out the full potential in each of us, which, in turn, contributes directly to our business success. We cannot afford to let anyone’s talents go to waste.

SmartRent is an equal opportunity employer and is committed to providing a workplace that is free of discrimination and all types of abusive, offensive, or harassing behavior. Any Employee who feels harassed or discriminated against should report the incident to his or her manager or the Human Resources Department.

## **2.3    *No Retaliation***

It is strictly prohibited to take any adverse action against anyone who reports conduct that he or she reasonably believes is illegal or otherwise violates this Code, even if the report is ultimately mistaken or unsupported. An Employee will not be discharged, demoted, suspended, threatened, harassed, or in any way subject to adverse treatment in terms of conditions of employment because of such a report, including reports made to government agencies or other branches of government. An Employee found to have retaliated against a reporting individual will face disciplinary action and possible termination of employment.

## **2.4 Corporate Recordkeeping**

We create, retain, and dispose of SmartRent's records as part of our normal course of business in compliance with all SmartRent policies and guidelines, as well as all regulatory, legal and contractual requirements. It is the responsibility of Employees to preserve the confidentiality of on-site, hard-copy, and electronic records. Similar caution should be exercised when selecting a vendor to store documents offsite.

In the event of litigation or regulatory directive, all relevant hard-copy and electronic records must be retained, regardless of any applicable records retention/destruction schedule, and all automatic destruction features within the Company's systems will be overruled in accordance with the scope of the litigation or regulatory directive.

Employees should dispose of sensitive, confidential, or restricted printed information appropriately.<sup>2</sup> Locked security consoles are placed at the worksite and Employees are instructed to deposit sensitive documents into the consoles at times when disposal is appropriate or warranted.

Business records and communications often become public, and Employees should avoid exaggeration, derogatory remarks, guesswork, or inappropriate characterizations of people and companies that can be misunderstood. This applies equally to email, internal memos, and formal or informal communications.

## **2.5 Accurate Disclosures**

The Company's periodic reports and other documents filed with the SEC, including all financial statements and other financial information, must comply with applicable federal securities laws and SEC rules. As a public Company, it is of critical importance that the Company's filings with the SEC, reports distributed to its stockholders, and other public

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<sup>2</sup> "Confidential Information" is any and all non-public, confidential or proprietary information in any form concerning the Company, its clients, its clients' residents or any other information received by the Company from a third party to whom the Company has an obligation of confidentiality, regardless of when such information was produced or obtained by the Company. Confidential Information includes documentation in any medium or format whatsoever, and all reproductions, copies, notes and excerpts of any documentation comprising or including any Confidential Information, as well as information orally conveyed to the Employee. Confidential 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. Confidential Information shall not include (i) any information which the Employee can prove by documentary evidence is generally available to the public or industry other than as a result of a disclosure by the Employee, or (ii) any information that the Employee obtains from a third party who is not subject to a confidentiality agreement with the Company and who did not obtain that information directly or indirectly from the Company.

communications made by the Company be full, fair, accurate, timely, and understandable. Each Employee who contributes in any way 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. Each Employee must cooperate fully with the Company's accounting and internal audit departments, as well as the Company's independent public accountants and counsel. Each Employee who is involved in the Company's disclosure process must (i) be familiar with and comply with the Company's disclosure controls and procedures and its internal control over financial reporting, and (ii) 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. The harm done to the Company's reputation and to its investors by fraudulent or misleading reporting can be severe. Dishonest financial reporting can also result in civil or criminal penalties to the individuals involved and to the Company. Consequently, the reporting of any false or misleading information in internal and external financial reports is strictly prohibited.

Employees should inform the Legal Department or the Chief Financial Officer (the "**CFO**") if they learn that information in any report or communication was untrue or misleading at the time it was made or if subsequent information would affect a future report or communication.

