NEXXEN INTERNATIONAL LTD.

Insider Trading Compliance Policy

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U.S. federal securities laws prohibit trading in the securities of a company while in possession of material nonpublic information and providing material nonpublic information to others so that they can trade. UK insider dealing regimes prohibit a person in possession of inside information to (a) use that information by dealing in financial instruments to which that information relate, (b) encourage, recommend or induce another person to engage in insider dealing and (c) make any unlawful disclosure of inside information. (the "AIM Market")Violating such laws can undermine investor trust, harm our company's reputation, and result in your dismissal from Nexxen International Ltd. (together with its subsidiaries, the "Company") or even serious criminal and civil charges against you and the Company.

The Company's securities are traded on the AIM market of the London Stock Exchange, which means it is subject to the Market Abuse Regulation (EU) 596/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 ("UK MAR"). The Company is required under the civil insider dealing regime under UK MAR (as supplemented by UK Financial Services and Markets Act 2000) to establish and maintain effective arrangements and procedures aimed at preventing and detecting insider dealing and market manipulation. Dealing of the Company's securities and other financial instruments traded on the AIM Market and the NASDAQ stock exchange may also be subject to the UK criminal insider dealing regime under the UK Criminal Justice Act 1993, as amended by the Insider Dealing (Securities and Regulated Markets) Order 2023 (the "UK CJA"). This Insider Trading Compliance Policy (this "Policy") outlines your responsibilities to avoid insider trading and other offences under UK MAR and implements certain procedures to help you avoid even the appearance of insider trading. Directors and senior managers of the Company must continue to comply with the Company's share dealing policy with regards to their proposed dealings.

I. Summary

Preventing insider trading is necessary to comply with UK MAR, U.S. federal securities laws and to preserve the reputation and integrity of the Company. "Insider trading" occurs when any person purchases or sells a security while in possession of material nonpublic information relating to the security. This is broadly the same as dealing while in possession of inside information under UK MAR.

Insider trading is a crime. In the U.S. context, the criminal penalties for violating insider trading laws include imprisonment and fines of up to $5 million for individuals and $25 million for corporations. In the UK context, the UK Financial Conduct Authority ("FCA") may bring criminal proceedings for insider dealing offences, which are punishable by unlimited fine and/or up to 10 years' imprisonment. Insider trading may also impose financial penalties, including civil penalties, including disgorgement of profits and civil fines. Insider trading is also prohibited by this Policy, and violation of this Policy may result in Company-imposed sanctions, including removal or dismissal for cause.

II. Applicability

This Policy applies to all officers, directors, and employees of the Company. As someone subject to this Policy, you are responsible for ensuring that your immediate family members and members of your household and your other PCAs (as defined below) also comply with this Policy. This Policy also applies to any entities you control, including any corporations, partnerships, or trusts, and transactions by such entities should be treated for the purposes of this Policy and applicable securities laws as if they were for your own account. The Company may determine that this Policy applies to additional persons with access to material nonpublic information, such as contractors or consultants. This Policy extends to all activities within and outside your Company duties. Every officer, director, and employee must review this Policy. Questions regarding the Policy should be directed to the Company's Compliance Officer.

For purposes of this Policy, the "Compliance Officer" shall be the Company's Chief Legal Officer; provided that if the Chief Legal Officer is unavailable or personally involved in the transaction at issue, the Compliance Officer shall be the Company's Chief Financial Officer.

In all cases, as someone subject to this Policy, you bear full responsibility for ensuring your compliance with this Policy, and also for ensuring that your immediate family members and members of your household (and individuals not residing in your household but whose transactions are subject to your influence or control) and your other PCAs (as defined below) and entities under your influence or control are in compliance with this Policy.

Actions taken by the Company, the Compliance Officer, or any other Company personnel do not constitute legal advice, nor do they insulate you from the consequences of noncompliance with this Policy.

III. Statement of Policies Prohibiting Insider Trading

Under the U.S. legislation, no officer, director, or employee (or any other person designated as subject to this Policy) shall purchase or sell any type of security while in possession of material nonpublic information relating to the security or the issuer of such security, whether the issuer of such security is the Company or any other company.

