

AU10TIX

IDENTITY INTELLIGENCE



## AU10TIX Code of Business Conduct and Ethics Policy

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## Introduction

A. **Importance of Ethics.** Conducting our business honestly, ethically, and properly is critical to the Company's continued success and growth. We have long had procedures relating to business ethics in order to help us maintain our good reputation and conduct our business activities in a compliant manner.

B. **This Ethics Code.** In furtherance of our commitment to ethical business conduct, our board of directors has approved this Ethics Code. It summarizes our policy with respect to ethical business conduct. Compliance with this Ethics Code by our directors, officers, and employees helps us successfully perform our business activities, maintain our good reputation, and create an effective and positive working environment.

C. **Other Company Procedures and Policies.** This Ethics Code is supplemented by other Company policies and procedures relating to ethics and anti-bribery compliance issues, including but not limited to:

- *Anti-Bribery and Corruption Compliance Policy* (“**ABCC Policy**”);
- *Whistleblower and Investigations Procedure* (“**Whistleblower Procedure**”);
- *Insider Trading Policy* (“**Insider Trading Policy**”);
- *Anti Harassment Policy* (“**Anti Harassment Policy**”);
- *Business Entertainment and Gifts Policy* (“**Business Entertainment and Gifts Policy**”);

D. **Where to Find the Ethics Code and Related Procedures and Policies**. This Ethics Code and each of the other above-mentioned procedures and policies are available at Au10tix internal company's portal.

E. **Where to Go With Questions**. Employees<sup>1</sup> that have any doubts regarding whether a particular situation might violate our ethical standards, or if have any other questions regarding ethics issues, it should contact our legal counsel or otherwise, as described in the internal *Whistleblower Procedure* referenced in Section 1.C above. The matter will be reviewed, and appropriate action will be taken consistent with this Ethics Code, other Company policies and procedures, and applicable law.

### **Summary of What Employees Are Expected To Know and Do**

A. **Be Familiar with the Ethics Code**. Employees are expected to be familiar with this Ethics Code and other related Company policies and procedures.

B. **The Ethics Code is Only a General Guideline**. This Ethics Code is intended as a statement of basic principles and standards and does not include specific rules that apply to every situation. The Ethics Code also should be viewed within the framework of our other policies, procedures, practices, and instructions as well as legal requirements. In addition, the absence of a specific corporate policy, procedure, practice, or instruction covering a particular situation does not relieve an employee of the responsibility for acting ethically under the circumstances.

C. **Checklist of Things to Consider**. In many situations, it may be difficult to know the proper course of action. Because an Ethics Code cannot anticipate every situation that may arise, it is important that Employees approach a new question or problem in a deliberate fashion:

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<sup>1</sup> For the purposes of this Policy, the term 'Employee' or 'Employees' shall be construed broadly to include all individuals working for or on behalf of the company, regardless of their position or employment status. This includes, but is not limited to, full-time and part-time employees, directors, officers, managers, supervisors, contractors, consultants, temporary workers, interns, and agents acting on the Company's behalf.

- (1) Determine if they know all the facts and identify exactly what it is that concerns them.
- (2) Discuss the problem with a supervisor or the *Legal Counsel*.
- (3) Seek help from other resources, such as other management personnel.
- (4) Seek guidance before taking any action that they believe may be, or may appear to be, unethical or improper.

D. **The Standards to Which Employee Will be Held.** Employees are expected to meet the following compliance standards:

(1) Employees are personally responsible for their own conduct and for complying with all provisions of this Ethics Code, and for properly reporting known or suspected violations.

(2) Anyone in a position of a supervisor, manager, or officer, should use his best efforts to ensure that employees understand and comply with this Ethics Code.

(3) No one has the authority or right to order, request, or even influence anyone to violate this Ethics Code or the law. A request or order from another person will not be an excuse for a violation of this Ethics Code.

(4) Any attempt to induce a director, officer, or employee of the Company to violate this Ethics Code, whether successful or not, is itself a violation of this Ethics Code and may be a violation of law.

(5) Any retaliation or threat of retaliation against any director, officer or employee of the Company for refusing to violate this Ethics Code, or for reporting in good faith the violation or suspected violation of this Ethics Code, is itself a violation of this Ethics Code and our related policies and may be a violation of law.