## **2.6    *Special Ethics Obligations for Employees with Financial Reporting Responsibilities***

The Company's Chief Executive Officer (the "**CEO**") and the CFO are responsible for designing, establishing, maintaining, reviewing, and evaluating on a quarterly basis the effectiveness of the Company's disclosure controls and procedures (as such term is defined by applicable SEC rules). The CEO, the CFO, the Company's controller and such other Company officers designated from time to time by the Audit Committee shall be deemed the "**Senior Financial Officers**" of the Company. The Senior Financial Officers shall take all steps necessary or advisable to ensure that all disclosure in reports and documents filed with or submitted to the SEC, and all disclosure in other public communication made by the Company is full, fair, accurate, timely, and understandable.

The Senior Financial Officers are also responsible for establishing and maintaining adequate internal control over financial reporting to provide reasonable assurance regarding the

reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. The Senior Financial Officers will take all necessary steps to ensure compliance with established accounting procedures, the Company's system of internal controls, and generally accepted accounting principles. The Senior Financial Officers will ensure that the Company makes and keeps books, records, and accounts, which, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company. The Senior Financial Officers will also ensure that the Company devises and maintains a system of internal accounting controls sufficient to provide reasonable assurances that:

- transactions are executed in accordance with management's general or specific authorization;
- transactions are recorded as necessary (i) to permit preparation of financial statements in conformity with generally accepted accounting principles or any other criteria applicable to such statements, and (ii) to maintain accountability for assets;
- access to assets is permitted, and receipts and expenditures are made, only in accordance with management's general or specific authorization; and
- the recorded accountability for assets is compared with the existing assets at reasonable intervals and appropriate action is taken with respect to any differences, all to permit prevention or timely detection of unauthorized acquisition, use, or disposition of assets that could have a material effect on the Company's financial statements.

The Senior Financial Officers each bear a special responsibility for promoting integrity throughout the Company. Furthermore, the Senior Financial Officers have a responsibility to foster a culture throughout the Company as a whole that ensures the fair and timely reporting of the Company's results of operation and financial condition and other financial information. Any attempt to enter inaccurate or fraudulent information into the Company's accounting system will not be tolerated and will result in disciplinary action, up to and including termination of employment.

## **2.7    *Safeguarding Company Information***

Employees are expected to protect Company information, including non-public “inside information” and other non-public information entrusted to SmartRent, as well as publicly available information in which SmartRent or others have intellectual property rights, by following Company policies and procedures and contractual agreements for identifying, using, retaining, protecting, and disclosing this information. You may not release non-public Company financial information to the public or third parties unless specifically authorized by the Legal Department or the CFO to do so.

## **2.8    *Selective Disclosure***

Employees should maintain the confidentiality of information entrusted to them by the Company or by its customers, suppliers, or partners, except when disclosure is expressly authorized or is required or permitted by law. We will not improperly disclose (whether in one-on-one or small discussions, meetings, presentations, proposals, or otherwise) any Confidential Information with respect to SmartRent, its securities, business operations, plans, non-public financial information, results of operations, development plans, or any other information about clients or potential clients in the Company’s possession. We should be particularly vigilant when making presentations or proposals to customers to ensure that our presentations do not contain confidential, proprietary, or trade secret information of SmartRent or other third parties, including, but not limited to, current, former, and potential clients.

## **2.9    *Physical Security of Information***

Employees should avoid discussions of Confidential Information in hallways, elevators, trains, subways, airplanes, restaurants, and other public places generally. Use of speaker phones or cellular telephones also shall be avoided in circumstances where Confidential Information may be overheard by unauthorized persons. Documents and files that contain Confidential Information must be kept secure in order to minimize the possibility that such Confidential Information will be transmitted to an unauthorized person. Confidential documents should be stored in locked file cabinets or other secure locations. Confidential databases and other Confidential Information accessible by computer should be maintained in computer files that are password protected or otherwise secure against access by unauthorized persons.



## **2.10 Use of Company Resources**

Company resources, including time, material, equipment, and information, are provided for Company business use. All Employees should protect the Company's assets and ensure their efficient use. Theft, carelessness, and waste have a direct impact on the Company's profitability and are prohibited. All Company assets should be used only for legitimate business purposes, though incidental personal use may be permitted. Any suspected incident of fraud or theft should be reported for investigation immediately.