These prohibitions do not apply to:

- purchases of the Company's securities from the Company or sales of the Company's securities to the Company;
- exercises of stock options or other equity awards or the surrender of shares to the Company in payment of the exercise price or in satisfaction of any tax withholding obligations in a manner permitted by the applicable equity award agreement, or vesting of equity-based awards that, in each case, do not involve a market sale of the Company's securities (the "cashless exercise" of a Company stock option through a broker *does* involve a market sale of the Company's securities, and therefore would not qualify under this exception);
- *bona fide* gifts of the Company's securities unless the person giving the gift knows or has reason to believe that the recipient intends to sell the securities while the donor is in possession of material non-public information about the Company; or

- purchases or sales of the Company's securities made pursuant to any binding contract, specific instruction or written plan entered into while the purchaser or seller, as applicable, was unaware of any material nonpublic information and which contract, instruction, or plan (i) meets all requirements of the affirmative defense provided by Rule 10b5-1 ("Rule 10b5-1") promulgated under the Securities Exchange Act of 1934, as amended (the "1934 Act"), (ii) was precleared in advance pursuant to this Policy and (iii) has not been amended or modified in any respect after such initial preclearance without such amendment or modification being precleared in advance pursuant to this Policy. For more information about Rule 10b5-1 trading plans, see Section VI below.

Notwithstanding the above, officers, directors and employees must comply at all times with UK MAR, including in relation to the use and disclosure of 'inside information' (as further elaborated in sections below). "Inside Information" is information of a precise nature that:

- has not been made public;
- relates, directly or indirectly, to the Company or to one or more financial instruments; and
- if it were made public, would be likely to have a significant effect on the prices of those financial instruments or related derivative financial instruments (that is, it is information that a reasonable investor would be likely to use as part of the basis of their investment decisions).

Where a person is in possession of inside information and he or she acquires or disposes of, or attempts to acquire or dispose of (for his or her own account or for the account of a third party) directly or indirectly, financial instruments to which that information relates, there is a presumption that such person has *used* the inside information.

From time to time, events will occur that are material to the Company and cause certain officers, directors, or employees to be in possession of material nonpublic information. When that happens, the Company will recommend that those in possession of the material nonpublic information suspend all trading in the Company's securities until the information is no longer material or has been publicly disclosed.

When such event-specific blackout periods occur, those subject to it will be notified by the Company. The event-specific blackout period will not be announced to those not subject to it, and those subject to it or otherwise aware of it should not disclose it to others.

Even if the Company has not notified you that you are subject to an event-specific blackout period, if you are aware of material nonpublic information about the Company, you should not trade in Company securities. Any failure by the Company to designate you as subject to an event- specific blackout period, or to notify you of such designation, does not relieve you of your obligation not to trade in the Company's securities while possessing material nonpublic information.

No officer, director, or employee shall directly or indirectly communicate (or "tip") material nonpublic information to anyone outside the Company (except where permitted by law).

IV. Explanation of Insider Trading

*"*Insider trading*"* refers to the purchase or sale of a security while in possession of material nonpublic information relating to the security.

"Insider dealing" in the UK context, arises where a person possesses inside information and uses that information by acquiring or disposing of (for his or her own account or for the account of a third party), directly or indirectly, financial instruments or securities to which that information relate. "Insider dealing" also encompasses (a) encouraging, recommending or inducing another person to engage in insider dealing and (b) disclosure of inside information to another person, otherwise than in the proper performance of the functions of his or her employment, office or profession.

"Securities" includes stocks, publicly traded or quoted shares, bonds, notes, debentures, options, warrants, and other convertible securities, as well as derivative or financial instruments. In the UK context, the scope of "securities" is broadly similar to the scope of "financial instruments" that are subject to the UK civil and criminal insider dealing regimes.

"Purchase" and "sale" are defined broadly under the federal securities law and UK MAR. "Purchase" includes not only the actual purchase of a security, but any contract to purchase or otherwise acquire a security. "Sale" includes not only the actual sale of a security, but any contract to sell or otherwise dispose of a security. These definitions extend to a broad range of transactions, including conventional cash-for-stock transactions, conversions, the exercise of stock options, and acquisitions and exercises of warrants or puts, calls, or other derivative securities.

