



RULES AND PROCEDURES FOR THE CONDUCT OF THE 2020 ANNUAL MEETING OF STOCKHOLDERS OF VIVINT SMART HOME, INC.

We welcome you to the 2020 Annual Meeting of Stockholders (the “**Annual Meeting**”) of Vivint Smart Home, Inc. (the “**Company**”). As described in our proxy statement for the Annual Meeting, the Annual Meeting will be a completely virtual meeting, which will be conducted via live webcast. It is our desire to conduct a fair and informative Annual Meeting. To that end, we kindly ask that you observe the following Rules of Conduct and Procedures.

1. The Company’s Bylaws describe the requirements for meetings of our stockholders. The Annual Meeting will be conducted in accordance with those requirements.
2. Stockholders wishing to attend, vote or ask questions during the Annual Meeting must follow these Rules of Conduct and Procedures.
3. The Chairman of the meeting will conduct the meeting, and he will preside and make determinations with respect to conduct of the meeting.
4. Because this is a meeting of our stockholders, only stockholders of record as of April 21, 2020, or their proxy holders, are permitted to vote or submit questions while participating in the Annual Meeting.
5. To vote or submit questions, please login as a stockholder by entering the 16-digit control number you received with your proxy materials. If you have voted your shares prior to the start of the Annual Meeting, your vote has been received by the Company’s inspector of elections and there is no need to vote those shares during the Annual Meeting, unless you wish to revoke or change your vote.
6. There are four management proposals that will be voted on at the Annual Meeting, and we will follow the Agenda as we conduct the Annual Meeting.
7. Only orderly proposals will be considered at the Annual Meeting. Under Section 2.03(A)(2) of the Company’s Bylaws, in order for a stockholder proposal to have been properly brought before the Annual Meeting, the proposal was required to be delivered no earlier than February 10, 2020 and no later than May 7, 2020. Since no such proposals were timely submitted with respect to this Annual Meeting, no such proposals will be considered.
8. If a stockholder has a question at the Annual Meeting, such questions may be submitted in the field provided in the web portal at or prior to the time the matters

before the Annual Meeting are presented for consideration or as otherwise requested by the Chairman during the meeting.

9. It will help us if questions are succinct and cover only one topic per questions. Questions from multiple stockholders on the same topic or that are otherwise related may be grouped, summarized and answered together.
10. The views and comments of all stockholders are welcome. However, the purposes of the meeting will be observed and the Chairman or the Secretary will stop discussions that are:
 - irrelevant to the business of the Company or the conduct of its operations;
 - related to pending or threatened litigation;
 - derogatory references that are not in good taste;
 - unduly prolonged;
 - substantially repetitious of statements made by other stockholders; or discussions related to personal grievances.
11. The Chairman has the duty and power inherent in his position to issue such rulings during the meeting as may reasonably be intended to facilitate the conduct of its business in an orderly fashion and enable the Chairman to ascertain the sense of the meeting on all matters coming before it for consideration and action
12. If there are any matters of individual concern to a stockholder and not of general concern to all stockholders, or if a question posed was not otherwise answered, such matters, or questions, may be raised separately after the Annual Meeting by contacting the Company's Investor Relations department at IR@vivint.com
13. Recording of the Annual Meeting is strictly prohibited.

Thank you for your cooperation and for joining the Company at the Annual Meeting.