E. **Violations Will be Subject to Disciplinary Actions.** Violation of any of the standards contained in this Ethics Code, or in any other policy, practice or instruction of the Company, can result in disciplinary actions, including dismissal and civil or criminal action against the violator.

### **Applicability**

Our Ethics Code applies to anyone in the position of a director, officer, employee or contractor of the Company. In addition, this Ethics Code applies to any actions as well as those one may conduct indirectly through relatives, friends, or other personal relationships. We also expect our suppliers and vendors to comply with certain ethical standards, as reflected in our *Supplier Code* referenced in Section 1.C above.

## Values

We are committed to fostering the following core values:

- Inspire **TRUST**
- Promote **COLLABORATION**
- Build **THE FUTURE**
- Lead **CHANGE**
- Deliver **EXCELLENCE**

## Honest and Ethical Conduct

Each person subject to this Ethics Code has the responsibility to act honestly and ethically in conducting activities on behalf of the Company. The responsibility applies to all interaction with our other directors, officers, and employees, and to the Company itself. Everyone is expected to act in good faith and with responsibility, due care, competence, and diligence, and should use independent judgment with respect to questionable behavior and, at all times, conduct in a manner that meets with our ethical standards.

## Compliance with Laws, Rules, and Regulations

Everyone is required to comply with all applicable laws, governmental rules, and regulations, while not expected to know the details of all applicable laws, rules, and regulations, we expect everyone to be familiar with Company published policies and procedures and to seek advice from our Legal Department if there is any questions about whether a legal requirement applies to a particular situation or what conduct may be required to comply with any law, rule or regulation.

## Public Disclosures

The Company's policy is to provide appropriate disclosure in all reports and documents that we or our parent company's files with or submits to applicable national securities authorities and stock exchanges, as well as in all other public communications made by the Company.

## Insider Trading

Since the shares of our parent company are publicly traded, all persons having "inside information" regarding our activities are subject to applicable laws and regulations against "insider trading". If an Employee have access to material, non-public information concerning the Company, they are not permitted to use or share that information for stock trading purposes or for any purpose other than the conduct of our business. All non-public information about the Company should be considered confidential information. Insider trading, which is the use of material, non-public

information for personal financial benefit or to "tip" others who might make an investment decision on the basis of this information, is not only unethical but also illegal. The prohibition on insider trading applies not only to our parent company's securities, but also to securities of other companies if an Employee learn of material non-public information about these companies in the course of their duties for the Company. Violations of this prohibition against insider trading may subject them to criminal or civil liability, in addition to disciplinary action by the Company.

### **Anti-Bribery and Corruption Compliance**

The Company is committed to conducting business with the highest ethical principles, including compliance with anti-bribery and corruption standards. We maintain a zero tolerance policy towards corruption. We are active in numerous markets, requiring compliance with the anti-bribery and corruption laws of many jurisdictions. In addition to laws applicable to Israeli companies, we act in compliance with other anti-bribery and corruption laws throughout the world which apply in the countries in which we do business, such as the United States Foreign Corrupt Practices Act ("FCPA"). Our policy regarding anti-bribery and corruption compliance, as well as business entertainment and gifts, is contained in our *ABCC Policy*, each of which is referenced above in Section 1.C above.

### **Human Rights and Fair Labor Practices**

Employees are expected to treat all people with whom they may deal in connection with the Company with dignity and respect for human rights and fair labor practices.

### **Fair Dealing**

Employees should deal fairly with our suppliers, competitors, and employees as well as others with whom the Company does business. Employee should not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentations, or any other unfair-dealing practice.

### **Conflicts of Interest**

Employees should handle ethically any actual or apparent conflict of interest between your personal and business relationships. Conflicts of interest are prohibited as a matter of policy. A "conflict of interest" exists when a person's private interest interferes, or might reasonably be considered to interfere, in any way with the interests of the Company. A conflict situation arises if an Employee take actions or have interests that interfere with their ability to perform their work for the Company objectively and effectively. Conflicts of interest also may arise if an Employee, or a member of their family or other person affiliated with them as defined in Section 12.F "[Indirect](#)

Violations” below, receives an improper personal benefit as a result of their position with the Company.

