

CYBERTECH GROUP ANTI-CORRUPTION COMPLIANCE POLICY

1. Introduction

The term “Company” refers collectively to the following Cybertech group entities - Arrowmedia Israel Ltd., incorporated in Israel; Cybertech Singapore (CYSING) Pte Ltd., incorporated in Singapore; Cybertech Mena, incorporated in Dubai; and Cybertech USA incorporated in the USA. The Company creates content and produces conferences and events in the fields of defense technology, cyber and data security.

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the Company believes in conducting business ethically, honestly and with integrity. It has been and continues to be the policy of the Company to conduct its operations and activities in compliance with the national anti-corruption laws of the State of Israel (the anti-bribery clauses of the Israeli Penal Code 5737-1977) and international anti-corruption laws (together, the “**Anti-Corruption Laws**”).

This Anti-Corruption policy (the “**Policy**”) is aimed to ensure that all Employees and Business Partners of the Company remain committed to the above-mentioned principals in their conduct of Company’s affairs and adhere to all anti-corruption and anti-bribery applicable laws.

“**Employees**” shall include directors, managers, officers and employees of the Company, whether their employment terms are governed by employer-employee relationship or render their services to the Company as independent services providers.

“**Business Partners**” shall include exhibitors, sponsors, lecturers, consultants, independent contractors, sub-contractors and suppliers.

2. The Objective and Guidelines

Employees and Business Partners of the Company are prohibited from directly or indirectly giving, promising, offering, or authorizing any third party to offer money or anything of value or other benefits to a government or public official, government owned or controlled entity or an official in a government owned or controlled entity, holder of public position, political party or political party official, candidate for political office or any other person, in an attempt to influence the official or other person or obtain a benefit of any kind of its activities or decisions.

All Employees and Business Partners of the Company must approve this policy and comply with the Anti-Corruption Laws and all other applicable anti-bribery laws in the course of conducting the Company’s affairs or in connection thereto.

As a guideline, the key components that constitute an act of bribery for purposes of this Policy may be:

- Making, promising or offering;

- ☒ of money or any item of value or other type of benefit;
- ☒ directly or indirectly;
- ☒ to a government official;
- ☒ to obtain or retain business or other consideration for the Company.

For the purpose of complying with this Policy, each component must be interpreted in the broadest way possible and:

Making, Promising or Offering - The offer of a bribe, even if no bribe is ever made, constitutes a violation of this Policy and of Anti-Corruption Laws.

Money or an item of value or other type of benefit - Bribes can be in cash but can also be made in other forms. For example, bribes can involve providing a gift; extravagant travel, entertainment and/or lavish meals; donation to a charity or to a political party; the hiring of a relative or other designated person; paying the expenses of another person; and transactions that are not based on market values. It is stressed that a bribe of any amount constitutes a violation of this Policy. There is no minimum permitted amount.

Directly or indirectly - Bribes are bribes whether they are offered directly or indirectly through other persons or entities for the benefit of the Company. Hiring a middleman to provide the bribe is the same as doing it yourself.

Government official – This term includes government officials; officers or employees of a government or any other person acting in an official capacity for or on behalf of a government; members or the staff of public authorities or any other public institutions, agencies ,or legal units; holders of public positions including members of legislative bodies, executive authorities or state’s judicial institutions; political parties, political officials or candidates for political office; officials and employees of government-owned or government-controlled corporations such as State-Owned Enterprises (SOE) (in some countries the government owns or operates businesses and all employees of such businesses are considered Government Officials under this Policy); officers or employees of public international organizations (such as the World Bank, the United Nations, the International Monetary Fund); relatives or family members of any of the foregoing; and anyone acting on behalf of any of the foregoing. It should be noted that this Policy also prohibits bribery of persons that work for private companies and that are not connected with any government agency (this is sometimes called commercial bribery), and such shall also be considered, for the purpose of this Policy, as “Government Officials”.

To obtain or retain business or other consideration - Bribery is not limited to situations where the Company can obtain business or a contract directly from a Government Official, but also applies to other types of benefits. The following situations can also be exposed to acts of bribery: obtaining a permit, license, certificate or other regulatory approval; inspections and audits; imports and exports of products, including customs duties and sales taxes; obtaining favorable tax treatment; and obtaining other favorable treatment or a special type of accommodation for the Company in exchange for payment or another item of value.

3. Hospitality, Travel expenses and Gifts

In the course of its normal business, the Company may provide hospitality and business courtesy to a variety of persons or entities, in order to improve the Company's image and develop business relationships. This is a routine part of the business relations between parties to transactions.

However, the Company has adopted a policy regarding giving anything of value to a Government Official. In order to be appropriate, any hospitality, travel expense or gift for a Government Official must:

- be provided in connection with a *bona fide* and legitimate business purpose, during the normal course of business;
- not be motivated by a desire to exert improper influence or the expectation of reciprocity;
- comply with the local laws and regulations that apply to Government Officials.

To the extent any such expense is considered appropriate, the Company, or any authorized Employee acting on behalf of the Company, should, wherever possible, make payment for travel expenses, accommodation, or meals directly to the airline, hotel, recognized travel agent, restaurant, or any other service provider. For the avoidance of doubt, the Company does not allow for the payment of *per diems* to Government Officials.

If it is necessary to reimburse legitimate travel expenses incurred by a Government Official, the Company must inquire into the permissibility of such reimbursement under applicable laws.

If the Company decides to give symbolic gifts (usually on the occasion of events/holidays, etc.) which meet the standards of professional courtesy generally accepted by multi-national corporations, these will be given only by Employees authorized to do so.