A. What Facts Are Material or Amount to Inside Information?

The materiality of a fact depends upon the circumstances. A fact is considered "material" if there is a substantial likelihood that a reasonable investor would consider it important in making a decision to buy, sell, or hold a security, or if the fact is likely to have a significant effect on the market price of the security. This definition is broadly similar to "inside information" under UK MAR – even though the definition of "inside information" does not specifically refer to the materiality of the information, "inside information" is information that a reasonable investor would be likely to use as part of the basis of their investment decisions. Material or inside information can be positive or negative and can relate to virtually any aspect of a company's business or to any type of security, debt, or equity. Also, information that something is likely to happen in the future—or even just that it may happen—could be deemed material or inside information.

Examples of material or inside information include (but are not limited to) information about corporate earnings or earnings forecasts; possible mergers, acquisitions, tender offers, or dispositions; dividends; major new products or product developments; important business developments such as major contract awards or cancellations, developments regarding strategic collaborators, or the status of regulatory submissions; management or control changes; significant borrowing or financing developments, including pending public sales or offerings of debt or equity securities; defaults on borrowings; bankruptcies; cybersecurity or data security incidents; and significant litigation or regulatory actions. Moreover, material information does not have to be related to a company's business. For example, the contents of a forthcoming newspaper column that is expected to affect the market price of a security can be material or inside infromation.

Questions regarding material information should be directed to the Compliance Officer. **A good rule of thumb: When in doubt, do not trade.**

B. What Is Nonpublic?

Information is "nonpublic" if it is not available to the general public. In order for information to be considered public, it must be widely disseminated in a manner making it generally available to investors, through a Regulatory Information Service, newswire services such as Dow Jones, Reuters, Bloomberg, Business Wire, The Wall Street Journal, Associated Press, or United Press International; broadcasts on widely available radio or television programs; publication in a widely available newspaper, magazine, or news website; a Regulation FD-compliant conference call; or public disclosure documents filed with the US Securities and Exchange Commission (the "SEC") that are available on the SEC's website. Note that simply posting information to the Company's website may not be sufficient disclosure to make the information public.

The circulation of rumors, even if accurate and reported in the media, does not constitute effective public dissemination. The requirement for disclosure of inside information in response to a market rumor should be considered under UK MAR. In addition, even after a public announcement, a reasonable period of time must lapse in order for the market to react to the information. Generally as a rule of thumb, one should allow two full trading days following publication as a reasonable waiting period before such information is deemed to be public. For purposes of this Policy, a "trading day" is a day on which U.S. national stock exchanges are open for trading. If, for example, the Company were to make an announcement on a Monday prior to 9:30 a.m. Eastern Time, the information would be deemed public after the close of trading on Tuesday. If an announcement were made on a Monday after 9:30 a.m. Eastern time, the information would be deemed public after the close of trading on Wednesday.

C. Who Is an Insider?

"Insiders" include officers, directors, and any employees of a company, or anyone else who has material nonpublic or inside information about a company. Insiders have independent fiduciary duties to their company and its stockholders not to trade on material nonpublic information relating to the Company's securities. Insiders may not trade in the Company's securities while in possession of material nonpublic information relating to the Company, nor may they tip such information to anyone outside the Company (except in accordance with the Company's policies regarding the protection or authorized external disclosure of Company information) or to anyone within the Company other than on a "need-to-know" basis.

Individuals subject to this Policy are responsible for ensuring that their immediate family members, members of their households and other "Persons Closely Associated" (PCAs) of any directors and senior managers or any other employees that have been told that he or she is a PDMR ("Persons Discharging Managerial Responsibilities" (PDMR)) also comply with this Policy. This Policy also applies to any entities controlled by individuals subject to the Policy, including any corporations, limited liability companies, partnerships or trusts, and transactions by these entities should be treated for the purposes of this Policy and applicable securities laws as if they were for the individual's own account.

For the purposes of this Policy, a PCA under UK MAR is:

- Spouse or partner(including a civil partner)
- Dependent child (including stepchild) who is under the age of 18 years old and is unmarried and does not have a civil partner
- A relative who has shared the same household for at least 12 months before the

transaction occurred

- A legal person, trust or partnership, the managerial responsibilities of which are discharged by a PDMR or by a person referred to in any of the preceding categories, which is directly or indirectly controlled by such a person, which is set up for the benefit of such a person, or the economic interests of which are substantially equivalent to those of such a person.

