



ONE
Team

ONE
Vision

ONE
Goal

Bynet Data Communications – Code of Ethics

Dear Employees,

The “Bynet Spirit” is the combination of all the principles that guide us in everything we do. At times it is difficult to define ‘spirit’ in words. Our spirit and our values are present whenever we need to make a decision, relate to another, work as a team, act independently, or with our many partners.

Bynet has been in existence for more than 40 years and its uniqueness has accompanied it throughout. At Bynet we have veteran employees who know and live this spirit and we also have newer employees who’ve joined us down the years – it’s important to us that the way in which we do business will be clear and understood by everyone. Every one of us is the face of Bynet and represents the Company in whatever we do, indoors and out.

In order to transmit living principles to a written document, we’ve chosen to write a Code of Ethics that will bring these principles together in one place. This Code has been drawn up from dilemmas encountered in the field by all our people – from sales, engineering, purchasing, customer service and headquarters – and it defines principles for action and responsibility.

We need have no fear that a Code of Ethics means damaging business. Bynet operates with determination and uncompromisingly in its business and, in parallel, and with no contradiction, operates fairly and ethically.

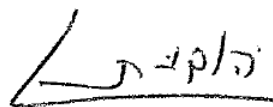
We expect every employee at Bynet to know the principles of our Code of Ethics and to take decisions in accordance with the principles that appear in this document. We invite you to come and discuss any doubts you may have on the subject.

Every employee holds personal responsibility for understanding, implementing and acting in accordance with the spirit and the principles of the Code.

We are certain and convinced that the ethical conduct that has characterized us so far will continue to accompany us into the future.



Alon Ben Zur, CEO



Judy Efrimi, VP Human Resources

What is a Code of Ethics?

The Code of Ethics is a document that sets out principles, standards and appropriate rules of conduct for directing the actions of all Company employees across its areas of activity, in all the countries and locations in which the Company operates. It also defines the right way to act when we are faced with situations or dilemmas for which clear laws, rules or guidelines have not been determined.

The purpose of the Code of Ethics is, among other things, to strengthen the commitment to appropriate behavior among Company employees and managers. A Code of Ethics cannot list all possible situations in a work context and so we also ask for your reasonable and proper judgment when implementing its principles.

Beyond the legal obligation to comply with the law, the Company also aspires to set an example to other companies as an expression of its sense of social responsibility.

Company employees are required to comply with all the laws applicable to them and/or the Company and are to refrain from any unlawful activity. This obligation also includes the requirement to comply with all the laws related to tender procedures, bribery prevention and antitrust. The Company may update the Code of Ethics as required from time to time.

Management Responsibility

We at Bynet hold personal and organizational responsibility at every level in the Company hierarchy and in every position.

Bynet management undertakes to lead the Company according to the guiding principles in the Code of Ethics and to serve as a model and as a personal example.

Managers should work to create a pleasant and respectful work environment, be attentive to their teams, and examine whether they show any signs of being in need of guidance. They should encourage employees to act in accordance with the guidelines, advise or report on conflict situations or dilemmas that are inconsistent with the Code of Ethics.

Managers are required to encourage dialog on ethical issues and to uncompromisingly back up proper conduct even under stressful conditions.

Implementation, Reporting and Infringement Policy

The Officer appointed to be in charge of introducing and implementing the Code of Ethics at Bynet is our VP Human Resources, Ms. Judy Efrimi. As Code of Ethics Officer, she is available to the Company's personnel with directing, training, and providing guidance and in any matter related to proper conduct in relation to the rules of the Code.

When reporting or complaining about any violation of the Code, please phone the Code of Ethics Officer on 052-5528005 or email her at judy-e@bynet.co.il.

Notwithstanding the above, employees are invited to consult with their superiors or with any other relevant professional body, at moments when doubts arise as to the proper course of action in the course of their work with the Company.

Each report will be thoroughly and sensitively reviewed while maintaining complete confidentiality and protecting the reporting principles from harassment or injury of any kind.

All Bynet employees will be signed to the Code of Ethics. The Code of Ethics will be published on the Company's organizational portal and in the Human Resources Division. In addition, managers will have a hard copy of the Code available for reference.

