



CODE OF ETHICS

OBJECTIVE

In order to achieve courteous and proper business behavior and conduct from all of our directors, officers and employees, including those in our affiliates, everyone must act ethically, honestly, and with integrity and sound judgment. Adherence to this policy is essential to creating and sustaining our central corporate culture.

Our affairs should be conducted in accordance with the applicable laws and regulations in the countries in which we do business while maintaining our central core of ethical standards stated herein.

This Code of Ethics is intended to promote:

- achievement of our stated objectives, and to provide a system for ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- our ability to provide full, fair, accurate, timely and understandable disclosure in reports and documents that we file with or submit to the U.S. Securities and Exchange Commission and our other public communications;
- our compliance with applicable governmental laws, rules and regulations in all places in which we conduct business;
- the prompt internal reporting of violations of this Code of Ethics in order that violations may be addressed and rectified; and
- accountability for adherence to this Code of Ethics.

INTERNAL REPORTING OF VIOLATIONS

The Audit Committee, at the recommendation of the CEO, will appoint from time to time the Company Compliance Officer. The Company Compliance Officer is authorized to oversee all internal auditing, monitoring, and self-evaluation programs relating to our regulatory and oversight obligations, in order to ensure consistent application and interpretation of our compliance policies, including this Code of Ethics.

It is Gilat's policy that if you discover or suspect misconduct, you should report it immediately to your supervisor and have the matter handled through regular management

channels. However, if you believe that your supervisor has not taken appropriate action after you have made the report, or if you suspect that it cannot be appropriately addressed by your supervisor, you may make your report to the Company Compliance Officer by sending an anonymous note with all relevant documentation to the Company Compliance Officer either by letter, through internal mail, or through an anonymous email address that is described on the Company's intranet site. You will not be penalized or suffer any retaliation in any way due to making such a report, unless you have made a knowingly false report, or due to your having testified, participated in or otherwise assisted in a proceeding relating to alleged violations of laws or this Code of Ethics. All contacts with the Company Compliance Officer are confidential, and may be made anonymously.

If for any reason you feel that the Company Compliance Officer has not taken appropriate action after you have made your report, or if you suspect that the Company Compliance Officer is not the appropriate address for your report, you may make your report to the chairman of the Company's Audit Committee through the anonymous email address that is described on the Company's intranet site. Again, you will not be penalized or suffer any retaliation in any way due to making such a report, unless you have made a knowingly false report, or due to your having testified, participated in or otherwise assisted in a proceeding relating to alleged violations of laws or this Code of Ethics.

The Company's CEO, CFO, and Controller, and all persons performing similar functions, (the "Senior Financial Officers"), should promptly bring to the attention of the Chairman of the Board of Directors and to the Audit Committee: (a) any matters that could compromise the integrity of the Company's financial reports; (b) any disagreement with the Company's independent auditors with respect to any material accounting matter; and (c) any violation of this Code of Ethics or of any law or regulation, which relate to the Company's business, operations, or accounting or financial affairs.

ETHICS

We, and each of our directors, officers and employees worldwide, must act with honesty, integrity, and prudence. We require that everyone in our corporation adhere to a high standard of ethics, taking into account local custom. To this end, you are required to:

- be honest and ethical in your dealings with colleagues, customers, vendors, and all others.
- act in good faith, with competence and due care without misrepresenting material facts or allowing independent judgment to be compromised.
- respect the confidentiality of information acquired in the course of your service.
- promote ethical and honest behavior among your colleagues.
- respect the rights of your colleagues and others. We will not tolerate discrimination, libel, slander or harassment. Equal opportunity must be given to every person, regardless of age, race, sex, sexual preference, color, creed, religion, national origin, marital status, handicap or disability.

- alert your supervisor or the designated Company Compliance Officer in any event that you know of, or reasonably believe there is, a serious violation of applicable laws, this Code of Ethics or our related policies and procedures. You will not be penalized for reporting your discoveries or suspicions.

In connection with these general statements, we provide below information about particular activities that frequently, if not inherently, involve ethical concerns. Violation of the standards set out in this Code of Ethics will result in corrective action, and could result in dismissal.

CONFLICTS OF INTEREST

You must avoid engaging in any personal activity, investment, or association which could appear to impinge on your exercising proper, independent business judgment concerning our corporate interests and if there is such possible conflicts of interest you should report it immediately to your supervisor. You may not exploit your position for personal gain and you may not take for yourselves personally any opportunity that is discovered through use of Company property, information, or position.

Following are examples of situations in which there is likely to be a conflict of interest:

- causing us to engage in business transactions with you, your relatives or friends, or any entity controlled by, or under common control with such persons;
- using nonpublic information about us, any customer or vendor for your, your relatives' or friends' personal gain, including securities transactions based on such information;
- having a financial interest in any of our customers, vendors or competitors;
- receiving a loan or guarantee of obligations from us or any other person or entity as a result of your position.

