

## CARDLYTICS, INC.

### WHISTLEBLOWER POLICY FOR ACCOUNTING AND AUDITING MATTERS

#### Statement of Policy

Cardlytics, Inc. (“*Cardlytics*”) is committed to complying with all laws and regulations that govern our business, including those that govern our accounting and auditing practices. We also encourage open discussion within the workplace of our business practices. We will not tolerate conduct that is in violation of laws and regulations. If a Cardlytics employee has a good faith complaint regarding a possible violation of law, regulation or policy (except for complaints under any of Cardlytics’s discrimination or harassment policies, which should be reported and handled in accordance with those policies), including with regard to accounting or auditing matters, we expect the employee to immediately report the complaint in accordance with this policy. Other third parties, such as consultants or vendors, also may report a good faith complaint regarding accounting or auditing matters in accordance with this policy.

The Audit Committee of our Board of Directors has established these procedures to facilitate the reporting of complaints regarding accounting or auditing matters. The procedures enable (i) the receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters and (ii) the confidential, anonymous submission of concerns regarding questionable accounting or auditing matters. This policy is a supplement to our Code of Business Conduct.

#### Scope of Accounting Matters Covered by Policy

This policy covers complaints relating to accounting matters, including the following:

- fraud, deliberate error or gross negligence or recklessness in the preparation, evaluation, review or audit of the financial statements of Cardlytics;
- fraud, deliberate error or gross negligence or recklessness in the recording and maintaining of financial records of Cardlytics;
- deficiencies in our internal accounting controls or noncompliance with them;
- misrepresentation or false statement to management, regulators, the outside auditors or others by a senior officer, accountant or other employee regarding a matter contained in the financial records, financial reports or audit reports of Cardlytics; or
- any other deviation from full and fair reporting of our results or financial condition.

#### Policy of Non-Retaliation

Cardlytics will not retaliate against any individual, and will not permit retaliation by any Cardlytics employee against any individual, for raising a good-faith concern regarding non-compliance with this policy. Also, Cardlytics will not retaliate against any individual, and will not permit retaliation by any Cardlytics employee against any individual, for participating in the

investigation of any such complaint. If any employee believes he or she has been subjected to any such retaliation, or the threat of it, they may file a complaint with our Chief Legal Officer. We will take appropriate corrective action if an employee has experienced retaliation in violation of this policy.

### **Chief Legal Officer**

Our Chief Legal Officer, Nick Lynton, is responsible for receiving, reviewing and then investigating (under the direction and oversight of the Audit Committee) complaints under this policy. If an employee has a complaint covered by this policy, they must report such matter to our Chief Legal Officer. If the suspected violation involves our Chief Legal Officer, the employee must report the suspected violation to our Chief Executive Officer or any member of the Audit Committee.

### **Anonymous Reporting of Complaints**

We have also established a procedure under which complaints regarding accounting matters may be reported anonymously. Employees may anonymously report these concerns by either (i) leaving an anonymous message via a toll free telephone call at (866) 269-1020, (ii) sending a message from an anonymous email address to CDLX@openboard.info, or (iii) delivering the complaint anonymously via regular mail to the Chief Legal Officer, Nick Lynton, at Cardlytics, Inc., 675 Ponce de Leon Avenue NE, Suite 6000, Atlanta, GA 30308.

Employees should make every effort to report their concerns either directly to the Chief Legal Officer (or any member of the Audit Committee, if appropriate) or anonymously using one or more of the methods specified above. The complaint procedure is specifically designed so that employees have a mechanism that allows the employee to bypass a supervisor he or she believes is engaged in prohibited conduct under this policy. Anonymous reports should be factual, instead of speculative or conclusory, and should contain as much specific information as possible to allow the Chief Legal Officer and other persons investigating the report to adequately assess the nature, extent and urgency of the allegations.

### **Policy for Receiving and Investigating Complaints**

Upon receipt of a complaint, the Chief Legal Officer will determine whether the information alleged in the complaint pertains to an accounting or audit matter. The Audit Committee will be notified promptly of all complaints that pertain to an accounting or audit matter and will determine the planned course of action. Complaints regarding matters other than accounting or audit will be investigated by the Chief Legal Officer or other appropriate person designated by the Chief Legal Officer.

Initially, the Audit Committee will determine if there is an adequate basis for an investigation. If so, the Chief Legal Officer will appoint one or more internal or external investigators to promptly and fully investigate the claim(s) under the direction and oversight of the Audit Committee. The Audit Committee may also appoint other persons to provide direction and oversight of the investigation. The Chief Legal Officer will also confidentially inform the reporting person (if their identity is known) that the complaint was received and whether an investigator has been assigned.

Confidentiality of the employee submitting the complaint will be maintained to the fullest extent possible consistent with the need to conduct an adequate investigation. However, Cardlytics may find it necessary to share information on a “need to know” basis in the course of any investigation.

If the investigation confirms that a violation has occurred, Cardlytics will promptly take appropriate corrective action with respect to the allegations and with respect to the employees who violate this policy (who may face discipline up to and including termination of their employment). Further, in appropriate circumstances, the matter may be referred to governmental authorities that may investigate and initiate civil or criminal proceedings.

### **Retention of Complaints**

The Chief Legal Officer will maintain a log of all complaints, tracking their receipt, investigation and resolution, and will prepare a periodic summary report for each member of the Audit Committee. Each member of the Audit Committee will have access to the log and the Chief Legal Officer may provide access to the log to other personnel involved in the investigation of complaints. Copies of the log and all documents obtained or created in connection with any investigation will be maintained in accordance with any established document retention policy.