



**WHISTLEBLOWER POLICY**  
**(Revised November 11, 2022)**

**I. Policy Description**

Lantronix, Inc. (the “Company”) requires its Board of Directors, officers, and employees (together “Representatives”) to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. Representatives of Lantronix must practice honesty and integrity in fulfilling responsibilities and complying with all applicable laws and regulations. Our standards of behavior are further outlined in our Code of Business Conduct and Ethics (“Code of Conduct”), a separate document which can be found on the Company website under the “Investor Relations” tab. The Company believes that honest behavior and exemplary conduct are a part of all Representatives working relationships.

Therefore, it is the policy of the Company to encourage Representatives, when they reasonably believe that questionable accounting or business conduct or practices, violations of the law or violations of the Code of Conduct (together “Reportable Matter”) have occurred or are occurring, to report those Reportable Matters to Company management (on an anonymous basis, if so desired). All reports will be taken seriously and promptly investigated. All information collected or reviewed during the course of the investigation will remain confidential, except as necessary to conduct the investigation and to take any remedial action, in accordance with applicable law.

**II. Reporting Options**

There are two reporting options available to raise a Reportable Matter.

1. The Representative may discuss what has been observed or seen with a senior executive (preferably not in the department you believe may be guilty of any alleged misconduct), or any member of the Board of Directors. That person will seek to address your concerns by beginning an informal or formal investigation.

2. To make a report, call the Whistleblower Hotline. The toll-free telephone number in the United States is (844) 598-0922. For international reporting, call +1 (949) 997-2965. Your identity will be protected to the maximum extent under the law. *You can report any Reportable Matter anonymously using the telephone number.* The only recipients of information from the Whistleblower Hotline are the Company’s in-house General Counsel and the Chairman of the Audit Committee of the Company’s Board of Directors, who will act as gatekeepers in handling investigations of Reportable Matter.

**III. Reporting Responsibility**

You should promptly report the relevant facts which led you to have reason to believe that you have become aware of a Reportable Matter.

**IV. Anti-Retaliation**

This Whistleblower Policy is intended to encourage and enable employees and others to raise serious concerns within the Company rather than seeking resolution outside the Company.



No one who, in good faith, reports a Reportable Matter shall suffer discrimination, retaliation or harassment, or adverse employment consequence for reporting a Reportable Matter. Any complaint that involves discrimination, retaliation or harassment related to the reporting or investigation of Reportable Matter, shall be promptly and reasonably investigated. If a complaint of discrimination, retaliation or harassment is substantiated, appropriate disciplinary action against the offending person or persons will be taken, up to and including discharge. At any time, if you believe that you have been subject to discrimination, retaliation, or harassment for having made a report under this Whistleblower Policy, you should immediately report those facts to the General Counsel as well.

## **V. Reporting and Investigation Procedures**

As previously described, the Company's General Counsel and the Chairman of the Audit Committee of the Company's Board of Directors are the only individuals within the Company receiving the information submitted regarding a Reportable Matter via the Lantronix Intranet Whistleblower Hotline, or calls to the Whistleblower Hotline telephone number. Once a complaint has been received, the General Counsel and the Chairman of the Audit Committee will confer to determine whether the Reportable Matter should be handled by Company management, the General Counsel, the Audit Committee or independent outside counsel.

## **VI. Investigations.**

All disclosures of a Reportable Matter under this Whistleblower Policy will be promptly investigated in a reasonable manner, and all information disclosed during the course of the investigation will remain confidential, except as necessary to conduct the investigation and to take any remedial action, in accordance with applicable law. All employees and supervisors have a duty to cooperate in the investigation of reports of Reportable Matter, or of discrimination, retaliation or harassment resulting from the reporting or investigation of such Reportable Matter.

If, at the conclusion of its investigation, the Company determines that a violation has occurred, the Company will take remedial action commensurate with the severity of the offense. The remedial action may include disciplinary action against the accused party or parties, up to and including termination. Reasonable and necessary steps will also be taken to prevent any further Reportable Matters. For any Reportable Matter, if the Company is able, it will normally advise the reporting person that the Reportable Matter has been addressed and disclose the specific resolution. However, due to confidentiality obligations, there may be times when the Company will not be able to provide the details regarding the corrective or disciplinary action that was taken.

## **VII. Accounting and Audit Committee Reporting**

In most situations, the Audit Committee of the Board of Directors acting through its Chairman, shall address all Reportable Matter regarding "Accounting Complaints." For purposes of this Policy, "Accounting Complaints" shall consist of complaints concerning or about accounting, internal controls, auditing matters or deceptive financial practices. Upon receipt of an Accounting Complaint reported using the Whistleblower Hotline telephone number, the Chairman of the Audit Committee shall be responsible for conducting and concluding all matters brought to the attention of the Whistleblower Hotline, or the conduct of all investigations brought to the attention of the Company concerning a Reportable Matter regarding Accounting Complaints.