

## **Code of Conduct INTRODUCTION**

Wix.com Ltd. and its subsidiaries (the “**Company**” or “**Wix**”) are committed to promoting integrity, honesty and professionalism and maintaining the highest standards of ethical conduct in all of the Company’s activities. The Company’s success depends on its reputation for integrity and fairness. Therefore, it is essential that the highest standards of conduct and professional integrity be observed in all contacts made by the Company’s directors employees and full time contractors or service providers including officers (each, a “**Covered Person**” or “employees”), with users, shareholders, suppliers, governmental officials, fellow employees and members of the general public. In this regard, the Company has established this written set of policies dealing with the rules and policies of conduct to be used in conducting the business affairs of the Company (this “**Code**”).

No code or policy can anticipate every situation that the Company’s directors and employees may encounter. Accordingly, this Code highlights areas of ethical risk, provides guidance in recognizing and dealing with ethical issues, and establishes mechanisms to report unethical conduct.

Each Covered Person is responsible for adhering to the standards in this Code; when in doubt, all Covered Persons are encouraged to seek guidance and express any concerns they may have regarding this Code. Questions regarding these rules and policies should be directed, and concerns or possible violations of these rules and policies should be promptly reported, to the Company’s General Counsel at Naamak@wix.com and/or the Chief Financial Officer at liors@wix.com, or by contacting the anonymous helpline online at <https://secure.ethicspoint.eu/domain/media/en/gui/107215/index.html> or by calling 1-809- 31-7148 (or such number indicated on the online webpage).

All Covered Persons will be provided with a copy of this Code upon beginning service at Wix. The Company will provide training and education about the Code and our other important policies and guidelines. A copy of this Code is also available to all Covered Persons by requesting one from the human resources department or by accessing the Company’s website at investors.wix.com and Covered Persons will acknowledge that they are subject to the Code when joining the Company, and will receive a copy of the Code once annually.

### **Status of the Code, Modification and Waiver**

This Code does not replace any employment contract to which an employee is party and does not in any way constitute a guarantee of continued employment with the Company. The Code shall not supersede the individual employment agreements and other agreements between the Company and its Covered Persons. In addition, certain matters covered by the Code are also regulated by applicable law. The provisions of the Code are in addition to any applicable law and subject to any such law. Covered Persons are encouraged to approach the Company’s General Counsel or CFO with any questions they may have regarding the respective applications of the Code and the applicable laws, rules and regulations.

The Company reserves the right to amend, modify, waive or terminate any or all of the provisions of the Code at any time for any reason. The Company will report any changes to this Code to the extent required by the rules of the Securities and Exchange Commission (the “SEC”) and the Nasdaq Global Market (the “Nasdaq”).

Any waiver of any provision of this Code made to any director or officer of the Company must be granted by the Board of Directors. The Company will publicly disclose any waivers of, or amendments to, this Code made to any officer or director of the Company (including a Named Officer as defined below) as required by the provisions of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and the rules thereunder, and any applicable rules of the Nasdaq.

## **CORE COMPANY RULES AND PRINCIPLES**

### **Compliance with Applicable Governmental Laws, Rules and Regulations**

The Company and its Covered Persons shall comply with both the letter and the spirit of all laws, rules and regulations applicable in any jurisdiction where the Company conducts business, including, without limitation, insider trading laws, antitrust laws and other fair competition laws. Please be sure to review the sections regarding “Fair Dealing”, “Inside Information,” and “Antitrust Matters” in this Code. Individuals who have questions about whether particular circumstances may involve illegal conduct, or about specific laws that may apply to their activities, should consult their immediate manager or the General Counsel or CFO.

### **Fair Dealing**

Each Covered Persons should endeavor to deal fairly with users, creditors, shareholders, suppliers, competitors, government officials and employees of the Company. No Covered Persons should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing practice.

