

## **MITEK SYSTEMS, INC.**

### **CORPORATE GOVERNANCE GUIDELINES**

**Adopted on July 26, 2022**

#### **Director Qualifications**

The Board of Directors of the Company shall have a majority of directors who meet the criteria for independence required by Nasdaq. Nominees for directorship will be recommended to the Board by the Nominating and Governance Committee in accordance with its charter.

#### **Director Responsibilities**

The basic responsibility of the directors is to exercise their business judgment to act in a manner that they reasonably believe is in the best interests of the Company and its stockholders and in a manner consistent with their fiduciary duties. In discharging that obligation, directors shall be entitled to rely on the honesty and integrity of the Company's senior executives and its outside advisors and auditors.

Information and data that are important to the Board's understanding of the business to be conducted at a Board meeting should generally be distributed in writing to the Board before the meeting. Directors should review in advance any materials sent to them before the meeting. A director should endeavor to attend all Board meetings and all meetings of Board committees on which he or she sits.

The non-management directors will periodically meet in regularly scheduled executive sessions.

#### **Board Committees**

The Board will have at all times an Audit Committee, a Compensation Committee and a Nominating and Governance Committee. All of the members of these committees will be independent directors, and each committee will have its own charter. The charters will set forth the purposes, goals and responsibilities of the committees as well as qualifications for committee membership, procedures for committee member appointment and removal, committee structure and operations and committee reporting to the Board. The charters will also provide that each committee will annually evaluate its performance and regularly review the adequacy of its charter. The Board will receive a report from each committee on these matters and review recommended changes. The Board may, from time to time, establish or maintain additional committees as necessary or appropriate.

#### **Director Access to Officers and Employees**

Directors have full and free access to officers and employees of the Company. Any meetings or contacts that a director wishes to initiate may be arranged through the CEO or

the Secretary or directly by the director. The directors will use their judgment to ensure that any such contact is not disruptive to the business operations of the Company and will, to the extent necessary and appropriate, inform the CEO of any communications between a director and an officer or employee of the Company.

The Board and each committee of the Board have the power to hire independent legal, financial or other advisors as they may deem necessary, without consulting or obtaining the approval of any officer of the Company in advance.

The Board welcomes regular attendance at each Board meeting of senior officers of the Company. If the CEO wishes to have additional Company personnel attend Board meetings on a regular basis, this suggestion should be brought to the Board for approval.

### **Director Compensation**

The form and amount of director compensation will be determined by the Compensation Committee in accordance with the policies and principles set forth in its charter. Changes in director compensation, if any, approved by the Compensation Committee will be reviewed and ratified by the full Board before becoming effective.

### **CEO Evaluation and Management Succession**

The Compensation Committee will conduct an annual review of the CEO's performance and compensation, as set forth in its charter. The Board will review the Compensation Committee's report in order to ensure that the CEO is providing the best leadership for the Company over the long and short term.

The Board will work with the Compensation Committee (with such input from the Nominating and Governance Committee as the Board deems desirable) to nominate and evaluate potential successors to the CEO and to ensure that a succession plan for the CEO and other key officers of the Company is in place. The CEO should at all times make available his or her recommendations and evaluations of potential successors, along with a review of any development plans recommended for such individuals.

### **Annual Performance Evaluation**

The Board, led by the Nomination and Governance Committee, will annually conduct a self-evaluation to determine whether the Board and its committees are functioning effectively. The full Board will discuss the evaluation to determine what action, if any, could improve Board and committee performance. The Board, with the assistance of the Nomination and Governance Committee, as appropriate, shall periodically review these Corporate Governance Guidelines to determine whether any changes are appropriate.

### **Annual Strategic Planning Session**

The Board and senior management of the Company will hold an annual strategic planning session to discuss major business objectives for the year and other significant strategic issues.

### **Code of Business Conduct and Ethics**

The Company will adopt and periodically review a Code of Business Conduct and Ethics that will address, among other things, actual and apparent conflicts of interest; full, fair, accurate, timely and understandable public disclosure; and compliance with applicable governmental laws, rules and regulations.

### **Term Limits**

The Board does not believe that it should establish term limits or a mandatory retirement age for its members. The Board believes that it is desirable to maintain a mix of longer-tenured, experienced directors that have developed increased knowledge of and valuable insight into the Company and its operations and newer directors with fresh perspectives.