

Weebit Nano Limited

Anti-Bribery & Corruption Policy

Administration Information Schedule

Last review date	17 September 2020
Highest approval authority	Weebit Board of Directors

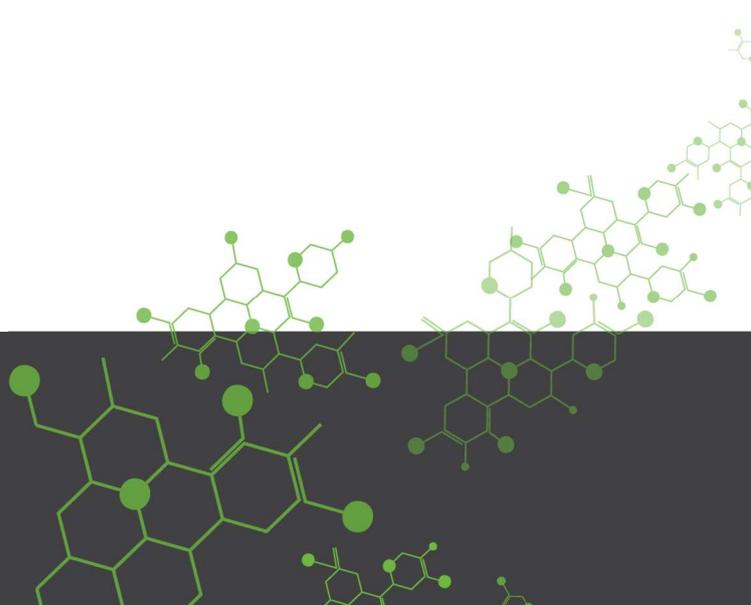


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Index

I. Introduction	3
II. Purpose	3
III. Scope	3
IV. Definitions	4
V. Prohibited conduct (“Red Light”)	6
VI. Advantages requiring pre-approval (“Yellow Light”)	7
VII. Advantages not requiring pre-approval (“Green Light”)	8
VIII. Duty to notify	8
IX. Cooperation with Business Partners	9
X. Donations and Sponsoring	9
XI. Cases of doubt	10
XII. Reporting	10
XIII. Review of the Policy	10
XIV. Related Documents	10



I. Introduction

Weebit Nano Limited (“**Weebit**“ or the “**Company**“) is committed to ensuring that at all times the Company demonstrates best practice corporate governance and the highest standard of integrity across all of its operations.

This document is applicable to all Weebit staff employed or engaged by the Company and, as applicable, its related bodies corporate.

All Weebit employees, directors (executive and non-executive), officers, contractors and consultants are required to read, understand and comply with this Policy and to follow the reporting requirements set out in this policy (Section XII), the Company’s Whistleblower Policy or in any associated policies.

II. Purpose

Weebit considers Bribery and any other form of corruption as immoral and contradicting the basic values of the company. Bribery and corruption may have substantial adverse consequences in many jurisdictions – for both the Company and its employees. These consequences include fines or penalties, invalid agreements with customers, claims for damages, tax disadvantages, exclusion from public contracts and loss of reputation. Corruption often entails other criminal offenses, such as misappropriation, embezzlement, fraud and money laundering as well as violations of tax and foreign exchange laws. Even if corrupt business practices are only suspected, this can result in serious and negative consequences for Weebit and its Employees.

Thus, Weebit expects all its Employees and business partners to refrain from any form of corruption in any country. Weebit will not support such behavior and will take any necessary measure against those engaging in corrupt misconduct.

III. Scope

This Policy applies globally to the Management and all Employees of Weebit. It provides binding obligations where, in limited circumstances, Benefits are to be provided to third parties (i.e. individuals not employed by Weebit) where an advantage may be received.

In case local laws, regulations or customs are stricter than this Policy, such local law, regulations, and customs shall prevail. Circumvention and the attempt to circumvent the provisions of this Policy are absolutely prohibited.