### **Conflicts of Interest**

#### **Employees**

Conflicts arise in numerous situations, and it is not possible to categorize every potential conflict. Again, each employee is responsible for evaluating these situations and conferring with his or her manager, the Company’s Human Resources department (“HR”) or the General Counsel or CFO. In connection with the Code, we have also adopted the following conflicts policies relating to business or financial interests of employees (for the following purposes, “employee” does not include non-employee directors of the Company):

- Employees must disclose any financial interest they may have in a transaction between the Company and a third party, and that interest must be approved by the General Counsel or CFO prior to the transaction or, in the case of an officer, by the Audit Committee. If the financial interest relates solely to the fact

that a spouse or other relative works at the third party, then for employees other than officers, no prior approval will be required unless the employee deals with the supplier or customer, or the spouse or significant other or other relative deals with the Company or any subsidiary of the Company. Nevertheless, the employee must still disclose to his or her manager the potential interest in any proposed transaction of which he or she has knowledge.

- No employee may directly or indirectly exploit for personal gain any opportunities that are discovered through the use of corporate property, information, or position unless the opportunity is fully disclosed in writing to the Board of Directors and the Board of Directors declines to pursue the opportunity.
- No employee may perform services as a director, employee, agent, or contractor for any competitor of the Company.
- No employee may perform any services as a director, employee, agent, or contractor for any customer, supplier, or any other entity that has a business relationship with the Company, without the prior approval of the General Counsel or CFO, or, in the case of any officer of the Company, the prior approval of the Audit Committee.

**The foregoing list of conflicts is not exclusive, and other situations or circumstances that are not listed could give rise to conflicts. It is the responsibility of each employee to identify potential conflicts and consult with his or her manager, an HR representative, the General Counsel or CFO, or other appropriate personnel concerning conflicts.**

### **Corporate Opportunities**

Without derogating from the liabilities of office holders pursuant to the Israeli Companies Law 5759-1999, as indicated under “Conflicts of Interest” above, Covered Persons are prohibited from taking (or directing to a third party) a business opportunity that is discovered by them through the use of Company property or information or presented to them in their capacity as a Covered Person. In addition, Covered Persons are prohibited from using corporate property, information or their position for personal gain, and from competing with the Company. Covered Persons owe a duty to the Company to advance the Company’s legitimate interests when the opportunity to do so arises.

### **Political Activities**

Each Covered Persons is free to engage in personal volunteer political activity and contribute personal resources to candidates and parties in any manner consistent with applicable laws. While you are encouraged to participate in your community and the political process, you may not create the impression that you are speaking or acting for or on behalf of the Company. Business contributions to political campaigns are strictly regulated by federal, state, provincial and local law in Israel, the U.S., Canada and other jurisdictions.

Accordingly, Covered Persons may not, without the approval of the General Counsel or CFO, use any of the Company’s funds for political contributions of any kind to any political candidate or holder of any national, state, provincial or local government office.

### **Inside Information**

Covered Persons may not purchase or otherwise trade in securities of the Company or any other corporation, directly or indirectly, while in possession of “material” nonpublic information about the Company or such other corporation. Material nonpublic information is any information which could reasonably be expected to affect the price of shares or that a reasonable investor would find relevant in the total mix of information. If a Covered Person is considering buying or selling shares based on nonpublic information he or she possesses through his or her work at the Company, he or she should assume that such nonpublic information is material.

If family or friends of a Covered Person ask for advice about buying or selling the Company’s shares, such Covered Person should not provide any advice. U.S. Federal law and Company policy prohibits any Covered Person from “tipping” others (e.g., family or friends) regarding material, nonpublic information that such Covered Person learns about the Company or other publicly-traded company in the course of employment or service.

Beyond disciplinary action, a violation of this policy may lead to civil and criminal penalties against the Covered Person. The same penalties apply to “tipping,” regardless of whether the Covered Person derives any benefit from the trade.

For additional information, Covered Persons should refer to the Company’s Insider Trading Policy, a copy of which may be obtained from the Company’s General Counsel or CFO. Covered Persons who have any questions about specific securities transactions should obtain additional guidance in advance of the transaction from the Company’s General Counsel or CFO.

