

SCOUTCAM INC.

**CODE OF BUSINESS CONDUCT AND ETHICS**

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## **1. KNOW YOUR CULTURE CODE**

### **Culture Codes**

ScoutCam Inc. (“**ScoutCam**”) recognizes that employees are our greatest asset. The following Culture Codes are to guide and inspire us to achieve our highest potential each day.

### **Self-Monitored by Karma**

If the energy of what I am putting out right now were returned to me, would I be happy?

### **Operating in Mission-Critical Mode**

Am I fanatically focused, following protocol and planning solutions to all potential risks?

### **Clear in Communications**

Have I shared information in a straight forward, get-to-the-point way without leaving out critical decision-making details?

### **Supportive of the Team**

Am I collaborating and working with my peers in an effective way that supports their department's mission, as well as the goals of the entire company? Am I creating and bringing solutions or only talking about the problems?

### **Consistently Reliable**

Am I one of the go-to people on the team? Would I want to work with me?

### **Compelled to Contribute**

Are there ways that I can utilize my skills or attributes today that contribute to the overall well-being of the company and our clients?

### **Committed to the Client Experience**

Are my actions dedicated to the fact that our clients and the superior services we provide them with **are the reason we exist?**

## **2. CORE BELIEFS**

- RESOLVE;
- KARMA;
- SUSTAINABILITY;
- INVENTION; and
- COLLABORATION.

## **3. CODE OF BUSINESS CONDUCT AND ETHICS**

**ScoutCam is committed to upholding the highest ethical standards among its executives, employees, and business partners; while addressing significant ethics risks related to our business. The company has adopted this Code of Business Conduct and Ethics (this “Code”) to encourage:**

- Honest and ethical conduct including fair dealing and the ethical handling of actual or apparent conflicts of interest;
- Full, fair accurate, timely and understandable disclosures;

- Compliance with applicable laws and governmental rules and regulations;
- Prompt internal reporting of any violations of law or this Code;
- Accountability for adherence to this Code, including fair process by which to determine violations;
- The protection of ScoutCam's legitimate business interests, including its assets and corporate opportunities; and
- Confidentiality of information entrusted to directors, officers and employees by ScoutCam and its customers.

All directors, officers and employees of ScoutCam and ScoutCam's subsidiaries and controlled affiliates are expected to be familiar with this Code and to adhere to the principles and procedures set forth below. Any questions about this Code should be directed to the Company's designated compliance officer (the "**Compliance Officer**"), who is currently the Company's Chief Financial Officer.

Managers and supervisors have an important responsibility to lead by example and maintain the highest standards of behavior. Department and business unit leaders should promote a work environment where employees understand their responsibilities and feel comfortable raising issues and concerns without fear of retaliation. If a manager becomes aware of an ethics violation or has knowledge of a potential ethics-related issue, he or she is expected to promptly report such violation or issue in accordance with the procedures set forth in this Code.

Violations of this Code may lead to disciplinary action, up to and including termination of your employment.

#### **4. SEXUAL HARASSMENT**

While all types of harassment are prohibited, sexual harassment requires particular attention. ScoutCam prohibits sexual harassment of any kind. Sexual harassment includes, among others, sexual advances, requests for sexual favors, and verbal or physical conduct, or any other form of communication, of a sexual nature when: (a) submission to or rejection of such advances, requests or conduct is made by either explicitly or implicitly a term or condition of employment or as a basis for employment related decisions; or (b) such advances, requests or conduct have the purpose or effect of unreasonably interfering with an individual's work performance by creating an intimidating, hostile, humiliating or sexually offensive work environment.

Team members are prohibited from making unwanted, inappropriate or disrespectful sexual advances. Team members should notify the Compliance Officer or ScoutCam Human Resources of any actual or suspected conduct that can be considered sexual harassment.

#### **5. CONFLICTS OF INTEREST**

##### **Conflicts of Interest**

A conflict of interest occurs when your private interests interfere, or appear to interfere, with ScoutCam's interests as a whole.

For example, a conflict of interest can arise when you take actions or have personal interests that make it difficult to perform your duties objectively and effectively. A conflict of interest may also arise when you or a family or household member receives improper personal benefits as a result of your position at ScoutCam.

Conflicts of interest can also occur indirectly. For example, a conflict of interest may arise if you are an executive officer, a major stockholder or have a material interest in an organization doing business with ScoutCam.

You have an obligation to conduct ScoutCam's business in an honest and ethical manner, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships. Any situation that involves, or may reasonably be expected to involve, a conflict of interest with ScoutCam, should be disclosed promptly to ScoutCam's Compliance Officer.

