

LivePerson, Inc.

Whistleblower Policy

LivePerson, Inc. (the “Company”) is committed to providing a workplace conducive to open discussion of its business practices. It is our policy to comply with all applicable laws that protect our directors, officers and employees, including the employees of our subsidiaries, and any persons engaged (directly or indirectly) to act on behalf of the Company, including agents, representatives, consultants, temporary agency personnel and contract-basis personnel, wherever located (collectively, “Company Personnel”), against unlawful retaliation as a result of their lawful, good-faith and reasonable reporting of or participation in investigations involving corporate fraud or other violations of federal and state law. As further discussed below, the Company will not discriminate or retaliate (directly or indirectly) against Company Personnel who, in good faith, report known or suspected violations to the Company.

Specifically, this policy is designed to prevent retaliation in the event that a member of Company Personnel has a good faith belief that Company Personnel may have violated the Company’s policies or procedures or otherwise engaged in other illegal, unethical or improper conduct and reports such concern by, for instance:

- Disclosing information to a government or law enforcement agency, where he or she has a good faith, reasonable belief that the information demonstrates a violation or possible violation of federal or state law, or federal or state regulation;
- Providing information, filing or otherwise participating in or assisting with an investigation or proceeding regarding any conduct that he or she reasonably and in good faith believes involves a violation or possible violation of federal or state law, or federal or state regulation;
- Providing information to the Company’s representatives (as designated below) where he or she has a good faith, reasonable belief that the information discloses a violation or possible violation of any of the Company’s employee or other policies; or
- Providing information to the Company’s representatives (as designated below) where he or she has good-faith, reasonable complaints or concerns regarding risk, accounting, internal accounting controls and auditing matters, including but not limited to:
 - fraud or deliberate error in the preparation, review or audit of financial statements of the Company;
 - fraud or deliberate error in the recording and maintaining of the Company’s financial records;
 - deficiencies in, or non-compliance with, the Company’s internal controls over financial reporting;

- misrepresentation or false statements regarding a matter contained in the Company's financial records, financial statements, or audit reports;
- deviation from reporting required under U.S. generally accepted accounting principles ("GAAP") or other applicable rules and regulations of the Company's financial condition and results;
- substantial variation in the Company's financial reporting methodology from prior practice or from GAAP;
- issues affecting the independence of the Company's independent public accounting firm;
- falsification, concealment, or inappropriate destruction of corporate or financial records;
- misappropriation or inappropriate usage of Company assets by Company Personnel or anyone else;
- any other conduct that may cause substantial injury to the financial interest or property of the Company or its investors; or
- communicating confidential business or financial information outside of the Company.

We will refer to the suspected violations described above as "Compliance Concerns."

The Company will not discharge, demote, suspend, threaten, harass, or in any manner discriminate or retaliate, directly or indirectly, against Company Personnel or other interested parties who, in good faith, report suspected misconduct to the Company or participate in any investigation of suspected misconduct, even if the facts alleged are not confirmed by subsequent investigation. Acts or threats of retaliation will result in appropriate disciplinary action, up to and including termination of employment.

We want Company Personnel to raise appropriate Compliance Concerns. However, this policy is not meant to protect Company Personnel who file reports or provide information without a good-faith, reasonable belief in the truth and accuracy of the information. In addition, except to the extent required by applicable law, this policy is not intended to protect Company Personnel who violate their confidentiality obligations with regard to our confidential or proprietary information.

Policy Applies to Employees of Certain Subsidiaries and Entities

This policy covers employees of any subsidiary or affiliate whose financial information is included in the consolidated financial statements of the Company.

Policy Applies to U.S. Company Personnel

This policy is designed to comply with the laws that apply to U.S. based Company Personnel. Company Personnel based in other countries are subject to the laws of those countries which generally have different compliance requirements. Company Personnel in other countries should consult with their People Group representatives for the applicable requirements in their country.

How to Raise a Compliance Concern

If you have a good-faith, reasonable belief that an employer or the Company has engaged in conduct giving rise to a Compliance Concern, you should promptly report it.