With regard to any actual or apparent material conflict of interest involving an employee, the employee involved should make prompt disclosure in writing to his direct superior, who will review the transaction or relationship. If the employee's direct superior determines that a material conflict does exist, he will consult further with his direct superior to decide upon appropriate further action, if any, necessary to reduce or avoid such conflict of interest. Such action may include referring the matter in writing to the Audit Committee, in which case the Audit Committee shall determine how the situation should be resolved.

GIFTS AND BRIBES

Gifts and bribes are proffered in order to gain favorable treatment. Any gift provided to you should not place you under any obligation toward any other person or entity.

You and your relatives may not give to or receive gifts from, other than modest gifts in the normal course of business, our customers or vendors. You should avoid being in an embarrassing position of public disclosure regarding inappropriate gifts, and therefore should obtain prior approval from your supervisor or the Company Compliance Officer with respect to any other than modest kind of gift.

You must always obey government laws and regulations regarding prohibitions on the receipt of gratuities by public officials. This often extends to travel and entertainment. The Company and its officers may be liable under U.S. law for violations of this policy.

IMPROPER USE OR THEFT OF PROPERTY

Our property includes confidential and proprietary information, software, computers, machinery, equipment and office supplies. You must safeguard our property from theft or loss. You should use reasonable precautions to prevent unauthorized use of our property which is under your control. By taking reasonably prudent steps to protect our property you can have a positive impact on our profitability, reputation and success. You may not use our computers or telecommunications systems for non-business purposes, except for reasonable personal e-mail or messaging services. You may not use our property (including official stationery) for personal use. In addition, in the course of your duties for the Company, you may not use software for which the Company has not obtained a valid software license.

FALSIFYING RECORDS

Any mistakes discovered should be immediately and fully disclosed and corrective action should be taken. Falsification of any records is absolutely forbidden.

CONFIDENTIALITY

Our and our customers' and vendors' nonpublic information is confidential. As a director, officer, or employee, you may be trusted with confidential information. You are only to use such confidential information for the business purpose intended. You are not to share confidential information with anyone outside the Company, including family and friends, or with other employees who do not need the information to carry out their duties. You may be required to sign a specific confidentiality agreement in the course of your service with the Company. You remain under an obligation to keep all information confidential even after your service terminates.

The following is a non-exclusive list of confidential information:

- Trade secrets, which include any business or technical information, such as formula, program, method, technique, compilation or information that is valuable because it is not generally known.

- Inventions or processes developed by a person while in our employment, or by a person using our facilities or trade secret information, resulting from any work for us, or relating to our business.
- Proprietary information such as customer lists and customers' and vendors' confidential information.

You may not publish or make public statements for publication in the media involving us, or our confidential information, without prior written approval from senior management in Israel.

INSIDER TRADING

It is both unethical and illegal to buy, sell, trade or otherwise participate in transactions involving our ordinary shares or other securities of the Company while in possession of material information concerning the Company that has not been released to the general public, but which when released may have an impact on the market price of our ordinary shares or other securities ("inside information"). It is also unethical and illegal to buy, sell, trade or otherwise participate in transactions involving the common stock or other security of any other company while in possession of similar non-public material information concerning such company. Persons who give such undisclosed, inside information to others may be as liable to civil and criminal penalties as the person who trades in securities based on such information. Any questions concerning the propriety of participating in a securities transaction involving our shares or the stock or other security of another company should be directed to the Company Compliance Officer.

The Company has a more detailed policy regarding trading in the Company's securities. A copy is available from the General Counsel.

LOANS AND GUARANTEES

We are not allowed to grant personal loans and/or guarantees to our directors and executive officers.

OTHER BUSINESS RELATIONSHIPS

Before agreeing to act as a director, officer, consultant, or advisor for any other business organization, you should notify your immediate supervisor.

You should notify your immediate supervisor if and when you are seriously considering an additional outside employment, and you should not accept such employment without first obtaining permission from us or confirmation that there are no restrictions prohibiting you from doing so. Many of our and our affiliates' employees are prohibited by law or contract from holding outside employment. Your supervisor will consult with the Company Compliance Officer in order to review outside employment requests for potential conflicts of interest.

You must disclose prior to or at their time of hire the existence of any employment agreement, non-compete or non-solicitation agreement, confidentiality agreement or similar

agreement with a former employer that in any way restricts or prohibits the performance of any duties or responsibilities of your position with us. Copies of such agreements should be provided to Human Resources to permit evaluation of the agreement in light of your position. You may not, in any event use any trade secrets, proprietary information or other similar property, acquired in the course of your employment with another employer, in the performance of his or her duties for or on behalf of us.

