

WHISTLEBLOWER PROTECTION

The Meet Group, Inc. (the “Company”) is committed to high standards of ethical, moral, and legal business conduct. In line with this commitment, and the Company’s commitment to open communication, this policy aims to provide a resource for employees to raise concerns and reassurance that they will be protected from retaliations or victimization for whistleblowing.

Sarbanes-Oxley is a federal law that protects any employee who provides information to the federal government or a work-supervisor or manager that the employee reasonably believes constitutes a violation of (1) any federal securities law or (2) any provision of federal law relating to fraud against shareholders. Sarbanes-Oxley also protects employees who file, cause to be filed, testify, participate in, or otherwise assist in a proceeding filed or about to be filed (with the knowledge of the company) alleging a Sarbanes-Oxley violation.

Accordingly, Sarbanes-Oxley protections apply in the following circumstances:

Violation of Federal Securities Law, including Federal Securities Fraud

The most pertinent securities regulations relate to the requirement that a company must disclose to its shareholders certain information about the company’s financial health such as accurate financial statements and any other information that an investor likely would take into consideration when making investment decisions. An employee who complains, or provides information, over the nondisclosure of such information is protected by Sarbanes-Oxley from discrimination; and the employee need not be certain that the nondisclosure of the information is illegal. Rather, the employee only needs to have a reasonable belief that the information was required to be disclosed and was not.

Fraud against Shareholders

Sarbanes-Oxley only requires that the violated federal law relate to fraud against shareholders. That is, an employee who reports fraudulent conduct not directed at the shareholders will still be protected if the activities complained of relate to fraud against shareholders. Under Sarbanes-Oxley the employee is required only to have a reasonable belief that the company’s wrongdoing will sufficiently impact shareholders; certainty is not a requirement.

Process for Reporting a Concern

The whistleblowing procedure is intended to be used for serious and sensitive issues and concerns. Such concerns, including those related to financial, unethical, or illegal conduct, may be reported directly to: Frederic Beckley, General Counsel, fred@themeetgroup.com, 215-862-7825, 100 Union Square Drive, New Hope, PA 18938.

How the Report of a Concern Will Be Handled

The action taken by the Company in response to a report of concern under this policy will be contingent upon the nature of the concern. The Board of Directors of the Company will receive information on each report of concern and follow-up information on actions taken.

A decision will be made as to whether an investigation of the allegation is appropriate and how the investigation should proceed. Some concerns may be resolved without the need for investigation.

The amount of communication between the person who reported the concern and the person(s) investigating the concern, will depend on the nature of the issue and the transparency of information provided. Additional information may be requested to the person reporting the concern if needed.

Protection Against Retaliation:

Sarbanes-Oxley provides that a covered employee may not be discharged, demoted, suspended, threatened, harassed, or otherwise discriminated against in the terms and conditions of his or her employment for reporting a concern in good faith.