IV. Definitions

1. **“Advantage”**: Any economic and non-economic advantage of any kind improving the receiver’s situation and which the receiver is not legally entitled to including in particular gifts, meals, entertainment, travel and lodging.
2. **“Bribery”** means the act of giving, taking or receiving anything of value (or promise or offer to do so) with the intention of influencing the actions of the recipient in some way favourable to create a benefit, where the benefit is not legitimately due. Anything of value can be a bribe, including a gift or some other favour such as an offer of employment to a relative of the person being bribed.
3. **“Employee”**: All persons employed by Weebit or performing services for, on or behalf of Weebit, including directors, officers, employees (including permanent, fixed-term or temporary) as well as contractors.
4. **“Gift”**: Anything of value that is received, unless equal consideration is given in return. A gift may constitute of a cash gift, a non-cash gift, services, a permission to use company property free of rent, cash-like Advantages (e.g. vouchers, coupons) or other economic or non-economic Advantages having a certain value.
5. **“Policy”**: Weebit’s Anti-Bribery and Corruption Policy in its most recent version.
6. **“Invitations”**: Invitation to participate in hospitality, events or similar entertainment including flight and train tickets, free tickets for sport or cultural events and other ticket that are in general only offered in return for payment.

7. **“Management“**: Employees of Weebit who have management responsibility for the business and operations of Weebit.

8. **“Public Official“**: Public Official means an individual who
 - i. holds a legislative, administrative, governmental or judicial position of any kind, whether appointed or elected in any country or territory,
 - ii. exercises a public function for or on behalf of any country or territory or for any public agency or public enterprise of that country or territory (or subdivision); public agency or public enterprise includes government owned or government controlled or directed bodies and agencies.
 - iii. is an official or agent of a public international organization such as the UNO, the WTO or another multinational organization such as the European Union,
 - iv. campaigns for or holds a political function for a party, is a party member, or party official of such political party,
 - v. is a member or employee of the press or a media organisation in case the employing organization is government owned,
 - vi. is a judge, court official, soldier or member of a police force.

If the local law defines the term “Public Official” more broadly, the definition under such local law shall prevail. In case of any doubts whether a specific individual qualifies as a public official, employees are obliged to contact Weebit’s legal team for clarification.

9. **“Third Party“**: Any person except employees of Weebit and any legal entity, except entities which are members of the Weebit.

10. **“Sponsoring“**: Sponsorship of individuals, a group of individuals, organizations or events that is given because a consideration for marketing purposes is expected in return.

11. **“Whistleblower Policy“**: **Weebit’s Whistleblower Policy available at <https://www.weebit-nano.com/wp-content/uploads/2020/07/WBT-Whistleblower-Policy.pdf>.**

V. Prohibited conduct (“Red Light”)

All Employees must comply with this Policy. It is prohibited to request, agree to receive or accept any improper Advantage personally or for any other person or entity (passive corruption). It is also prohibited to offer, promise or give an improper Advantage (active corruption) to anyone. In the following the acts of active corruption (offering, promising, giving) and passive corruption (requesting, agreeing to receive, accepting) will be summarized by “giving” or “accepting” respectively.

The following types of conduct are strictly prohibited for all Employees worldwide:

1. Giving and accepting a cash Advantage including bank transfers, interest-free loans or loans with interest rates below market standard, stocks, stock options etc.
2. Giving or accepting an Advantage that is prohibited by national or international laws or other provisions.
3. The giving or accepting of an Advantage that is not conducted transparently, in particular when a private address is used to provide the Advantage.
4. The nature or value of the Advantage is not reasonable and appropriate to, or not in proportion with, the occasion as well as the position and circumstances of the receiver. In particular it is inappropriate for an Employee to
 - i) invite or to accept an invitation to night clubs, casinos or other such venues attendance at which has the potential to adversely impact Weebit’s reputation;
 - ii) invite a related party of a Third Party (close relatives or individuals with whom the receiver lives in cohabitation);
 - iii) accept the invitation of a related party of the Third Party (close relatives or individuals with whom the receiver lives in cohabitation);