If an Employee become aware of any transaction or relationship that reasonably could be expected to give rise to a conflict of interest, they should report it promptly to the Company’s Legal Counsel or as otherwise provided in the *Whistleblower Procedure* referenced in Section C1.3 above. Some potential conflicts of interest may, after review by the Legal Department, be found to be permissible. Among other factors to be considered is whether the situation could result in an undesired appearance of impropriety.

The following are examples of standards applying to certain common situations where potential conflicts of interest may arise. These examples should also be read in light of indirect violations as described below.

A. **Gifts, Entertainment and Other Personal Benefits.** Personal gifts, entertainment or other benefits may only be offered or accepted by persons doing business with or on behalf of the Company if done in a reasonable way in the ordinary course of the business relationship. In addition, the frequency and cost of any such gifts, entertainment or personal benefits should be in nominal amounts/value only, so as not to affect, or appear to affect, the ability to exercise independent business judgment. See also our *Business Entertainment Policy* referenced in Section 1.C above.

B. **Financial Interests in Other Organizations.** The determination whether any outside investment, financial arrangement or other interest in another organization is improper depends on the facts and circumstances of each case. An Employee’s ownership of an interest in another organization may be inappropriate if the other organization has a significant business relationship with, or is a direct competitor of, the Company. In such case their financial interest would likely be inappropriate if it is of such a size that their ability to exercise independent judgment on behalf of the Company is or may appear to be compromised. As a general rule, a passive investment would not likely be considered improper if it: (1) is in publicly traded shares; (2) represents less than 1% of the outstanding equity of the organization in question; and (3) represents less than 5% of their net worth. Other interests also may not be improper, depending on the circumstances.

C. **Outside Business Activities.** The determination of whether any outside position an employee may hold is improper will depend on the facts and circumstances of each case. An employee involvement in trade associations, professional societies and charitable and similar organizations normally does not create a conflict of interest. However, to avoid a potential conflict of interest, if they are to assume a formal position (such as a director) or receive compensation in connection with these activities, they must receive prior approval from the Human Resources manager and the Legal Counsel. For a director, employment or affiliation with an organization with which the

Company does business or competes must be fully disclosed to our Board of Directors and must satisfy any other standards established by applicable law, rules (including rules of any applicable stock exchange) or regulation and any other corporate governance guidelines that the Company may establish.

D. **Corporate Opportunities**. Employees are prohibited from exploiting for their personal advantage, opportunities that are discovered through the use of Company resources, information or position, unless all required approvals are obtained. Similarly, Employees may not compete with the Company. All Employees owe a duty to advance the Company's legitimate interests whenever the opportunity to do so arises.

F. **Indirect Violations**. Employees should not indirectly (such as through a spouse, family member, affiliate, friend, partner, associate or an entity with which they have an active or significant business or financial relationship) have any interest or engage in any activity that would violate this Ethics Code if they directly had the interest or engaged in the activity. Any such relationship should be fully disclosed to the Company's Legal Counsel (and in the case of a director to the Board of Directors), in order to determine whether the relationship is inappropriate based upon the standards of this Ethics Code.

### **Political Activity**

The Company's policy is not to promote specific political affiliations. However, Employees are free to engage in political activities on their personal time so long as those activities do not interfere with their work for the Company, and do not involve or associate the Company in those activities in any way. Use of Company property or resources for political purposes is prohibited.

### **Protection and Proper Use of Company Assets**

Employees should protect and properly use the Company's assets and property. Theft, carelessness, and waste have a direct impact on our profitability. All Company assets should be used only for legitimate business purposes. Use of our computer networks and other communication channels for inappropriate purposes is prohibited. Use of computer networks and communication channels for personal reasons should be reasonable, kept to a minimum and not interfere with business activities.

### **Confidentiality**

The obligation of employees to protect Company assets includes our proprietary information. Proprietary information includes intellectual property such as trade secrets, patents, trademarks and copyrights, as well as business, marketing, financial, human resources, technical and administrative information that has not been properly released to the public domain. Unauthorized



use or distribution of this information violates Company policy. It could also be illegal and result in civil or even criminal penalties. Except when disclosure is specifically authorized or legally required, Employees should maintain the confidentiality of all non-public information that they obtain in the course of their work activities, whether or not entrusted to them by the Company or by persons with whom we do business.