The Company expects of every employee to act in accordance with the Code of Ethics as specified in this document. If there is any suspicion of infringement of the Code, Bynet expects every employee and manager to report it to the Code of Ethics Officer. Non-reporting also constitutes an infringement of this Code.

The Code of Ethics applies to the full complement of employees at Bynet, whether holding a full or part-time position, permanent or temporary, and inclusive of sub-contractor employees, consultants and Company representatives, and constitutes an integral part of the Company's rules of discipline and terms of employment.

Values

The following five values express the spirit and essence of Bynet. Here are the values whereby every employee is expected to act:

- 1. See the person** – respect and fairness are the basis of all our activity with our customers and amongst ourselves. We act to create for each employee a working environment that sees, enables, challenges, develops and cherishes their needs.
- 2. Work in partnership** – we all work together for the success of the task. We understand the added value and the area of responsibility of each partner and work together to promote the satisfaction of our customers. We ensure that every one of us grows and enjoys the partnership.
- 3. Make things happen** – we lead each task, from the first moment and through to the final whistle, out of personal responsibility, an overall vision, and understanding of the customer's needs, while handling any barriers, solving problems, harnessing partners, and making decisions.
- 4. Be professional** – we strive for excellence in everything we do, adhere to the achievement of goals and objectives while maintaining a high level of professionalism, learning, developing and improving all the time. We ensure the most suitable solutions for our customers.
- 5. Challenge ourselves** – we promote innovation across the organization. We are alert to changes in our professional and business environment and dare to renew out of a passion and wish to create an unique value.

General Guiding Principles for Ethical Conduct at Bynet Data Communications

If you encounter an ethical dilemma in the course of your work, **use your judgment according to the following principles:**

- **Honesty and Integrity:** Beyond compliance with the Laws, all Bynet's employees are expected to observe high standards of business and personal ethics in the discharge of their assigned duties and responsibilities. This requires the practice of honesty, integrity and fair dealing in every aspect of dealing with other company employees, customers, suppliers, the public, the business community, and governmental and regulatory authorities. None of Bynet's employees should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair dealing or practice. Bynet encourages all of its employees to choose the course of the highest integrity.
- At Bynet we operate in a spirit of **partnership, personal responsibility and managerial commitment.**
- Open channels of communication are present between all the Company's officers while maintaining a **culture of respectful discussion.**
- The **selection of stakeholders**, customers, suppliers and business partners is to be based on professional and business criteria only while impartially maintaining our professional ethics.
- No incorrect information is to be given to customers, partners, the media or the public about the Company, including, but not limited to, its technologies, its products and their quality and on other business aspects, for the purpose of deceit or misrepresentation.
- We acknowledge the importance of **fair and respectful competition** even under the restraints of tough competition and we see therein opportunity to develop the Company, create business awareness and motivation for constant and continuous improvement. Do not spread false, misleading or shameful information about competitors and their businesses. Avoid the misuse of commercial secrets or classified business information of competitors.

General Guiding Principles for Ethical Conduct at Bynet Data Communications

Anti-Corruption and Bribery

Bynet believes in doing business honestly and is committed to transparency in its business practices. Bynet does NOT have any tolerance for corruption and bribery in connection with its business.

Additionally, Bynet prohibits all forms of money laundering, which involves disguising or channeling unlawfully obtained money, or transforming such money into legitimate funds.

Bynet shall Not:

- offer, give or receive bribes or inducements for any purpose, whether directly or through a third party.
- knowingly enter into business relationships with any person or entity who gives or receives bribes or inducements for any purpose, whether directly or through a third party.

Bynet shall:

- comply with applicable laws, regulations and contract requirements relating to the fight against bribery and corruption.
- bring its policy of zero tolerance of bribery and corruption to the attention of every employee of Bynet and to the attention of every business associate of Bynet.
- implement, supervise and enforce the foregoing principles of zero tolerance of bribery and corruption with all of its employees. For this purpose, Bynet has adopted, amongst others, detailed guidelines in relation to gifts, hospitality and entertainment, and procedures for the engagement of agents and other business partners.