Employees and those who represent SmartRent are trusted to behave responsibly and use good judgment to conserve Company resources. Managers are responsible for the resources assigned to their departments and are empowered to resolve issues concerning their proper use.

Generally, Employees may not use Company equipment such as computers, copiers, and fax machines in the conduct of an outside business or in support of any personal, religious, political, or other outside activity. Employees may not solicit contributions from other Employees or distribute non-work-related materials and literature on Company premises during working hours.

The obligation to protect Company assets includes Confidential Information. Unauthorized use or distribution of Confidential Information is prohibited and could also be illegal and result in civil or criminal penalties. Employees may not physically remove Confidential Information from the premises of the Company except consistent with and in furtherance of the performance of their duties to the Company. All originals and copies of Confidential Information are the sole property of the Company. Upon the termination of employment for any reason, or upon the request of the Company at any time, each Employee promptly will deliver all copies of such materials to the Company.

In order to protect the interests of the SmartRent network and our fellow Employees, SmartRent reserves the right to monitor or review all data and information contained on an Employee's Company-issued computer or electronic device or exchanged on or transmitted via the Company's networks and servers. All communications exchanged or transmitted via, or stored on, Company hardware (including mobile phones), software, servers, and e-mail systems are the property of the Company, and you should not have any expectation of privacy in such

communications. We will not tolerate the use of Company resources to create, access, store, print, solicit, or send any materials that are abusive, sexually explicit, profane, or that violate the Company's discrimination or harassment policies. Questions about the proper use of Company resources should be directed to your manager.

## ***2.11 Handling External Communications: Personal to Media Inquiries***

Unless you receive prior approval, you may never suggest that you are speaking on behalf of SmartRent when presenting your personal views at community professional or cultural functions or on the Internet.

Use of the Company brand and logo by Employees for commercial business purposes must adhere to approved corporate identity specifications. To determine if anticipated use is appropriate, seek guidance from Public Affairs or the Compliance Officer.

### **2.11.1 Media Inquiries**

SmartRent is a high-profile Company, and, from time to time, Employees may be approached by reporters and other members of the media. In order to avoid giving misinformation in response to any media inquiry, Employees are encouraged to direct all media inquiries to the Investor Relations department. No Employee may issue a press release purporting to speak on behalf of the Company or grant a media interview holding oneself out as a spokesperson of the Company without first consulting with Investor Relations and obtaining its express prior written consent.

## **3. MAINTAINING INTEGRITY AND FAIRNESS IN THE MARKETPLACE**

SmartRent's integrity in the marketplace is a key component of our reputation for trustworthiness and service. Employees should comply, both in letter and spirit, with all applicable laws, rules, and regulations in the cities, states, and countries in which the Company operates. Although not all Employees are expected to know the details of all applicable laws, rules, and regulations, it is important to know enough to determine when to seek advice from appropriate personnel. Questions about compliance should be addressed to the Compliance Officer or the Ethics Hotline.

### **3.1     *Customer Relationships***

SmartRent's customers expect and deserve fair, honest, and respectful service. You are accountable for your role in the delivery of this standard of service. Each Employee must deal fairly with the Company's customers, suppliers, partners, service providers, competitors, employees, and anyone else with whom he or she has contact in the course of performing his or her job. No Employee may take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of facts, or any other unfair dealing practice.

### **3.2     *Competition***

SmartRent is dedicated to ethical, fair, and vigorous competition. We will sell SmartRent products and services based on their merit, superior quality, functionality, and competitive pricing. We will make independent pricing and marketing decisions and will not agree with our competitors to raise, lower or stabilize prices; limit our production or restrict the supply of our services; divide or allocate markets, territories or customers; require a customer to purchase a product it does not want as a condition to the sale of a different product the customer does want to purchase; or otherwise improperly cooperate or coordinate our activities with our competitors. We will not offer or solicit improper payments or gratuities in connection with the purchase of goods or services for SmartRent or the sales of its products or services. We will not engage or assist in unlawful boycotts of particular customers.

