



**CODE OF BUSINESS CONDUCT AND ETHICS**  
**OF**  
**PERION NETWORK LTD.**

In accordance with the requirements of the U.S. Securities and Exchange Commission (the “SEC”) and the Nasdaq Stock Market LLC (“Nasdaq”), the Board of Directors (the “Board”) of Perion Network Ltd. (“Perion”) has adopted this Code of Business Conduct and Ethics (the “Code”) to maintain and continue to encourage:

- Honest and ethical conduct, including fair dealing and the ethical handling of actual or apparent cases of conflicts of interest;
- Full, fair, accurate, timely and understandable disclosure;
- Compliance with applicable laws, rules and regulations;
- Prompt and efficient internal reporting of any violations of law or the Code;
- Accountability for adherence to the Code, including a fair and consistent process for determining and addressing violations thereof;
- Consistent enforcement of the Code, supported by clear, objective and transparent standards for compliance;
- Protection for persons reporting violations of the Code;
- The protection of the Company’s legitimate business interests, including its assets, corporate opportunities and reputation; and
- Protection of confidential information entrusted to directors, officers and employees by the Company and its customers.

All directors, officers, and employees of Perion and all of its subsidiaries and controlled entities (collectively, the “Company”), together with any other person or entity designated by the Company as being subject to this Code (each a “Covered Party” and, collectively, the “Covered Parties”), are expected to be familiar with the Code and to adhere to the 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. Furthermore, we expect our commercial partners, customers, and suppliers (collectively, our “Partners”), to follow our Code. A Covered Party may be referred to in this Code as “you.”

In this Code, we refer to (i) our principal executive officer, principal financial officer, principal accounting officer, and controller, or persons performing similar functions, as our “principal financial officers,” and (ii) the Company’s General Counsel as the “Compliance Officer.”

**I. Conflicts of Interest**

A. Identifying Potential Conflicts of Interest

A conflict of interest occurs when a Covered Party's personal interests interfere, or could reasonably appear to interfere, with the Company's interests.

For example, a conflict of interest can arise when a Covered Party 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. For purposes of this Code, "**family members**" include your spouse or life-partner, brothers, sisters, parents, in-laws, children, whether such relationships are by blood or adoption, or anyone sharing your home (other than domestic employees).

Conflicts of interest can also occur indirectly. For example, a conflict of interest may arise when a Covered Party is 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. Covered Parties may not engage in any conduct or activities that are inconsistent with the Company's best interests. Additionally, our employees are required to enter into employment agreements with the Company which prohibit them from engaging in an activity that compete with the Company. This Code does not attempt to describe all possible conflicts of interest that may develop.

#### B. Disclosure of Conflicts of Interest

The Company requires employees and directors to disclose any situation reasonably expected to give rise to a conflict of interest. If you have questions about a potential conflict, or if you have or suspect a situation that could create an actual or perceived conflict of interest, you must report it in writing to your supervisor or the Company's Compliance Officer, or if you are a director, to the Audit Committee. Supervisors may not authorize conflict of interest matters or make determinations as to whether a problematic conflict of interest exists without first seeking the approval of the Compliance Officer or the Chief Financial Officer and providing the Compliance Officer with a sufficient written description of the situation. The Company's Compliance Officer or the Audit Committee, as applicable, will work with you to determine whether a conflict of interest exists and, if so, how best to address it.

## II. Disclosures

Information in the Company's public communications, including 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.

## III. Compliance with Laws, Rules and Regulations

The Company is obligated to comply with all applicable laws, rules, and regulations. It is

the personal responsibility of each Covered Party to adhere to all the standards and restrictions imposed by these laws, rules, and regulations in the performance of his or her duties for the Company.

The Company's management seeks to promote compliance by all Covered Parties with the Code and to abide by Company standards, policies, and procedures.

Covered Parties must comply, and the Company is committed to complying, with all applicable laws, regulations, rules, and regulatory orders of the United States, including, without limitation, the Foreign Corrupt Practices Act ("FCPA") and U.S. export control laws, and other applicable laws and regulations related to global trade, including economic sanctions, export controls and anti-boycott restrictions as well as to the solicitation or acceptance of any forms of kickbacks or bribery, in addition to applicable laws of other countries.

The Company has zero tolerance for bribery and corruption and prohibits giving or receiving bribes or other improper payments of any kind to or from any person.

#### **IV. Insider Trading**

Trading on inside information is a violation of U.S. federal or Israeli securities laws. Covered Parties in possession of material non-public information about the Company or companies with whom we do business must abstain from trading or advising others to trade in the respective company's securities from the time 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 (this prohibition also extends to "shadow trading," which involves trading in the securities of a company based on material non-public information about another company, such as a competitor or business partner, where the information is likely to have a market impact on both companies). 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 shares based on insider information can be personally liable for damages totaling up to three times the profit created or the loss avoided by the respective Covered Party, as well as expose themselves to severe civil and criminal penalties. All Covered Persons are required to carefully review and observe the Company's Insider Trading Policy, as amended from time to time.

