

# **IRONSOURCE LTD. CODE OF ETHICS AND CONDUCT**

**Adopted June 13, 2021**

At ironSource Ltd. (the “**Company**,” “**we**” or “**our**”), we expect the highest standards of ethical business conduct from our officers, employees, and directors (each a “**Covered Party**” and, collectively, the “**Covered Parties**”). This Code of Ethics and Conduct (the “**Code**”) consists of principles and provisions we expect all Covered Parties to follow. In accordance with the requirements of the Securities and Exchange Commission (the “**SEC**”) and the New York Stock Exchange, the Board of Directors (the “**Board**”) of the Company has adopted this Code to encourage:

- Honest and ethical conduct, including fair dealing and the ethical handling of actual or apparent conflicts of interest;
- Respect for co-workers and our partners;
- Full, fair, accurate, timely and understandable disclosure;
- Compliance with applicable governmental laws, rules and regulations;
- Prompt internal reporting of any violations of law or the Code;
- Accountability for adherence to the Code, including a fair process by which to determine violations;
- Consistent enforcement of the Code, including clear and objective standards for compliance;
- Protection for persons reporting any such questionable behavior;
- Protection of the Company’s legitimate business interests, including its assets and corporate opportunities; and
- Confidentiality of information entrusted to directors, officers and employees by the Company and its customers.

All Covered Parties are expected to be familiar with the Code and to adhere to those principles and procedures set forth below. Covered Parties must conduct themselves accordingly, exhibiting the highest standard of business and professional integrity, and seek to avoid even the appearance of improper behavior.

## **I. Ethics in the Workplace**

We believe that an environment where people feel comfortable to express themselves is a productive and creative one. For this reason, employees must treat each other and any Company partner or customer with dignity and respect. We value our business relationships and work to ensure they are based on mutual trust and respect. When we say something about our products and services, we must be able to substantiate it. We sell the quality of what we do. Therefore, All Covered Parties are expected to act in good faith and with due care and diligence. We also expect our vendors, suppliers, distributors, partners, business associates, and third party representatives (“**Vendors**”) to uphold these standards of conduct and professional integrity and communicate them to their organization.

## **II. Conflicts of Interest**

Covered Parties are expected to have the Company's best interest in mind at all times while performing their duties. For this reason, Covered Parties should avoid actual or apparent conflicts of interest. A conflict of interest occurs when the personal interests of a Covered Party interfere, or appear to interfere, with the interests of the Company as a whole.

For example, a conflict of interest can arise when a Covered Party takes actions or has personal interests that may make it difficult to perform his or her Company duties objectively and effectively. A conflict of interest may also arise when a Covered Party, or a member of his or her immediate family, receives improper personal benefits as a result of his or her position at the Company.

Conflicts of interest can also occur indirectly. For example, a conflict of interest may arise when a Covered Party is also an executive officer, a major shareholder or has a material interest in a company or organization doing business with the Company.

Each Covered Party has an obligation to conduct the Company's business in an honest and ethical manner, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships. Any situation that involves, or may reasonably be expected to involve, a conflict of interest with the Company, should be disclosed promptly to the Company's General Counsel and the individual's direct manager.

This Code does not attempt to describe all possible conflicts of interest that could develop. Other common conflicts from which Covered Parties must refrain are set out below:

- Covered Parties may not engage in any conduct or activities that are inconsistent with the Company's best interests or that disrupt or impair the Company's relationship with any person or entity with which the Company has or proposes to enter into a business or contractual relationship.
- Covered Parties may not accept compensation, in any form, for services performed for the Company from any source other than the Company.
- No Covered Party may take up any management or other employment position with, or have any material interest in, any firm or company that is in direct or indirect competition with the Company.

Any transaction which creates, or is perceived to create, a conflict of interest must also be reviewed, and in certain circumstances approved, in accordance with the Israeli Companies Law, 5759-1999.