The PDMRs and PCAs must notify both the Company and the FCA of every transaction conducted on their own account relating to the securities of the Company. The notification by the PDMR or PCA to the Company and the FCA must be made promptly and no later than three working days after the date of the transaction.

D. Trading by Persons Other Than Insiders

Insiders may be liable for communicating or tipping material nonpublic information to a third party ("Tippee"), and insider trading violations are not limited to trading or tipping by insiders. Persons other than insiders can also be liable for insider trading, including Tippees who trade on material nonpublic information tipped to them or individuals who trade on material nonpublic information that has been misappropriated. Insiders may be held liable for tipping even if they receive no personal benefit from tipping and even if no close personal relationship exists between them and the Tippee.

Tippees inherit an insider's duties and are liable for trading on material nonpublic information illegally tipped to them by an insider. Similarly, just as insiders are liable for the insider trading of their Tippees, so are Tippees who pass the information along to others who trade. In other words, a Tippee's liability for insider trading is no different from that of an insider. Tippees can obtain material nonpublic information by receiving overt tips from others or through, among other things, conversations at social, business, or other gatherings.

In addition to a potential civil offense, under the UK criminal insider dealing regime, as mentioned above, there is a broadly similar "tipping off" criminal offence which prohibits a person from encouraging another person to deal in securities that are (whether or not that other knows it) price-affected securities in relation to the information, knowing or having reasonable cause to believe that the dealing would take place

E. Penalties for Engaging in Insider Trading

Penalties for trading on or tipping material nonpublic information can extend significantly beyond any profits made or losses avoided, both for individuals engaging in such unlawful conduct and their employers. The SEC and Department of Justice have made the civil and criminal prosecution of insider trading violations a top priority. Enforcement remedies available to the government or private plaintiffs under the federal securities laws include:

- SEC administrative sanctions;
- securities industry self-regulatory organization sanctions;

- civil injunctions;
- damage awards to private plaintiffs;
- disgorgement of all profits;
- civil fines for the violator of up to three times the amount of profit gained or loss avoided;
- civil fines for the employer or other controlling person of a violator (i.e., where the violator is an employee or other controlled person) of up to the greater of $2.17 million (subject to adjustment for inflation) or three times the amount of profit gained or loss avoided by the violator;
- criminal fines for individual violators of up to $5 million ($25 million for an entity); and
- jail sentences of up to 20 years.

In addition, insider trading could result in serious sanctions by the Company, including dismissal. Insider trading violations are not limited to violations of the federal securities laws. Other federal and state civil or criminal laws, such as the laws prohibiting mail and wire fraud and the Racketeer Influenced and Corrupt Organizations Act (RICO), may also be violated in connection with insider trading.

There are separate civil and/or criminal offences for insider trading and market abuse under UK MAR and the UK CJA. The potential implications for market abuse under the UK rules and regulation for the Company and individuals are serious. The FCA may bring criminal proceedings for insider dealing offences, which are punishable by unlimited fine and/or up to 10 years' imprisonment. The FCA may impose financial penalties, including disgorgement of profits and civil fines, issue public censures and apply to the courts for injunctions against individuals and companies.

F. Size of Transaction and Reason for Transaction Do Not Matter

The size of the transaction or the amount of profit received does not have to be significant to result in prosecution. The SEC, the UK Financial Conduct Authority and London Stock Exchange has the ability to monitor even the smallest trades, and these authorities performs routine market surveillance. Brokers or dealers are required by law to inform the SEC of any possible violations by people who may have material nonpublic information. The SEC, the UK Financial Conduct Authority and London Stock Exchange aggressively investigate even small insider trading violations.

G. 20/20 Hindsight

If your securities transactions become the subject of scrutiny, they will be viewed after-the-fact with the benefit of hindsight. As a result, before engaging in any transaction you should carefully

consider how regulators and others might view your transaction in hindsight.

V. Statement of Procedures to Prevent Insider Trading

The following procedures have been established, and will be maintained and enforced, by the Company to prevent insider trading.

