



FRAUD POLICY

Statement of Policies and Procedures Governing Controls and Conduct of Investigations

I. Background

The corporate fraud policy (the “Policy”) is established to facilitate the development of controls which will aid in the detection and prevention of fraud against Acacia Research Corporation and its subsidiaries (together, the “Company”). It is the intent of Acacia Research Corporation to promote consistent organizational behavior by providing guidelines and assigning responsibility for the development of controls and conduct of investigations. This Policy was adopted by Acacia Research Corporation’s Board of Directors on February 1, 2019.

II. Scope of Policy

This Policy applies to any fraud, or suspected fraud, involving employees as well as stockholders, consultants, vendors, contractors, outside agencies doing business with employees of such agencies, and/or any other parties with a business relationship with the Company. Any investigative activity required will be conducted without regard to the suspected wrongdoer’s length of service, position/title, or relationship to the Company.

III. Policy

Management is responsible for the detection and prevention of fraud, misappropriations, and other inappropriate conduct. Fraud is defined as the intentional, false representation or concealment of a material fact for the purpose of inducing another to act upon it to his or her injury. Financial fraud typically falls into four broad categories:

- *Fraudulent financial reporting* — Most fraudulent financial reporting schemes involve earnings management, arising from improper revenue recognition, and overstatement of assets or understatement of liabilities.
- *Misappropriation of assets* — This category involves external and internal schemes, such as embezzlement, payroll fraud, and theft of company assets.
- *Expenditures and liabilities for improper purposes* — This category refers to commercial and public bribery, as well as other improper payment schemes.
- *Fraudulently obtained revenue and assets, and costs and expenses avoided* — This category refers to schemes where an entity commits a fraud against its employees or third parties, or when an entity improperly avoids an expense, such as tax fraud.

Each member of the management team will be familiar with the types of improprieties that might occur within his or her area of responsibility and be alert for any indication of irregularity. Any fraud that is detected or suspected must be reported immediately to the Office of the General Counsel, who coordinates all investigations with the Legal Department, Human Resources and other affected areas, both internal and external. Fraud may also be communicated using the “Whistleblower” Hotline as outlined in Acacia Research Corporation’s Code of Conduct.

IV. Actions Constituting Fraud

The terms defalcation, misappropriation, and other fiscal wrongdoings refer to, but are not limited to:

- Any dishonest or fraudulent act
- Falsified or intentionally inaccurate employee expense reports
- Forgery or alteration of any document or account belonging to the Company
- Forgery or alteration of a check, bank draft, or any other financial document
- Misappropriation of funds, securities, supplies, or other assets
- Impropriety in the handling or reporting of money or financial transactions
- Profiteering as a result of insider knowledge of company activities
- Disclosing confidential and proprietary information to outside parties
- Disclosing to other persons securities activities engaged in or contemplated by the company
- Accepting or seeking anything of material value from contractors, vendors or persons providing services/materials to the Company. Exception: Gifts less than \$50 in value.
- Destruction, removal or inappropriate use of records, furniture, fixtures, and equipment; and/or
- Any similar or related inappropriate conduct

V. Other Inappropriate Conduct

Suspected improprieties concerning an employee’s moral, ethical, or behavioral conduct, should be resolved by departmental management and Human Resources rather than the Office of the General Counsel. If there is any question as to whether an action constitutes fraud, contact the Office of the General Counsel or the Whistleblower Hotline, for guidance.

VI. Investigation Responsibilities

The Board of Directors through the Audit Committee and the Office of the General Counsel have the primary responsibility for the investigation of all suspected fraudulent acts as defined in the Policy. If the investigation substantiates that fraudulent activities have occurred, the Office of the General Counsel will issue reports to appropriate designated personnel and will inform the Board of Directors through the Audit Committee. Decisions to prosecute or refer the examination results to the appropriate law enforcement and/or regulatory agencies for independent investigation will be made in conjunction with legal counsel and senior management, as will final decisions on disposition of the case.

VII. Confidentiality

The Office of the General Counsel treats all information received confidentially. Any employee who suspects dishonest or fraudulent activity will notify the Office of the General Counsel or the Whistleblower Hotline immediately and should not attempt to personally conduct investigations or interviews/interrogations related to any suspected fraudulent act (see **REPORTING PROCEDURE** section below). Investigation results will not be disclosed or discussed with anyone other than those who have a legitimate need to know. This is important in order to avoid damaging the reputations of persons suspected but subsequently found innocent of wrongful conduct and to protect the Company from potential civil liability.

VIII. Authorization for Investigation Suspected Fraud

Members of the Investigation Unit will have:

- Free and unrestricted access to all Company records and premises, whether owned or rented; AND
- The authority to examine, copy, and/or remove all or any portion of the contents of files, desks, cabinets, and other storage facilities on the premises without prior knowledge or consent of any individual who may use or have custody of any such items or facilities when it is within the scope of their investigation.

IX. Reporting Procedures

Great care must be taken in the investigation of suspected improprieties or wrongdoings so as to avoid mistaken accusations or alerting suspected individuals that an investigation is under way. An employee who discovers or suspects fraudulent activity will *contact* the Office of the General Counsel or the Whistleblower Hotline, *immediately*. The employee or other complainant may remain anonymous. All inquiries concerning the activity under investigation from the suspected individual, his or her attorney or representative, or any other inquirer should be directed to the Investigations Unit or the Office of the General Counsel. No information concerning the status of an investigation will be given out. The proper response to any inquiries is: "I am not at liberty to discuss this matter." *Under no circumstances* should any reference be made to "the allegation," "the crime," "the fraud," "the forgery," "the misappropriation," or any other specific reference.

If it is determined that fraudulent activities have occurred, the fraudulent activity is required to be reported to Acacia Research Corporation's external auditors by management, when deemed necessary, in accordance with applicable governance guidelines.

The reporting individual should be informed of the following:

- Do not contact the suspected individual in an effort to determine facts or demand restitution.
- Do not discuss the case, facts, suspicions, or allegations with *anyone* unless specifically asked to do so by the Office of the General Counsel.

X. Termination

If an investigation results in a recommendation to terminate an individual, the recommendation will be reviewed for approval by the designated representatives from Human

Resources and the Office of the General Counsel and, if necessary, by outside counsel, before any such action is taken. The Office of the General Counsel does not have the authority to terminate an employee. The decision to terminate an employee is made by the employee's management. Should the Office of the General Counsel believe the management decision inappropriate for the facts presented, the facts will be presented to executive level management for a decision.

XI. Administration

The Board of Directors through the Audit Committee oversees and monitors this Policy. The Office of the General Counsel is responsible for the administration, revision, interpretation, and application of this Policy. The Policy will be reviewed annually and revised as needed.

XI. Acknowledgement

Employees, officers and directors will be asked annually to sign a statement, attached hereto as Exhibit A, affirming that they have read and understood this Policy and that they are in compliance with the Policy.

EXHIBIT A

CERTIFICATION

I hereby certify that:

- I have read and understand the Company's Fraud Policy. I understand that the Company's Office of the General Counsel is available to answer any questions I have regarding this Fraud Policy.
- Since the effective date of the Fraud Policy, or such shorter period of time that I have been a director, officer, employee or contractor of the Company, I have complied with the Fraud Policy.
- I will continue to comply with the Company's Fraud Policy for as long as I am a director, officer, employee or contractor of the Company.
- I understand that failure to comply with the Fraud Policy could subject me to disciplinary action or termination of the business or employment relationship with the Company.

Signature

Date

Printed Name (Please print legibly)