



**ANTI-CORRUPTION POLICY AND PROCEDURES OF AXILION SMART MOBILITY (“Axilion”)**

---

**POLICY STATEMENT & SCOPE**

Axilion has adopted a policy of zero tolerance for bribery and corruption, as outlined in this Policy, and is committed to complying with the U.S. Foreign Corrupt Practices Act of 1977 (as amended) (the “FCPA”), the Israeli Penal Law, and other similar anti-corruption and anti-bribery laws worldwide (collectively, “Anti-Corruption Laws”).

**Our policy is simple: bribery and corruption is strictly prohibited.**

Axilion has established the following guidelines which apply to all Axilion and Axilion subsidiary employees, officers, and directors (collectively, “Axilion Personnel”) wherever located. Axilion also expects all business associates, business partners, agents, consultants, and subcontractors who act on Axilion’s behalf to comply with the Anti-Corruption Laws and the terms of their contracts.

**1. PROHIBITION OF BRIBERY & CORRUPTION**

Axilion Personnel and third parties acting on behalf of Axilion are prohibited from paying or receiving bribes. Specifically:

- Axilion Personnel and third parties acting on behalf of Axilion are prohibited from corruptly offering, promising, giving, providing, or authorizing, **the provision of anything of value**, whether directly or indirectly, to obtain or retain business, any improper advantage, or favored treatment from any Person, including **Public Officials**.
- Similarly, Axilion Personnel and third parties acting on behalf of Axilion are prohibited from improperly soliciting, receiving, or authorizing, the receipt of anything of value from anyone, whether directly or indirectly, including business partners and other third parties who do business with or are seeking to do business with Axilion, in order to influence any business decision and/or obtain any business advantage.

**Who is a “Public Official”?**

- Individuals who hold a governmental position of any kind at any level (i.e., state, local, or national governments, government agencies, public international organizations, etc.), or who exercise a public function or act in an official capacity on behalf of a government, including, but not limited to, customs officials and others with regulatory oversight over our products.
- Personnel at state-owned or -controlled enterprises (e.g., state-owned energy companies).
- Political parties and candidates for political office.

***What is “Anything of Value”?***

- The term “anything of value” should be interpreted broadly. It includes not only obvious bribes and kickbacks (e.g., rebating a portion of a contract payment to third parties or using consulting agreements to funnel payments to third parties), but also improper benefits, such as inappropriate gifts, educational assistance, unreasonable travel and entertainment expenses, medical care, and any financial or other advantage, including the provision of employment and/or internships.

This Policy similarly prohibits facilitation payments. Facilitation payments are small payments made to a Public Official for the purpose of expediting or securing the performance of a routine non-discretionary governmental action. Axilion Personnel and third parties acting on behalf of Axilion are expressly prohibited from making such payments.

Even if bribes are a customary and accepted way of doing business in a particular country, Axilion prohibits bribes under this Policy. A bribe does not actually have to be made to be a violation of this Policy; offering a bribe that is never accepted, or never paid, is still a violation of this Policy.

## **2. THIRD-PARTY REPRESENTATIVES**

Axilion values its relationships with its business partners and has enacted risk-based measures to ensure that any distributors, agents, consultants, subcontractors or other third parties (collectively, “Third-Party Representatives”) engaged to act on behalf of Axilion with respect to customers or Public Officials, are qualified, reputable, and not likely to violate Anti-Corruptions Laws and the terms of their contracts, including the following:

- **Due Diligence:** At the direction of the General Counsel (or a designee), the Company will conduct risk-based anti-bribery and anti-corruption due diligence prior to the engagement of Third-Party Representatives who will act on Axilion’s behalf externally with customers and/or Public Officials. No Third-Party Representative may be on-boarded until the General Counsel (or a designee) approves the relationship. Such due diligence may include, among other things, a search of public records, a due-diligence questionnaire completed by the Third-Party Representative (a sample template of which is contained as Appendix A), a review of the Third-Party Representative’s policies and procedures, or other diligence as warranted under the circumstances.
- **Written Contracts with Appropriate Contractual Provisions and Payment Terms:** All arrangements with Third-Party Representatives must be in writing and contain representations and warranties stating that the Third-Party Representative has complied, and will continue to comply, with Anti-Corruption Laws.
- **Payment Terms:** Commissions or other compensation paid to a Third-Party Representative must be in amounts that are customary and reasonable in relation to the services provided. Commissions, expenses, and other payments must be properly reflected in Axilion’s books and records, including to whom and for what particular purpose. No payments may be made in cash to Third-Party Representatives or to bank accounts that are not in the Third-Party Representative’s name without reasonable commercial justification, as approved by the General Counsel (or a designee).
- **Ongoing Monitoring:** Axilion Personnel are required to monitor for, and promptly report, any “red flags” that raise anti-corruption concerns relating to the conduct of any Third-Party Representative to the General Counsel.

<b>Non-Exhaustive List of Potential Red Flags</b>	
A request or demand for an extraordinary discount a distributor or reseller says is necessary to close a transaction without any reasonable basis.	A request for payment in advance or prior to an award of a contract, license, concession, or other business.
A request for reimbursement of unusual, extraordinary, poorly documented, or last-minute expenses.	A request for payment in cash (or otherwise untraceable funds) to a numbered account or to an account in the name of someone other than the appropriate party.
A refusal by a Third-Party Representative to certify that it will comply with the requirements and prohibitions of applicable anti-corruption laws and rules, or this Policy.	Use of shell or holding companies that obscures a transaction partner's ownership without credible explanation, and/or a refusal to disclose shareholders, partners, or principals.
A request for a fee or kickback for the use of Company products and services at the requestor's facility.	A request for political or charitable contributions, particularly if the request is for cash.
The Third-Party Representative's business is understaffed, ill-equipped, or inconceivably located to undertake its proposed relationship with the Company	The Third-Party Representative appears to have insufficient know-how or experience to provide the services the Company needs.

