



## ANTI-CORRUPTION AND ANTI-BRIBERY POLICY

Last Revised: November 22, 2021  
Adopted March 24, 2021

This Anti-Corruption and Anti-Bribery Policy includes the following:

1. Scope
2. Policy Summary
3. Policy Statement
  - i. Standards
  - ii. Special Considerations for Public Officials
  - iii. Prohibition on Facilitating Payments or Grease Payments
  - iv. Record-Keeping, Accounting, & Payment Practices
  - v. Limited Exceptions
4. Red Flags
5. Auditing and Monitoring
6. Corrective Action
7. Reporting Violations of this Policy
8. Certification
9. Defined Terms

### 1. *Scope*

This Policy applies to Taboola.com, Ltd. and its affiliates and subsidiaries (collectively referred to herein as “Taboola”). For purposes of this Policy, “Employee” means all Taboola employees, officers, directors, and, as appropriate, temporary staff, contractors, subcontractors, and any third parties acting on Taboola’s behalf. This Policy covers activities and interactions with external individuals or organizations, this includes ad networks and exchanges, supply-side and demand side platforms, clients, other business partners, Public Officials, and relevant stakeholders. The purpose of this Policy is to educate Employees on Anti-Corruption Laws, and Taboola’s Anti-Corruption Policy and Anti-Bribery Policy (collectively, this “**Policy**”), and assist such Employees in complying with the letter and spirit of all applicable Anti-Corruption Laws. Compliance with this Policy and all Anti-Corruption Laws is mandatory.

### 2. *Policy Summary*

Taboola is committed to promoting the highest standards of ethical business conduct. As part of this commitment, Taboola does not tolerate any form of Bribery or Corruption in the course of doing business. As a global company, Taboola must conduct business with integrity and in compliance with applicable global Anti-Bribery and Anti-Corruption (“**ABAC**”) laws, such as the local laws of the territories in which Taboola operates, and laws with cross-border implications such as the United States Foreign Corrupt Practices Act (the “**FCPA**”), the United Kingdom Bribery Act 2010 (“**UKBA**”), Brazil Law No. 12.846/2013, and similar anti-corruption laws of other nations that prohibit bribery and other corrupt actions (the “**Anti-Corruption Laws**”). All Employees are required to comply with the Policy, and any procedures developed by management to implement this Policy. Further, Employees will ensure that any Third Parties acting under their management and on behalf of Taboola complies with the Taboola Code of Conduct.

### 3. *Policy Statement*

Taboola intends to do business only with those clients, customers, vendors, suppliers, and other business partners who comply with the law and demonstrate high standards of responsible business conduct. Taboola strictly prohibits all forms of Bribery and Corruption and will take all necessary steps to ensure that Bribery and Corruption do not occur in its business activities. Bribery and Corruption damage our business and conflict with our core beliefs. Employees who engage in Bribery or corrupt activities, are acting outside of their scope of employment and will, within the limits of applicable law, be subject to discipline up to and including dismissal as well as civil fines and criminal penalties. Further, Taboola and its CEO, directors, and officers may be held liable for the Bribery and corrupt activities of Third Parties that are acting on our behalf.

#### 3.1 *Standards*

Taboola prohibits Bribery or Corruption of any person or entity, including private and public individuals, by Employees and any individual or entity who may be indirectly involved but is not a principal party to an arrangement, contract, deal or transaction with Taboola ("**Third Parties**"), wherever they are located globally, including:

- Conducting business with individuals or entities engaged in Bribery or Corruption;
- Offering or giving bribes or kickbacks to win business or to influence a business decision anywhere or anytime;
- Offering or giving Anything of Value (e.g., money, gifts, bonuses, entertainment, etc.) or any Improper Advantage to a Public Official (this includes foreign officials) or any others with decision-making power or influence over any aspect of Taboola's business; additional standards for interacting with Public Officials are outlined in the next section;
- Providing meals, gifts or entertainment to Public Officials, employees of regulatory bodies or employees of government-owned entities unless expressly allowed by Taboola policies;
- Requesting or accepting personal payment, benefit, or other Improper Advantage;
- Providing a commission that is disproportionate to the services provided; or
- Making a payment to expedite or secure a routine governmental action, other than the payment of published fees related to the filing of documents or similar fees, without the prior approval of the General Counsel.