### **Antitrust Matters**

Antitrust laws are intended to protect and promote free and fair competition. Israeli and U.S. antitrust laws may apply to the Company, as well as similar laws in any other jurisdiction in which the Company does business. Therefore, Covered Persons should not exchange information with competitors regarding prices or market share and should refrain from exchanging other information that could be construed as a violation of antitrust laws.

The following agreements and arrangements are among those that may constitute violations of applicable laws and must not be engaged in under any circumstances:

- agreements with competitors to fix prices or any other terms and conditions of sale;
- agreements with competitors to boycott specified suppliers or users;
- agreements with competitors to allocate products, territories or markets, or to limit the production or sale of products or product lines;
- agreements with resellers to fix resale prices; and
- any behavior that can be construed as an attempt to monopolize.

A violation of antitrust laws is a serious offense. In Israel and in the United States, it is not uncommon for individuals to be criminally prosecuted and the practice of prosecuting individuals is also developing elsewhere. Covered Persons should report to the Company’s General Counsel or CFO any instance in which such discussions are initiated by representatives of other companies.

### **Compliance with Anti-Corruption Laws & Gifts and Entertainment**

The giving and receiving of gifts can be a common and valid business practice. Appropriate business gifts and entertainment are welcome courtesies designed to build relationships and understanding among business partners. Gifts and entertainment, however, should never compromise, or appear to compromise, any person's ability to make objective and fair business decisions, or the ability of others to make their own objective and fair business decisions. In addition, it is important to note that the giving and receiving of gifts are subject to a variety of laws, rules and regulations applicable to the Company's operations. These include, without limitation, laws covering the marketing of products, bribery, and kickbacks. Each Covered Person is expected to understand and to comply with all laws, rules and regulations that apply to his or her job position, as well as the Company's Anti-Corruption Compliance Policy.

The United States Foreign Corrupt Practices Act ("FCPA") prohibits giving anything of value to officials or political parties of foreign governments in order to obtain or retain business or to gain any improper advantage, and applies to the Company by virtue of the issuance of the Company's shares in the United States.

Furthermore, the laws of many jurisdictions limit, and often prohibit, giving gifts (even token gifts or Company-identified items) and other things of value to government officials (e.g., meals, travel and accommodations, entertainment, charitable donations made at the direction of a government official), their staffs and the families of both. For the purposes of this Code and the Anti-Corruption Compliance Policy, a gift is considered of nominal value if its retail value is less than \$100 or its equivalent. Even if the gift is less than nominal value, Covered Persons should only accept it if it is consistent with common business practice. Any offer to a Covered Person of a gift or other business courtesy that exceeds nominal value, or that seems inconsistent with common business practices, should be immediately reported to the General Counsel or CFO. The UK Bribery Act 2010 ("UK Bribery Act"), also prohibits improper transactions between private companies and individuals, even non-government officials. The UK Bribery Act prohibits these transactions wherever they occur. Under the UK Bribery Act, companies are liable for acts of bribery committed by their foreign or domestic agents and associated third parties.

The Company's policies and procedures regarding compliance with Anti-Corruption Laws are memorialized in our Anti-Corruption Compliance Policy. Covered Persons have a continuing and independent obligation to ensure compliance with Anti-Corruption Laws and the Anti-Corruption Compliance Policy. For more information, please see our Anti-Corruption Compliance Policy at <https://investors.wix.com/governance> and for reporting violations contact our General Counsel or CFO or our anonymous helpline, either online at <https://secure.ethicspoint.eu/domain/media/en/gui/107215/index.html> or by calling 1-809-31-7148 (or the number indicated on the online webpage).

### **Confidential Information**

Without derogating from any other agreement or legal obligation such as non-disclosure agreements signed with the Company, every Covered Person is obligated to protect the Company's confidential information, as well as that of users, suppliers, shareholders, fellow employees and third parties who disclosed information to the Company in confidence.