- iv) give or accept Advantages so frequently that the giving or accepting may potentially be regarded as impermissible or beyond reasonable expectation.
- 5. Giving or accepting the Advantage with the intention to receive or give something in return (“quid pro quo”), i.e. if there is an expectation of reciprocity.
- 6. Giving or accepting the Advantage may, or may be perceived to, limit or influence the receiver’s objectivity.
- 7. Inducing or permitting a Third Party to provide, offer or cause an Advantage to be provided with the intention of influencing for a business or personal advantage.

VI. Advantages requiring pre-approval (“Yellow Light”)

The following Advantages may only be given or accepted upon pre-approval¹ by the Management:

- 1. Any Advantage given to a Public Official.
- 2. The value of the Invitation exceeds AUD200 (including GST) per invitee. The value is to be determined according to the market value.
- 3. The value of the Gift exceeds AUD100 (including GST). The value is to be determined according to the market value.

¹ For the approval the Notification and Approval Form is to be used (Exhibit 1).

In case it is not possible to apply for approval prior to giving or receiving the Advantage, the respective Employee is required to notify the CEO without undue delay after having given or accepted the Advantage. For the documentation and notification the Notification and Approval Form (Exhibit 1) is to be used. A reimbursement for the costs that may have occurred is not permissible if the giving or accepting of the Advantage is prohibited according to section IV.

4. Any Advantage to be given by an Employee to a Third Party except for an Advantage given by the Management, members of the sales and marketing team in accordance with this Policy.
5. Any Advantage to be accepted by an Employee from a Third Party if the overall value of the Advantages accepted by the Employee exceeds AUD200 (including GST).
6. Any Advantage given or accepted in connection with a business activity. Such a connection is to be assumed if the giving or accepting falls within a period of time in which a business decision vis-à-vis the giver is likely to be made.

VII. Advantages not requiring pre-approval (“Green Light”)

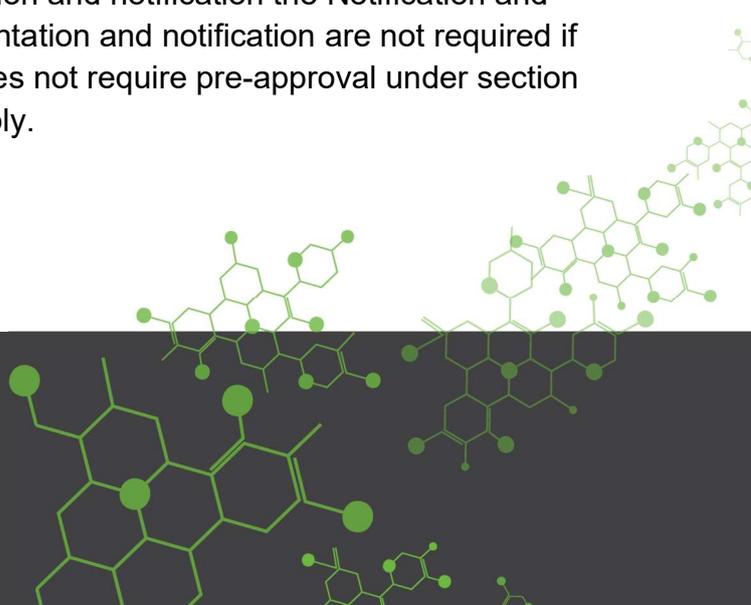
A pre-approval is not required if

- i) giving or accepting the Advantage is not prohibited by section V; and
- ii) the Advantage does not require pre-approval according to section VI.

The Advantage must be reasonable and proportionate and must not be offered where they could affect a party’s impartiality, influence a business decision or lead to the improper performance of a duty.

