

Code of Ethics and Business Conduct

1. General

(a) Words and expressions importing the masculine gender shall include the feminine gender and words importing persons shall include bodies corporate.

(b) Headings herein are for convenience only and shall not affect the meaning or interpretation of any provision hereof.

(c) Whenever the words “include”, “includes” or “including” are used in herein, they shall be deemed to be followed by the words “without limitation,” whether or not they are in fact followed by those words or words of like import. The word “extent” in the phrase “to the extent” means the degree to which a subject or other thing extends, and such phrase shall not mean simply “if”.

The word “agreement” means any contract, agreement, understanding and undertaking. The word “Personnel” or “Axilion’s Personnel” includes any director, officer, employee, consultant, supplier, service provider of, and any other person under an employment agreement, a consultancy agreement or an agreement for the provision of services with Axilion (whether oral or written).

2. Purposes of this Code

Axilion Smart Mobility Ltd. and its affiliates (referred to herein as “Axilion”), is committed to a culture of honesty, integrity and accountability and strives to operate its business in accordance with the highest ethical standards and applicable laws, rules and regulations. This Code of Ethics and Business Conduct, as may be amended or replaced from time to time (this “Code”) outlines the principles that should guide all directors, officers, employees, consultants, suppliers and service providers of Axilion in the performance of their respective tasks and duties.

Personnel of Axilion must not only comply with all applicable laws, rules and regulations but also must engage in and promote honest and ethical conduct and abide by the policies and procedures that govern the conduct of the business of Axilion, as shall be in effect from time to time.

This Code is not meant to be a complete or closed list of all legal and ethical obligations of Axilion’s Personnel. Axilion provides this Code to its Personnel to offer guidance in properly recognizing and resolving the legal and ethical issues that they may encounter while conducting the business of and on behalf of Axilion.

This Code is a statement of certain fundamental principles, policies and procedures that govern the Personnel of Axilion in the conduct of the business of Axilion. It is not intended to, and does not create, any rights relating to any employee, customer, supplier, competitor, shareholder or any other person. This Code is not to be interpreted to modify or derogate from the duty or obligation of any of Axilion’s Personnel as set out in any employment agreement, consultancy agreement or an agreement for the provision of services (whether oral or written) or under any applicable laws, rules or regulations.

Personnel who know of, or suspect, any violation of this Code or of any applicable law, rule or regulation have an obligation to immediately report this information in writing to the CFO (the “Compliance Committee”). The Compliance Committee may be replaced at any time by the Chief Executive Officer of Axilion for any reason, or for no reason.

3. Compliance with Laws, Rules and Regulations

Axilion is subject to a number of laws, rules and regulations with respect to the conduct of its business, which such laws, rules and regulations may vary from time to time. Personnel are expected to maintain compliance with the letter and spirit of all laws governing the jurisdictions in which they perform their tasks and duties. This Code does not purport to address all areas of law that Personnel might encounter in the day-to-day business of Axilion. The following areas,

however, should be specifically noted:

(a) Governance and Anti-Corruption: Axilion strives to comply with all applicable laws, rules, regulations and contract requirements relating to the fight against bribery and corruption, including without limitation, the Israeli applicable law, the UK and EU applicable law, U.S. Foreign Corrupt Practices Act (“FCPA”) and the OECD Convention on Combating Bribery of Foreign Public Officials in International Business Transactions. The following prohibited practices are illustrative only and are not exclusive: (1) With respect to governmental agencies, state-owned entities, actual and potential partners, collaborators, suppliers, subcontractors, business associates and others, neither Axilion nor any of its Personnel will, directly or indirectly, engage in bribery, kick-backs, payoffs, or other corrupt business practices; (2) Payments to consultants, lobbyist, suppliers, partners, collaborators and others are strictly prohibited if it is known or believed (or there is a reason to believe) that all or a portion of such payments will be offered, given, or promised to a government employee, a member of political party, a candidate for political office, or any related party of the foregoing; (3) any interaction with governmental agencies and regulators shall be in a transparent manner and no payments or bribes should be paid to any employee, agent or representative of such agency.