POLITICAL AND CHARITABLE CONTRIBUTIONS AND ACTIVITIES

You may engage in political, civic, educational and charitable activities on your own time, and may make contributions to such organizations from your own resources.

RESTRICTIVE TRADE PRACTICES AND FAIR DEALING

We are obliged to comply with all applicable antitrust and restrictive trade practices laws. These laws require us to deal fairly with our customers, vendors and competitors. If you are uncertain whether a contemplated action raises restrictive trade practices issues, you should refer the issue to the Company Compliance Officer.

FULL, FAIR, ACCURATE, TIMELY AND UNDERSTANDABLE DISCLOSURE

Your compliance with this Code of Ethics will allow us to fulfill our legal obligation to give full, fair, accurate, timely and understandable disclosure in the reports and documents we file with the U.S. Securities and Exchange Commission and other government agencies. When, for example, you report ethical violations, request permission to conduct activities that may raise questions of an ethical nature or inquire about the legality of a particular business practice, you allow us to be fully aware of the issues being dealt with at all levels and in all our affiliates and give us an opportunity to give proper expression to these events in our reports and disclosure documents.

The Senior Financial Officers have the primary responsibility for assuring full, fair, accurate, timely, and understandable disclosure of relevant financial information to management and of management to shareholders. Accordingly, among other things, the Senior Financial Officers should: (a) establish and maintain internal controls and procedures, and disclosure controls and procedures designed to assure that financial information is recorded, processed, and transmitted to those responsible for preparing periodic reports and other public communications containing financial information; (b) carefully review (i) each periodic report for accuracy and completeness before such report is submitted to the Board of Directors and before it is filed with any governmental agency, and (ii) each public communication containing financial information before such communication is released; and (c) promptly disclose to their superiors, and, if necessary, the Audit Committee, any material weaknesses in, or concerns regarding, the Company's disclosure controls or internal controls.

COMPLIANCE WITH APPLICABLE GOVERNMENTAL LAWS, RULES, AND REGULATIONS

Compliance by all of us with this Code of Ethics will allow us to perform in every country where we do business in accordance with local laws, rules, and regulations, while also ensuring consistency in implementation of our policies to be in conformity with the laws to which we are subject in Israel, the United States and other countries.

ACCOUNTABILITY FOR ADHERENCE

Each of us is responsible for implementation of this Code of Ethics. If ever you have any doubt about the integrity or ethical nature of any activity or action, you should consider,

- ❑ whether the action will fully comply with the law and with our corporate policies;
- ❑ whether the action contains the appearance of impropriety.

If you feel any discomfort with the answers to these considerations, you should consult with your supervisor or follow the steps described above for reporting a violation of this Code of Ethics to the Company Compliance Officer.

Anyone who ignores or violates our ethics standards, and any superior who penalizes a subordinate for trying to follow them, will be subject to corrective action, including immediate dismissal.

PUBLICATION OF THE CODE OF ETHICS

Our Human Resources department is directed to make all our directors, officers and employees aware of this Code of Ethics and to obtain from them a confirmation that such person has read and understands the Code of Ethics and agrees to comply with it. This Code of Ethics is also available on our web site at: www.gilat.com.

WAIVERS

This Code of Ethics is applicable to all of our and our affiliates' directors, officers and employees at all times. In general, there shall be no waivers constituting a material departure from any mandatory conduct required by this Code of Ethics. However, on the rare occasion that a waiver is necessary, it will be considered on a case-by-case basis,

- ❑ for employees — by the Human Resources Department with the advice of the Company Compliance Officer; and
- ❑ for directors and executive officers — by the Board of Directors or a designated committee of the Board of Directors, which will ascertain whether it is appropriate to grant such a waiver and the terms and conditions applicable to such waiver if granted.

Waivers granted to directors and executive officers, and the reasons for such waiver, as well as any implicit waivers, will be promptly disclosed if and as required by law. Any substantive change in this Code of Ethics as applies to senior financial officers will also be promptly disclosed.

IMPROPER INFLUENCE ON AUDITORS

In connection with any audit, review, or examination of the financial statements of the Company, or in connection with the preparation or filing of any Company document or report with the SEC, the Senior Financial Officers may not, either directly or indirectly: (a) make or cause to be made any materially false or misleading statement to an accountant; or (b) omit to state, or cause another person to omit to state, to an accountant any material fact necessary to make statement made, in light of the circumstances under which such statements were made, not misleading.

In addition, a Senior Financial Officer, or any other person acting under his direction, may not, directly or indirectly, take any action to coerce, manipulate, mislead, or fraudulently influence any independent public or certified public accountant engaged in the performance of an audit or review of the financial statements of the Company that are required to be filed with the SEC, if that Senior Financial Officer knew or should have know that such action, if successful, could result in rendering the Company's financial statements materially misleading.