

# **LivePerson, Inc. Code of Conduct**

## **Introduction**

LivePerson, Inc. and its subsidiaries (the “Company”) are committed to maintaining the highest standards of ethical business conduct and to the practice of business in accordance with all applicable laws, rules and regulations. The Board of Directors (the “Board of Directors”) is responsible for setting the standards of conduct contained in this Code of Conduct (the “Code of Conduct”) and for updating these standards as appropriate to reflect legal and regulatory developments. The Board of Directors has adopted this Code of Conduct as a set of guidelines for Company employees, officers, directors and consultants, intended to focus the Board of Directors and the Company’s management on areas of ethical risk, provide guidance to personnel to help them recognize and deal with ethical issues, provide mechanisms to report unethical conduct, and help to foster a culture of honesty and accountability. We expect each of our employees, officers and directors to read and understand this Code of Conduct and to abide by it. The Company expects its consultants to generally abide by this Code of Conduct as well. Those who violate this Code of Conduct will be subject to disciplinary action, up to and including termination.

This Code of Conduct does not attempt to describe every practice or principle related to honest and ethical conduct, and is not intended to replace the thoughtful behavior of an ethical employee, officer or director. This Code of Conduct is an integral part of our broader policies and guidelines set forth in our Employee Handbook and Code of Ethics. The following additional policies of the Company supplement or amplify this Code of Conduct in certain areas and should be read in conjunction with this Code of Conduct: Insider Trading Policy, Corporate Communications Policy, Whistleblower Policy and Foreign Corrupt Practices Act Policy (collectively, the “Compliance Policies”). More information about these policies can be found in the Employee Handbook.

This Code of Conduct is based primarily on laws that apply to U.S. employees. If applicable local laws are more restrictive than this Code of Conduct, however, you must comply with those local laws. If you work outside the United States, please consult with your human resources business partner for the applicable requirements in your country.

## **Policies**

### **Promotion of Ethical Behavior Through Discussion, Compliance and Reporting**

#### **-- Reporting Any Illegal or Unethical Behavior**

Employees, officers and directors should strive to identify and raise potential issues before they lead to problems, and should ask a supervisor, manager or other appropriate personnel about the application of this Code of Conduct whenever in doubt. An employee, officer or director who becomes aware of any existing or potential violation of this Code of Conduct or any other illegal or unethical behavior by any officer, director or employee or by anyone purporting to be acting on the Company’s behalf should promptly notify the General Counsel, the Chief Executive Officer,

the Chief Financial Officer or the Chairperson of the Audit Committee (the “Audit Committee”) of the Board of Directors (collectively, the “Compliance Team”).

Any employee, officer or director can also anonymously report the existing or potential violation by delivering the report via regular mail to c/o Audit Committee, LivePerson, Inc., 475 Tenth Avenue, Fifth Floor, New York, New York 10018. See the Company’s Whistleblower Policy for more information about making anonymous reports about accounting and financial matters.

### **-- Reporting by Supervisors**

When a supervisor, manager or other person receives reports of violations or questionable behavior pursuant to this Code of Conduct, that person shall be responsible for bringing such reports to the attention of his or her supervisor or to the Compliance Team, as appropriate, in accordance with the reporting procedures contained in this Code of Conduct. Persons receiving such reports must endeavor to honor any confidentiality or anonymity requests made by the reporting person, subject to applicable law, regulation or legal proceedings.

### **-- No Retaliation**

The Company complies fully with all applicable whistleblower statutes and will not permit any retaliation against anyone who makes a good faith report or complaint that a violation of this Code of Conduct or other illegal or unethical conduct has occurred. The current Whistleblower Policy may be obtained from the Company’s People Group.

### **Conflicts of Interest**

A “conflict of interest” occurs when an individual’s private interest interferes in any way – or even appears to interfere – with the interests of the Company as a whole. While our employees, officers and directors are free to make personal investments and enjoy social relations and normal business courtesies, they must not have any personal interests that adversely influence the performance of their job responsibilities. A conflict situation can arise when an employee, officer or director takes actions or has interests that may make it difficult to perform his or her Company work objectively and effectively. Conflicts of interest also arise when an employee, officer or director, or a member of his or her family, receives improper personal benefits as a result of his or her position in the Company, whether received from the Company or a third party. Gifts to, loans to, or guarantees of obligations of, employees, officers and directors and their respective family members may create conflicts of interest. Federal law prohibits personal loans from the Company to directors and executive officers. In addition, in general, it is a conflict of interest for a Company employee or officer to work simultaneously for a competitor, customer or supplier absent an express written consent or waiver from the Company. Conflicts of interest also arise when employees have a direct or indirect ownership in a non-public company that is a competitor of the Company or is doing business with the Company.

