

CyMotive Technologies Ltd. (“Company”)

Code of Conduct

I. Preface

This Code of Conduct (“Code”) covers a wide range of business practices and procedures and applies to all directors, officers and employees of the Company (“Representatives”). In addition, the Company expects consultants and advisors to the Company to adhere to the relevant principles of this Code in connection with their activities for the Company. This Code does not purport to address every issue or situation that may arise, but sets out basic principles that should govern the day-to-day business behaviour.

II. Cooperation

The Company stands for reputable and honest business dealings in the course of everyday business which comply with the relevant rules and regulations, particularly where human rights, health and safety at work, environmental protection and combatting corruption are concerned.

The Company expects its Representatives to act responsibly and to agree to comply with the requirements set out in this document. No claims arising from these requirements may be made by third parties.

III. Requirements

1. Employee rights

We are firmly committed to providing equal employment opportunities to all qualified individuals. In particular, the following regulations must be heeded alongside the applicable labour laws:

No discrimination

Equal opportunities and equal treatment irrespective of ethnic origin, skin colour, sex, religion, nationality, sexual orientation, social origin or political view are guaranteed insofar as they are based on democratic principles and tolerance towards those of a different opinion. In general, employees are chosen, employed and supported on the basis of their qualifications and capabilities.

No forced labour

The Company rejects the conscious use of forced or compulsory labour including bonded labour and involuntary prisoner labour.

No child labour

Child labour is forbidden. The minimum age for permission to work (according to national regulations) is observed.

Compensation and benefits

The compensation and benefits paid or received for a normal working week correspond at the very least to the legally valid and guaranteed minimum.

Working hours

Working hours correspond at least to the respective minimum national legal standards.

Occupational health and safety

Compliance with national standards for a safe and hygienic working environment and appropriate measures to guarantee health and safety at the workplace so that good working conditions are ensured.

Freedom of association

The basic right of all employees to form trade unions and employee representations and to join them is recognised.

2. Transparent business relationships**Avoiding conflicts of interest**

Decisions should be made solely on the basis of objective criteria which are not influenced by personal interests or relationships.

Combatting corruption

The Company supports national and international efforts to protect competition from the distorting effects of corruption, and rejects all corrupt practices and forms of behaviour which could damage the Company. The Company expects its Representatives to reject and prevent all forms of corruption, including what are known as facilitation payments (payments to speed up the performance of routine tasks by officials). Representatives may not grant, offer or accept bribes, facilitation payments, inadmissible donations or other inadmissible payments or undue benefits to or from customers, officials or other third parties.

3. Fair market behaviour

Free competition

The Company expects its Representatives to comply with valid and applicable competition and antitrust laws. In particular, they will not conclude illegal anti-competitive agreements with competitors, suppliers, customers or other third parties and will not abuse a market position.

Import and export controls

The Company is committed to comply with all valid and applicable laws when importing and exporting goods and services.

Money laundering

Representatives may only maintain business relationships with partners whose integrity they rely on. Representatives should ensure that the relevant legal provisions regarding money laundering are not violated.

4. Health and Safety

It is in the fundamental interest of the Company to protect the health and safety of every Representative. In particular, the following regulations must be heeded alongside the applicable health and safety laws:

Emergency preparedness

The Company is committed to minimizing the danger to Representatives at the work place. The Company shall adhere to all relevant health and safety laws and take part in any applicable emergency preparedness drills and protocols.

Incidence and accident management

The Company shall incorporate appropriate incidence and accident prevention procedures and handle each incidence and accident in accordance with applicable laws. All Representatives are expected to immediately report any incidence or accident.

Fire safety

The Company shall work with competent fire safety professionals to incorporate appropriate fire safety protocols. The Representatives are expected to immediately report any fire incidence and participate in all fire safety drills.

5. Environmental protection

The Company takes responsibility for continually improving the environmental compatibility of its products as well as for reducing the demands made on natural resources, whilst taking economic factors into account. The Company expects its Representatives to heed and comply with the following:

Active approach to ecological challenges

Ecological challenges are tackled with due care and with foresight. Measures are taken to ensure that environmental issues are dealt with in a responsible manner. The objective is to develop and disseminate environmentally friendly technologies.

Avoidance of damage to health and the environment; products and processes which use few resources and have low greenhouse gas emissions

Negative impacts on the environment and the health of employees are avoided or kept to a minimum in all activities. To the extent applicable, the efficient use of energy and materials, the minimisation of greenhouse gas emissions, the use of renewable resources and the minimisation of damage to health and the environment are all considered in the use of products and in other activities.

Waste and recycling

Avoiding waste, re-using resources and recycling, as well as the safe, environmentally friendly disposal of residual waste are taken into account during the development, production and service life of products, and during the development and execution of production processes and other activities.

Training employees

Employees are instructed and qualified in environmental protection according to their duties, and encouraged to act accordingly.

6. Reporting of Illegal, Improper or Other Questionable Behaviour or Accounting/Auditing Complaints

Representatives are expected to conduct themselves in a manner appropriate for their work environment, and are also expected to be sensitive to and respectful of the concerns, values and preferences of others. All Representatives are encouraged to promptly report any practices or actions they believe to be inappropriate.

As a general matter, if a Representative has any questions or concerns about compliance with this Code or is just unsure of what the “right thing” is to do, the Representative is encouraged to speak with his or her supervisor, manager or other appropriate persons within the Company. If a Representative does not feel comfortable talking to any of these persons *for any reason*, the Representative should call the Company’s Compliance Officer.