Taboola does not tolerate any type of Bribery or Corruption, regardless of local customs or rationale for the payment. This includes actions that are made to obtain or retain business as well as any improper action even if it is not directly related to a business action. Improper actions include:

- Active offenses, which are the offering of a bribe or improper transfer of value
- Passive offenses, which are receiving of a bribe or improper transfer of value

These prohibitions apply regardless of whether the improper conduct involve the use of Taboola funds or assets or personal funds or assets.

#### 3.2 *Special Considerations for Public Officials*

Taboola prohibits the making, promising, offering, arranging, or authorizing Anything of Value to Public Officials, directly or through an intermediary, to induce a Public Official to make any governmental act/decision which would give Taboola an Improper Advantage or assist Taboola in obtaining or retaining business. The benefit can consist of money, loans at favorable rates, gifts, meals entertainment, travel, sponsorship to conferences, research grant, and educational sponsorships. The term "Public Officials"

should be interpreted broadly, unless specifically defined under applicable national or international ABAC laws.

Public Officials include:

- Any person who is considered to be a government official (including foreign officials) under applicable law;
- Any officer or employee of a government or department (whether local, provincial, or national level), any agency or instrumentality;
- Any person who is a member of the military or holds a legislative, administrative, or judicial position;
- Any officer or employee of public international organizations (i.e., the World Bank, United Nations, the World Health Organization);
- Any political party official or candidate for political office;
- Any person acting with or without payment in any official capacity on behalf of a government or a public international organization, even if the person may not be an employee of the entity;
- A family member of any of the Public Officials (as defined below); or
- A member of a royal family that may be influential in advancing Taboola's interests.

### *3.3 Prohibition on Facilitating Payments or Grease Payments*

Facilitating Payments or Grease Payments are strictly prohibited. Facilitating Payments or Grease Payments do not include legitimate fees for expediting services, including situations where the expediting fee is clearly and publicly posted, available to the public, and the payment is not provided to someone in an individual capacity. Although the FCPA includes an exception for Facilitating Payments for non-discretionary government activities, most other countries, including the U.K., consider such payments to be illegal bribes. Because of the potential pitfalls posed by Facilitating Payments, Taboola strictly prohibits their use without the express prior approval of the Legal Department.

### *3.4 Record-Keeping, Accounting, & Payment Practices*

Taboola is expected to make and keep books, records and accounts in reasonable detail, and which accurately and fairly reflect the transactions and disposition of Taboola's assets.

All employees must maintain accurate records of all transactions and assist in ensuring that Taboola's books and records accurately and fairly reflect, with appropriate detail, all transactions, expenses, or other dispositions of assets. To that end, every employee is prohibited from falsifying any business or accounting record and must truthfully report and record all dispositions of assets. Undisclosed or unrecorded funds or assets, for any purpose, are prohibited.

### *3.5 Limited Exceptions*

#### *Promotional Hospitality and Marketing Expenses or Pursuant to a Contract*

Taboola may pay for the reasonable cost of a non-Public Official's meals, lodging, or travel if, and only if, the expenses are bona fide, reasonable, and directly related to the promotion, demonstration, or explanation of Taboola's services, or the execution of a contract with a non-Public Official. In every case, the Employee should obtain advance written approval from the Legal Department for such

expenses, and such expenses must not be contrary to the law of the foreign country. Payment for travel and expenses for spouses, family, or other guests of Public Officials is prohibited. All expenses must be properly and accurately recorded in the books and documented by receipts.

#### *Gifts Non-Public Official*

- **Taboolars Receiving Gifts:** Gifts such as merchandise, products, or gift cards, as well as personal services or favors, may not be personally accepted unless they are of a “nominal value”. At Taboola, a gift that is of “nominal value” is anything valued at less than 50 USD, or its equivalent in the local currency. Any gifts exceeding the currency threshold in value should be politely declined or, if not possible, turned over to Human Resources to be used in a manner that benefits the entire Company.
- **Taboolars Giving Gifts:** A gift to a client (non-Public Official) should not exceed 150 USD, or the local currency equivalent (per client basis). You will need VP approval, if you want to give a client a gift above the 150 USD (or local currency equivalent) threshold. All client gifts (regardless of cost) must be purchased through the Marketing department.

Promotional gifts of nominal value may be given to a non-Public Official as a courtesy in recognition of services rendered or to promote goodwill. These gifts must be nominal in value and should generally bear the trademark of Taboola.