Any of Bynet's employee and/or anyone acting on Bynet's behalf is prohibited from offering, promising, authorizing, directing, paying, making, or receiving any bribes, kickbacks, or payments of money or anything of value (directly or indirectly) for the purpose of improperly obtaining business, promoting transactions, winning tenders or any other advantage for Bynet or any of its employees.

In the event Bynet decides to offer its clients gifts (for the occasion of special events, holidays etc.) they will be only awarded by authorized employees which will ensure compliance with Bynet's policy in this regard as well as any applicable law.

Bynet's employees will not receive any benefits and/or any gifts from any business entities associated with Bynet, except low monetary value gifts, which may be classified as sales promotion and/or public relations.

General Guiding Principles for Ethical Conduct at Bynet Data Communications

Financial Integrity

Bynet's financial books, records, statements and documents reflect accurately and properly all of its transactions, in accordance with the applicable law.

All and any documents are appropriately signed, only by the authorized and appointed office holder.

Bynet's funds or assets must not and will not be used for any unethical, inappropriate, or illegal purpose.

In our Code of Ethics, we have chosen to relate to four circles that are relevant to our work at Bynet: Among ourselves, between ourselves and our customers, between ourselves and our business partners, and between ourselves and our suppliers.

Among ourselves

- > Bynet's employees are **the most important foundation to the Company's activity**: We relate to our workmates with transparency, fairness and mutual respect.
- > Creating a **respectful, pleasant, safe and enabling work environment, without harassment** of any kind, is the responsibility of each and every one of us.
- > At Bynet we enable **equal opportunities** to every person, out of a belief in the importance of employment diversity.
- > At Bynet, we insist on maintaining the **privacy of the individual** and respect the right to privacy. We will use personal information for professional purposes only.
- > We assure **upholding of agreements** between the Company and its employees, and between an employee and the Company.
- > Every employee has **the opportunity and the tools to succeed** and to develop within Bynet without discrimination on the basis of age, race, ethnicity, gender, religion, disability, sexual preference, marital status or political opinion.
- > Bynet employees are the **Company's representatives internally and externally**: Employees should behave through personal example in their actions and to suitably represent their work in the way they dress, while driving a Company vehicle and in any discussion and conduct.
- > The Company's employees will take decisions in favor of the Company's interests. Every employee should avoid situations in which there is or could potentially be a **conflict of interests** between the employee or an associate and between the interests of the Company. Every employee should avoid any action which is in **competition with the Company's business**, and avoid exploiting a business opportunity for the purpose of obtaining a benefit for himself or for his associates.

- > The Company's employees are not authorized to take on obligations on behalf of the Company or to make statements on its behalf unless they have been given such authority within the scope of their position.
- > The Company possess **material, business, commercial and other assets**. Any use of the Company's assets shall be performed lawfully and ethically, and only for the purpose of promoting the Company's business.
- > **The computer and communication systems** are to be used only for the needs of the Company. No use of these systems should be made, including transmission therein, of information that could mislead, harass, defame or threaten, or information that is in the realm of obscene, racist, pornographic material, or any information that is inconsistent with lawful, professional and ethical conduct.
- > The Company recognizes the importance of **Intellectual Property** and the need to protect information secrets. The Company and its employees will take all the necessary steps to preserve and strengthen the Company's Intellectual Property and will prevent any damage to the Intellectual Property of other companies. The Company's employees are obligated to maintaining the Company's business and commercial secrets, while taking precautions to prevent their exposure to others, both within and outside of the Company. Detailed guidelines are to be found in the employment contract.
- > Bynet refers itself as **part of the community** in Israeli society and works to integrate social endeavor as a way of life. The company defines criteria for contributing to the community based on its areas of interest and objectives. Any contribution to the community is made according to the Company's considerations and is not based on the employees' personal or familial relations.



