



**ANNUAL MEETING OF STOCKHOLDERS
JUNE 7, 2022**

RULES OF CONDUCT AND PROCEDURES

Welcome to the Annual Meeting of Stockholders (the “Annual Meeting”) of Innovid Corp. (the “Company”). It is our desire to conduct a fair and informative Annual Meeting. Kindly observe the following Rules of Conduct and Procedures.

1. The Company’s bylaws describe requirements for meetings of our stockholders, and the Chair of the Annual Meeting will conduct the meeting consistent with those requirements
2. Because this is a meeting of our stockholders, only our stockholders are permitted to ask questions during the Annual Meeting. You need to have held stock as of the close of business on the record date of April 12, 2022 to vote or submit questions while participating in the virtual Annual Meeting.
3. Only stockholders that have accessed the Annual Meeting as a stockholder (rather than a “Guest”) will be permitted to vote or submit questions during the Annual Meeting. To vote or submit questions, please log in by entering the 16-digit control number you received with your proxy materials. If you have voted your shares prior to the start of the Annual Meeting, your vote has been received by the Company’s inspector of elections, and there is no need to vote those shares during the Annual Meeting, unless you wish to revoke or change your vote.
4. If a stockholder has a question about one of the matters in the Agenda to be voted on by the stockholders at the Annual Meeting, such question may be submitted in the field provided in the web portal at or before the time the matters are before the Annual Meeting for consideration. We will answer questions on any matters to be voted on by the stockholders at the Annual Meeting before the voting is closed. We have reserved ten minutes before the closing of the polls to address questions submitted.
5. Each stockholder may ask up to two questions. When submitting a question, you must provide your name and organization (if applicable). We will only address questions from stockholders who provide their name and organization (if applicable). Questions should be succinct and only cover a single topic. Questions that cover more than one topic will be considered separate questions. We may answer substantially similar questions together in a single response.
6. Only stockholder questions regarding the matters to be voted on at the Annual Meeting will be permitted, and conducting the business set out in the Agenda for the benefit of all stockholders will be paramount. The Company will not address any questions that are, among other things:
 - irrelevant to the business of the Company or to the business of the Annual Meeting;
 - related to material non-public information of the Company, including the status or results of our business since our last Quarterly Report on Form 10-Q;
 - related to any pending, threatened or ongoing litigation;
 - related to personal grievances;
 - derogatory references to individuals or that are otherwise in bad taste;
 - substantially repetitious of questions already made by another stockholder;
 - in excess of the two question limit;
 - in furtherance of the stockholder’s personal or business interests; or
 - out of order or not otherwise suitable for the conduct of the Annual Meeting as determined by the Chair or Secretary in their reasonable judgment.
7. If there are any matters of individual concern to a stockholder and not of general concern to all stockholders, or if a question posed was not otherwise answered, such matters may be raised separately after the Annual Meeting by contacting our Corporate Secretary Nabilah Irshad at nabilah@innovid.com.
8. The Chairperson may adjourn the meeting or call a recess at any time and for any reason, including disorder, a technical malfunction or any other significant problem that disrupts the meeting. In addition to these rules, the Chairperson may adopt any other rules or make rulings during the course of the meeting as he deems appropriate.
9. Recording of the Annual Meeting is prohibited.