## **III. Disclosures**

The information in the Company's public communications, including in all reports and documents filed with or submitted to the SEC, must be full, fair, accurate, timely and understandable.

To ensure the Company meets this standard, all Covered Parties (to the extent they are involved in the Company's disclosure process) are required to maintain familiarity with the

disclosure requirements, processes and procedures applicable to the Company commensurate with their duties. Covered Parties are prohibited from knowingly misrepresenting, omitting or causing others to misrepresent or omit, material facts about the Company to others, including the Company's independent auditors, governmental regulators and self-regulatory organizations.

#### **IV. Compliance with Laws, Rules and Regulations**

We are committed to full compliance with the laws, rules and regulations of the countries in which the Company operates. It is the personal responsibility of each Covered Party to adhere to the standards and restrictions imposed by these laws, rules and regulations in the performance of his or her duties for the Company.

The Chief Executive Officer and Chief Financial Officer of the Company (together, the "**Senior Financial Officers**") are also required to promote compliance by all employees with the Code and to abide by Company standards, policies and procedures.

Covered Parties located outside of the United States must comply with laws, regulations, rules and regulatory orders of the United States, including the Foreign Corrupt Practices Act ("**FCPA**") and U.S. export control laws, in addition to applicable local laws. Covered Parties should consult with management or any member of the Company's legal department regarding questions.

#### **V. Anti-Corruption Compliance**

We prohibit bribes, kickbacks, or other improper or illegal payments of anything of value from being directly or indirectly offered, given, authorized, promised, solicited, or accepted in any way related to the Company, whether it involves public officials (including officers or employees of governments or state-owned entities) or private parties. We also prohibit facilitation payments, or small, unofficial payments to public officials to expedite routine, non-discretionary government decisions (even if permissible under local law).

We also prohibit the use gifts or entertainment as a quid pro quo, bribe, or to otherwise improperly influence, induce, or reward business decisions. Gifts and entertainment must have a legitimate business purpose; be reasonable and modest in value and frequency; and comply with local law. Cash gifts are prohibited. All expenditures for gifts, entertainment, and/or travel must be accurately reported and recorded in the Company's books and records, and be backed by appropriate supporting documentation. Please review our Anti Bribery and Anti-Corruption Policy for additional details.

#### **VI. Insider Trading**

Trading on inside information is a violation of federal securities law. Covered Parties in possession of material non-public information about the Company or companies with whom we do business (and other individuals residing in the same household or that are subject to the influence or control of the Covered Party or entities controlled by the Covered Party) must abstain from trading or advising others to trade in the respective company's securities from the time that they obtain such inside information until adequate public disclosure of the information. Material information is information of such importance that it can be expected to affect the judgment of

investors as to whether or not to buy, sell, or hold the securities in question. To use non-public information for personal financial benefit or to “tip” others, including family members, who might make an investment decision based on this information is not only unethical but also illegal. Covered Parties who trade stock based on insider information can be personally liable for damages totaling up to three times the profit made or loss avoided by the respective Covered Party. Please review our Insider Trading Policy for additional details.

## **VII. Reporting, Accountability and Enforcement**

The Company promotes ethical behavior at all times and encourages Covered Parties to talk to supervisors, managers and other appropriate personnel, including the General Counsel, when in doubt about the best course of action in a particular situation.

Covered Parties should promptly report suspected violations of laws, rules, regulations or the Code or any other unethical behavior by any director, officer, employee, or anyone purporting to be acting on the Company’s behalf to appropriate personnel, including the General Counsel. Reports may be made anonymously, to the extent permitted by applicable law. If requested, confidentiality will be maintained, subject to applicable law, regulations, and legal proceedings. Please refer to our Whistleblower Policy to report complaints about accounting, internal accounting controls, auditing matters or questionable financial practices.