#### *Gifts Public Official*

All gifts, entertainment, and other expenses for **government officials** must be modest, reasonable, paid directly to the providers, fully and accurately reflected in Taboola’s books and records, and documented by receipts. Practices and customs vary between region, as a result, the test to be applied is whether considering all the circumstances the gift, hospitality, or payment is reasonable and justifiable. The intention behind the gift is paramount.

When deciding if a gift to a Public Official qualifies for this exemption, you must ensure the gift:

- Has a direct connection with a legitimate business purpose;
- Is consistent with Taboola’s policies and business practices;
- Is reasonable in amount;
- Is legal under the written laws of the foreign official’s home country; and
- Is not offered or given to persuade that official to help Taboola, or any other person, obtain or keep business or to secure an improper business advantage.

Any payment, gift, or business expense to a Public Official must be approved by the General Counsel.

## **4. *Red Flags***

Employees are expected to say something when they see something. If an Employee sees “red flags” or other circumstances that suggest a potential violation of this Policy or any applicable law, he or she must not turn a blind eye. An Employee may be legally liable under the Anti-Corruption Laws if the Employee ignores signs of Bribery or Corruption, including with respect to Third Parties. If an Employee sees something that suggests

someone at Taboola or one of its Third Parties might be acting in violation of this Policy, he or she should immediately contact his or her supervisor or the Legal Department.

While conducting Taboola business, Employees must monitor for any “red flags.” A “red flag” is a fact or circumstance that requires additional consideration and extra caution. Red flags may appear in many forms and can include:

- Payments in a country with a history or reputation for Corruption;
- Refusal to provide a certification of compliance with Anti-Corruption Laws;
- Unusual payment patterns or requests, including payments to third parties in cash, and payments made to bank accounts outside the country;
- Representations or boasting about influence or connections;
- Use of a shell or holding company that obscures ownership without credible explanation;
- Accusations of improper business practices (credible rumors or media reports);
- Family or business relationship with the government or a Public Official;
- Refusal to disclose officers, directors, owners, partners, or other principals;
- Statements that a particular amount of money is needed to “get the business,” “make the necessary arrangements,” or comparable expressions;
- Requests to receive commission or other payment before the award decision or other up-front payments;
- Unusually high commissions, agents’ fees, or payments for goods or services;
- Unusually high discounts for transactions involving representatives or other third party intermediaries;
- Apparent lack of qualifications or resources on the part of the representative to perform the services offered;
- Lack of transparency in expenses and accounting records;
- Whether the representative or joint venture partner has been recommended by an official of the potential government customer;
- Requests to be able to make agreements without Taboola’s approval;
- Requests that agreements or communications be kept secret; and
- Lack of standard invoices, including invoices that lack detail as to services performed, or other substantiation.

In short, a “red flag” is anything that is out of the ordinary and does not appear above board. Each Employee is responsible for monitoring his or her email and other communications for red flags. Any red flags should be brought promptly to the attention of the employee’s supervisor or the Legal Department. Failure to do so is considered a violation of this Policy.

## 5. *Auditing and Monitoring*

To promote and verify compliance, the Legal Department shall periodically monitor and conduct audits to test compliance with the provisions of this Policy, as well as to ensure that its policies, procedures, and internal controls are effective in preventing and detecting any violation of this Policy. Any potential infractions shall be documented, appropriately investigated, and remediated. Department heads are responsible for ensuring that this Policy is implemented and followed appropriately. If requested, department heads are also responsible for ensuring that periodic monitoring is conducted as evidence of process implementation and adherence. The monitoring results shall be reported to the Legal Department, if required.

## 6. *Corrective Action*

Employees who violate this and/or any Taboola policy or procedure will be subject to appropriate corrective action, up to and including termination of employment.

## 7. *Reporting Violations of this Policy*

No policy can anticipate every situation that may arise. Accordingly, this Policy is not meant to be all-inclusive, but rather it is intended to serve as a source of guiding principles and to encourage communications concerning the standards of conduct addressed in this Policy. Taboola's Legal Department is available to assist with any questions about particular circumstances that may implicate the provisions of this Policy.

Any Employee who suspects or becomes aware of any violation of this Policy, or any other Taboola policy or procedure, the Code of Conduct, or law can either report the violation to his or her supervisor, or report the violation to Human Resources Department or the Legal Department, who shall coordinate an investigation into the reported matter. The Legal Department shall communicate the results of any such investigation directly to the Finance Department and the CEO and, if necessary, to the Company's Board of Directors. In addition, you also have the option of reporting any concerns or violations of this Policy or Code of Conduct on a confidential and anonymous basis to the Whistleblower Hotline by calling 1-833-370-1863 or via the web portal located at <https://www.whistleblowerservices.com/tbla>.