Information on the Company's activities, strategies, sensitive or personal information about Company employees such as salary, and business data is proprietary. Such confidential information includes all nonpublic information that might be of use to the Company's competitors, or harmful to the Company or the Company's customers or vendors, if disclosed. The Company believes that its confidential proprietary information and data are important corporate assets in the operation of its business and prohibits the use or disclosure of this information, except when disclosure is authorized or legally mandated. All Covered Persons must be careful not to disclose such information to unauthorized persons, either inside or outside the Company, and must exercise care to protect the confidentiality of such information received from any other party. To protect this information, it is Company policy that:

- Confidential information of the Company should be disclosed within the Company only on a need-to-know basis.
- Confidential information of the Company (paper or electronic) should be marked "confidential" and be handled in accordance with such additional instructions as designated by the Company.
- Confidential information of the Company or of other parties should be held in secure locations accessible only to personnel on a need-to-know basis.
- Confidential information of the Company should be disclosed outside the Company only when required by law or when necessary to further the Company's business activities.

Covered Persons should not accept information offered by a third party that is represented as confidential, or which appears from the context or circumstances to be confidential, unless an appropriate nondisclosure agreement has been signed with the party offering the information.

### **Use and Protection of Company Assets**

Company assets are to be used only for the legitimate business purposes of the Company and only by authorized Covered Persons or their designees. This includes both tangible and intangible assets.

Some examples of tangible assets include equipment such as computers, supplies, vehicles, telephones, copy machines and furniture. Some examples of intangible assets include intellectual property such as know-how, pending patent information, trade secrets or other confidential or proprietary information (whether in printed or electronic form). Wix's name and any name, trademark, service mark, logo or trade name associated with it or any of its products are valuable assets of the Company and may not be used by Covered Persons for any purpose except in connection with the furtherance of Company business.

Covered Persons are responsible for ensuring that appropriate measures are taken to assure that Company assets are properly protected. In addition, Covered Persons should take appropriate measures to ensure the efficient use of Company assets, since theft, carelessness and waste may have a direct impact on the Company's profitability.

### **Removal of Equipment from Company Premises**

To protect the Company's physical assets, management approval is required for the removal of any equipment that is not designated as portable and for the employee's use (i.e., a laptop computer) from the Company premises in order to enable use of the equipment by all of the Company's employees.

### **Government Investigations**

It is Company policy to fully cooperate with any appropriate government investigation. If a Covered Person learns about a possible government investigation or inquiry, he or she shall inform the Company's General Counsel or CFO immediately.

The Company prohibits any Covered Person from altering, destroying, mutilating or concealing a record, document, or other object, or attempting to do so, with the intent to impair the object's integrity or availability for use in an official proceeding. Furthermore, the Company prohibits any Covered Person from otherwise obstructing, influencing or impeding any official proceeding or any attempts to do so.

### **Full and Accurate Reporting**

As a public company, it is of critical importance that the Company's filings and submissions with the SEC and all other public disclosures or communications with shareholders or the wider public be accurate and timely. Depending on his or her position with the Company, any Covered Person may be called upon to provide necessary information to assure that the Company's public reports and documents filed with the SEC and in other public communications by the Company are full, fair, accurate, timely and understandable. The Company expects its Covered Persons to provide prompt, accurate answers to inquiries related to the Company's public disclosure requirements.

All Covered Persons of the Company must, and must assist and enable the Company to comply with the system of disclosure controls and procedures devised, implemented and maintained by the Company to provide reasonable assurances that information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act is properly authorized, executed, recorded, processed, summarized and reported.

Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act, is accumulated and communicated to the Company's management, including the Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

It is the Company's policy to provide accurate and consistent communication with the public. Only designated authorized spokespersons are authorized to release information to the public. If an employee is contacted by the media about a matter regarding the Company, the employee must refer the media contact to the Company's Chief Financial Officer, Vice President, PR and Communications, or Director of Investor Relations.

### **Record Management**

Corporate integrity is at the foundation of this Code. All employees are expected to record and report information accurately and honestly, whether that information is submitted to the Company or to organizations or individuals outside the Company.