(b) Health and Safety Laws: Axilion strives to comply with all applicable health and safety laws, rules and regulations as part of its commitment to providing Personnel with a safe and healthy work environment. Axilion’s Personnel have a responsibility to maintain this work environment as such. In this regard, Axilion’s Personnel are expected to work in a safe manner with due regard for their personal safety as well as that of their co-workers and are obliged to report accidents, injuries, hazardous equipment and unsafe practices. Personnel are prohibited from engaging in the business of Axilion while under the influence of alcohol or illegal drugs.

(c) Competition Laws: Competition laws are enacted to limit practices that are seen to impair the function of a free and open marketplace. A complete description of these laws is beyond the scope of this Code; however, they include, without limitation, price fixing, bid rigging, price discrimination, allocation of markets and boycotting of certain suppliers or customers. Personnel having regular dealings with customers and suppliers should become familiar with all the laws, rules and regulations applying to these practices as non-compliance can result in severe penalties being imposed on both Axilion and the individuals involved.

(d) Dealing with Sanctioned Countries: Axilion will follow all relevant laws, rules and regulations related to transactions with companies from sanctioned countries. For example, under US law, the Office of Foreign Assets Control (OFAC) administers and enforces economic and trade sanctions under various sanction programs; Israeli law makes it illegal to conduct direct or indirect trade with Iran, Syria and Lebanon; the EU’s Service for Foreign Policy Instruments transposes into law sanction decisions of the EU External Action Service and agreed by the Council of the EU. Violation of these sanctions by persons and entities subject to these sanctions can lead to fines and even criminal liability against Axilion and individuals. Personnel are expected to support the efforts of Axilion to follow such laws, rules and regulations and shall immediately report to the Compliance Committee prior to dealing with any Sanctioned Country.

(e) Environmental Laws: Cognizant of its responsibility to the environment, Axilion strives to comply with all applicable environmental laws, rules and regulations. Personnel are expected to support the efforts of Axilion to develop, implement and maintain procedures and programs designed to protect and preserve the environment.

(f) Privacy Laws: Axilion is committed to maintaining the accuracy, confidentiality, security and privacy of the personal information of its customers, suppliers, consultants and employees, while personal information means any information relating to an identified or identifiable person received by or gathered by Axilion. Axilion shall use and is entitled to transfer such personal information to third parties, for legitimate business purposes only, which must be specified before the time of collection. Personnel who have access to personal information are expected to support the efforts of Axilion to develop, implement and maintain procedures and policies designed to manage personal information, according to privacy and data protection principles and legislation, including

without limitation, Regulation (EU) 2016/679 (“GDPR”) together with applicable legislation implementing or supplementing the same or otherwise relating to the processing of personal data of natural persons. When required, such personal information will be held and managed by Axilion or on its behalf, inter alia, on databases according to applicable law.

(g) Securities Laws: Axilion strives to comply with all applicable securities laws. As a public traded company, Axilion and its personnel are obligated to Israeli applicable laws including the prohibition to disclose any insider information.

4. Sexual Harassment, Maltreatment and Discrimination

Collegiality and respect for others are considered normal manners in a pleasant and stimulating work climate. Axilion strives to provide a place of work free of sexual harassment and/or maltreatment, intimidation or exploitation. Reports of alleged sexual harassment and maltreatment committed in the framework of employment relations are taken seriously and will be dealt with promptly and efficiently. Axilion recognizes the importance of confidentiality in these cases, and will respect the privacy of individuals reporting, participating in the examination process or accused of sexual harassment or maltreatment to the extent possible. Where sexual harassment or maltreatment has occurred, Axilion will act to stop the harassment, prevent its recurrence and discipline and/or take other appropriate action against those responsible or in order to remedy the harm caused to the complainant due to the harassment or maltreatment, in accordance with applicable Axilion’s policies and procedures, as shall be in effect from time to time and all applicable laws, rules and regulations.