If you have a Compliance Concern, please contact one of the following individuals:

1. Your Supervisor or Manager. You are encouraged to discuss Compliance Concerns with your manager first, since he or she will often be in the best position to resolve the issue quickly.
2. Your Next Level of Management. If, under the circumstances, reporting to your manager is not appropriate, please report your Compliance Concerns to the next level of management.
3. Our Corporate Compliance Officer. The Audit Committee (the “Audit Committee”) of the Company’s Board of Directors (the “Board of Directors”) has appointed a compliance officer (the “Compliance Officer”) who is responsible for administering this policy. Our Compliance Officer is our General Counsel, who may be reached at (212) 609-4290 and mgreenberg@liveperson.com. Our Compliance Officer is responsible for receiving and reviewing complaints and overseeing investigative procedures (under the direction and oversight of the Audit Committee) under this policy. In her discretion, the Compliance Officer will refer appropriate complaints to the Board of Directors or the Audit Committee.

If the matter to be discussed involves the Compliance Officer, or if for any reason you are uncomfortable discussing the matter with any of the people described above, you may raise the matter with the Chairman of our Audit Committee, Kevin C. Lavan, who may be reached at klavan@liveperson.com.

In connection with raising a Compliance Concern, Company Personnel shall not be held criminally or civilly liable under any federal or state trade secret law for disclosure of a trade secret that is made in confidence to a federal, state or local government official or to an attorney solely for the purpose of reporting or investigating a suspected violation of law; or that is made in a complaint or other document filed in a lawsuit or other proceeding, if such filing is made under seal.

How to Raise a Compliance Concern Anonymously

If, when you report a Compliance Concern, you do not wish your identity to be known, you may report the Compliance Concern using the Company’s online “Report It” tool (www.Reportit.net);

user name and password are both “liveperson”) or by phone (1-877-778-5463). Complaints submitted on this basis will be forwarded to the Audit Committee. Anonymous reports should be factual instead of speculative or conclusory, and should contain as much specific information as possible to allow the persons investigating the report to adequately assess the nature, extent and urgency of the investigation.

Company Personnel may use this confidential procedure either to raise a new complaint or to report directly to the Audit Committee if he or she feels that a complaint previously raised with a supervisor or the Compliance Officer has not been handled appropriately.

Procedures for Recording Compliance Concerns

We will record all reports of Compliance Concerns in a log (the “Compliance Log”) which, to the extent possible, will indicate the following information for each Compliance Concern: (1) a description of the Compliance Concern; (2) the date of the report; (3) the persons responsible for reviewing the Compliance Concern; and (4) the disposition of the matter. The Company shall retain copies of the reports and the log for a period of at least five (5) years, subject to applicable privacy laws.

Procedures for Investigating Compliance Concerns

The Audit Committee will have access to all Compliance Concerns that involve our accounting, internal accounting controls and auditing matters. In addition, the Compliance Officer will refer appropriate Compliance Concerns to the Audit Committee on a periodic, as-needed basis. For each Compliance Concern, the Compliance Officer (under the direction and oversight of the Audit Committee) will assess the planned course of action, including whether to commence an investigation.

The responsibilities of the Compliance Officer and the Audit Committee with respect to investigations of Compliance Concerns will include the following:

1. Assign a Review Team. Ensure that appropriate resources and expertise are brought into the investigation so that reports of all allegations may be reviewed in a timely and thorough manner. Ensure that no one assigned to an investigation has a conflict of interest relating to the investigation.
2. Conduct Investigation. Ensure that the proper investigative channels are used. Coordinate and facilitate communications across investigative channels as necessary to ensure a comprehensive investigation.
3. Determine Actions. Assure that the appropriate executive officers and the Board of Directors are apprised of the allegations as appropriate and necessary, and determine further action, if any.
4. Improve Process. Monitor the significant elements and the progress of investigations to ensure that any action taken to address the reported violation is appropriate for the circumstances.

5. Provide Feedback. The Compliance Officer will make herself available to discuss with Company Personnel any complaints raised or reports filed by them (except to the extent that a complaint is filed anonymously) and provide feedback as necessary or appropriate.

This policy 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 policy may be amended from time to time by the Board of Directors.

Last Updated: October, 2020