The Company shall develop, administer and coordinate a record management program, and issue retention guidelines for specific types of documents. Records should be maintained to comply with applicable statutory, regulatory or contractual requirements, as well as pursuant to prudent business practices. The Company prohibits any Covered Person from:

- altering, destroying, mutilating, concealing, covering up, falsifying or making a false entry in any record, document, or tangible object with the intent to impede, obstruct, or influence an investigation by appropriate governmental authority or bankruptcy proceeding, or in relation to or contemplation of any such matter, or with the intent to impair the object's integrity or availability for use in an official proceeding, otherwise obstructing, influencing or impeding any official proceeding or any attempts to do so; and
- assisting or encouraging any other person, such as the independent accountant, in destroying corporate audit records, such as workpapers, documents that form the basis of an audit or review, memoranda, correspondence, communications, other documents, and records (including electronic records) which are created, sent or received in connection with an audit or review and contain conclusions, opinions, analyses, or financial data relating to such audit or review.

In connection with these policies, please consult the Company's General Counsel or CFO in the event of litigation or any investigation or proceeding or for specific information on the Company's document retention policy.

### **Recording Transactions**

The Company seeks to maintain a high standard of accuracy and completeness in its financial records.

These records serve as the basis for managing the Company's business, for measuring and fulfilling its obligations to employees, customers, suppliers and others, and for compliance with tax and financial reporting requirements. These records are available for inspection by management and auditors.

In the preparation and maintenance of records and to ensure the effectiveness of the Company's internal controls over financial reporting, all Covered Persons must, to the extent applicable to the function of such Covered Person at the Company:

- make and keep books, invoices, records and accounts that accurately and fairly reflect the financial transactions of the Company;
- maintain accurate records of transactions, time reports, expense accounts and other financial records;
- comply with generally accepted accounting practices and principles;
- promptly and accurately record and properly document all accounting entries;
- comply with the system of internal controls over financial reporting devised, implemented and maintained by the Company to provide reasonable assurances that financial transactions are properly authorized, executed, recorded, processed, summarized and reported;
- report to the Company's Audit Committee any significant deficiencies or material weaknesses, including corrective actions, in the design or operation of the Company's internal controls over financial reporting, which could adversely affect the Company's ability to record, process, summarize and report financial data;



- report to the Company’s Audit Committee any concerns regarding questionable accounting or auditing matters; and
- report to the Company’s Audit Committee any fraud involving management or other employees of the Company who have a significant role in the Company’s internal controls over financial reporting.

Covered Persons may not:

- intentionally distort or disguise the true nature of any transaction in recording and documenting accounting entries;
- knowingly make a representation, either in a document or in oral communication, that is not fully accurate; or
- establish any undisclosed or unrecorded funds or assets for any purpose.

Covered Persons are encouraged to submit any concerns or complaints regarding accounting, internal accounting controls or auditing matters to the Company’s Chief Financial Officer, who will treat such submissions confidentially. Such submissions may be made anonymously and will then be directed to the attention of the Audit Committee of the Board of Directors for review and investigation. Covered Persons may also submit concerns or complaints by contacting our anonymous helpline, either online at <https://secure.ethicspoint.eu/domain/media/en/gui/107215/index.html> or by calling 1-809-31-7148 (or such number indicated on the hotline webpage).

### **Competitive Information**

Collecting information on competitors from legitimate sources to evaluate the relative merits of their products, services and marketing methods is proper and often necessary. However, the ways information should be acquired are limited. Covered Persons are prohibited from using improper means, such as theft, illegal entry or electronic eavesdropping in the gathering of competitive information. Covered Persons are also prohibited from seeking confidential information from a new employee who recently worked for a competitor, or misrepresenting their identity in the hopes of obtaining confidential information from a competitor. Any form of questionable intelligence gathering is strictly against Company policy.