If you are uncertain about the restrictions on any trade, you should consult with the Company's Compliance Officer before engaging in such trade.

#### **V. Reporting, Accountability and Enforcement; Whistleblower Protection**

The Company requires Covered Parties to observe high standards of business and personal ethics in the conduct of their duties and responsibilities and encourages Covered Parties to talk to supervisors, managers, and other appropriate personnel, including the Company's Compliance Officer, when in doubt about the best course of action in a particular situation.

Covered Parties should promptly report suspected violations of (i) laws, rules, regulations, executive orders, and any judicial or administrative decision, ruling, order, or the Code or any

other unethical behavior by any director, officer, employee, or anyone purporting to be acting on the Company’s behalf (collectively, “**General Code Violations**”), and (ii) Company’s accounting, internal financial controls, or auditing matters (collectively, “**Accounting Violations**”) to appropriate Company personnel. Reports and/or complaints regarding General Code Violations or Accounting Violations may be made anonymously. Reports should be transmitted as follows:

<p>General Code Violations</p> <p>Attn: Compliance Officer</p>	<p>By mail:</p> <p>General Counsel c/o Perion Network Ltd. 2 Leonardo Da Vinci Street, 24th Floor, Tel Aviv 6473309 Israel</p>
<p>Accounting Violations</p> <p>Attn: Chairperson of the Audit Committee</p>	<p>By submitting an electronic complaint: <a href="#">Click Here</a></p> <p>By mail:</p> <p>Chairperson of the Audit Committee c/o Perion Network Ltd. 2 Leonardo Da Vinci Street, 24th Floor, Tel Aviv 6473309 Israel</p> <p>By submitting an electronic complaint: <a href="#">Click Here</a></p>

If so requested, confidentiality will be maintained to the fullest extent possible, subject to applicable law, regulations, and legal proceedings.

The Compliance Officer, the Chairperson of the Audit Committee (as applicable), or another appropriate officer or body designated thereby (the “**Investigating Body**”), shall investigate and determine the legitimacy of such reports. Complaints relating to Accounting Violations will be reviewed under the Audit Committee's direction and oversight by such persons as the Audit Committee determines to be appropriate. If you are accused of violating this Code, you will be given an opportunity to present your version of the events at issue prior to any determination of appropriate discipline. The Investigating Body will then determine the appropriate disciplinary action, which may include, but is not limited to, termination for cause and referral to governmental authorities for potential civil or criminal prosecution.

To encourage employees to report any and all violations or suspected violations, the Company will not tolerate retaliation for reports made in good faith. Anyone filing a written complaint concerning a violation or suspected violation must act in good faith and have reasonable grounds to believe the information disclosed indicates a violation. Retaliation or retribution against

any Covered Party for a complaint made in good faith regarding any suspected violation of laws, rules, regulations, executive orders, and any judicial or administrative decision, ruling, or order that governs the Company's operations, or this Code, is prohibited and may result in disciplinary action, including termination of employment.

## **VI. Corporate Opportunities**

All Covered Parties owe a duty to the Company to advance its legitimate interests 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.

## **VII. Confidentiality**

In carrying out the Company's business, Covered Parties may receive access to confidential or proprietary information about the Company, its customers, distributors, suppliers, partners, 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 financial results or prospects, information provided by a third party, trade secrets, new product or marketing plans, research and development ideas, manufacturing processes, potential acquisitions or investments, or information of use to the Company's competitors or harmful to the Company or its customers if disclosed.

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 perform their job, and avoiding discussion of confidential information in public areas such as planes, elevators, and restaurants, and on mobile phones. 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.

## **VIII. Competition and Fair Dealing**

Advantages over our competitors are to be obtained through the superior performance of our products and services, not through unethical or illegal business practices. No Covered Party should take unfair advantage of anyone through inappropriate manipulation, concealment, abuse of privileged information, or misrepresentation of material facts. Each Covered Party should maintain and protect any intellectual property licensed from licensors with the same care as they employ with regard to Company-developed intellectual property. Each Covered Party should also handle the confidential information of our collaborators, licensors, suppliers, and customers responsibly and in accordance with our agreements with them, including information regarding their business or technology. 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.

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

All Covered Parties must at all times protect the Company's assets and ensure their efficient use. Theft, carelessness, and waste have a direct impact on the Company's profitability and may lead to a loss of value. The obligation of Covered Parties to protect the Company's assets includes its proprietary information. Proprietary information includes intellectual property such as trade secrets, patents, trademarks, and copyrights, as well as business, marketing, and service plans, engineering and manufacturing ideas, designs, databases, records, salary information, and any unpublished financial data and reports.