Conflicts of interest are prohibited as a matter of Company policy, unless they have been approved by the Company. Service to the Company should never be subordinated to personal gain and advantage. Conflicts of interest should, to the extent possible, be avoided.

Conflicts are not always clear-cut. Any employee, officer or director who becomes aware of a material transaction or relationship that could reasonably be expected to give rise to a conflict of interest, or has a question as to a potential conflict, should discuss the matter promptly with a member of the Compliance Team.

### **Competitive Activities**

Employees, officers and directors are expected to avoid any outside interest that might conflict with their loyalty to the Company or their commitment to its values. They should neither invest in competitors' businesses nor act on behalf of competitors. Investments in stocks of broadly owned, publicly traded, companies that compete with the Company are permissible only if such investments are not so significant as to affect the employees', officers' or directors' efforts on behalf of, and loyalty to, the Company.

### **Corporate Opportunities**

In carrying out their duties and responsibilities, employees, officers and directors should endeavor to advance the legitimate interests of the Company when opportunity to do so arises. Except as may be approved or ratified by the Company, employees, officers and directors are prohibited from: (a) taking for themselves personally opportunities that belong to the Company or are discovered through the use of Company property or information, or their position as employees, officers or directors; (b) using Company property or information, or their position as employees, officers or directors, for personal gain; and (c) competing with the Company.

### **Confidentiality**

In carrying out the Company's business, employees, officers and directors often learn confidential or proprietary information about the Company, its clients, prospective clients or other third parties. Employees, officers and directors must maintain the confidentiality of all information so entrusted to them, except when disclosure is authorized or legally mandated. Confidential or proprietary information includes, among other things, any non-public information concerning the Company, including its business, financial performance, results or prospects; any non-public information provided by a third party with the expectation that the information will be kept confidential and used solely for the business purpose for which it was conveyed; and any non-public information that might be of use to competitors of the Company, or harmful to the Company or its clients, if disclosed. This Code of Conduct in no way limits the effect of any separate confidentiality, nondisclosure or other agreement you may have with the Company.

### **Fair Dealing**

The Company does not seek competitive advantages through illegal or unethical business practices. Each employee, officer and director should endeavor to deal fairly with the Company's clients, service providers, suppliers, competitors and employees. No employee, officer or director should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any unfair-dealing practice. Stealing 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 prohibited.

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

In carrying out their duties and responsibilities, employees, officers and directors should protect the Company's assets and ensure their efficient use. Theft, carelessness, and waste have a direct impact on the Company's profitability. Company assets, such as facilities, supplies, materials, intellectual property, information and other assets owned or leased by the Company, or that are otherwise in the Company's possession, should be used only for legitimate business purposes of the Company. Incidental personal use may be appropriate for certain Company assets, but an employee should check with a supervisor to determine what may be appropriate.

## **Full, Fair, Accurate, Timely and Understandable Disclosure**

It is the Company's policy to make full, fair, accurate, timely and understandable disclosure in the reports and documents that the Company files with, or submits to, the Securities and Exchange Commission, any other applicable federal or state agency, and in other public communications made by the Company. All employees, officers and directors should promptly bring to the attention of the Audit Committee any material information of which they may become aware that affects the disclosures made by the Company in its public filings or otherwise.

Depending on their respective positions with the Company, employees, officers or directors may be called upon to provide information necessary to assure that the Company's public reports meet these requirements. The Company expects employees, officers and directors to take this responsibility very seriously and to provide prompt and accurate answers to inquiries related to the Company's public disclosure requirements.

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

All employees, officers and directors of the Company must comply with all of the laws, rules and regulations of the United States and other countries, as well as the states, counties, cities and other jurisdictions, applicable to the Company or its business and refrain from any form of illegal, dishonest or unethical conduct. As a public reporting company with its stock trading on Nasdaq, the Company is also subject to the applicable listing standards of the Nasdaq Global Select Market.

This Code of Conduct does not attempt to summarize all laws, rules and regulations applicable to the Company or its business. You should consult the various guidelines the Company has prepared on specific laws, rules and regulations, which you can find summarized in the Employee Handbook, including employment laws concerning equal employment and sexual and other types of harassment; immigration laws concerning hiring of documented workers; antitrust laws; environmental laws; occupational health and safety laws; food and drug laws; securities laws concerning disclosure requirements and insider trading; and anti-bribery laws including foreign corrupt practices. Employees should consult with a supervisor if they have questions about laws they think may be applicable to the Company or its business.

