



TROIKA MEDIA GROUP, INC.
RELATED PARTY TRANSACTIONS POLICY

October 19, 2023

1. Introduction. Under Troika Media Group, Inc.'s (the "**Company**") Corporate Code of Conduct, employees, officers and directors must report to the appropriate person any activity that would cause or appear to cause a conflict of interest on his or her part. The Board of Directors (the "**Board**") of the Company recognizes that certain transactions present a heightened risk of conflicts of interest or the perception thereof. Therefore, the Board has adopted this Related Party Transactions Policy (this "**Policy**") to ensure that all Related Party Transactions (as defined below) shall be subject to review and approval in accordance with the procedures set forth below.

2. Definitions. For purposes of this Policy, the following terms shall have the following meanings:

"Immediate Family Member" means any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law or sister-in-law of a person, and any person (other than a tenant or an employee) sharing the household of the executive officer, director or five percent beneficial owner.

"Related Party" means any person who is or was (since the beginning of the last fiscal year for which the Company has filed an Annual Report on Form 10-K and proxy statement, even if such person does not presently serve in that role) an executive officer, director or nominee for director of the Company, any shareholder owning more than 5% of any class of the company's voting securities, or an Immediate Family Member of any such person.

"Related Party Transaction" means any transaction, arrangement or relationship, or any series of similar transactions, arrangements or relationships, all transactions in which we are a participant and in which any of the following persons has or will have a direct or indirect material interest (i) our executive officers; (ii) our directors; (iii) the beneficial owners of more than five (5%) percent of our securities; (iv) the immediate family members of any of the foregoing persons; and (v) any other persons whom our Board determines may be considered related persons. This also includes any material amendment or modification to an existing Related Party Transaction.

3. Procedures. It is the responsibility of the Audit Committee of the Board (the "**Committee**") to administer this Policy.

Prior to entering into a potential Related Party Transaction, the Related Party (or if the Related Party is an Immediate Family Member of an executive officer or director of the Company, such executive officer or director) shall notify the Company's General Counsel in writing of the facts and circumstances of the proposed transaction. The General Counsel will undertake an evaluation of whether the proposed transaction would constitute a Related Party Transaction that requires approval of the Committee in accordance with this policy. In conducting this evaluation, the General Counsel may consult with other

members of management and/or outside counsel as necessary or appropriate. If the evaluation determines that the proposed transaction would constitute a Related Party Transaction, the General Counsel will report the Related Party Transaction, together with a summary of the material facts, to the Committee for consideration at the next regularly scheduled Committee meeting.

The Committee shall review all of the relevant facts and circumstances of all Related Party Transactions that require the Committee's approval and either approve or disapprove of the entry into the Related Party Transaction, subject to the exceptions described below. In reviewing and approving a Related Party Transaction, Committee shall obtain, or shall direct our management to obtain on its behalf, all information that the Committee believes to be relevant and important to a review of the Related Party Transaction prior to its approval.

Following receipt of the necessary information, a discussion shall be held of the relevant factors if deemed to be necessary by the Committee prior to approval. If a discussion is not deemed to be necessary, approval may be given by written consent of the Committee. If the General Counsel determines it is impractical or undesirable to wait until a Committee meeting to consummate a Related Party Transaction, the chairman of the Committee may review and approve the Related Party Transaction in accordance with the procedures set forth herein. Any such approval (and the rationale for such approval) must be reported to the Committee at the next regularly scheduled Committee meeting. No Related Party Transaction shall be entered into prior to the completion of these procedures.

The Committee or the Chair, as the case may be, shall approve only those Related Party Transactions that are determined to be in, or not inconsistent with, the Company's best interest and its stockholders' best interests, taking into account all available facts and circumstances as the Committee or the Chair determines in good faith to be necessary. These facts and circumstances will typically include, but not be limited to, the benefits of the transaction to the Company; the impact on a director's independence in the event the Related Party is a director, an Immediate Family Member of a director or an entity in which a director is a partner, stockholder or executive officer; the availability of other sources for comparable products or services; the terms of the transaction; and the terms of comparable transactions that would be available to unrelated third parties or to employees generally. No member of the Committee shall participate in any review, consideration or approval of any related person transaction with respect to which the member or any of his or her Immediate Family Members is the Related Party. However, such member shall provide all material information concerning the Related Party Transaction to the Committee. Such member may be counted in determining the presence of a quorum at a meeting of the Committee that considers such transaction.