## **X. Waivers**

Before engaging in any activity that would otherwise be prohibited by this Code, to the extent permissible under applicable law, a Covered Party must obtain a written waiver. Waivers for Board members and executive officers require Audit Committee approval or as required by applicable law, and waivers involving any other team member require the written approval of our Chief Financial Officer or our Chief Executive Officer, after consulting with our Compliance Officer. A waiver under the Code will be disclosed to the public as required by law, SEC regulations, or the Nasdaq rules, when applicable.

## **XI. Accuracy of Business Records, Financial Reports, and Other Public Communications**

As a public company, we are subject to various securities laws, regulations, and reporting obligations. Both federal law and our policies require the disclosure of accurate and complete information regarding the Company's business, financial condition, and results of operations.

Inaccurate, incomplete, or untimely reporting will not be tolerated and can severely damage the Company and result in legal liability. 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.

The Company's principal financial officers and other employees working in the Finance Department have a special responsibility to ensure that all our financial disclosures are full, fair, accurate, timely, and understandable. These employees must understand and strictly comply with generally accepted accounting principles and all standards, laws, and regulations for accounting and financial reporting of transactions, estimates, and forecasts as applicable to the Company.

## **XII. Corporate Loans or Guarantees**

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

## **XIII. Gifts and Entertainment**

As a general principle, Company employees must not exploit others through improper manipulation and must conduct the business fairly and with integrity. In certain commercial contexts, modest business meals, reasonable entertainment, or low-value gifts may be permitted to foster goodwill and maintain sound business relationships, provided that such gestures comply with the Company's Global Gift and Entertainment Policy (the "**G&E Policy**"), any applicable law, and the Company's internal approval procedures, as implemented from time to time.

Company employees must not: (i) offer gifts or entertainment with the explicit or implied expectation that the client will direct business to or retain business with the Company in exchange for the gift (*'No quid pro quo'*); (ii) offer cash or cash equivalents; (iii) offer gifts or entertainment in excess of any limits imposed by the recipient's employer (if known); (iv) offer unreasonable gifts or entertainment that are excessive, luxurious, out-of-the-ordinary, expensive, or unusual items that exceed business and industry standards; (v) provide entertainment that is frequent or not limited to respectable establishments with acceptable moral standards, or that does not reflect favorably upon the Company and its reputation; or (vi) otherwise improperly influence, induce, or reward business decisions.

Covered Parties should contact the Compliance Officer if they are uncertain whether a gift or entertainment is appropriate, and they must comply with the Company's internal approval procedures in connection therewith.

The FCPA prohibits giving anything of value, directly or indirectly, to officials of foreign governments or foreign political candidates in order to obtain or retain business.

You should make every effort to refuse or return a gift or entertainment that is beyond these permissible guidelines. If it would be inappropriate to refuse a gift or entertainment, or if you are unable to return it, you should promptly report it to your supervisor. Your supervisor will bring the gift or entertainment to the attention of the Company's Compliance Officer, who may require you to donate it to an appropriate community organization. If you have any questions about whether it is permissible to accept a gift, entertainment, or something else of value, contact your

supervisor or the Company's Compliance Officer for additional guidance. Covered Parties should ensure that gifts, meals, travel, and entertainment will not potentially harm the Company's reputation or goodwill.

In addition to the above, you should refer to the Company's G&E Policy for further information regarding the Company's policy with respect to business gifts and entertainment.

#### **XIV. Personal Investments**

Covered Parties may not own, either directly or indirectly, a substantial interest in any business entity that does or seeks to do business with or is in competition with the Company without providing advance notice to the Compliance Officer or the Chairperson of the Audit Committee. Investments in publicly traded securities of companies not amounting to more than one percent (1%) of that company's total outstanding shares are permitted without such advance approval.

#### **XV. Interactions with the Government**

The Company may conduct business with the U.S. government, state and other governments and the governments of other countries. The Company is committed to conducting its business with all governments and their representatives with the highest standards of business ethics and in compliance with all applicable laws and regulations.

If your job responsibilities explicitly include interacting with the government, you are expected to understand and comply with all applicable special laws and with any applicable standard operating procedures that the Company has implemented. You must obtain approval from the Company's Compliance Officer for any activity that requires interaction with any governmental or legislative body on behalf of the Company.

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

The purpose of antitrust laws is to promote fair competition. In compliance with antitrust laws, 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 them appear to come from legitimate sources or activities, or, conversely, finance illegal activities using funds routed through legitimate sources. Covered Parties are required to comply with all applicable anti-money laundering laws. Covered Parties should act to ensure that the Company's assets and business are not used or utilized by any persons, be they directors, officers, employees, customers, suppliers, or contractors, in any way so as to launder money, finance terrorism, or deal with criminal property. Covered Parties should promptly report any knowledge or suspicion they have in this regard to their supervisor, a Company officer, or the Compliance Officer.

