

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 sub-contractors, 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. Human rights; 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

We reject all forms of discrimination and harassment and are committed not to discriminate against any employees, for example on the grounds of ethnic origin, skin

colour, gender, religion, nationality, sexual orientation, social background, age, physical or mental limitations, marital status, pregnancy, membership in a trade union or political affiliation insofar as this is based on democratic principles and tolerance towards those of a different opinion. In general, Representatives are selected, employed and supported on the basis of their qualifications and capabilities. We are committed to ensure a working environment free from harassment and promote a social environment that fosters respect for the individual. We will not accept that Representatives are subjected to physically or psychologically inhuman treatment, physical punishment or threats.

No forced labour; No child labore

We respect, protect and promote all applicable regulations in force to protect human rights and children's rights as a fundamental and general requirement throughout our operations. This applies not only to operations within our Company but also as a matter of principal to all of our engagements with business partners. We reject all use of child labour or forced or compulsory labour including bonded labour and involuntary prisoner labour as well as all forms of modern slavery and human trafficking. Representatives that are underage according to national laws are protected against working conditions that harm their health, safety, morale or development.

Compensation and benefits

The compensation and benefits paid or received for a normal working week correspond at the very least to the legally valid requirements. We stride to provide a competitive compensation and benefit package to all Representatives based on industry standards with the aim of supporting appropriate standard of living for the Representatives and their families.

Working hours

Working hours correspond at least to the respective national legal requirements and standards and we aim to protect and support our Representative's work-life balance and well-being.

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. We aim to apply ergonomic principles in the office setting and strive to maximize the quality of working life and minimize excessive physical, environmental and psychological workloads.

Freedom of association and collective bargaining

The basic right of all employees to form trade unions and employee representations and to join them is recognised. In this context, the Company is committed to safeguarding neutrality and would not impose any discriminatory or retaliation measures based on unionizing activities. Collective bargaining and the right to of trade union to be allowed to operate freely subject to applicable laws shall be maintained.

Use of security forces

The Company does not contribute directly or indirectly to supporting private or public security forces that unlawfully exercise control over mining sites, transportation routes and upstream stakeholders in the supply chain.

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. This also means that we never take any part in any activity that involves fraud, misappropriation, blackmailing, theft, embezzlement or any other deliberate damage to the assets of our business partners, customers or any third party. 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.

Privacy

The Company is committed to maintaining Representatives', business partners' and customers' privacy and implements appropriate measures to respect privacy, to protect personal data against loss and unauthorized access or use, and to comply with relevant privacy and information security laws and regulations.

3. Fair market behaviour and business ethics

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.

Financial responsibility

The Company's business dealings are expected to be transparently performed and accurately reflected on the Company's financial reports and filings. The Company is committed to comply with all valid and applicable laws related to proper financial conduct.

Import and export controls

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

Counterfeit

The Company prohibits the sale or use of counterfeit goods and implements appropriate measures to minimize the risk of introducing counterfeit and/or diverted parts and materials into deliverable products.

Intellectual property

The Company is committed to maintaining business partners' and customers' intellectual property rights and implements appropriate measures to protect intellectual property

against illegal conduct, loss and unauthorized access or use, and complies with relevant intellectual property and copyright laws and regulations.

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 reusable energy and 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.

No harm to land, water, air

The Company is committed to minimization and avoidance of harmful soil modification, water pollution, air pollution, harmful noise emission and excessive water consumption, which may lead to significant impairment of the natural foundations for food and drinking water and the overall health of the environment.

No forced eviction

The Company complies with the prohibition of unlawful eviction and the prohibition of unlawful deprivation of land, forests and waters in any applicable phases of acquisition, development and other utilization of land, forests and waters.

Training employees

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

6. Misconduct Reporting & Whistleblowing Policy

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.

The Company's whistleblowing system offers any Representative the opportunity to report potential misconduct under the principal of procedural fairness, such that the whistle-blowers themselves and the persons contributing to the investigation of reported misconduct would be protected from retaliation. Accordingly, we provide the opportunity to report any potential misconduct anonymously by sending an email to our dedicated whistleblowing reporting email at: ccd@cymotive.com

The Company will not perform any steps in order to identify anonymous whistle-blowers, provided that the whistleblowing procedure is not misused. Persons implicated by a whistle-blower report are presumed innocent until the investigation is complete and the violation is proven. Investigations shall be conducted in a confidential manner, while maintaining fairness and efficiency in order to reach a swift resolution.

7. General Support of Representatives

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.

**CyMotive Technologies Ltd. (“Company”)
Environmental Policy**

Preface

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

The Company is committed to compliance with all legal and regulatory requirements related to the protection of our environment and 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.

Decarbonization

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 reusable energy and renewable resources and the minimisation of damage to health and the environment are all considered in the use of products and in other activities.

Biodiversity and deforestation

We promote the protection, conservation, and sustainable use of biologically diverse ecosystems and habitats. The Company is aware of the adverse impact of deforestation

which can lead to biodiversity loss and is committed to operate its business in consideration thereof, including, inter alia, by minimizing the use of paper products.

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.

Water consumption and management

The Company is committed to make efforts to conserve water resources by using water efficiently and preventing water pollution. To the extent applicable, the efficient use of water is considered in the use of products and in other activities.

Animal Welfare

The Company expects all Representatives to conduct themselves in a manner that minimizes animal welfare risk and promotes positive animal welfare throughout all applicable activities.

Noise emissions and soil quality

The Company is committed to comply with all legal and regulatory requirements related to noise emission and soil pollution. These principles are also 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.