If the Company becomes aware of a Related Party Transaction that has not been approved under this Policy, the Related Party Transaction shall be reviewed in accordance with the procedures set forth herein and, if the Committee determines it to be appropriate, ratified at the Committee's next regularly scheduled meeting. In any case where the Committee determines not to ratify a Related Party Transaction that has been commenced without approval, the Committee may direct additional actions including, but not limited to, immediate discontinuation or rescission of the transaction, or modification of the transaction to make it acceptable for ratification. In addition, the Committee shall examine the facts and circumstances regarding the failure to report a Related Party Transaction for approval under this Policy and shall take any action it deems appropriate as a result.

4. Ongoing Transactions. If a Related Party Transaction will be ongoing, the Committee may establish guidelines for the Company's management to follow in its ongoing dealings with the Related

Party. Thereafter, the Committee, on at least an annual basis, shall review and assess ongoing relationships with the Related Party to ensure that they are in compliance with the Committee's guidelines and that the Related Party Transaction remains appropriate.

5. Standing Pre-Approval for Certain Interested Transactions. The Committee has reviewed the types of Related Party Transactions described below and determined that each of the following types of Related Party Transactions shall be deemed to be pre-approved or ratified, as applicable, by the Committee, even if the aggregate amount involved will exceed \$120,000, unless specifically determined otherwise by the Committee. In connection with each regularly scheduled meeting of the Committee, a summary of each new Related Party Transaction deemed pre-approved pursuant to this paragraph shall be provided to the Committee for its review.

5.1 Employment of executive officers. Any employment by the Company of an executive officer of the Company or any of its subsidiaries if:

(a) the related compensation is reported in the Company's proxy statement under Item 402 of Regulation S-K (generally applicable to "named executive officers"); or

(b) the executive officer is not an Immediate Family Member of another executive officer or director of the Company, the related compensation would be reported in the Company's proxy statement under Item 402 of Regulation S-K if the executive officer was a "named executive officer," and the Company's Compensation Committee approved (or recommended that the Board approve) such compensation.

5.2 Director compensation. Any compensation paid to a member of the Board if the compensation is reported in the Company's proxy statement under Item 402 of Regulation S-K.

5.3 Certain transactions with other companies. Any transaction with another company at which a Related Party's only relationship is as (i) an employee (other than an executive officer) or director, (ii) a beneficial owner of less than 10%, together with his or her Immediate Family Members, of that company's outstanding equity, or (iii) in the case of partnerships, a limited partner, if the limited partner, together with his or her Immediate Family Members, has an interest of less than 10% and the limited partner does not hold another position in the partnership, if the aggregate amount involved does not exceed the greater of \$1,000,000 or five percent of the other company's consolidated gross revenues.

5.4 Certain charitable contributions. Any charitable contribution, grant or endowment by the Company to a charitable organization, foundation or university at which a Related Party's only relationship is as an employee (other than an executive officer), if the aggregate amount involved does not exceed the greater of \$1,000,000 or five percent of the charitable organization's total revenues.

5.5 Transactions where all shareholders receive proportional benefits. Any transaction where the Related Party's interest arises solely from the ownership of a class of equity securities of the Company and all holders of that class of equity securities received the same benefit on a pro rata basis.

5.6 Indemnification. Indemnification and advancement of expenses made pursuant to the Company's Certificate of Incorporation or Bylaws or pursuant to any agreement.

6. Existing Policies and Procedures.

6.1 Related Party Transactions must also comply with the Company's existing policies and procedures, including the Corporate Code of Conduct.