A. Blackout Periods

The period during which the Company prepares quarterly financials is a sensitive time for insider trading purposes, as Company personnel may be more likely to possess, or be presumed to possess, material nonpublic information. To avoid the appearance of impropriety and assist Company personnel in planning transactions in the Company's securities for appropriate times, **no officer, director, or employee shall purchase or sell any security of the Company during the period beginning at 11:59 p.m. ET on the 14th calendar day before the end of any fiscal quarter of the Company and ending upon completion of the second full trading day after the public release of earnings data for such fiscal quarter or during any other trading suspension period declared by the Company.** For example, if the Company's fourth fiscal quarter ends on December 31, the corresponding blackout period would begin at 11:59 p.m., ET, on December 17 and end at the close of trading (generally, 4:01 p.m., ET) on the second full trading day after the public release of earnings data for such fiscal quarter.

Exceptions to the blackout period policy may be approved only by the Company's Chief Legal Officer or Chief Financial Officer or, in the case of exceptions for directors, the Board of Directors or Audit Committee.

From time to time, other types of material nonpublic information regarding the Company (such as negotiation of mergers, acquisitions or dispositions, investigation and assessment of cybersecurity incidents or new product developments) may be pending and not be publicly disclosed. While such material nonpublic information is pending, the Company, through the Board of Directors or the Chief Legal Officer or Chief Financial Officer, may recommend that officers, directors, employees, or others suspend trading in the Company's securities because of developments that have not yet been disclosed to the public. Subject to the exceptions noted above, all those affected should not trade in the Company's securities while the suspension is in effect, and should not disclose to others that the Company has suspended trading.

Section 306(a) of the Sarbanes-Oxley Act of 2002 and Regulation BTR prohibit directors and officers from directly or indirectly, purchasing, selling or otherwise acquiring or transferring any equity security of the company when a company pension plan has instituted a blackout period prohibiting plan participants and beneficiaries in the plan from engaging in transactions involving the Company's securities. These prohibitions apply only if the securities acquired or disposed of by the director or executive officer were acquired in connection with his or her service or employment as a director or executive officer. Section 306(a) of the Sarbanes-Oxley Act of 2002 also requires the Company to notify its directors and executive officers, as well as the SEC, of an impending blackout period on a timely basis.

If the Company is required to impose a "pension fund black-out period" under Regulation BTR, each director and executive officer shall not, directly or indirectly sell, purchase or otherwise transfer during such black-out period any equity securities of the Company acquired in connection

with his or her service as a director or officer of the Company, except as permitted by Regulation BTR.

B. Closed periods under UK MAR

No dealings during a 'closed period' are permitted. Closed periods typically mean the 30 calendar days prior to the release of each of (i) the preliminary announcement of the Company's annual results (or, where no such announcement is released, the 30 calendar days prior to publication of the Company's annual financial report), and (ii) the Company's half-yearly financial report.

No dealings are permitted on his or her own account or for the account of a third party, directly or indirectly, when a PDMR is in receipt of 'inside information'. Inside information is any precise information, which has not been made public, relating directly or indirectly to the Company or its shares or financial instruments, and which if it were made public, would be likely to have a "significant effect" on the Company's shares.

C. Preclearance of All Trades by All Officers, Directors and Certain Key Employees

To provide assistance in preventing inadvertent violations of applicable securities laws and to avoid the appearance of impropriety in connection with the purchase and sale of the Company's securities, all transactions in the Company's securities (including, without limitation, acquisitions and dispositions of Company stock, the exercise of stock options, elective transactions under 401(k)/ESPP/deferred compensation plans, if any, and the sale of Company stock issued upon exercise of stock options) by officers, directors, and employees listed on Schedule I (as amended from time to time) (each, a "Preclearance Person") must be precleared by the Company's Company Secretary (or as otherwise provided) in accordance with the Company's share dealing code in compliance with the UK AIM Rules for Companies.

D. Post-Termination Transactions

With the exception of the preclearance requirement, this Policy continues to apply to transactions in the Company's securities even after termination of service to the Company. If you are in possession of material nonpublic information when your service terminates, you may not trade in the Company's securities until that information has become public or is no longer material.