Generally, it is both illegal and against Company policy for any employee, officer or director who is aware of material nonpublic information relating to the Company to buy or sell any securities of the Company, or recommend that another person buy, sell or hold the securities of the Company. More detailed rules governing the trading of securities by the Company's employees, officers and directors are set forth in the Company's Insider Trading Policy. Any employee, officer or director

who is uncertain about the legal rules involving his or her purchase or sale of any Company securities should consult with the Company's Insider Trading Compliance Officer (currently the General Counsel) before making any such purchase or sale.

### **Accounting Complaints**

The Audit Committee is responsible for establishing procedures for the receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters. Employees, officers or directors who have concerns or complaints regarding such matters are encouraged to promptly submit those concerns or complaints to the Audit Committee, which, subject to its duties arising under applicable law, regulations and legal proceedings, will treat such submissions confidentially. Such submission may be directed to c/o Audit Committee, LivePerson, Inc., 475 Tenth Avenue, Fifth Floor, New York, New York 10018. See the Company's Whistleblower Policy for more information about making anonymous reports about accounting and financial matters. No one will be subject to retaliation because of a good faith report of a suspected violation.

### **Amendment, Modification and Waivers**

#### **Amendment and Modification**

This Code of Conduct may be amended or modified from time to time by the Board of Directors, subject to the disclosure and other provisions of the Securities and Exchange Act of 1934, as amended ("Exchange Act"), and the rules thereunder, and the applicable rules of each stock exchange on which the Company's securities are listed or quoted. Any amendment, modification or waiver of the provisions of this Code of Conduct for executive officers or directors of the Company may only be made by the Board of Directors and must be promptly disclosed to shareholders as required by the Exchange Act and the rules thereunder and the applicable rules of each stock exchange on which the Company's securities are listed or quoted.

#### **Authority to Grant Waivers**

From time to time, the Company may waive certain provisions of this Code of Conduct. Any employee, officer or director who believes that a waiver may be called for should discuss the matter with a member of the Compliance Team. Waivers for executive officers (including senior financial officers) or directors of the Company may be made only by the Board of Directors.

#### **Disclosure of Certain Waivers**

Any waiver of this Code of Conduct for executive officers (including senior financial officers) or directors of the Company must be promptly disclosed to stockholders as required by the Exchange Act and the rules thereunder, and the applicable rules of each stock exchange on which the Company's securities are listed or quoted.

## **Administration and Enforcement**

### **Communication to Employees, Officers and Directors**

The Company's management shall be responsible for ensuring that this Code of Conduct is effectively communicated to all employees, officers and directors and that this Code of Conduct is accessible on the Company's intranet or other internal communication mechanism.

### **Enforcement**

When an alleged violation of this Code of Conduct is reported, the Company shall take prompt and appropriate action in accordance with applicable laws and regulations and otherwise consistent with good business practice.

The Compliance Team, after consultation with outside counsel if appropriate, shall be responsible for implementing the appropriate disciplinary action in accordance with the Company's policies and procedures for any employee who is found to have violated this Code of Conduct. Any violation of applicable law or any deviation from the standards embodied in this Code of Conduct will result in disciplinary action, up to and including termination of employment. In addition to imposing discipline upon employees, officers and directors involved in non-compliant conduct, the Company also will impose discipline, as appropriate, upon supervisory personnel, if any, who direct or approve such improper actions, or are aware of those actions but do not act appropriately to correct them, and upon other individuals who fail to report known non-compliant conduct. In addition to imposing its own discipline, the Company may bring any violations of law to the attention of appropriate law enforcement personnel.

In the event of a violation of this Code of Conduct, the members of the Compliance Team will assess the situation to determine whether the violation demonstrates a problem that requires remedial action as to Company policies and procedures. Such corrective action may include providing revised public disclosure, retraining Company employees, modifying Company policies and procedures, improving monitoring of compliance under existing procedures and other action necessary to detect similar non-compliant conduct and prevent it from occurring in the future. Such corrective action shall be documented, as appropriate.

### **Publication of Code of Conduct**

The Company shall make the most current version of this Code of Conduct publicly available by placing it on the Company's website. The Company's annual report on Form 10-K filed with the Securities and Exchange Commission will state that this Code of Conduct is available on the Company's website and that this Code of Conduct is also available in print to any stockholder who requests it.

## **Effect of Other Governing Documents**

This Code of Conduct is in all respects subject and subordinate to the Company's Certificate of Incorporation and By-Laws and the applicable provisions of the General Corporation Law of the State of Delaware. This Code of Conduct should also be read in conjunction with the Company's Compliance Policies and all officers, employees, and directors of the Company should act in full compliance with the terms of the Compliance Policies.

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