### **3.3     *Selling with Integrity***

SmartRent's policy requires that we fully, clearly, and directly inform our customers of the terms and conditions of our services. Any attempt to deceive a customer will not be tolerated and may result in disciplinary action, including termination of employment. The following guidelines must be followed at all times:

- All advertising and sales materials must be truthful and accurate. Materials must not be false, misleading, or have a tendency to deceive. All claims must be substantiated in advance with a factual basis.
- Comparisons to competitors must be accurate and substantiated at the time they are made. Do not disparage competitors. You should promote SmartRent's products and services through fair and accurate comparisons with its competitors, and sell

on the strength of SmartRent's services and reputation. Do not make misleading or inaccurate comparisons with competitors' products and services.

These are strict rules regarding sales and promotions. We will follow them without exception.

### **3.4 *Insider Trading***

Employees who have access to Confidential Information are not permitted to use or share that information for stock trading purposes or for any other purpose, except the conduct of Company business. No Employee may purchase or sell any Company securities while in possession of material non-public information regarding the Company, nor may any Employee purchase or sell another company's securities while in possession of material non-public information regarding that company. It is against Company policies and illegal for any Employee to use material non-public information regarding the Company or any other company to: (i) obtain profit for himself or herself; or (ii) directly or indirectly "tip" others who might make an investment decision on the basis of that information. The Company discourages Employees from investing in the securities of the Company's customers or potential customers because of the possibility of possessing non-public information and the appearance of impropriety. To use non-public information for personal financial benefit or to "tip" others who might make an investment decision on the basis of this information is not only unethical, but also illegal. For more information, please refer to the Company's Insider Trading Policy.

### **3.5 *Corporate Opportunities***

Employees owe a duty of loyalty to the Company and must advance the Company's legitimate interests when the opportunity to do arises. Employees are prohibited from taking for themselves personally (or for the benefit of friends or family members) opportunities that are discovered through the use of Company assets, property, information, or position. Employees may not use Company assets, property, information, or position for personal gain (including gain of friends or family members). In addition, no Employee may compete with the Company. As a result, unless approved by the Legal Department, you should not:

- own a direct or indirect interest in any company that is a lessee of the Company or a company that is otherwise financed by the Company;
- own a direct or indirect interest in any competitor of the Company;

- own or acquire property knowing that its value is likely to increase as a result of an action the Company is considering;
- take opportunities that are discovered through the use of any Company property, information, or position; or
- give to others any business opportunity in which the employee knows the Company would be interested.

### **3.6     *The Government as a Customer***

In the event SmartRent expands to include government agencies as customers or prospective customers, you should consult with the Legal Department to identify additional laws, regulations, and procedures that you must follow, including those related to gifts, entertainment, accuracy in billing, and limitations on contacts with government officials during active government procurements.

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 Company policy, but could also be a criminal offense. State and local governments, as well as foreign governments, may have similar rules. In addition, the Foreign Corrupt Practices Act of 1977, as amended, prohibits giving anything of value, directly or indirectly, to officials of foreign governments or foreign political candidates in order to obtain or retain business. The Company strictly prohibits any illegal payment to government officials of any country.

### **3.7     *Court Orders and Other Legal Documents***

SmartRent may receive court orders seeking information about its customers or their residents. You may neither confirm nor deny to any unauthorized person the existence of, or any information concerning, a subpoena, warrant, or court order. You should immediately refer to the Legal Department any inquiries or requests of this kind.

If you receive any legal documents in the workplace directed towards the Company or an individual acting in their capacity as an Employee, including court orders, subpoenas, warrants,

summons, and correspondence from any government or law enforcement agency, or any attorney, you must forward them immediately to the Legal Department.