### **Computer Software, Email and Internet**

#### **Computer Software**

The Company’s policy is to respect the copyrights that protect computer software and to strictly adhere to all relevant laws and regulations regarding the use and copying of computer software. Therefore, the unauthorized duplication of software, whether or not owned by the Company, is prohibited, even if such duplication is for business purposes, is of limited duration or is otherwise accepted local practice. For the avoidance of doubt, the foregoing does not apply to computer viruses and other malware that are the subject of the Company’s protective efforts with respect to its users.

#### **Email and Internet**

All electronic media and communication systems, including the Company’s electronic mail (email) system, intranet, Internet access and voicemail are Company assets and are to be used for appropriate purposes only. All Covered Persons should use the same care, caution and etiquette in sending email messages as in all other written or oral business communications. The Company will not tolerate discriminatory, offensive, defamatory, pornographic and

other illegal or inappropriate messages or materials sent by email or accessed through the Internet aside from what may be occasionally required by certain employees to perform ordinary Company duties and responsibilities.

Since the email system and Internet connection are Company resources, the Company reserves the right at any time to monitor and inspect without notice, all electronic communications on devices owned by the Company or devices on the Company's network, premises or used in the business of the Company.

### **Internal Communication**

The Company's internal communication systems (like slack and hangout) are meant to facilitate respectful and productive work-related communication. When you use such systems, do it only for work purposes and always be fair, respectful and courteous to your fellow employees and colleagues.

The Company's internal communication systems cannot be used as a tool for expressing malicious, obscene, violent, racist, threatening or intimidating views or statements that disparage other employees or that might constitute harassment or bullying. Examples of such conduct might include offensive posts meant to intentionally offend or intimidate other employees, on a personal level, or as a specific intended group/team, or posts that could contribute to the creation of a hostile work environment on the basis of political views, race, sex, disability, religion, citizenship or any other status protected by law or Company policies."

### **Delegation of Authority**

Only employees who are specifically authorized by the Company may commit the Company to others. A "commitment" by the Company includes the execution of any written agreement or any other undertaking that obligates or binds the Company in any respect, whether or not it involves the payment of money. Employees should never execute a document or otherwise commit the Company unless they have clear authority to do so. Employees should check with their direct manager to determine what authority has been delegated to them.

### **Workplace Culture**

We believe in respecting the dignity of each employee and expect each employee to show respect for all Company employees, managers, customers and vendors. Respectful, professional conduct furthers our mission, promotes productivity, minimizes disputes, and enhances our reputation. Accordingly, we're committed to creating a work environment that promotes equal opportunity and is free of unlawful discrimination, including harassment based on any legally protected status. Any form of discrimination or harassment violating Company policy will not be tolerated whatsoever, and we will not allow retaliation against anyone who reports a violation of these policies in good faith.

Wix seeks to have a workplace that is free of illegal drugs and improperly used controlled substances. Illegal drug use and prescription drug and alcohol misuse in the workplace result in lower productivity, increase the risk of injuries, present a threat to all employees and will not be tolerated. For more information regarding our values and workplace culture, please see our Workplace Culture guidelines.

### **Environment, Safety and Health**

The Company is committed to conducting its business in compliance with all applicable environmental and workplace laws, regulations and permits in a manner that has the highest regard for the safety and well-being of its employees, customers and the general public. Therefore, the Company expects all employees to strictly follow the letter and the spirit of all applicable laws and regulations relating to workplace health and safety.

If an employee's work involves compliance with any safety and health laws, it is the responsibility of the employee to familiarize himself or herself with the relevant laws and regulations, including record keeping. Employees with questions regarding the requirements that apply to their work area should contact the Human Resources office.

All employees must immediately report any potential or suspected threat to human health to the Human Resources office. Such reports must be made as soon as possible and, in all cases, not later than 24 hours after the occurrence. Applicable laws and regulations regarding reporting requirements must be complied with within the mandated time frames.