No discrimination in work matters (acceptance to work, terms of employment including conditions related to the framework of employment relations, wages or other remuneration or benefits, a promotion at work, professional training, dismissal, benefits and payments given to an employee in connection with retirement) on the basis of race, color, age, sex, sexual orientation, disabilities, religion or national origin will be permitted, and no form of physical, emotional, sexual, or other harassment will be tolerated.

Personnel are expected to support the efforts of Axilion to develop, implement and maintain a workplace free of sexual harassment, maltreatment, intimidation, exploitation or discrimination. Personnel who suffer/suffered or know of other Personnel who suffer/suffered sexual harassment, maltreatment, intimidation, or exploitation are expected to immediately report this information to the respective officer in charge of sexual harassment in their/his/her organization within Axilion and Personnel who suffer/suffered or know of other Personnel who suffer/suffered discrimination are expected to immediately report this information to the Compliance Committee and/or his/her manager.

5. Accounting and Auditing Matters

Axilion maintains accounting and internal control systems designed to provide reasonable assurance that the assets of Axilion are safeguarded against loss and the financial records of Axilion are reliable for preparing financial statements. No fraudulent or false entries should be made for any reason in the books, records, or accounts of Axilion.

The integrity of Axilion records depends upon the validity, accuracy and completeness of the information supporting the entries to Axilion’s books of account. Axilion is committed to providing accurate and reliable information to its shareholders, governmental agencies, and other entities who rely on the veracity of Axilion’s financial records. Furthermore, various statutes and regulations, including, without limitation, the FCPA and Israeli tax laws, rules and regulations require that Axilion maintains accurate and complete books and records. Therefore, no false, misleading or artificial entries shall be made in Axilion’s books and records for any reason, and all accounting, internal accounting controls or auditing matters shall be conducted in accordance with all applicable laws, rules and regulations. In addition, all gifts, hospitality and other expenses or items of value must be accurately identified in Axilion’s reports on an expense reimbursement claim

form. All transactions must be documented and be correctly reflected in Axilion's books in accordance with applicable laws, rules and regulations.

6. Equal Opportunities

Axilion provides equal opportunity to all employees, and a work environment free from discrimination. Decisions regarding employment in Axilion are based on fair and relevant consideration only.

Our policy prohibits any discrimination in the workplace. Any employee who believes that he or she has been the subject of any prohibited discrimination is encouraged to report it to the Head of Human Resources.

7. Protection and Proper Use of Axilion's Assets

All Personnel of Axilion are expected to protect the assets of Axilion and ensure they are used for legitimate business purposes only. Theft, carelessness and waste have a direct impact on the business and profitability of Axilion. Any incidents or suspected incidents of fraud or theft should be immediately reported for investigation.

The assets of Axilion include, inter alia, information, equipment, office supplies, hardware, software, intellectual property and time. Such assets may not be used for personal benefit, nor may they be sold, borrowed or given away without proper authorization in advance.

The following procedures and guidelines apply with respect to the proper use of Axilion's intangible assets:

(a) Non-Disclosure Requirements: The employment (including offers of employment or engagement, as the case may be) and other kinds of engagement agreements with all Personnel shall contain provisions regarding the non-disclosure and non-use of proprietary and/or confidential information received by such Personnel during the term of their relationship with Axilion. Compliance with these provisions is mandatory. Personnel entrusted with or otherwise knowledgeable about information of a confidential or proprietary nature shall not disclose that information outside Axilion, either during or after employment or other service to Axilion, without written authorization to do so from Axilion in advance. Such disclosure could be harmful to Axilion or helpful to a competitor.

All proprietary and/or confidential information received by Personnel during the term of their/his/her/its relationship with Axilion (including any derivatives thereof) shall be and remain the sole property of Axilion. Upon termination of his/her/its respective employment or engagement with Axilion, as the case may be, or immediately upon Axilion's first request, each of Axilion's Personnel shall return to Axilion all such proprietary and/or confidential information and all other derivatives or representations of such proprietary and/or confidential information in his/her/its possession or under his/her/its control.