This Code does not attempt to describe all possible conflicts of interest that could develop. Other common conflicts from which you must refrain are set out below:

- You may not engage in any conduct or activities that are inconsistent with ScoutCam's best interests or that disrupt or impair ScoutCam's relationship with any person or entity with which ScoutCam has or proposes to enter into a business or contractual relationship;
- You may not accept compensation, in any form, for services performed for ScoutCam from any source other than ScoutCam; or
- You may not take up any management or other employment position with, or have any material interest in, any firm or company that is in direct or indirect competition with ScoutCam.

## **6. BRIBERY AND CORRUPTION**

### **Bribery and Corruption**

No employee should ever offer, make or authorize a payment or provide a benefit to an individual or company that is intended to influence or that appears to improperly influence a business decision. In addition, no employee should ever request or accept a bribe or a kickback of any sort.

If you violate any bribery or corruption laws, including local laws and the U.S. Foreign Corrupt Practices Act (FCPA), you may be susceptible to substantial fines and penalties, including imprisonment.

ScoutCam prohibits bribes, kickbacks or any other form of improper payment, whether made directly or indirectly to any representative of government, labor union, customer or supplier in order to land a contract, secure some other business advantage, or influence or obtain government action.

ScoutCam recognizes that exchanging business courtesies such as meals, entertainment, promotional gifts or other items can be a part of building strong business relationships. At other times, such business courtesies are not appropriate. The guidelines below will help you determine when accepting, promising or offering such courtesies may be appropriate and when to seek advice.

Customs vary throughout the world. These guidelines may differ by country. However, there are some principles that are fixed and apply worldwide:

- Do not offer promise or accept anything designed to obligate a person to act improperly or unlawfully, such as through a bribe, kickback or payoff;
- Do not offer, promise or accept cash gifts;
- Never participate in any business entertainment activity that would violate the law or appear unprofessional;
- Check with ScoutCam's Compliance Officer before providing anything of value from ScoutCam to government officials (including employees of government agencies and state owned enterprises), political party representatives, candidates for government office, or officials or employees of public international organizations, such as gifts, loans, meals, entertainment and travel, which are strictly regulated and often forbidden entirely; and
- Do not seek favors directly or indirectly, such as gifts, entertainment, sponsorships or contributions from any organization doing business or seeking to do business with ScoutCam.

ScoutCam's commitment to compliance with anti-bribery and anticorruption laws extends to the third parties with whom we do business, such as sales agents and suppliers. When dealing with third parties, ensure that you:

- Report all allegations of improper business practices, bribery and corruption relating to third parties;
- Report all allegations of improper business practices, bribery and improper influence on the decisions of a government official;
- You may not take up any management or other employment position with, or have any material interest in, any firm or company that is in direct or indirect competition with ScoutCam; and
- Ensure that any person or firm that represents ScoutCam complies with this policy and all related laws.

The Company periodically performs various financial, information technology and enterprise risk assessments in accordance with applicable frameworks (e.g., SOX, NIST, ISO, COSO). These risk assessments are inclusive of fraud, bribery and corruption risks and are evaluated within the context of the type of risk assessment. All risk assessment findings are reported to executive management and where applicable, action plans are created to mitigate any identified risk.

Our Audit Committee is responsible for overseeing our risk management process with respect to financial risks, including bribery and corruption. Managerial responsibility for bribery and corruption sits with executive management, specifically the Chief Financial Officer, who keeps the Audit Committee apprised of significant risk management issues and management's responses to such issues.

## **7. STANDARDS OF BUSINESS CONDUCT**

### **Disclosures**

The information in ScoutCam's public communications, including all reports and documents filed with or submitted to the Securities and Exchange Commission, must be full, fair, accurate, timely and understandable.

If you are involved in ScoutCam's disclosure process, you must maintain familiarity with the disclosure requirements, processes and procedures applicable to ScoutCam commensurate with your duties.

You are prohibited from knowingly misrepresenting, omitting or causing others to misrepresent or omit, material facts about ScoutCam to others, including ScoutCam's independent auditors, governmental regulators and self-regulatory organizations.

### **Compliance with Law, Rules and Regulations**

ScoutCam is obligated to comply with all applicable laws, rules and regulations. It is your personal responsibility to adhere to the standards and restrictions imposed by these laws, rules and regulations in the performance of your duties for ScoutCam.

Trading on inside information is a violation of federal securities law.