VIII. Duty to notify

Every employee is obliged to properly document any Advantage requiring (section VI) or not requiring pre-approval (section VII) they wish to give or accept. The CEO has to be notified without undue delay. For the documentation and notification the Notification and Approval Form (Exhibit 1) is to be used. Documentation and notification are not required if the value of the Advantage given or accepted does not require pre-approval under section VII. The prohibitions provided for in section V apply.



IX. Cooperation with Business Partners

In accordance with any applicable anti-corruption laws and this Policy, please ensure when cooperating with Third Parties that neither Weebit nor any business partner of Weebit is involved in any corrupt business practices or in any business practices which violate any applicable law or this Policy.

As a general rule, the commercial reputation and integrity of each business partner must be reviewed thoroughly before establishing or maintaining a business relationship with such business partner.

X. Donations and Sponsoring

1. As a responsible member of society, Weebit is in favour of making donations to charitable and non-profit organizations (“**Donations**”) and sponsoring sport events.
2. Donations and Sponsoring on behalf of Weebit always require prior approval.
3. All Donations or Sponsoring must be completely transparent. This means that the recipient’s identity and planned use of the Donation or Sponsoring must be very clear and the reason and purpose for the Donation or Sponsoring must be justifiable and documented.
4. The following Donations or Sponsoring are prohibited:
 - i) Donations to or Sponsoring of politicians, political parties or political organizations;
 - ii) Donations to for-profit organizations;
 - iii) Donations to organizations whose goals are incompatible with Weebit’s corporate principles or which may cause damage to Weebit and its reputation in the community.
5. Donations may also include services or work products which are partially equivalent to donations as there is no consideration in the full amount in return (e.g. granting a service

to a social institution at a reduced price). In such cases, the aforementioned provisions shall apply mutatis mutandis.

XI. Cases of doubt

If an Employee has any doubts or concerns as to whether a specific behavior is allowed or not, or has any questions in relation to this Policy, the Employee should immediately contact Management, the CFO, or the CEO to seek clarification.

XII. Reporting

When a supervisor becomes aware of any conduct that may constitute bribery or corrupt conduct by an Employee, he or she is obliged to report such violation without undue delay to the CEO in accordance with the Whistleblower Policy, or in case CEO violates the Policy, report may go to the Chairman.

The management shall ensure that all Employees are aware of Company's whistleblowing mechanisms (see the Whistleblower Policy).

The management shall report yearly in a compliance report to CEO all approvals granted and denied.

Where there is sufficient evidence and legal or regulatory obligations exist, bribery and corruption related incidents (including those involving employees) must be reported to the relevant law enforcement and regulatory authorities.

XIII. Review of the Policy

This Policy will be periodically reviewed to ensure it is operating effectively and remains up to date with relevant information. If there are any material changes to the Policy, it will be relaunched through Weebit's website for review by all employees, directors (executive and non-executive) and officers.

XIV. Related Documents

The following related documents should be read in conjunction with this Policy:



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- Corporate Code of Conduct
- WBT Whistleblower Policy
- Risk Management Policy



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Exhibit 1: Notification and Approval Form



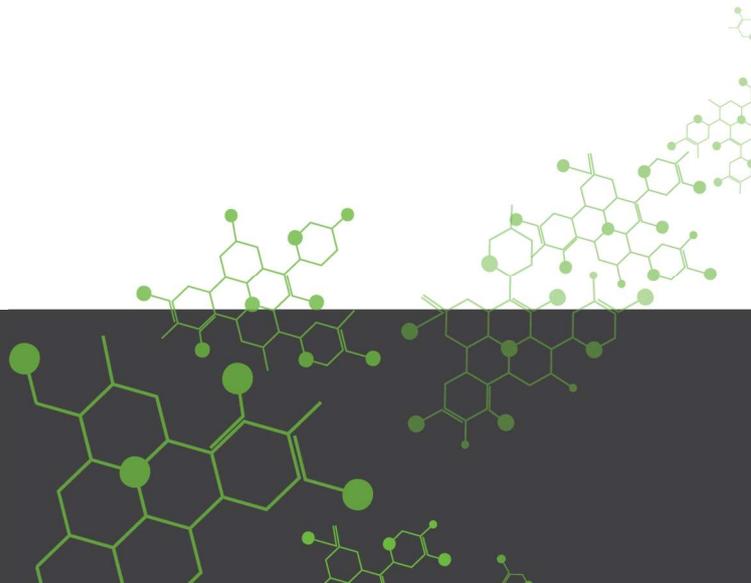
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Notification and Approval Form