(b) Protection of Intellectual Property: Intellectual property rights and proprietary confidential information (collectively "IP") are key components of Axilion's value. Therefore, Personnel shall take appropriate action to preserve and enhance Axilion's IP and respect the IP rights of other persons. Axilion's IP includes, but is not limited to, its intellectual property rights in its scientific and technological know-how, information about Axilion's business strategies and intentions, information about current and potential industry partnerships or licensing arrangements, information regarding plans for research or future research, internal databases, customer lists, supplier lists, personnel lists, financials, products, briefings, recipes, confidential technical data, organizational charts and compensation information. Axilion's IP must be kept confidential and must not be disclosed, verbally, in writing, electronically (e.g. via the Internet) or in any other way, unless specifically and expressly authorized in writing in advance and subject to the provisions of a non-disclosure agreement. When speaking with third parties, it is important to avoid unauthorized disclosure of any of Axilion's IP. Personnel must also ensure that confidential discussions are not

overheard by others or disclosed by careless transmission of information. All documents containing proprietary information which are being disposed of should be shredded. The Company stores a great deal of information on computer drives and other storage devices. If any such equipment (such as a computer, a storage device or hard copy) is lost or stolen, it is imperative that Personnel report this loss immediately to their manager and the IT department.

(c) Inventions: Axilion is legally entitled to all rights in ideas, inventions and works of authorship relating to its business that are made by any of Axilion's Personnel during his or her employment or engagement with Axilion or while using Axilion's resources.

The abovementioned provisions are in addition to those set forth in the respective employment (including offers of employment) and other kinds of engagement agreements by which any of Axilion Personnel is bound, as the case may be. In case of any inconsistency between the abovementioned provisions and the provisions contained in the respective employment (including offers of employment) and other kinds of engagement agreements by which any of Axilion's Personnel is bound, as the case may be, then the provisions of the respective employment (including offers of employment) and other kinds of engagement agreements by which any of Axilion's Personnel is bound, as the case may be, shall prevail.

8. Conflicts of Interest

Personnel have a duty of loyalty to Axilion and are therefore expected to always act in the best interests of Axilion. A conflict arises when the personal interests or activities of Personnel influence or have the potential to influence the exercise of his/her/its judgment in the performance of his/her/its tasks and duties. Conflicts of interest and even the appearance of a conflict of interest may compromise the reputation of Axilion and must be avoided.

Axilion respects its Personnel's right to privacy in their personal activities and financial affairs. It is the responsibility of each of Axilion's Personnel to ensure that his/her/its personal conduct complies with the following principles, which are not intended to address every potential conflict situation and do not derogate from Section 13 below:

(a) Reporting Conflict: Each of Axilion's Personnel is required to promptly disclose any actual or potential conflict of interest to his/her/its manager within Axilion and the Compliance Committee. Any transaction, relationship or interest that reasonably could be expected to give rise to a conflict of interest should be reported as aforesaid.

(b) Personal Benefits, Gifts, Tips and Gratitude: Personnel may not use their position as Personnel of Axilion to derive or secure any personal, financial or other benefit for themselves or their relatives. Personnel may not solicit and/or accept any gift or favor from any competitor, supplier or customer except to the extent customary and reasonable in amount and not in consideration for any improper action by the recipient. The offering or accepting of bribes, payoffs or kickbacks made directly or indirectly to obtain an advantage in a commercial transaction are strictly prohibited and any such offer must be immediately reported in writing to the Compliance Committee in details.

(c) Employment or Affiliation with a Competitor, Supplier or Customer: Employees may not act as directors, officers, employees, consultants or agents of entities that compete directly or indirectly with the business of Axilion or do business with Axilion (such as customers, suppliers or business partners of Axilion) without the prior written approval of the Chief Executive Officer of Axilion, in his sole and absolute discretion. In addition, Axilion Personnel may not own, directly or indirectly, a beneficial interest in any of these entities unless such person of Axilion's Personnel is making an investment in securities that are listed on a national or international securities exchange and the total value of the investment is less than 3% of the aggregate value of the class of securities involved and the amount of the investment is not so significant that it could affect the employee's business judgement on behalf of Axilion without the prior written approval of the Chief Executive Officer of Axilion, in his sole and absolute discretion. In any event of a contradiction between the provisions of this sub-section and the respective employment (including an offer of employment) agreement by which any of the employees are bound, the provisions of this sub-section shall

prevail.