### **Frauds and Thefts**

It is Company policy to ensure that incidents of fraud and theft relating to the Company are promptly investigated, reported and, where appropriate, prosecuted. Any suspected incident should be immediately reported to the General Counsel or CFO, who will review the incident and advise regarding prosecution, if appropriate. No one may sign a criminal complaint on behalf of the Company without prior written approval of the General Counsel or CFO. Covered Persons may also submit concerns or complaints of fraud or theft incidents by contacting our anonymous helpline online at <https://secure.ethicspoint.eu/domain/media/en/gui/107215/index.html> or by calling 1-809-31-7148 (or such number indicated on the hotline webpage).

### **Export, Customs and Trade Controls**

It is the Company's policy to fully comply with all applicable export, customs and trade control laws and regulations, licensing requirements, relevant non-U.S. laws and international sanctions. Any investigation or inquiry by a governmental organization regarding alleged trade control violations or irregularities should be immediately reported to the General Counsel or CFO prior to taking any action. The General Counsel or CFO is available to answer any questions regarding customers, export licensing and trade controls and should be consulted as the need arises.

### **Litigation and Claims**

The Company, like all other businesses, is from time to time involved in disputes that may result in claims or litigation. If you ever receive a legal document related to the Company, such as a summons, complaint, subpoena or discovery request, whether from a governmental agency or otherwise, you must immediately contact the General Counsel or CFO to ensure an appropriate and timely response. Do not respond to any request, answer any questions or produce any documents without first discussing with the General Counsel or CFO. Also, it is not appropriate to attempt to list legal matters or pending litigation in vendor or supplier qualification forms, requests for proposals or quotes, or in any questionnaires. Under no circumstance should you threaten or initiate legal action on behalf of the Company.

## **CODE OF ETHICS FOR THE CHIEF EXECUTIVE OFFICER, CHIEF OPERATING OFFICER, AND SENIOR FINANCIAL OFFICERS**

The following section applies specifically to our Chief Executive Officer and all senior financial officers, including the Chief Financial Officer, the Chief Accounting Officer and persons performing similar functions (the “Senior Financial Officers” and together with the Chief Executive Officer, the “Named Officers”). This special Code of Ethics has been adopted to comply with Section 406 of the Sarbanes-Oxley Act of 2002. While this Code of Ethics is specifically addressed to the Named Officers, it sets forth broad principles that run throughout the Corporate Code of Conduct and that we expect all our executive officers and financial employees and indeed all our directors and employees to follow. The signing of the Certificate of Compliance attached to the Corporate Code of Ethics shall be understood to include compliance with this Code of Ethics.

Named Officers shall:

1. Engage in and promote honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships.
2. Avoid conflicts of interest and disclose to the General Counsel (or, in his or her absence, the Chair of the Audit Committee) any material transaction or relationship that reasonably could be expected to give rise to such a conflict.
3. Take all reasonable measures to protect the confidentiality of non-public information about the Company and its users obtained or created in connection with your activities and prevent the unauthorized disclosure of such information unless required by applicable law or regulation or legal or regulatory process; and
4. Take all reasonable measures to achieve responsible use of and control over the Company’s assets and resources.
5. Promote full, fair, accurate, timely, and understandable disclosure in material respects in reports and documents that the Company files with, or submits to, the Securities and Exchange Commission and other regulators and in other public communications made by the Company in accordance with the following guidelines:
  - all accounting records, and the reports produced from such records, must be in accordance with all applicable laws;
  - all accounting records must fairly and accurately reflect the transactions or occurrences to which they relate;
  - all accounting records must fairly and accurately reflect in reasonable detail in accordance with generally accepted accounting principles the Company’s assets, liabilities, revenues and expenses;

- all accounting records must not contain any materially false or intentionally misleading entries;
  - no transactions should be intentionally misclassified as to accounts, departments or accounting periods;
  - all transactions must be supported by accurate documentation in reasonable detail and in all material respects to be recorded in the proper account and in the proper accounting period;
  - no information should be concealed from our internal auditors or our independent auditors; and
  - compliance with the Company's system of internal controls is required.
6. Comply with all governmental laws, rules and regulations applicable to the Company's business, including taking necessary steps to avoid and, where possible, prevent any violations of the securities laws.
  7. Promptly report to the Chairperson of the Company's Audit Committee (or if the Chairperson is unavailable, to all other members of the Audit Committee) any fraud, whether or not material, involving management or other employees of the Company who have a significant role in the Company's disclosures or internal controls over financial reporting
  8. Promptly report any possible violation of this Code of Ethics to the General Counsel or, in his or her absence, the Chair of the Audit Committee.