Customers

- > We act as “**One Bynet**” towards our customers in order to understand the customer’s needs and provide them with integrative solutions.
- > Our relations with our customers are long-term, personal and professional – we treat customers in a **fair and respectful manner**.
- > We will provide our clients with the most relevant and appropriate **professionals** for their business needs.
- > **We will reveal to the customer** all relevant information related to his business with us, while exercising discretion in maintaining the company’s internal information.
- > **We will update** all the relevant entities in the company with regard to problems related to our customers in order to ensure the best treatment.
- > Our customers’ needs are what are uppermost in our minds – it is they that dictate the solutions we propose, so we will therefore provide our customers with **reliable and professional information about our services and our capabilities**.
- > Company employees are obligated to **maintain the confidentiality of all information disclosed to them in the course of their work with a customer, supplier or partner**. In this context, the employee shall not share information to which he has been exposed in this course of his work, including not to other employees and/or consultants of the customer (except with the customer’s approval), not within the Company nor to any third party. An employee of the Company who is exposed to internal organizational processes on the customer’s premises, is committed to full loyalty and to work in accordance with the customer’s procedures. In the event that the customer’s interest is inconsistent with the Company’s interest, the employee shall bring the issue to the attention of his supervisor and, should it be necessary, to the attention of the Code of Ethics Officer.



Antitrust and Competition Laws

Antitrust or competition

laws prohibit agreements or actions that reduce competition without benefiting consumers. Among those activities generally found to violate antitrust or competition laws are agreements or understandings among competitors that fix or control prices, including a reseller's prices to its customers structure or orchestrate bids to direct a contract to a certain competitor or reseller or anti-competitively influence pricing.

Bynet commits to observing applicable antitrust and competition laws.

Any of Bynet's employees are prohibited from engaging in discussions of such matters with representatives of other companies, including Bynet's partners.

Bynet has also applied an enforcement plan in order to ensure Bynet compliance with the Antitrust and competition laws and has instructed its employees to promptly report to the Bynet Legal Department any instance in which employees or third parties initiate such discussions.

Government Procurement Integrity

Bynet is committed to comply with government procurement rules extends to how to acquire relevant information. Any of Bynet's employees is prohibited from attempting to obtain from any source procurement-sensitive government information, confidential internal government information, such as pre-award, source selection information proprietary information of a competitor including, for example, bid or proposal information, during the course of a procurement or in any other circumstances where there is reason to believe the release of such information is unauthorized.



Business Partners

- > Bynet acts as a **technologically independent partner** toward to its customers.
- > We are committed to maximum cooperation with our partners with **transparency, trust, fairness and good faith.**
- > **Promotions, prize-winning lotteries and sales promotions** vis-à-vis our business partners will be conducted by the marketing department from a comprehensive perspective and in a coordinated manner.
- > **Bynet's business and commercial information is the exclusive property** of the Company and may not be transferred to other entities without the approval of the persons responsible to do so.



Suppliers

- > Our suppliers are a significant and inseparable part of our business success – **the partnership with the suppliers** enables us to meet our business challenges and tasks in the best possible manner.
- > The Company and its employees will do their utmost to work solely with **suppliers and subcontractors who conduct their business honestly, fairly**, in accordance with the law, and who avoid corruption and adhere to ethical conduct that does not fall below the rules in this document.
- > We protect the **confidentiality of information** related to our suppliers.
- > While working with suppliers, we will conduct fair negotiations and maintain the **rules of fair competition**.
- > We **respect the Company's procedures** and maintain its rules in our work with suppliers.

Trade Compliance Laws and Regulations

Bynet is committed to complying with all applicable global export, import, and economic sanctions, laws, and regulations.

Human Trafficking, Child and Forced Labor

Bynet believes that human trafficking, forced, debt bonded, indentured, and slave labor are unacceptable, and it is committed to preventing these practices in Bynet's operations and supply chain.



What is expected of an employee who is faced with an ethical dilemma?

When we are faced with a dilemma with regard to an activity in the organization, we should ask ourselves three questions and consider whether our choice is the right thing to do:

- > Does my action **match the guiding principles** in the Code of Ethics?
- > Would I **feel comfortable telling** my supervisor about my action? Or in a team meeting?
- > Could the action that I'm about to take **be interpreted as ethical** in the eyes of the partners, the customers and other stakeholders?