All suspected violations will be treated seriously and will be investigated fully by the Company’s Legal Department or by an employee, outside counsel, advisor, expert, or third-party service provider designated by the Legal Department. Periodically, immediately upon completion of any investigation, and whenever else requested by the Audit Committee of the Company’s Board of Directors (the “Audit Committee”), the Legal Department shall submit a report to the Audit Committee (and any member of Company management that the Audit Committee directs to receive such report) that summarizes each suspected violation reported to the Legal Department within the last twelve months and shows specifically: (i) the complainant (unless anonymous (to the extent permitted by applicable law) in which case the report will so indicate), (ii) a description of the substance of the suspected violation, (iii) the status of the investigation, (iv) any conclusions reached by the investigator and (v) findings and recommendations. For alleged violations involving officers or directors or other violations that the Legal Department determines are particularly sensitive or have the potential to have a material impact on the Company or any of its employees, the Audit Committee shall be promptly notified of such alleged violations. The Audit Committee will determine the appropriate disciplinary action for violations involving officers or directors and may choose, in its discretion, to make disciplinary determinations for other violations. Otherwise, the CEO, CFO or another member of the Company’s management, in consultation with the General Counsel, shall determine the appropriate disciplinary action. Such disciplinary action includes, but is not limited to, reprimand, termination with cause, and possible civil and criminal prosecution.

To encourage employees to report any and all violations, the Company will not tolerate retaliation for reports made in good faith. Retaliation or retribution against any Covered Party for a report made in good faith of any suspected violation of laws, rules, regulations or this Code is cause for appropriate disciplinary action.

## **VIII. Corporate Opportunities**

All Covered Parties owe a duty to the Company to advance the legitimate interests of the Company when the opportunity to do so arises. Covered Parties are prohibited from directly or indirectly (a) taking personally for themselves opportunities that are discovered through the use of Company property, information or positions; (b) using Company property, information or positions for personal gain; or (c) competing with the Company for business opportunities; provided, however, if the Company's disinterested directors of the Board determine that the Company will not pursue an opportunity that relates to the Company's business, a Covered Party may do so, after notifying the disinterested directors of the Board of intended actions in order to avoid any appearance of conflict of interest.

## **IX. Confidentiality and Information Protection**

Information is a critical asset at the Company. In carrying out the Company's business, Covered Parties may learn confidential or proprietary information about the Company, its customers, distributors, suppliers or joint venture partners. Confidential or proprietary information includes all non-public information relating to the Company, or other companies, that would be harmful to the relevant company or useful or helpful to competitors if disclosed, including, but not limited to, financial results or prospects, potential acquisitions or investments, trade secrets, source code, object code, patents, copyrights, trademarks, business plans, engineering ideas, databases or customer lists.

Covered Parties must maintain the confidentiality of all information so entrusted to them, except when disclosure is authorized or legally mandated. Covered Parties must safeguard confidential information by keeping it secure, limiting access to those who have a need to know in order to do their job, and avoiding discussion of confidential information in public areas such as planes, elevators, and restaurants. This prohibition includes, but is not limited to, inquiries made by the press, analysts, investors or others. Covered Parties also may not use such information for personal gain. These confidentiality obligations continue even after employment with the Company ends.

## **X. Fair Dealing**

Each Covered Party should endeavor to deal fairly with the Company's customers, service providers, suppliers, competitors and employees. No Covered Party should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any unfair dealing practice. Inappropriate use of proprietary information, misusing trade secret information that was obtained without the owner's consent, or inducing such disclosures by past or present employees of other companies is also prohibited.

## **XI. Protection and Proper Use of Company Assets**

All Covered Parties should protect the Company's assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on the Company's profitability. All Company assets should be used only for legitimate business purposes.

## **XII. Waivers**

Before any activity occurs that would be prohibited by the Code, employees are strongly encouraged to obtain a written waiver from the Board.

Before any activity occurs that would be prohibited by the Code, a director or officer must obtain a written waiver from the disinterested directors of the Board. Such waiver must then be disclosed to the Company's shareholders, along with the reasons for granting the waiver.