If you are in possession of material non-public information about ScoutCam or companies with whom ScoutCam does business, you must abstain from trading or advising others to trade in the respective company's securities from the time that one obtains such inside information until such information is either no longer material or until the start of the second full trading day following the date of public disclosure of such information. In addition, quarterly and other black-out periods where all trading in Company securities is prohibited and a requirement for pre-clearance of all trades in Company securities applies to directors, executive officers and certain other employees. See ScoutCam's "Insider Trading Policy" for more information.

Material information is information of such importance that it can be expected to affect the judgment of investors as to whether or not to buy, sell or hold the securities in question.

To use non-public information for personal financial benefit or to “tip” others, including family members, who might make an investment decision based on this information is not only unethical but also illegal.

ScoutCam’s Chief Executive Officer and Chief Financial Officer are also required to promote compliance by all employees with this Code and to abide by ScoutCam’s standards, policies and procedures.

### **Corporate Opportunities**

You owe a duty to ScoutCam to advance the legitimate interests of ScoutCam when the opportunity to do so arises. You are prohibited from directly or indirectly (a) taking opportunities that are discovered through the use of ScoutCam property, information or positions for yourself; (b) using ScoutCam property, information or positions for personal gain; and (c) competing with ScoutCam.

### **Confidentiality**

In carrying out ScoutCam’s business, you may learn confidential or proprietary information about ScoutCam, its customers, distributors, suppliers or joint venture partners. Confidential or proprietary information includes all non-public information relating to ScoutCam, or other companies, that would be harmful to the relevant company or useful or helpful to competitors if disclosed. You must maintain the confidentiality of all such information, except when disclosure is authorized or legally mandated.

### **Fair Dealing**

You should endeavor to deal fairly with ScoutCam’s customers, service providers, suppliers, competitors and employees. You may not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any unfair dealing practice.

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

You should protect ScoutCam’s assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on ScoutCam’s profitability. All ScoutCam assets should be used for legitimate business purposes.

### **Waivers**

Before an employee, or an immediate family member of any such employee, engages in any activity that would be otherwise prohibited by this Code, he or she is strongly encouraged to obtain a written waiver from ScoutCam’s board of directors or other appropriate officer or body.

Before a director or executive officer, or an immediate family member of a director or executive officer, engages in any activity that would be otherwise prohibited by this Code, he or she must obtain a written waiver from the disinterested directors of ScoutCam’s board of directors or a committee of ScoutCam’s board of directors. Such waiver must then be disclosed to ScoutCam’s stockholders, along with the reasons for granting the waiver.

### **No Rights Created**

This Code is a statement of certain fundamental principles, policies and procedures that govern you in the conduct of ScoutCam’s business. It is not intended to and does not create any rights in any employee, customer, client, visitor, supplier, competitor, stockholder or any other person or entity. It is ScoutCam’s belief that the policy is robust and covers most conceivable situations.

## **8. QUESTIONS AND CONCERNS**

### **Reporting, Accountability and Enforcement**

It is the responsibility of all ScoutCam employees to understand and to comply with this Code.

ScoutCam promotes ethical behavior at all times and encourages you to talk to your direct supervisor, ScoutCam Human Resources or a ScoutCam executive when in doubt about the best course of action in a particular situation.

You should promptly report suspected violations of laws, rules, regulations or this Code. In most cases, your direct supervisor or ScoutCam Human Resources will be in the best position to resolve the matter. If the issue persists, you should report the issue to the Compliance Officer or any ScoutCam executive. Reports may be made anonymously through an email or regular mail. If requested, confidentiality will be maintained, subject to applicable law, regulations and legal proceedings and to the extent practicable.

Information as to suspected improper accounting or auditing matters may also be reported to the chairperson or any member of the Audit Committee, including on a confidential or anonymous basis through an email or regular mail. Employees are required to come forward with any such information, without regard to the identity or position of the suspected offender. See ScoutCam's "Policy for Complaints Regarding Accounting, Internal Accounting Controls or Auditing Matters" for more information.

To encourage employees to report any and all violations, ScoutCam will not tolerate retaliation for reports made in good faith. Retaliation or retribution against any employee for a report made in good faith of any suspected violation of laws, rules, regulations or this Code is cause for appropriate disciplinary action.

Reports will be promptly investigated. Employees are expected to cooperate fully with ScoutCam Human Resources and/or ScoutCam's Chief Financial Officer throughout the investigation. Any form of retaliation against an employee for cooperating with any investigation is strictly prohibited.

Investigations may result in disciplinary action (up to and including termination), and/or civil damages, criminal fines, or imprisonment if violations of this Code is also a violation of applicable law. In addition, where appropriate, other corrective action may be enacted to prevent a violation from occurring again.

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