Name and position of the employee:

Name of the employee's manager:

Name and function of the person giving or receiving the Advantage:

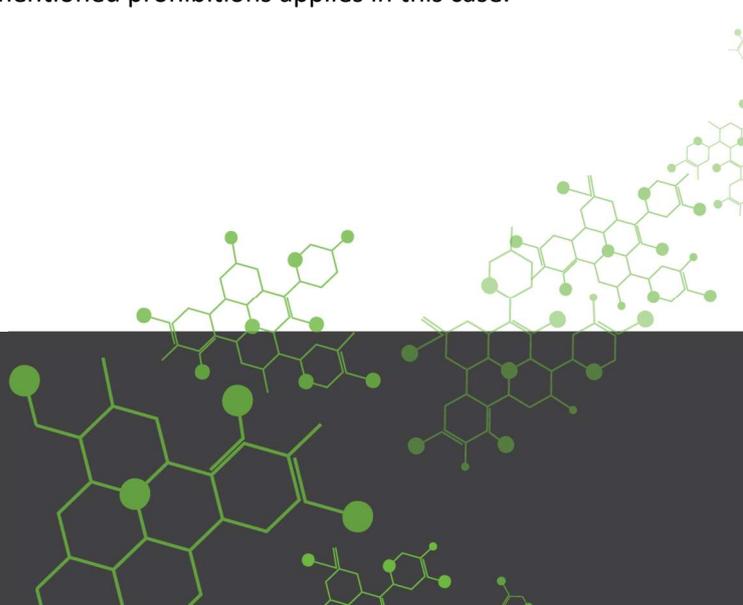
Name of the company or the public agency or office respectively, the person giving or receiving the advantage is employed with:

- I. I know that it is prohibited to offer, promise, give² an advantage to a third party or to request, agree to receive or accept³ an advantage for myself or a third party if:
1. the advantage consists of cash etc.;
 2. the giving or accepting violates laws and other provisions;
 3. the giving or accepting is not transparent;
 4. the nature, value, purpose or circumstances of the advantage are inappropriate
 5. the advantage is given or accepted with the intention to receive or give something in return ("quid pro quo"),
 6. giving or accepting the advantage may limit or influence the receiver's objectivity.

By signing this form I declare that none of the aforementioned prohibitions applies in this case.

² In the following summarized as "to give".

³ In the following summarized as "to accept".



II. I hereby

Please mark the applicable case

- a. apply for an approval,⁴ because I wish to accept an advantage / have accepted an advantage (see also section III. below).
- b. apply for an approval,⁵ because I wish to give an advantage / have given an advantage (see also section III. below).
- c. disclose⁶ that I wish to accept an advantage.
- d. disclose⁷, that I wish to give an advantage.

III. In case of an application for approval (see II.1. or 2. above)⁸, the following case requiring an approval applies:

Please mark the applicable case:

- 1. The advantage is to be given to a public official.
- 2. The value of the invitation exceeds AUD200
- 3. The value of the gift exceeds AUD100.
- 4. The advantage to be given is by an employee to a third party (except for an advantage given by the management, members of the sales and marketing team in accordance with the Anti-Bribery & Corruption Policy).
- 5. It is likely that there is a connection with a business decision.
- 6. The advantage given or accepted is in connection with a business activity. Such a connection is to be assumed if the giving or accepting falls within a period of time in which a business decision vis-à-vis the giver is likely to be made.
- 7.