### **3.8 *Proprietary Information***

It is important that we respect the property rights of others. We will not seek to acquire a competitor's trade secrets or other proprietary or confidential information by improper means. We will not engage in unauthorized use, copying, distribution, or alteration of software or other intellectual property in the possession of the Company, regardless of whether such information is Company-specific or relates to a current, former, or potential client.

### **3.9 *Gifts, Gratuities, and Business Courtesies***

SmartRent is committed to competing solely on the merit of our products and services. We must avoid any actions that create a perception that favorable treatment of outside entities by SmartRent was sought, received, or given in exchange for business courtesies. Business courtesies include gifts, gratuities, meals, refreshments, entertainment, or other benefits from persons or companies with whom SmartRent does or seeks to do business. We will neither give nor accept business courtesies that constitute, or could reasonably be perceived as constituting, unfair business inducements that would violate law, regulation, or policies of SmartRent or its customers, or would cause embarrassment or reflect negatively on SmartRent's reputation. Additionally, you may never make payments to a third party that you suspect may be passed to government officials or other persons to improperly influence any person's decision-making to secure, retain, or direct business for SmartRent. You must not use an agent to make any payment that SmartRent itself cannot make. Whenever you retain any agent in connection with our business, you must make sure that you can properly trace any funds provided to the agent to ensure that they are not improper payments.

#### **3.9.1 Accepting Business Courtesies**

Most business courtesies offered to us in the course of our employment are offered because of our positions at SmartRent. We should not feel any entitlement to accept a business courtesy. Although we may not use our positions at SmartRent to obtain business courtesies, and we must never ask for them, we may accept unsolicited, permissible business courtesies (defined below)

that promote successful working relationships and goodwill with the firms with which SmartRent maintains or may establish business relationships.

Employees who award contracts, 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 the Company's reputation for impartiality and fair dealing. The prudent course is to refuse a courtesy when SmartRent is involved in choosing or reconfirming a supplier or under circumstances that would create an impression that offering courtesies is the way to obtain SmartRent's business.

### 3.9.2 Meals, Refreshments and Entertainment

We may accept occasional meals, refreshments, entertainment, and similar business courtesies, provided that:

- they are not lavish or excessive;
- the courtesies are not frequent and do not reflect a pattern of 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; and
- 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.

### 3.9.3 Gifts

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; and
- 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 SmartRent does or may do business. Employees with questions about accepting business courtesies should talk to their managers, the Legal Department, or the Human Resources Department. If an Employee violates this policy, SmartRent will take prompt corrective action, including discipline and termination, if appropriate.

#### 3.9.4 Offering Business Courtesies

Employees may not offer business courtesies unless approved by their managers and they cannot be reasonably interpreted as attempts to gain unfair business advantage or otherwise reflect negatively upon SmartRent. Accounting for business courtesies must be done in accordance with approved Company procedures.

Other than to our future potential government customers, for whom special rules apply, we 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 or excessive; and
- the business courtesy is properly reported and accounted for internally at SmartRent.

## **4. MAINTAINING AN INCLUSIVE, FAIR AND HEALTHY WORK ENVIRONMENT**

SmartRent is dedicated to maintaining a safe and healthy work environment. All Employees are required to follow all applicable safety precautions at all times and must immediately report any unsafe condition to the appropriate manager. Violence and threatening behavior are not permitted. Everyone is expected to obey safety rules and to exercise caution in all work activities. Employees must comply with all occupational safety and health standards and regulations established by the Occupational Safety and Health Act and state and local regulations, and they must immediately report any unsafe condition to the appropriate manager/point of contact



and/or the Human Resources Department. Anyone who violates safety standards, causes hazardous or dangerous situations, or fails to report or, where appropriate, remedy such situations, may be subject to disciplinary action or assignment/contract termination.

#### **4.1 *Discrimination and Harassment***

Diversity of the Company's Employees is a tremendous asset and one the Company actively embraces. Embracing diversity means respecting visible differences, such as age, race, gender, nationality, and physical ability, as well as invisible differences, such as culture, religion, marital status, sexual orientation, experience, and perspective. We are firmly committed to providing equal opportunity in all aspects of employment and forbid illegal discrimination against any person and harassment, intimidation, or hostility of any kind, including on the basis of race, religion, color, sex (including pregnancy, childbirth and related medical conditions), sexual orientation, sexual or gender identity, age, disability, national origin, military or veteran status, or any other characteristic that may be protected by applicable local, state, or federal law.

