

CODE OF BUSINESS CONDUCT AND ETHICS

INTRODUCTION

This Code of Business Conduct and Ethics (referred to hereinafter as the “Code”) sets forth Cinedigm Corp.’s (the “Company’s” or “our”) policies with respect to the way we conduct our business. The provisions of this Code are designed to promote honest and ethical behavior and apply to all employees of the Company, its subsidiaries and affiliates as well as to the members of the board of directors.

This Code covers a wide range of business activities and is supplemented by Company policies and procedures covering specific functions and activities which should be read in conjunction with this Code. Neither this Code nor those policies and procedures cover every situation that may arise.

Our reputation is our greatest asset, and it depends on the character of our employees. We will not tolerate unethical behavior and we will not tolerate failure to report instances of possible or actual policy violations. Violations of the Code are serious matters and will result in disciplinary action up to and including termination.

1. COMPLIANCE WITH LAWS, RULES AND REGULATIONS

All employees, officers and directors of the Company should respect and comply with all of the laws, rules and regulations of the U.S. and other countries, and the states, counties, cities and other jurisdictions in which the Company conducts its business or the laws, rules and regulations of which are applicable to the Company.

Such legal compliance should include, without limitation, compliance with the “insider trading” prohibitions applicable to the Company and its employees, officers and directors. Generally, employees, officers and directors who have access to or knowledge of confidential or non-public information from or about the Company are not permitted to buy, sell or otherwise trade in the Company’s securities, whether or not they are using or relying upon that information. This restriction extends to sharing or tipping others about such information, especially since the individuals receiving such information might utilize such information to trade in the Company’s securities. The Company has implemented and established trading restrictions to reduce risk, or appearance, of insider trading, as set forth in the Company’s Insider Trading and Disclosure Policy. Company employees, officers and directors are directed to review the Company’s Insider Trading and Disclosure Policy or consult with the Company’s General Counsel if they have questions regarding the applicability of such insider trading prohibitions.

This Code of Business Conduct and Ethics does not and is not intended to summarize all laws, rules and regulations applicable to the Company and its employees, officers and directors. Whenever an applicable law, rule or regulation is unclear or seems to conflict with either another law or any provision of this Code, all employees are urged to seek

clarification from their supervisor or the Ethics Officer (the “Ethics Officer”), who shall initially be the Chairman of the Company’s Audit Committee (the “Audit Committee”) or the Company’s General Counsel.

Beyond mere compliance with the law, we should always conduct our business with the highest standards of honesty and integrity.

2. CONFLICTS OF INTEREST

All of the Company’s employees should be scrupulous in avoiding any action or interest that conflicts, or gives the appearance of a conflict, with the Company’s interests. A “conflict of interest” exists whenever an individual’s private interests interfere or conflict in any way (or even appear to interfere or conflict) with the interests of the Company. A conflict situation can arise when an employee, officer or director 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 may also arise when an employee, officer or director, or a member of his or her family, receives improper personal benefits as a result of his or her position with the Company, whether from a third party or from the Company. Loans to, or guarantees of obligations of, employees, officers and directors and their respective family members may create Conflicts of Interest. Federal law prohibits loans to directors and executive officers.

In order to avoid a potential conflict of interest, an employee may not receive any payments, compensation or gifts, other than gifts of nominal value, from any entity or person that does business, or seeks to do business, with the Company.

It is almost always a Conflict of Interest for a Company employee to work simultaneously for a competitor, customer or supplier. You are not allowed to work for a competitor as a consultant or board member. The best policy is to avoid any direct or indirect business or personal connection or involvement with our customers, suppliers or competitors, except on behalf of the Company.

Conflicts of interest may not always be clear-cut, so if a question arises, you should consult with the Ethics Officer. Any employee who is aware of a transaction or relationship that could reasonably be expected to give rise to a conflict of interest in violation of this section must inform the appropriate personnel in accordance with the procedures set forth in Section 11 of this Code.

3. CORPORATE OPPORTUNITIES

Employees, officers and directors are prohibited from (a) taking for themselves personally, opportunities that properly belong to the Company or are discovered through the use of corporate property, information or one’s position; (b) using corporate property, information or position for personal gain; and (c) competing directly or indirectly with the Company,

Employees, officers and directors owe a duty to the Company to advance the Company's legitimate interests when the opportunity to do so arises.

Sometimes the line between personal and Company benefits is difficult to draw, and sometimes both personal and Company benefits may be derived from certain activities. The only prudent course of conduct for our employees is to make sure that any use of Company property or services that is not solely for the benefit of the Company is approved beforehand through the Ethics Officer.