(d) Independent Business Ventures: Personnel may not engage in independent business ventures or agree to perform services for other businesses without the prior written approval of the Chief Executive Officer of Axilion, in his sole and absolute discretion, and, where such approval is obtained, may only engage in such business or agree to perform such services if the activity does not interfere with their devotion of time and effort to the conduct of the business of Axilion or otherwise affect his/her/its ability to work effectively.

(e) Corporate Opportunities: Personnel owe a duty to Axilion to advance its legitimate interests when opportunities arise. In this regard, Personnel may not appropriate for their own use the benefit of any business, venture or opportunity which they learned about during their employment or engagement with Axilion or through the use of Axilion's property, information or position, without first obtaining the prior written approval of the Chief Executive Officer of Axilion, in his sole and absolute discretion.

Although the principles above refer only to Personnel of Axilion, Personnel should also exercise care to avoid actual or potential conflicts of interest that may arise because of the activities of their immediate family members and other members of their household.

9. No Side Agreements:

Personnel may not enter into a side letter with a customer or a prospective customer regarding the sale of Axilion's products or into any similar arrangement, whether written or not, that results in the actual terms of a sale being different from those included in the relevant license, manufacture, or purchase agreement with a customer or purchase orders received from a customer. Side agreements may include verbal obligations as well as obligations set out in email communication to third parties.

10. Use of E-mail, Computers and Internet Services

Computers, E-mail systems and Internet services are provided to help Personnel perform their tasks, duties and responsibilities related to Axilion. Incidental and occasional personal use is permitted according to Axilion computer use policy as shall be in effect from time to time, but use for personal gain or any improper purpose is not permitted. Personnel may not access, send or download any information that could be insulting or offensive to another person, such as, but not limited to, sexually explicit messages, cartoons, jokes, unwelcome propositions, ethnic or racial slurs or any other message that could be viewed as harassment. "Flooding" the systems of Axilion with junk mail hampers the ability of the systems to handle legitimate corporate business and is prohibited.

Personnel's messages (including voice mail) in a company phone and computer information (including electronic mails) are considered corporate sole property. Subject to applicable law, Axilion reserves the right to access and disclose this information. Personnel should use good judgment, and should not access, send messages or store any information that he or she would not want to be seen or heard by other individuals.

Subject to applicable law, Personnel shall not have any expectation of privacy in connection with their use of computers, internet services, company mobile phones or email communication provided by Axilion – even if personal in nature. All such computers, internet services, and email communications are Axilion's sole property and as such, subject to any applicable law, they are accessible to Axilion and open to review and inspection. Subject to any applicable law, Axilion may remove personal data from computers or mobile phones provided by Axilion, and email communications may be disclosed by Axilion to parties outside the Company – even if personal in nature.

The above-mentioned provisions are in addition to those set forth in the respective employment (including offers of employment) and other kinds of engagement agreements and specific policies

by which Personnel are bound, as the case may be. In case of any inconsistency between the above-mentioned provisions and the provisions contained in the respective employment (including offers of employment) or other kinds of engagement agreements and specific policies by which Personnel are bound, as the case may be, then the provisions of the respective employment (including offers of employment) or other kinds of engagement agreements and specific policies by which Personnel are bound, as the case may be, shall prevail.

11. Social Media and Public Discussions

Axilion respects the right of Personnel to use websites, web logs and other forms of social media as a medium for self-expression. However, whether or not each of Axilion's Personnel chooses to identify himself/herself/itself as such, he/she/it should write in the first person and make it clear that the views expressed are his/hers/its alone and do not necessarily reflect the views of Axilion. Each of Axilion's Personnel assumes full responsibility and liability for his/her/its use of social media and should abide by all Axilion policies as shall be in effect from time to time, including Axilion's policies on disclosure and confidentiality. Employees are not allowed to provide any information or any feedback to journalists or any media representatives and are not allowed to be interviewed on behalf of Axilion, unless a written approval was given by the CEO.