## Use of Social Media

A. **Scope of Social Media.** We recognize that external social media and online networking sites (“**Social Media**”) provide opportunities to share information, ideas and perspectives and are widely used in many aspects of daily life. Examples of Social Media include Facebook, Twitter, YouTube, LinkedIn, Instagram and various blogging sites, among others. While the Company understands that private use of Social Media has become a regular part of all of our lives, employees and anyone else representing the Company need to know that accessing or using Social Media in any way connected to the Company creates risks to the Company and is strictly regulated as described below.

B. **Potential Risks.** Employees should be aware that even the private use of Social Media that references the Company or our activities, poses potential risks. Inappropriate use of Social Media has the potential to cause damage to them, as well as to the Company if it is possible to identify from Social Media that they are an employee of the Company. Anything they post on Social Media may become public and be exposed for a long time. Also, today’s cyber environment poses significant risks from hostile politically motivated sources as well as from cyber criminals, both with respect to the Company and in general. Not only is there a potential risk of cyber attack if an Employee is linked to the Company’s IT systems in their use of Social Media, but there is also the risk that use of their private computer and e-mail address in connection with Company activities may expose them to cyber crime or politically motivated cyber or other forms of attacks.

C. **Rules for Use of Social Media.** Due to the above-mentioned risks, the following rules apply to use of Social Media by Company employees and representatives:

1. When an Employee join or connect to Social Media – they make sure to use only their private e-mail address and not their Company e-mail address.
2. Employees are expected to maintain confidentiality. Do not discuss on Social Media anything related to Company business that is unknown to the public, whether or not relating to proprietary Company information.
3. Employees should be aware that any comments they may make in a private capacity on Social Media may be linked to the Company if it is possible for outside persons to identify

that they are a Company employee or representative. Such comments may harm the Company's image or good name or expose the Company to potential legal actions.

4. If an employee believe that there is potentially damaging information about the Company appearing in Social Media, or that a response is desired to something about the Company that appears on Social Media, refer the matter to the Company's V.P marketing for handling. Employees should not make any representations or responses on behalf of the Company or engage in a dialogue relating to the Company on Social Media, even if they think that they are defending the Company or saying something positive.
5. Employees are personally responsible for whatever they publish on social media, and they are expected to follow the above guidelines. The making of unauthorized or potentially damaging comments will be followed by disciplinary actions.

### **Ethics Code Interpretations and Approvals**

If it is not clear to an Employee whether a particular activity or relationship is improper or if an approval is required under this Ethics Code or other related policies or procedure, they should disclose it to the Company's Legal Counsel (and if they are a director to the Board of Directors). A determination will then be made as to whether there is a violation of the Ethics Code or whether an approval can be granted. An Employee may be required to agree to conditions before receiving any required approval. Approvals granted to an officer or director may be subject to regulatory disclosures and other requirements.

### **Reporting Illegal or Unethical Behavior**

A. **Importance of Reporting.** Employees are encouraged to talk to supervisors, managers or other appropriate personnel when in doubt about the best course of action in a particular situation. Reporting of illegal or unethical conduct is an important element in our ability to meet the standards described in this Ethics Code. Employees should promptly report violations of laws, rules, regulations or this Ethics Code to our Legal Counsel as provided in the *Whistleblower Procedure* referenced in Section 1.C above. Although we encourage employees to report in a fully transparent and detailed manner violations of applicable laws, rules, regulations or this Ethics Code, we will accept reports sent anonymously.

B. **Non-Retaliation Policy.** It is our policy not to allow actual or threatened retaliation, harassment or discrimination due to reports of misconduct by others made in good faith by employees.

C. **Investigations.** All reports of violations of this Ethics Code will be promptly investigated and, if found to be accurate, acted upon in a timely manner. Employees are expected to cooperate in

internal investigations of misconduct. For further information see our *Whistleblower Procedure* referenced in Section 1.C above.

### **Enforceability**

This Ethics Code is for the benefit of the Company, and no other person or entity is entitled to enforce this Ethics Code. This Ethics Code does not, and should not be interpreted to, create any private cause of action or remedy in any other person or entity for a violation of the Ethics Code. In addition, this Ethics Code should not be construed as a contract of employment and does not change any person's employment status.

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Approved by: Udi Abram. VP Legal, GC