4. CONFIDENTIALITY

In carrying out the Company's business, employees often learn confidential or proprietary information about the Company, our customers, prospective customers or other third parties. Confidential information includes all non-public information that might be of use to competitors of the Company or be harmful to the Company or its customers if disclosed, including but not limited to our business, financial performance, results or prospects, and any non-public information provided by a third party with the expectation that the information will be kept confidential and used solely for the business purpose for which it was conveyed. Employees must maintain the confidentiality of all information so entrusted to them, except when disclosure is authorized by the General Counsel of the Company or legally mandated.

5. PROTECTION AND PROPER USE OF COMPANY ASSETS

All of the Company's assets should be used for legitimate business purposes, and all employees must make all reasonable efforts to protect the Company's assets and ensure their efficient use. Theft, carelessness, and waste have a direct impact on the Company's profitability. The suspected occurrence of fraud or theft should be immediately reported to the appropriate person in accordance with the procedures set forth in Section 11 of this Code.

6. INTELLECTUAL PROPERTY

Our trademarks, service marks and patents are valuable corporate assets and all employees are responsible for protecting them. As such, all trademarks should be used in a manner that reflects the brand and is consistent with the Company's standards. Employees must also report any suspected or actual violations, such as unauthorized or improper use of the Company's marks or labels. Any questions regarding intellectual property should be referred to the General Counsel of the Company.

7. FAIR DEALING

We seek to outperform our competition fairly and honestly. We seek competitive advantages through superior performance, never through unethical or illegal business practices. We seek to maintain a reputation for fair dealing among our competitors and the public alike. In light of this aim, the Company prohibits employees from engaging in any unethical or illegal business practices. Each employee, officer and director should endeavor to deal fairly with the Company's customers, suppliers, competitors, officers and employees. None should take unfair advantage of anyone through manipulation, concealments, abuse of privileged information, misrepresentation of material fact or any other unfair dealing practice.

8. BOOKS AND RECORDS AND ACCOUNTING CONTROLS

The Company takes pride in the open honesty of its accounting system, and relies on the cooperation of all employees who are involved in keeping financial records of any type in maintaining the integrity of the system. Company policy requires that all books and records be maintained accurately and in reasonable detail and that no fund, asset, liability, revenue or expense be concealed or incompletely recorded for any purpose. Furthermore, all entries must be supported by documentation adequate to permit the books and records to be verified by audit.

The Company's internal auditing mechanism is essential to ensuring the accurate reporting of the Company's financial information. The Audit Committee has the responsibility to review the Company's policies and practice with respect to financial reporting. By conducting this review, the Audit Committee helps the Company identify deficiencies in its practices so that they can be promptly corrected. Auditors shall have unrestricted access to all of the Company documents and records. All employees are required to cooperate fully with internal and external audits. In no case may an employee make a false or misleading statement to any internal or external auditor, withhold records or otherwise interfere with an audit. An employee who has knowledge of any unreported or improperly reported financial activity must report such information to a supervisor, the Ethics Officer or the Audit Committee. Please consult Section 11 of this Code regarding an employee's right to report questionable accounting or auditing practices to the Audit Committee.

If any employee, officer or director of the Company has concerns or complaints regarding questionable accounting or auditing matters of the Company, then she or he is encouraged to submit those concerns or complaints (anonymously, confidential or otherwise) to the Audit Committee of the Board of Directors (which will, subject to its duties arising under applicable law, regulations and legal proceedings, treat such submissions confidentially), senior management or the General Counsel of the Company. Such submissions may be directed to the attention of the Audit Committee, or any director who is a member of the Audit Committee, at the principal executive offices of the Company.

9. WAIVERS

All employees must comply with the provisions of this Code. Any waiver of this Code for executive officers or directors may be made only by the Board of Directors of the Company (the "Board") or a Board committee, and will be promptly disclosed to the public as required by law. When necessary, a waiver will be accompanied by appropriate controls designed to protect the Company.

10. COMPLIANCE GUIDELINES AND RESOURCES

In some situations, our employees may not be certain how to proceed in compliance with this Code. This uncertainty may concern the ethical nature of the employee's own acts or the employee's duty to report the unethical acts of another. When faced with this uncertainty, the employee should carefully analyze the situation and make use of the resources of the Company when determining the proper course of action. The Company also encourages employees to talk to their supervisors when in doubt about the best course of action. The following items should be considered:

- i. Gather all the facts. Do not take any action that may violate the Code until you have gathered all the facts that are required to make a well-informed decision, and, if necessary, you have consulted with your supervisor, the Ethics Officer or the General Counsel of the Company.
- ii. Is the proposed action illegal or contrary to policy? If the proposed action is illegal or contrary to the provisions of this Code, you should not carry out the act. If you believe that the Code has been violated by an employee, an officer or a director, you must promptly report the violation in accordance with the procedures set forth in Section 11.
- iii. Discuss the problem with your supervisor. It is your supervisor's duty to assist employees in complying with this Code. Feel free to discuss a situation that raises ethical issues with your supervisor if you have any questions. You will suffer no retaliation for seeking such guidance. If you are not comfortable raising an ethical issue or discussing a possible or actual violation with your supervisor, or you have done so and the supervisor has not responded to your problem, you must seek assistance elsewhere within the Company.
- iv. Additional resources. Your supervisor is available to speak with you about problematic situations. The General Counsel of the Company is also available to assist you in complying with those aspects of the Code that involve more complex issues, such as insider trading and conflicts of interest.

11. REPORTING PROCEDURES

All employees have a duty to report any violations of this Code, as well as violations of any laws, rules or regulations. The Company does not permit retaliation of any kind against employees for good faith reports of ethical violations.

If you believe that the Code has been violated by an employee, you must promptly report the violation to his or her direct supervisor or the Ethics Officer. If a report is made to a supervisor, the supervisor must in turn report the violation to the Ethics Officer. All violations by an officer or director of the Company must be reported directly to the Ethics Officer. Every employee also has a right to submit reports of questionable accounting or auditing practices to the Audit Committee.

Reports may be made in person, by telephone by calling (212) 206-8600, or by telephone by calling the Lighthouse hotline number for Cinedigm Corp. which is 844-990-0002, or in writing by sending a description of the violation and the names of the parties involved to the appropriate personnel mentioned in the preceding paragraph. Reports to the Ethics Officer may be sent to the following address: 45 West 36th street, 7th Floor New York, NY 10018. Reports to the Audit Committee may be sent to the following address: 45 West 36th street, 7th Floor New York, NY 10018.

12. DISCIPLINARY ACTION

The Company has implemented the following disciplinary policies to ensure that prompt and consistent actions are taken in response to Code violations:

i. Range of Penalties. All violations of this Code will be treated seriously, and will result in the prompt imposition of penalties which may include (1) an oral or written warning, (2) a reprimand, (3) suspension, (4) termination and/or (5) restitution.

ii. Disciplinary Process. The penalty for a particular violation will be decided on a case-by-case basis, and will depend on the nature and severity of the violation, as well as the employee's history of non-compliance and cooperation in the disciplinary process. Significant penalties will be imposed for violations resulting from intentional or reckless behavior. Penalties may also be imposed when an employee fails to report a violation due to the employee's indifference, deliberate ignorance or reckless conduct. Where there is credible evidence of a violation, the Ethics Officer will determine the appropriate sanction with the assistance of the Board.

iii. Consistent Enforcement. All employees will be treated equally with respect to the imposition of disciplinary measures. Pursuant to this policy, all levels of employees will be subject to the same disciplinary action for the commission of a similar offense.

13. EQUAL EMPLOYMENT OPPORTUNITY AND HARASSMENT

The Company promotes a cooperative and productive work environment by supporting the cultural and ethnic diversity of its workforce, and is committed to providing equal employment opportunity to all qualified employees and applicants. The company does not unlawfully discriminate on the basis of race, color, sex, sexual orientation, general identity or expression, religion, national origin, marital status, age, disability, veteran's status or

genetic information in any personal practice including recruitment, hiring, training, promotion and discipline.

Having a professional work environment also means that we will not tolerate any form of harassment. Harassment can be verbal, physical or visual behavior where the purpose of effect is to create an offensive, hostile or intimidating environment. Sexual harassment, in particular, can include sexual advances, requests for sexual favors, unwanted physical contact or repeated and unwelcome sexual suggestions. Other prohibited conduct includes: offensive racial, ethnic, religious, age-related or sexual jokes or insults; distributing or displaying offensive pictures or cartoons; and using voicemail, e-mail, or other electronic devising to transmit derogatory or discriminatory information. Harassment will not be tolerated at the Company.

14. PUBLIC COMPANY REPORTING

As a public company, it is of critical importance that the Company's filings with the Securities and Exchange Commission be accurate and timely. Depending on their position with the Company, an employee, officer or director may be called upon to provide necessary information to assure that the Company's public reports are timely, complete, fair and understandable. The Company expects employees, officers and directors to take this responsibility seriously and to provide prompt accurate answers to inquiries related to the Company's public disclosure requirements.

15. ANTI MONEY LAUNDERING

The Company and its employees must comply with a applicable laws and regulations to detect and deter money laundering activities and support and financing of terrorism, and that require the reporting of cash or suspicious transactions.