## REPORTING AND DISCIPLINE

### **Reporting Violations of Company Policies and Illegal or Unethical Behavior**

Covered Persons shall take steps to ensure compliance with the standards set forth in this Code in the operations of the Company. If there are instances of non-compliance, whether found by internal or external monitors, Covered Persons shall ensure timely and reasonable remediation of such non-compliance and ensure that adequate steps are taken to prevent the recurrence and/or occurrence in the Company.

Covered Persons are encouraged to promptly report information or knowledge of any act in violation of the laws, rules, regulations or this Code, or which he or she believes to be unethical, to the Company's General Counsel or CFO. As deemed appropriate by the General Counsel or CFO, such concerns, complaints or reports may then be directed to the attention of the Chairman of the Audit Committee of the Board of Directors or the Chief Executive Officer for further review and investigation. Failure to report known wrongdoing may result in disciplinary action against those who fail to report.

In no event will any action be taken against the employee for making a complaint or reporting, in good faith, known or suspected violations of Company policy. Such employee will not lose his or her job for refusing an order he or she reasonably believes would violate the provisions of this Code, and any retaliation against such employee is prohibited.

No director, officer, employee or representative of the Company may, or may cause the Company to, take any retaliatory action (such as, discharge, demote, suspend, threaten, harass or in any other manner discriminate against an employee in the terms and conditions of employment, or interfere with the livelihood of any person) with respect to employees who:

- provide information or assist in investigations of securities law violations;
- file, testify, participate in, or otherwise assist in proceedings (including private actions) filed or about to be filed (with any knowledge of the employer) involving alleged violations of the securities laws or regulations or of securities fraud; or
- provide to a law enforcement officer any truthful information relating to the commission or possible commission of any offense under the laws of the Israel or the United States or other jurisdiction applicable to the Company.

Any report by a director or employee will be kept confidential to the extent permitted by law and regulation and the Company's ability to address such concerns. In certain instances, the identity of the reporting Covered Person may be provided to those persons involved in the investigation.

### **Disciplinary Measures**

The Board of Directors shall determine, or designate the appropriate person or persons to determine, suitable actions to be taken in the event of violations of this Code. The initial designee will be the Vice President of Human Resources of the Company. Such actions shall be reasonably designed to deter wrongdoing and to promote accountability for adherence to this Code. In determining what action is appropriate in a particular case, the Board of Directors or such designee shall take into account all relevant information, including the nature and severity of the violation, whether the violation was intentional or inadvertent, the extent of the likely damage to the Company and its shareholders resulting from the violation and whether the individual has committed previous violations of

this Code or other Company policy concerning ethical behavior. The Board of Directors shall provide a written notice to the individual involved in the violation stating that the Board of Directors or such designee has determined that there has been a violation and indicating the action to be taken by the Board of Directors against the individual.

Violations of the rules and policies of conduct set forth in this Code may result in one or more of the following disciplinary actions:

- a warning;
- a reprimand (noted in the employee's personnel record);
- probation;
- demotion;
- temporary suspension;
- required reimbursement of losses or damages;
- termination of employment; and/or
- referral for criminal prosecution or civil action.

Disciplinary measures may apply to any supervisor who directs or approves such violations, or has knowledge of them and does not promptly correct them. Reporting of violations of this Code made in good faith will not result in retaliation against such person for making the report. Conduct that violates this Code may also violate Israeli law, United States federal or state laws or laws outside the State of Israel and the United States. Such violations may subject the Covered Person to prosecution, imprisonment and fines. The Company may also be subject to prosecution and fines for the conduct of employees, officers or directors.