4. Red Flags

The term “**red flag**” is used to refer to situations that provide a warning sign of potential problems. Acts of bribery are often accompanied by one or more red flags. Some of these red flags are summarized in **Annex A** attached to this Policy.

The Company, through Employees, will oversight all activities of the Company’s Employees and Business Partners and watch for any of these warning signs and take appropriate action if they notice any red flags.

5. Company’s Compliance Officer

The Company's Board of Directors has appointed a Company's Compliance Officer (“**Compliance Officer**”). The company invites all the Employees and Business Partners to refer any reporting, question, or comment concerning this Policy to the Compliance Officer.

6. Policy Implementation

All the Company Employees and Business Partners should be made aware of this Policy. The duty to prevent corruption applies to each of the Employees and Business Partners who are exposed to or involved in activities with third parties. Accordingly, the Company is responsible for creating awareness amongst its Employees and Business Partners of this Policy and the Anti-Corruption Laws. This awareness can be

achieved by guiding the Company's Employees, starting from their entry into the Company as well as on a regular ongoing basis. New Employees, especially those whose positions are in sales, marketing, contracts, procurement, audit, accounting and finance, must be fully acquainted with this Policy no later than 10 Business days after joining the Company.

The Compliance Officer will ensure the initial implementation and further refreshment of this Policy on an ongoing basis and in accordance with the changing needs of the Company, including in accordance with the conclusions and findings of the various control procedures.

7. Application on Joint Ventures

Following the effective date of this Policy, the Company may enter into joint ventures and/or similar business arrangements (e.g., limited partnerships, limited liability companies, collectively "**Joint Ventures**"). The Company shall ensure that each Joint Venture establishes and maintains a system of internal controls and record-keeping, that is consistent with the Company's standards, policies and procedures.

8. Books and Records

Record-keeping practices must be designed to ensure that transactions are controlled such that management objectives are met and that corporate assets are properly accounted for. Records must be sufficient to allow preparation of financial statements in accordance with applicable accounting principles, including those employed in the foreign jurisdictions in which the Company reports.

It is the Company's policy that each transaction and acquisition or disposition of assets by the Company, including any expense, must have proper authorization and must be timely and accurately recorded, such that it reflects the substance and purpose of the transaction. No transaction shall be entered into that requires the making of false or fictitious entries or records in whole or in part. No accounting balances shall be created or maintained that have no supporting documentary or that has no reasonable basis in fact. Adjustments to accounting records must follow established procedures, and once finalized, documents are not to be altered. The Company's policy prohibits the maintenance of undisclosed or unrecorded funds or assets for any purpose, including that which disguises or misrepresents any aspect of a transaction.

Documentation for all transactions must correctly represent not only the financial facts of the transaction itself but also such other information as may be necessary to give a reviewer a complete understanding of the significant aspects of the transaction. The record-keeping requirements are not limited to transactions above a certain value.

Primary responsibility for the oversight of compliance with the record-keeping requirements is that of the Company's controller.

9. Consequences of Violations

Violations of this Policy will lead to disciplinary actions by the Company against the violator and might further lead to the termination of employment or engagement of such violator. The consequences for violating Anti-Corruption Laws and any applicable anti-bribery laws include fines and penalties for the individuals involved and for the Company and up to imprisonment of individuals involved in bribery. It shall be noted that the enforcement of anti-corruption and anti-bribery laws around the world is on the

increase, both in terms of the number of enforcement actions and the severity of punishments.

10. Report All Violations

Any individual who becomes aware of any violation of any law, rule, or regulation of this Policy, or who becomes aware of any suspicious activity or any “red flags”, has a responsibility to act and report such potential violation to the Compliance Officer immediately. Reports may be submitted anonymously. Violations must not be ignored, hidden, or covered up.

The Company will ensure that no retributive action is taken against anyone making such a report in good faith.

Annex A

Red Flags that may Signal Potential Anti-Corruption Laws Violations

The following is a list of some of the Red Flags that can arise in transactions. This is not an exhaustive list. Other circumstances might also raise concern about the existence of a corrupt activity.

- The Business Partner is owned by or employs a Government Official;
- One or more principals of the Business Partner are related to a Government Official;
- Business Partner has a record or reputation for significant contributions to political parties or candidates for office.
- The transaction involves a Government Official with a reputation for corruption or who requests a payment or gift;
- A demand or strong suggestion by a government agency or a Government Official that the Company retain a particular Business Partner;
- Unnecessary third parties or multiple Business Partners performing similar functions;
- Business Partner does not appear to be a legitimate company (for example, there is no adequate staff for performing the scope of work required or there is no actual business location);
- A request by a customer or a Business Partner for an unusual transaction structure or payment processes and/or the inclusion of incorrect or unnecessary cost items or false documentation in transaction papers;
- Other than as strictly provided for in the respective contract, a request by a Business Partner for payment “up-front” or before the completion of contract milestones, or for an increase in the consideration during the performance of the contract (other than due to an increase in Business Partner’s services);
- A request for payment in cash;
- A request that payment(s) be made to a third party or to a bank account on a different name;
- A request that payments be made in a country other than the country where services are to be performed or the country where Business Partner resides or where it provides the services.
- A requests for unusually large payments, or payments that appear excessive compared to the service to be rendered;
- Unusually high or questionable commissions, consulting fees, expense reimbursements or other payments;
- Suspicious charitable contributions;
- Requests for reimbursement of poorly documented expenses;
- Incomplete or inaccurate information, false invoices or other documentation provided by or in connection with Business Partner.