E. Information Relating to the Company

1. Access to Information

Access to material nonpublic information about the Company, including the Company's business, earnings, or prospects, should be limited to officers, directors, and employees of the Company on a "need-to-know" basis. In addition, such information should not be communicated to anyone outside the Company under any circumstances (except in accordance with the Company's policies regarding the protection or authorized external disclosure of Company information) or to anyone within the Company on any other than "need-to-know" basis.

In communicating material nonpublic information to employees of the Company, all officers, directors, and employees must take care to emphasize the need for confidential treatment of such information and adherence to the Company's policies with regard to confidential information.

2. Inquiries From Third Parties

Inquiries from third parties, such as industry analysts or members of the media, about the Company should be directed to the Chief Legal Officer at arothstein@Nexxeninternational.com.

VI. Additional Prohibited Transactions

The Company has determined that there is a heightened legal risk and/or the appearance of improper or inappropriate conduct if the persons subject to this Policy engage in certain types of transactions. Therefore, officers, directors, and employees shall comply with the following policies with respect to certain transactions in the Company securities:

A. Short Sales

Short sales of the Company's securities evidence an expectation on the part of the seller that the securities will decline in value, and therefore signal to the market that the seller has no confidence in the Company or its short-term prospects. In addition, short sales may reduce the seller's incentive to improve the Company's performance. For these reasons, short sales of the Company's securities are prohibited by this Policy.

B. Publicly Traded Options

A transaction in options is, in effect, a bet on the short-term movement of the Company's stock and therefore creates the appearance that an officer, director, or employee is trading based on material nonpublic information. Transactions in options may also focus an officer's, director's, or employee's attention on short-term performance at the expense of the Company's long-term objectives. Accordingly, transactions in puts, calls, or other derivative securities involving the Company's equity securities, on an exchange or in any other organized market, are prohibited by this Policy.

C. Hedging Transactions

Certain forms of hedging or monetization transactions, such as zero-cost collars and forward sale contracts, allow an officer, director, or employee to lock in much of the value of his or her stock holdings, often in exchange for all or part of the potential for upside appreciation in the stock. Such transactions allow the officer, director, or employee to continue to own the covered securities, but without the full risks and rewards of ownership. When that occurs, the officer, director, or employee may no longer have the same objectives as the Company's other stockholders. Therefore, the Company strongly discourages you from engaging in such transactions. Any person wishing to enter into such an arrangement must first submit the proposed transaction for approval by the Compliance Officer. Any request for pre-clearance of a hedging or similar arrangement must be submitted to the Compliance Officer at least two weeks prior to the proposed execution of documents evidencing the proposed transaction and must set forth a justification for the proposed transaction.

D. Purchases of the Company's Securities on Margin; Pledging the Company's Securities to Secure Margin or Other Loans

Purchasing on margin means borrowing from a brokerage firm, bank, or other entity in order to purchase the Company's securities (other than in connection with a cashless exercise of stock options under the Company's equity plans). Margin purchases of the Company's securities are prohibited by this Policy. Pledging the Company's securities as collateral to secure loans is also prohibited. This prohibition means, among other things, that you cannot hold the Company's securities in a "margin account" (which would allow you to borrow against your holdings to buy securities).

E. Director and Executive Officer Cashless Exercises

The Company will not arrange with brokers to administer cashless exercises on behalf of directors and executive officers of the Company. Directors and executive officers of the Company may use the cashless exercise feature of their equity awards only if (i) the director or officer retains a broker independently of the Company, (ii) the Company's involvement is limited to confirming that it will deliver the stock promptly upon payment of the exercise price, (iii) the director or officer uses a cashless exercise arrangement (to be settled per the required or standard settlement cycle), in which the Company agrees to deliver stock against the payment of the purchase price on the same day the sale of the stock underlying the equity award settles and (iv) the director or officer otherwise complies with this Policy. Under such cashless exercises, a broker, the issuer and the issuer's transfer agent work together to make all transactions settle simultaneously. This approach is to avoid any inference that the Company has "extended credit" in the form of a personal loan to the director or executive officer. Questions about cashless exercises should be directed to the Compliance Officer.