12. Political Contributions

The use, directly or indirectly, of Axilion funds for political contributions to any organization or to any candidate for public office requires the express approval of the Chief Executive Officer of Axilion, in his sole and absolute discretion. Personnel engaging in personal political activities must do so in their own right and not on behalf of Axilion. Any donations to charities made on behalf of Axilion shall be within the budget approved by the appropriate officers within Axilion for such purposes.

13. Signing Contract

You should not sign agreements, legal documents or letters ("Documents") on behalf of Axilion, unless you obtain prior applicable approval from an authorized manager. Documents should be signed by Axilion's authorized signatories only. Employees may not sign Documents on behalf of Axilion if they may have personal interests, for their own benefit, or the Documents are signed with a family member, friend, or company owned or managed by a family member and/or friend.

14. Compliance with the Code

(a) Initial Compliance

Personnel, current and future, must become thoroughly familiar with this Code and resolve any doubts or questions about the Code with the Compliance Committee.

All employees, directors, officers and full-time consultants will be required to personally certify that they have read the Code and agree to fully comply with its terms by signing the Form of Receipt and Acknowledgment attached to, and forming part of, this Code.

(b) Maintaining Compliance

Personnel have the responsibility and obligation to maintain their understanding of this Code. The Compliance Committee is responsible for maintaining awareness on the part of the employees of the importance of their adhering to this Code and for reporting deviations to the Compliance Committee.

Personnel must:

(i) inform the Compliance Committee of any changes in their holdings or activities that might be, or appear to be, in non-compliance with this Code. The Compliance Committee will consult with

the board of directors of Axilion (the "Board"), as necessary in his/her sole and absolute discretion.

- (ii) prepare written disclosure of such changes, if requested by the Compliance Committee.
- (iii) take steps to correct any such changes, if necessary, to bring holdings and activities into full compliance with this Code. Such steps will be approved in writing by the respective Personnel and will be based on the written disclosures submitted by such Personnel.

15. Sanctions and Consequences

This Code of Ethics and Business Conduct is an integral part of the implemented Information Security and Internal Control Management System (ISICMS) in the Company, and it is a basic condition for employment relationship between "AXILION" and every employee. Violating this Code of Conduct can have serious consequences for employees, for example, disciplinary action under employment law, including termination of employment, or claims for compensation by "AXILION" or third parties. If violating this Code of Conduct also constitutes a criminal offence, such violation may also result in criminal proceedings, which could lead to the employee being fined or imprisoned. More information concerning the disciplinary actions (in case of noncompliance with the implemented ISICMS and this Code) is provided in section 6.4 of P 1 "Information Security Management Policy and Procedure".

Violating this Code of Conduct is never in "AXILION"'s interest (zero-tolerance principle). Even a violation of this Code of Conduct by a single employee can seriously harm "AXILION"'s reputation and result in considerable financial damage, for example, through fines and claims for compensation.

With respect to our subcontractors, suppliers *and* business associates (business partners), This Code of Conduct aims to ensure that they share and promote our true ethical values and sustainability principles. We require our business partners to acknowledge and comply with the main principles in this Code, and if applicable, to promote them in their supply chain.

16. Administration of this Code and Reporting Channels

The Board adopted this Code in March 2021 and amended it in June 2023.

Personnel who suspect (or have a reasonable ground to suspect) a colleague is violating the applicable laws, rules, regulations or this Code, or have been asked to engage in an illegal or unethical activity, must immediately report any such event to his/her/its manager and to the Compliance Committee or to the HR manager. If any of Axilion's Personnel does not feel comfortable speaking with his/her/its manager or with the Compliance Committee, they can turn to the Board of Directors' audit committee at the following email address auditcommittee@axilion.com on an anonymous or non-anonymous basis. Axilion will not tolerate discrimination or retaliation against any of Axilion's Personnel for raising a business practices issue or for providing details regarding a violation (or suspected violation) of applicable laws, rules, regulations or this Code or for concerns in good faith or for providing information with respect of the foregoing.

Employee name

Signature

Date