16. ANTITRUST LAWS

The Company may not agree (orally or otherwise) to act together with any competitor with regard to process, profit margins, terms or conditions of sale, number and types of product, production, distribution, territories, customers or suppliers employees must not exchange or discuss with a competitor prices, terms or conditions of sale or any other competitive information and must not engage in any other conduct which may unlawfully restrain competition or otherwise violate antitrust laws. The Company must not act together with its independent retailers in violation of antitrust laws including pricing, project margins and terms and conditions of sale. The consequences for failure to comply with these restrictions may involve criminal and civil liability for both the Company and the employee involved. Employees must consult the General Counsel of the Company regarding conduct which may give rise to antitrust concerns.

17. BUSINESS RECORDS AND RECORD RETENTION

We expect honesty and transparency in all Company dealings and business records in order to maintain the trust of our stockholders. Therefore all business records (including expense reports and time records) must be accurate and maintained in a manner that fairly accurately reflects the true nature of the Company's business transactions. No employee should create, maintain or distribute any document or Company record, whether for internal or external purposes, that contains any false or misleading information or that conceals or omits information necessary to make the document accurate. Records should always be retained, handled or destroyed according to the Company's record retention policy. In accordance with the policy, in the event of litigation or governmental investigation, please consult the Company's General Counsel.

18. BRIBES AND KICKBACKS

Employees must not offer, request or receive any kickback, bribe, disguised commission or similar payment or benefit from any vendor, supplier, contractor, landlord, developer, customer, competitor, other associate of the Company, or any other individual, from any corporation or any public or governmental official. Payments other than for a legitimate purchase of a product or the giving or receiving of a gift of other than a token or nominal value to or from suppliers or customers or their agents, employees or fiduciaries may constitute a "commercial bribe" which may also be a violation of the law. Commercial bribery is prohibited and no employee may engage in such bribery on behalf of the Company.

19. WHISTLEBLOWER POLICY

This Code requires directors, officers and employees to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As employees and representatives of the Company, we must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations.

i. Reporting Responsibility: It is the responsibility of all directors, officers and employees to comply with the Code, and to report violations or suspected violations in accordance with this Whistleblower Policy.

ii. No Retaliation: No director, officer or employee who, in good faith, reports a violation of the Code shall suffer harassment, retaliation or adverse employment consequences. An employee who retaliates against someone who has reported a violation in good faith is subject to discipline, up to and including termination of employment. This Whistleblower Policy is intended to encourage and enable employees and others to raise serious concerns within the Company prior to seeking resolution outside the Company.

iii. Reporting Violations: The Code addresses the Company's open door policy, and suggests that employees share their questions, concerns, suggestions or complaints with someone who can address them properly. In most cases, an employee's supervisor is in the best position to address an area of concern. However, if you are not comfortable speaking with your supervisor or you are not satisfied with your supervisor's response, you are encouraged to speak with someone in the Human Resources department or anyone in management whom you are comfortable in approaching. Supervisors and managers are required to report suspected violations of the Code of Conduct to the Company's Compliance Officer, who has specific and exclusive responsibility to investigate all reported violations. For suspected fraud, or when you are not satisfied or uncomfortable with following the Company's open door policy, individuals should contact the Company's Compliance Officer directly.

iv. Compliance Officer: The Company's Compliance Officer is responsible for investigating and resolving all reported complaints and allegations concerning violations of the Code, and, at his discretion, shall advise the Chief Executive Officer and/or the Chairman of the Audit Committee of the Board of Directors. The Compliance Officer has direct access to the Chairman of the Audit Committee, and is required to report to the Chairman of the Audit Committee at least annually on compliance activity. The Company's Compliance Officer is the General Counsel. If the General Counsel is unavailable, unresponsive or potentially involved with the subject matter of the complaint, you should contact the Chairman of the Audit Committee.

v. Accounting and Auditing Matters: The Audit Committee shall address all reported concerns or complaints regarding corporate accounting practices, internal controls or auditing. The Compliance Officer shall immediately notify the Chairman of the Audit Committee of any such complaints, and work with the Audit Committee until the matter is resolved.

vi. Acting in Good Faith: Anyone filing a complaint concerning a violation or suspected violation of the Code must be acting in good faith, and have reasonable grounds for believing the information disclosed indicates a violation of the Code. Any allegations that prove not to be substantiated, and which prove to have been made maliciously or knowingly to be false, will be viewed as a serious disciplinary offense.

vii. Confidentiality: Violations or suspected violations may be submitted on a confidential basis by the complainant, or may be submitted anonymously. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

viii. Handling of Reported Violations: The Compliance Officer will notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days. All reports will be promptly investigated, and appropriate corrective action will be taken if warranted by the investigation.