



G-City  
Code of Business Conduct  
December 2020



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Use of the male or female gender is solely for the sake of convenience

This Code is not intended to create, nor does it create, any contractual rights related to employment.



## Preface

The Code of Business Conduct (the “Code”) applies to all employees of G-City Ltd. and the employees of its private subsidiaries (collectively referred to as “G-City” or the “Company”). The Code consists of ethical standards and legal obligations to be followed by employees in the conduct of the Company’s business.

The Code sets down in print many of the obligations that our employees are expected to fulfill and defines how employees should conduct themselves as representatives of G-City. Pursuant to the Code, as a general rule, employees must follow the law, act with integrity and honesty in all matters, and be accountable for their actions. At the same time, the importance of a written code is that it serves as a printed reference source, particularly in circumstances where there is uncertainty as to how to determine “what is the right thing to do.”

When reading this Code, you should keep in mind the following important considerations:

- a. The Code should be applied both in letter and in spirit;
- b. The Code supplements and does not derogate from the laws and regulations applicable to the Company’s business activities, as well as any applicable Company policies and procedures;
- c. The Code applies to all G-City’s employees and executives regardless of their location or their positions in the Company;
- d. It is the policy of the Company that anyone who is or becomes aware of any possible violation of the Code, and/or any Company policy and/or any other legal requirement, must report such possible violation. Failure to comply with the obligations to report a possible violation will not be tolerated and will result in punitive measures being taken against the person who fails to do so;
- e. Anyone who does not comply with the Code, as well as with other Company policies and procedures, may be disciplined. Disciplinary measures may, in certain circumstances, include termination of employment.



## Preface

This Code is for the sole benefit of the Company, and no person or entity other than the Company is entitled to enforce it. The Code does not create, nor should it be interpreted as creating, cause for a private claim or relief for any person or entity, other than the Company, against parties in violation of the Code. Furthermore, this Code is not to be interpreted as an employment contract and nothing therein should be taken as altering the employment status or employment terms of any person.

The Company is committed to doing its business with integrity and deterring its employees from acting in an improper manner. In dealings with any third party and fellow employees, these principles require us to:

- Conduct ourselves in a transparent and honest manner;
- Be fair and considerate in all dealings;
- Maintain professional behavior in all relationships;
- Make only commitments we believe we can fulfill – and fulfill them;
- Respect the rights and dignity of all individuals; and
- Obey the law;

The Company will take reasonable steps to communicate the provisions of this Code and other Company policies and procedures to its employees. Your commitment to this Code is required. If you have questions about this Code or the proper course of action to take in a particular situation, you should seek guidance from one of the functionaries referred to below. The Code may be modified from time to time, so please take note of any notice relating to changes.

The Company reserves the right to modify, revise, discontinue, or amend any or all provisions of the Code as it deems appropriate, at any time, in whole or in part, for any reason, and without prior notice, consent, or approval.

The Code serves as a guide to our employees and executives in ethical decision-making intended to lead them to take the right course of action. This document does not give any legal rights to any third party.



## Preface

In any case which requires contacting the relevant functionaries in matters regarding reporting or the raising of a question on any other matter, please contact any of the following:

Chairman of the Audit Committee, Mr. Modi kenigsberg:  
Call: +972 52 2563899, E-Mail: [kenigsbergmodi@gmail.com](mailto:kenigsbergmodi@gmail.com)

The Internal Auditor, Mr. Doron Cohen:  
Call: +972 3 7106555, E-Mail: [doron.cohen@il.gt.com](mailto:doron.cohen@il.gt.com)

VP, Company's Secretary and Legal Counsel, and Commissioner for internal enforcement Mrs. Revital Kahlon:  
Call: +972 3 694 8000, E-Mail: [rkahlon@g-city.com](mailto:rkahlon@g-city.com)

To send unanimous complaint, please enter the following link: <https://forms.gle/X6b5P5tGeg1KaH6A9>, fill the report and Press the 'Send' bottom. It should be mentioned that employees can also contact their immediate superior.

### Delivering an anonymous, written report

Anonymous written report is available by contacting the Chairman of the Audit Committee as detailed in the preface. In order to enable the Company to properly examine the possible violation, it is recommended that the contents of the report include all relevant details of the incident found by you, including the following particulars: a short description of the circumstances of the incident (including dates, locations, etc.), details of issues requiring clarification (to the extent that the report deals with a matter requiring clarification), employee's name and position (optional – see above) and names and positions of other employees apparently involved.