### **3. BUSINESS HOSPITALITY (GIFTS, MEALS, ENTERTAINMENT & TRAVEL)**

Axilion has simple rules for providing business hospitality in the form of gifts, meals, entertainment, and/or travel for any third parties, including Public Officials. Specifically, any gifts, travel, and/or entertainment (including meals) provided to anyone must have a legitimate business purpose, be reasonable and modest in value and frequency, and be accurately recorded in Axilion's books and records. Under no circumstances may gifts, travel, and/or entertainment be used as a quid pro quo, bribe, or to otherwise improperly influence, induce, or reward business decisions or governmental action.

Pre-approval by the General Counsel (or a designee) is required before providing any gifts to **any Public Official**, apart from promotional items of minimal value that have the Company's logo. Pre-approval is also required for any business hospitality that is provided to **any Person** for which the value exceeds \$250.

### **4. COMPANY BOOKS & RECORDS**

Accurate company records are crucial to our business and are required by law. Axilion Personnel are strictly prohibited from creating false or inaccurate books and records, or from circumventing internal accounting controls.

### **5. CHARITABLE CONTRIBUTIONS & POLITICAL DONATIONS**

Corporate money, assets, property, or other things of value may not be contributed, loaned, or made available to any candidate for office, political party, or political committee. Contributions to political parties or candidates by Axilion Personnel, acting solely in their personal capacities during their private time, may not involve the use of any Axilion funds, time, equipment, supplies or facilities, or the use of Axilion's name.



Axilion may, from time to time, make charitable contributions, which are limited to reasonable amounts as determined by the General Counsel. Under no circumstances should charitable contributions be made in an attempt to influence any decision or obtain an advantage.

## **6. TRAINING**

The General Counsel (or a designee) will establish and conduct a risk-based training program to help effectuate the compliance goals of this Policy, and will maintain records documenting the date and content of the training and names of attendees. The General Counsel (or a designee) will review this Policy and associated trainings at least annually to ensure it is effective and in accordance with current best practices, and will revise and update this Policy and any associated trainings, as necessary.

## **7. REPORTING VIOLATIONS & NON-RETALIATION**

Axilion Personnel must report any suspected violations of this Policy to a supervisor, Human Resources and/or the General Counsel. Axilion will take no adverse action against Axilion Personnel who report violations of this Policy honestly and in good faith. Suspected violations will be reviewed and investigated as appropriate, and any employee who misleads or hinders, or who fails to cooperate with, investigators inquiring into potential violations of this Policy will be subject to disciplinary action.

## **8. VIOLATIONS OF THIS POLICY**

Any Axilion Personnel who violates this Policy will be subject to disciplinary action, up to and including termination of employment. Any business partner, agent, consultant, or subcontractor who violates this Policy, or the terms of their contract, may have their contracts re-evaluated or terminated. Violations of Anti-Corruption Laws may also subject involved individuals to individual prosecution, conviction, substantial fines, and/or terms of imprisonment.



## Appendix A: Sample Third-Party Intermediary Questionnaire

As part of its commitment to anti-corruption compliance, Axilion requires that Third-Party Representatives complete this Questionnaire as a prerequisite to entering into a business relationship with Axilion.

Please supplement this information with additional pages as needed, including supporting documents, reports, or other materials that may assist Axilion in completing this review. For the purposes of this Questionnaire, “you” refers to the Third-Party Representative (individual or entity) with whom Axilion seeks to enter into a business relationship, including any employees, officers, or directors thereof. If you intend to subcontract any portion of the services you are providing, please have any subcontracting entity fill out this form as well.

---

- **Entity Name:**
  
- **Place and Date of Incorporation:**
  
- **Contact information:**
  
- **Ownership information:**
  
- **Describe in detail the nature, scope, location, and duration (including start date) of the proposed relationship you envision engaging in with Axilion:**
  
- **Describe your experience providing these or similar services to other companies:**
  
- **Are you, or any of your owners, shareholders, directors, officers, or key employees a Public Official, including having any official or unofficial duties or responsibilities to any national, regional, or local government; to any political official or employee of a political party; to any candidate for a political office; or to any department, agency, or instrumentality of any government? If yes, please explain below:**
  
- **Will you interact with any government entities, Public Officials, or relatives thereof in connection with your representation of the Company? If yes, please explain below:**
  
- **Will you make any payments (including official fees or the like) to government entities, Public Officials, or relatives thereof in connection with the contemplated representation of Axilion? If yes, please explain below:**



- **Do you have a formal or informal anti-bribery or anti-corruption compliance program or policy? If yes, please provide copies of all policies, procedures, training information, or other documentation that comprise the anti-corruption compliance program.**
  
- **Within the past five years, have you, any predecessor or affiliated entity, or any of your owners, shareholders, directors, officers, or employees, been the subject of an internal investigation or a government investigation, or enforcement action relating in any way to corruption or bribery? If yes, please explain below:**
  
- **Within the past five years, have you, any predecessor or affiliated entity, or any of your owners, shareholders, directors, officers, or employees, violated any applicable anti-corruption laws (including, but not limited to, the U.S. Foreign Corrupt Practices Act) and/or made any improper payment to any Public Official? If yes, please explain below:**