## **XIII. Accuracy of Business Records**

All financial books, records and accounts must accurately reflect transactions and events, and conform both to U.S. generally accepted accounting principles and to the Company's system of internal controls. No entry may be made that intentionally hides or disguises the true nature of any transaction. Covered Parties should therefore attempt to be as clear, concise, truthful and accurate as possible when recording any information.

## **XIV. Corporate Loans or Guarantees**

U.S. federal law prohibits the Company to make loans and guarantees of obligations to directors, executive officers, and members of their immediate families.

## **XV. Personal Investments**

Covered Parties may not own, either directly or indirectly, a more than 5% interest in any business entity (public or private) that does or seeks to do business with or is in competition with the Company without providing advance notice to the Audit Committee of the Board.

## **XVI. Antitrust Laws and Competition**

The purpose of antitrust laws is to preserve fair and open competition and a free market economy, which are goals that the Company fully supports. Covered Parties must not directly or indirectly enter into any formal or informal agreement with competitors that fixes or controls prices, divides or allocates markets, limits the production or sale of products, boycotts certain suppliers or customers, eliminates competition or otherwise unreasonably restrains trade.

## **XVII. Money Laundering, Criminal Property and Terrorist Financing**

Money laundering is the process by which people attempt to disguise illegally gained proceeds to make the proceeds appear to come from legitimate sources or activities, or, conversely, finance illegal activities using funds routed through legitimate sources. Generally, money

laundering involves the following three stages, which can occur chronologically or simultaneously:

1. “Placement” – the introduction of unlawful proceeds into the financial system without attracting the attention of financial institutions or law enforcement.
2. “Layering” – the disbursement of funds around the financial system to create confusion and complicate the paper trail that would lead to the source of funds.
3. “Integration” – the incorporation of illicit funds into the economy as seemingly legitimate business earnings.

Terrorist financing is the process of raising, moving, or using funds, by any means, with the intention or knowledge that such funds will be used to support terrorist activity or fund terrorist organizations.

Covered Parties are required to comply with all applicable anti-money laundering and counter-terrorist financing laws and regulations and shall never knowingly engage in any transaction, investment, undertaking or activity in violation of such laws and regulations. Covered Parties should promptly report any knowledge or suspicion they have in this regard to their supervisor, a Company officer or the General Counsel.

#### **XVIII. Political Contributions**

Covered Parties may participate in the political process as individuals on their own time. However, Covered Parties must make every effort to ensure that they do not create the impression that they speak or act on behalf of the Company with respect to political matters. Company contributions to any political candidate or party or to any other organization that might use the contributions for a political candidate or party are prohibited. A Covered Party may not receive any reimbursement from corporate funds for a personal political contribution.

#### **XIX. Discrimination and Harassment**

The Company is an equal opportunity employer and will not tolerate illegal discrimination or harassment of any kind. All employment decisions are made without regard for an applicant’s or employee’s race, sex, religion, and other legally protected characteristics. The Company maintains robust equal employment opportunity and related policies and procedures that all employees, regardless of their position within the organization, are required to follow. Covered Parties are encouraged to report any concerns of discrimination, harassment, or other violation of the Company’s policies.

#### **XX. Personal Conduct and Social Media**

Covered Parties should take care when presenting themselves in public settings, as well as online and in web-based forums or networking sites. Each Covered Party is encouraged to conduct himself or herself in a responsible, respectful, and honest manner at all times. Please refer to our Social Media Policy for additional details.

## **XXI. No Rights Created**

This Code is a statement of certain fundamental principles, policies and procedures that govern the Company's Covered Parties in the conduct of the Company's business. It is not intended to and does not create any rights in any employee, customer, client, visitor, supplier, competitor, shareholder or any other person or entity. It is the Company's belief that the policy is robust and covers most conceivable situations.