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

Covered Parties may participate in the political process as individuals on their own time. However, Covered Parties must make an 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, either directly or through another organization, 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 is committed to maintaining a workplace free of unlawful discrimination and harassment. The Company prohibits discrimination and harassment based on an applicant's or employee's race, sex (including pregnancy), sexual orientation, national origin, age, religion, and other legally protected characteristics. The Company also prohibits harassment based on these characteristics in any form, whether physical or verbal and whether committed by supervisors, non-supervisory personnel, or non-employees. Harassment may include, but is not limited to, offensive sexual flirtations, unwanted sexual advances or propositions, verbal abuse, or sexually or racially degrading words or images. 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 may report any concerns of discrimination, harassment, or other violation of the Company's policies, and the Company will thoroughly and impartially investigate all such reports and take all necessary and remedial actions it deems appropriate. The Company strictly prohibits retaliation against an employee who, in good faith, files a complaint.

Any member of management who has reason to believe that an employee has been the victim of harassment or discrimination, or who receives a report of alleged harassment or discrimination, is required to report it immediately to the relevant human resources personnel.

## **XX. Environment, Health and Safety, Employment Practices**

The Company is committed to managing and operating its assets in a manner that protects human health and safety and the environment, as prescribed by applicable law. It is our policy to comply with both the letter and the spirit of applicable health, safety, and environmental laws and regulations and to foster a cooperative attitude with government inspection and enforcement officials. All Covered Parties are required to comply with all applicable health and safety laws, regulations, and policies relevant to their positions. Covered Parties are encouraged to report conditions that they perceive to be unsafe, unhealthy, or hazardous to personnel or the environment.

The Company pursues fair employment practices in every aspect of its business. The following is intended only as a summary of certain of our employment policies and procedures. Company employees must comply with all applicable labor and employment laws, including anti-discrimination laws and laws related to freedom of association and privacy. It is your responsibility to understand and comply with the laws, regulations, and policies that are relevant to your job. Failure to comply with labor and employment laws can result in civil and criminal liability against you and the Company, as well as disciplinary action by the Company, up to and including termination of employment. You should contact the Company's Compliance Officer if you have any questions about the laws, regulations, and policies that apply to you.

The Company prides itself on being an organization that has a privacy-minded culture, constantly working to meet the privacy related requirements around the world. We value privacy and safeguard the personal data of all individuals, including our colleagues, customers, business

partners, vendors, candidates and any other third party with whom we collaborate.

## **XXI. Personal Conduct and Social Media Policy**

Covered Parties should exercise 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 themselves in a responsible, respectful, and honest manner at all times. The Company understands that Covered Parties may wish to create and maintain a personal presence online using various forms of social media. However, Covered Parties should avoid sharing inappropriate content (including images and videos) related directly or indirectly to the Company, its directors, officers, employees, or other third parties with which the Company does business. Where appropriate, a disclaimer should be included stating that the views expressed therein are not made on behalf of the Company. Covered Parties should be aware that even after a posting is deleted, certain technology may still make that content available to readers.

Use of social networks, including corporate blogs, chat boards, Facebook, X (formally Twitter), LinkedIn and the like, to disclose material non-public information is considered selective disclosure and would violate this Code.

Covered Parties are prohibited from: (a) making communications on social media (including the posting of any images or videos) that may conflict, either directly or indirectly, with the Company's interests or damage the Company's reputation or that of its directors, officers, employees, or other third parties with which the Company does business; (b) making disparaging comments or using offensive or inappropriate language in social media communications; (c) sharing advice, opinions, or views that could be interpreted as those of the Company; (d) sharing opinions or views that could be interpreted as promoting violence, discrimination, or being contradictory to any of the Company's values, including as set forth in this Code; and (e) sharing confidential or proprietary information (which is, generally, information related to the Company's business, products, policies, research, employees and former employees, independent operators, vendors, customers, clients, shareholders, directors, and suppliers that is not publicly available) or any personal information about colleagues, clients, or partners.

## **XXII. 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.

## **XXIII. Conclusion**

This Code contains general guidelines for conducting the business of the Company consistent with the highest standards of business ethics. If you have any questions about these guidelines, please contact your supervisor or the Company's Compliance Officer. The Company expects all of its employees and directors to adhere to these standards.

This Code, as applied to the Company's principal financial officers, shall be our "code of ethics" within the meaning of Section 406 of the Sarbanes-Oxley Act of 2002 and the rules promulgated thereunder.

This Code and the matters contained herein are neither a contract of employment nor a guarantee of continuing Company policy. The Company reserves the right to amend, supplement

or discontinue this Code and the matters addressed herein, without prior notice, at any time.

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Adopted as of November 11, 2025