The Company will attend to anonymous reports but experience has shown that the name and position of the employee is likely to assist the Company should it be necessary to obtain essential supplementary details, thereby enabling the Company to attend to the report with the utmost efficiency.

In the event of a report regarding a violation and/or concern regarding a violation (including an expected violation) of the provisions of the relevant law, the Company undertakes that, subject to the provisions of any law and to the extent possible, it will treat the information reported as confidential information and will maintain the confidentiality of the "whistle-blower's" identity. Nevertheless, you should be aware that, in the event of an investigation by the Company of the activities reported, it may be not be possible for the Company to keep secret the information reported, the fact that a report was made or the identity of the "whistle-blower".



## Administrative Compliance Officer

As part of G-City's commitment to conducting its business ethically, an Administrative Compliance Officer has been appointed to be responsible for the implementation of the Company's enforcement program; The Administrative Compliance Officer deals with the Company's routine compliance affairs and has overall responsibility for various matters, including the following:

To receive, collect, examine, approach, treat, investigate and resolve any concerns and reports raised by employees or other individuals, in matters described in the Code.

To work with legal counsel from time to time to review the Code in reference to developments in the law.

To present directly to management on a periodic basis, unless immediate attention is required, a copy of any report received that relates to the Company's oversight methods and disclosure practices in connection with accounting, auditing and means of internal control.

To provide guidance on the meaning and implementation of the Code.

To report periodically to management on the implementation and effectiveness of the Code and on other compliance matters.

The Administrative Compliance Officer, whose contact details are mentioned in the preface, is available to answer any questions about the Code and/or matters requiring clarification, including situations pertaining to violations of the Code and/or laws and regulations with which the Company is required to comply.

For particulars you should contact the Administrative Compliance Officer or one of the functionaries mentioned in the preface.



## Our Commitment to You

It is the Company's policy to comply with all laws protecting employees against unlawful discrimination or retaliation by anyone at the Company as a result of their lawful and truthful reporting of information in connection with, or participation in, an investigation involving allegations of corporate fraud or other violations of the law by the Company or its agents.

Reports based on evidence the employee knows to be false and reports the employee knows, or should reasonably know, to be groundless are certainly unacceptable and the Company reserves the right to take appropriate disciplinary action with respect to such reports. In addition, except to the extent required by law, this policy does not cover an employee who breaches the confidentiality of any applicable lawyer client privilege to which the Company or its agents may be entitled, or who breaches his or her confidentiality obligations with regard to the Company's trade secrets or other personal or confidential information.

If you have any questions as to what information may be considered confidential or as to what your obligations may be with respect to particular information, you should contact one of the functionaries mentioned in the preface.

If you believe you have been subjected to any action that violates this policy, you may file a complaint with one of the functionaries mentioned in the preface. If it is determined that you have experienced any improper employment action in violation of this policy, corrective action will be taken.



## Your Commitment to G-City

The Code reinforces the Company's core values and is a guide to help you make the right ethical decisions and resolve ethical issues you may encounter. The employees of G-City and of its extensions throughout the world are expected to be familiar with and to understand the Company's Code at all times. In applying the Code, we encourage you to use your best judgment and avoid improper conduct.

The following information sets out G-City's standards of conduct and ethics. One person's misconduct can damage the Company's hard-earned reputation and compromise the public's trust in the Company. Remember, it is your responsibility to comply with the law and to behave in an ethical manner.

This Code cannot anticipate every possible situation or cover every topic in detail. From time to time, the Company might prescribe a special policy to address a specific topic. If a particular situation is unclear to you, stop and request guidance before taking any action.

Failure to obey laws and regulations violates this Code and may expose you, the Company and its managers to criminal or civil sanctions. Any violation of this Code and/or other Company policies may result in disciplinary action, up to and including termination of employment. The Company may also seek civil remedies from you and may refer criminal misconduct to law enforcement agencies.

You are responsible for reporting possible violations of this Code to the Company.

If you have a question about a topic covered in this Code or a concern, regarding the Company's conduct or business practices please refer the matter to one of the functionaries mentioned in the preface.