You should discuss any issues with the Human Resources Department or the Compliance Officer for further guidance in this area.

### **5. PROMOTE SUBSTANCE OVER FORM**

At times, we are all faced with decisions we would rather not have to make and issues we would prefer to avoid. Sometimes, we hope that if we avoid confronting a problem, it will simply go away. At SmartRent, we must have the courage to tackle the tough decisions and make difficult choices; secure in the knowledge that SmartRent is committed to doing the right thing. At times, this will mean doing more than simply what the law requires. Merely because we can pursue a course of action does not mean we should.

Although SmartRent's guiding principles cannot address every issue or provide answers to every dilemma, they can define the spirit in which we intend to do business and should guide us in our daily conduct. Each of us is responsible for knowing and adhering to the values and standards set forth in this Code and for raising questions if we are uncertain about Company policy. If you are concerned whether the standards are being met or are aware of violations of this Code, you must contact your manager, the Legal Department or the Human Resources Department. SmartRent takes seriously the standards set forth in this Code, and violations will result in

disciplinary action, up to and including termination of employment or assignment/contract termination.

In addition to this Code, you should refer to the following Company policies and procedures, as appropriate, as an additional resource in resolving conduct, ethical and governance issues: the Company's Corporate Governance Guidelines; Employee Handbook; Disclosure and Regulation FD Policy; Insider Trading Policy; and Policy for Reporting Violations and Complaints.

## **6. DO THE RIGHT THING**

Several key questions can help identify situations that may be unethical, inappropriate or illegal. Simply ask yourself:

- Is the action legal?
- Does it comply with the letter of SmartRent standards and policies?
- Does it comply with the spirit of SmartRent standards and policies?
- Would you feel concerned to see it broadcast to the general public?
- Would the action appear to be improper or make you feel embarrassed?
- Could this negatively affect SmartRent if all Employees did it?

If you have any questions regarding any matter discussed in this Code, please contact your manager, the Legal Department, the Human Resources Department or the Compliance Officer for guidance.

## **7. AMENDMENTS; REQUESTS FOR WAIVERS**

SmartRent reserves the rights to amend or alter this Code at any time and for any reason.

A waiver of a provision of this Code may be requested whenever there is a reasonable likelihood that a contemplated action will violate this Code. Each of the Board (in the case of a violation by a director or executive officer) and the Compliance Officer (in the case of a violation by any other person) may, in its discretion, waive any violation of this Code. Any waiver for a director or an executive officer shall be disclosed as required by SEC and New York Stock Exchange rules. In particular, any substantive waiver or amendment (including an implicit waiver)

for an executive officer or director that constitutes a material departure from a provision of this Code shall be disclosed to shareholders within four business days of such determination either by distributing a press release, providing website disclosure, or by filing a current report on Form 8-K with the SEC.

**Nothing in this Code shall interfere with or limit in any way the right of the Company to terminate any person's employment with the Company, or modify or change the "at will" employment relationship of any person's employment with the Company. The policies contained in this Code are not intended to create any contractual rights, express or implied, with respect to employment, or termination thereof, and shall not be construed to create any type of right to a "fair procedure" prior to termination or other disciplinary action.**

**To be signed and returned to the Legal Department.**

I, \_\_\_\_\_, acknowledge that I have received and read a copy of the SmartRent Code of Business Conduct and Ethics. I understand the contents of the Code and I agree to comply with the policies and procedures set out in the Code.

I understand that I should approach the Legal Department if I have any questions about the Code generally or any questions about reporting a suspected conflict of interest or other violation of the Code.

\_\_\_\_\_  
NAME

\_\_\_\_\_  
PRINTED NAME

\_\_\_\_\_  
DATE