F. Standing Orders

A standing order placed with a broker to sell or purchase Company securities at a specified price leaves the security-holder with no control over the timing of the transaction. A transaction pursuant to a standing order, which does not meet the standards of a Trading Plan (as defined below)

approved in compliance with this Policy, executed by the broker when the individual subject to this Policy is aware of material non-public information about the Company, may result in unlawful insider trading. Other than in connection with Trading Plan under this Policy, entry into or fulfillment of a standing order is prohibited whenever an individual subject to this Policy is in possession of material nonpublic information about the Company (including during a closed period or quarterly blackout period for persons subject to the blackout restrictions of this Policy or ad hoc black-out period for those insiders subject to such procedures). All standing orders must be of limited duration, cancelable, and in the case of a person subject to the blackout restrictions of this Policy or a person subject to an ad hoc black-out period, must be immediately canceled upon commencement of quarterly black-out or ad hoc black-out period, as applicable.

VII. Rule 10b5-1 Trading Plans

Trades by Individuals in the Company's securities that are executed pursuant to an approved 10b5-1 trading plan (a "Trading Plan") are not subject to the prohibition on trading on the basis of material non-public information contained in this Policy or to the restrictions set forth above relating to pre-clearance procedures and blackout periods.

SEC Rule 10b5-1 provides an affirmative defense from insider trading liability under the federal securities laws for a Trading Plan that meet certain requirements:

- has been submitted to and preapproved by the Company Secretary, Compliance Officer or such other person as the Board of Directors may designate from time to time, at least 30 days before the commencement of any transactions under the Trading Plan;

- includes written representations certifying that directors or officers (i) are not aware of material nonpublic information about the issuer or its securities and (ii) are adopting or modifying the Trading Plan in good faith and not as part of a Trading Plan or scheme to evade the prohibitions of Exchange Act Rule 10b-5.either (i) specifies the amounts, prices, and dates of all security transactions under the Trading Plan, (ii) provides a written formula, algorithm, or computer program for determining the amount, price, and date of the transactions, or (iii) prohibits you from exercising any subsequent influence over the transactions.

Additionally, the Trading Plan must be entered into during an open window. In addition, the SEC's recent amendments to Rule 10b5-1 trading plans (the "Rule Amendments") establish mandatory waiting periods (each, a "Cooling-Off Period") prior to the execution of the first trade after the establishment or modification of a Trading Plan, which help ensure the individuals are not in possession of material information at the time the first trade is executed. Specifically, under the Rule Amendments, the Cooling-Off Period for directors and officers must be the later of (i) 90 days following the adoption of modification date or (ii) two business days following the issuance of the earnings release for the fiscal quarter in which the Trading Plan was adopted or modified, but no greater than 120 days, and the required Cooling-Off Period for individuals other than directors, officers, and the Company must be at least 30 days.

Individuals are limited to one "single trade plan", which is a Trading Plan designed to effect the open market purchase or sale of the total amount of the securities subject to the Trading Plan as a single transaction, in any 12 -month period.

A person acting in good faith may amend a prior Trading Plan so long as such amendments are made outside of a quarterly trading blackout period and at a time when the Trading Plan participant does not possess material, nonpublic information. Trading Plan amendments, modifications or changes will be treated as a termination of the Trading Plan followed by a subsequent adoption of a new Trading Plan if the modification or change affects the amount, price or timing of the purchase or sale of securities (or to the formula, algorithm or program that controls the amount, price or timing of the purchase or sale of securities) under the Plan. Any modification to a Trading Plan with these effects will trigger the applicable Cooling-off Period mentioned above.

Under certain circumstances, a Trading Plan *must* be revoked. This may include circumstances such as the announcement of a merger or the occurrence of an event that would cause the transaction either to violate the law or to have an adverse effect on the Company. The Chief Legal Officer or administrator of the Company's stock plans is authorized to notify the broker in such circumstances, thereby insulating the insider in the event of revocation. Effectiveness of any revocation or amendment of a Trading Plan will be subject to the prior review and approval of the Chief Legal Officer. Revocation is effected upon written notice to the broker. Once a Trading Plan has been revoked, the participant should adhere to the applicable Cooling- Off Period before establishing a new Trading Plan. You should note that revocation of a Trading Plan can result in the loss of an affirmative defense for past or future transactions under a Trading Plan. You should consult with your own legal counsel before deciding to revoke a Trading Plan.