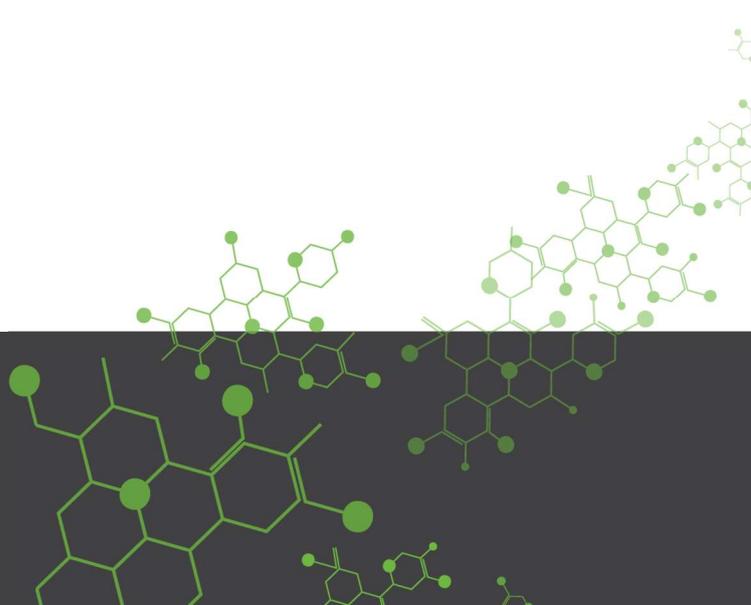
⁴ Section VI of the Anti-Bribery & Corruption Policy.

⁵ Section VI of the Anti-Bribery & Corruption Policy.

⁶ Section VI of the Anti-Bribery & Corruption Policy.

⁷ Section VI of the Anti-Bribery & Corruption Policy.

⁸ Section VI of the Anti-Bribery & Corruption Policy.



IV. Further remarks regarding the Advantage to be given or accepted, in particular the relationship between the giver and the receiver, the nature, value and occasion of the Advantage:

Place, date

Employee's signature

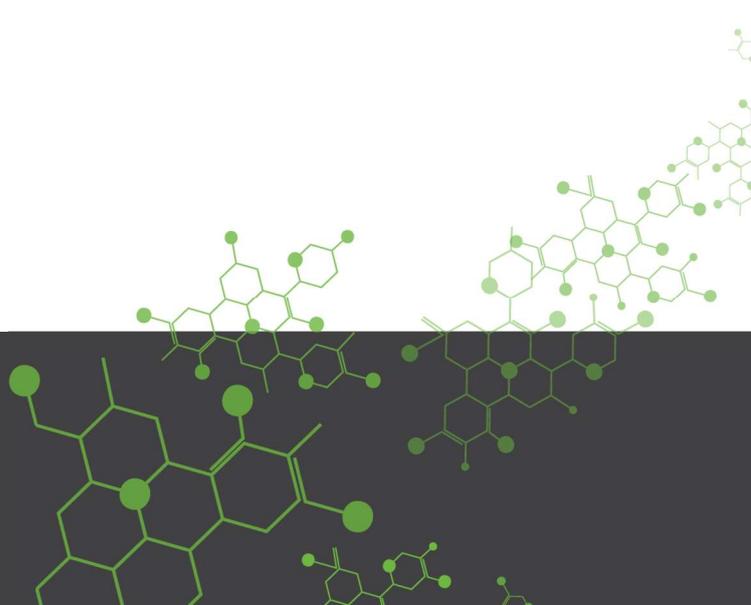
Approved: yes / no

Name of the person in charge of the approval:

Function or title of the person in charge of the approval:

Place, date

Signature of the person in charge of the approval



Approved: yes / no

Name of the person in charge of the approval:

Function or title of the person in charge of the approval:

Place, date

Signature of the person in charge of the approval