Taboola does not tolerate any form of retaliation or adverse action against any Employee who submits a good-faith report of a misconduct or potential violation related to this Policy or any law.

## 8. *Certification*

From time to time, Employees may be required to complete anti-corruption training and sign a certification acknowledging commitment to, full understanding of, and compliance with this Policy. The acknowledgment statement shall be included in the personnel file of each such Employee.

## 9. *Defined Terms*

**"Anything of Value"** means anything that has monetary value or would constitute an advantage, financial or otherwise, to the recipient or any family member or designee of the recipient, such as but not limited to: cash or a cash equivalent, services, offers of employment, fee for-service contracts, charitable donations, political contributions, travel and/or entertainment expenses, meals, samples, gifts, conference and registration fees, and discounts not readily available to the public.

**“Bribery”** means providing, offering to provide, soliciting, or accepting an Improper Advantage, whether directly or indirectly, to or from any individual or organization in order to obtain or retain business in return.

**“Corruption”** means an offer, promise, authorization, or payment that is intended to, or may appear to, induce the recipient to misuse his or her position to obtain preferential treatment or improper business advantage.

**“Facilitating Payments or Grease Payments”** are small payments of cash or Anything of Value not allowed to be provided to a Public Official for the purpose of expediting or securing the performance of a routine governmental action, which may include:

- Obtaining permits, licenses, or other official documents to qualify a person or entity to do business in a foreign country;
- Processing governmental papers, such as visas and work orders;
- Providing police protection, mail pick-up, and delivery or scheduling inspections;
- Providing phone service, power and water supply, loading cargo, or protecting goods from deterioration; and
- Actions of similar nature.

**“Improper Advantage”** includes providing, offering to provide, soliciting, or accepting “Anything of Value” to which an individual or entity is not entitled. Improper Advantages can take many forms and need not be in cash to be illegal under ABAC Laws.

**“Public Official”** is (1) any person who is an officer or employee or who receives any part of their compensation from a government, a department, agency, or instrumentality of a government or a government owned or controlled commercial enterprise, regardless of whether owned or controlled entirely or in part; (2) any person who is an officer or employee or who receives any part of their compensation from a public or non-governmental international, national, regional, or local organization; (3) all political party officials and candidates for public office; and (4) any person with the responsibility to allocate or influence expenditures of government funds, including persons serving in unpaid, honorary, or advisory positions.

## Acknowledgment and Certification of Compliance

I acknowledge that I have received a copy of Taboola's *Anti-Corruption and Anti-Bribery Policy* and hereby certify that I have read and understood it, and that I am in compliance with the *Anti-Corruption and Anti-Bribery Policy*, including all particulars set forth therein.

I understand that it is my responsibility to comply with the *Anti-Corruption and Anti-Bribery Policy*, as well as related internal guidelines and policies, and external legal and regulatory requirements, and that my compliance is a term and condition of my continued employment.

I have no knowledge of any questionable payment paid or received, or of any undisclosed funds, or any other prohibited conduct referred to in the *Anti-Corruption and Anti-Bribery Policy*.

To the best of my knowledge, the employees who report to me whose responsibilities are such that they could violate this Policy are familiar with the *Anti-Corruption and Anti-Bribery Policy* and they have complied with it.

I agree that, if I know or suspect a violation of *Anti-Corruption and Anti-Bribery Policy*, I will report that violation in accordance with the procedures provided for in the *Anti-Corruption and Anti-Bribery Policy*. I understand that I can report any concerns or violations of the *Anti-Corruption and Anti-Bribery Policy* on a confidential and anonymous basis to the Whistleblower Hotline by calling 1-833-370-1863 or accessing the web portal located at <https://www.whistleblowerservices.com/tbla>.

To the best of my knowledge, the department where I work maintains appropriate accounting records and internal accounting control systems so as to permit the preparation of fair and accurate reports in order to reasonably ensure accountability for the Taboola's activities and assets.

I understand that a false, misleading, or incomplete statement in this Certification or a violation of the *Anti-Corruption and Anti-Bribery Policy* may be grounds for immediate dismissal.

Signed: \_\_\_\_\_

Printed Name: \_\_\_\_\_

Date: \_\_\_\_\_