Although non-discretionary Trading Plans are preferred, discretionary Trading Plans, where the discretion or control over trading is transferred to a broker, are permitted if pre-approved by the Compliance Officer.

The Compliance Officer must pre-approve any Trading Plan, arrangement or trading instructions, etc., involving potential sales or purchases of the Company's stock or option exercises, including but not limited to, blind trusts, discretionary accounts with banks or brokers or limit orders. The actual transactions effected pursuant to a pre-approved Trading Plan will not be subject to further pre-clearance for transactions in the Company's stock once the Trading Plan or other arrangement has been pre-approved.

If required, an SEC Form 144 will be filled out and filed by the individual/brokerage firm in accordance with the existing rules regarding Form 144 filings. A footnote at the bottom of the Form 144 should indicate that the trades "are in accordance with a Trading Plan that complies with Rule 10b5-1 and expires __."

During an open trading window, trades differing from Trading Plan instructions that are already in place are allowed as long as the Trading Plan continues to be followed.

The transactions prohibited under this Policy, including among others short sales and hedging transactions, may not be carried out through a Trading Plan or other arrangement or trading instruction involving potential sales or purchases of the Company's securities.

You may not adopt more than one Trading Plan at a time. You may only amend or revoke a Trading Plan outside of quarterly trading blackout periods when you do not possess material nonpublic information. Any amendment or revocation of a Trading Plan must be preapproved by the Compliance Officer and must comply with the applicable Cooling-Off Periods.

The Company reserves the right to publicly announce, or respond to inquiries from the media regarding, the implementation of Trading Plans or the execution of transactions made under a Trading Plan. The Company also reserves the right, from time to time, to suspend, discontinue, or otherwise prohibit transactions under a Trading Plan if the Compliance Officer or the Board of Directors, in its discretion, determines that such suspension, discontinuation, or other prohibition is in the best interests of the Company. Transactions prohibited under this Policy, including short sales and hedging transactions, may not be carried out through a Trading Plan.

Compliance of a Trading Plan with the terms of Rule 10b5-1 and the execution of transactions pursuant to the Trading Plan are the sole responsibility of the person initiating the Trading Plan, and none of the Company, the Compliance Officer, or the Company's other employees assume any liability for any delay in reviewing and/or refusing a Trading Plan submitted for approval nor the legality or consequences relating to a person entering into or trading under a Trading Plan.

If, during the last fiscal quarter, any director or officer has adopted or terminated a Trading Plan or a pre-arranged trading plan that does not qualify as a Rule 10b5-1 plan (including modifications to any such plans), the Company will provide a description of the material terms of such plans, including the name and title of the director or officer, date of the adoption or termination, duration, and aggregate number of shares to be sold or purchased. The Company is not required to disclose the price at which trades are authorized to be made under the Trading Plan. On a yearly basis, the Company is required to disclose (in its Form 20-F and in any proxy statements) whether it has adopted any insider trading-related policies and procedures governing the purchase, sale or other disposition of their securities by directors, officers, employees or the Company itself and, if not, to explain why that is the case. A copy of such policies and procedures must be filed as an exhibit to its Form 20-F.

VIII. Execution and Return of Certification of Compliance

After reading this Policy, all officers, directors, and employees should execute and return to the Company's Compliance Officer the Certification of Compliance form attached hereto as "Attachment A."

Adopted: June 17, 2021

Amended: 5, 2024

Schedule I

Individuals Subject to Preclearance Requirement

All Employees
All Directors

Certification of Compliance with the Insider Trading Policy FORM

Return by [_____] [insert return deadline]

To: _____

From: _____

Re: Insider Trading Compliance Policy of Nexxen International Ltd.

I have received, reviewed, and understand the above-referenced Insider Trading Compliance Policy and undertake, as a condition to my present and continued employment, to comply fully with the policies and procedures contained therein.

I hereby certify, to the best of my knowledge, that up to the date hereof while employed with Nexxen International Ltd. or any of its affiliates, I will comply and have complied fully with all policies and procedures set forth in the above-referenced Insider Trading Compliance Policy.

_____
Signature

_____
Date