# Standards of Conduct and Ethics for Employees and Executives

## Compliance with Laws, Rules and Regulations

G-City seeks to ensure that all activity by or on behalf of the Company is in compliance with all applicable laws, rules and regulations.

The following standards are intended to provide guidance to employees and executives to assist them in their obligation to comply with all applicable laws, rules and regulations. These standards are neither exclusive nor exhaustive. Additional Company policies and rules can be found in the Company's employee handbook and in on-going ad-hoc communications by the Company to employees. Employees are required to comply with all applicable laws, rules and regulations, whether or not specifically addressed by the policies set out below. For additional guidance, or if questions regarding the existence or interpretation of any law, rule or regulation arise, please contact the legal department or the Company's Administrative Compliance Officer.

In the event that a provision of the Code conflicts with any applicable law and/or regulation, such law or regulation prevails. Where concern arises regarding a conflict between the provisions of the law and the Code, legal advice should be sought and the Administrative Compliance Officer should be consulted prior to taking any action.

Because G-City is incorporated in Israel, employees around the world will often be subject to Israeli law. The laws of other countries may also apply outside their borders to the Company's operations and employees. If you are uncertain what, or whether, specific laws apply to you, or if you believe there may be a conflict between different laws which apply, please consult the Company's Administrative Compliance Officer before proceeding.



## Standards of Conduct and Ethics for Employees and Executives

### Anti-Discrimination Laws

It is G-City's policy to conduct its business, recruit employees, engage subcontractors, train, promote, transfer, make redundant, recall or terminate employees, without regard to race, religion, gender, ethnic origin, sexual orientation, age, disability or any other classification protected by applicable law.

It is G-City's policy to recruit employees, engage subcontractors, train, promote, assign duties, transfer, make redundant, revoke redundancies or terminate employees on the basis of their professional capability, achievements, experience, conduct and other legitimate business considerations.

### Harassment and Abuse

G-City is proud of its work environment and will continually take steps to maintain a pleasant work environment for all Company employees. It is the Company's policy that employees treat each other with courtesy, consideration and professionalism. The Company will not tolerate harassment or abuse of any kind, whether between co-employees, or by a supervisor of an employee who reports to them, for any reason.

In addition, harassment for any reason that hints at discrimination, such as race, gender, ethnic origin, disability, sexual orientation, age or religion, is prohibited by law and could subject the Company and/or the individual involved in the harassment to liability for such conduct. The Company prohibits not only unlawful harassment or abuse, but also other unprofessional conduct. Accordingly, derogatory racial, ethnic, religious, ageist, sexual or other inappropriate remarks, slurs or jokes will not be tolerated.

Employees should report allegations of harassment or discrimination immediately upon their occurrence in accordance with the Company's Sexual Harassment Policy. Reported allegations of harassment, abuse or discrimination will be investigated in accordance with applicable laws.

## Standards of Conduct and Ethics for Employees and Executives

Sexual harassment and harassment against a sexual background represent unacceptable behavior that demean human dignity, choice and privacy. Sexual harassment harms labor relations and are in contravention of the Company's policies.

The Company acts according to the Prevention of Sexual Harassment Law – 1998, and all employees are obligated to comply with the Sexual Harassment Code that was adopted by the Company.

The Company prohibits the harassment of employees, including on account of reporting or a complaint submitted. The Company will act to protect whistleblower employees and the rights of any employee who acts in good faith.



# Standards of Conduct and Ethics for Employees and Executives

## Privacy and Personal Information

Privacy protection law governs the collection, storage, dissemination, transfer, use, access to, and confidentiality of, personal information. G-City and its employees and executives will comply with all provisions of any applicable law in this field relating to the Company's business, including the privacy, security and electronic transmission of health and other personal information. The Company expects its employees to keep all such data confidential and to use, disclose and protect information in the conduct of the Company's business in full compliance with the provisions of the law.

The Company will only release personal information to third parties in circumstances where it is required to do so under privacy law, or in order to protect the rights, property or safety of G-City, or the individual about whom the information is provided.

## Insider Trading

An acquisition or sale of G-City securities when the person performing the transaction is privy to material, non-public information concerning the Company, or the disclosure of material, non-public information concerning the Company to others trading in the securities of the Company – are prohibited by law and by Company policy. Failure by an employee or executive to comply with the Company's internal trading rules, may expose him to sanctions by the Company, including possible termination of employment, whether non-compliance with the rule caused or did not cause a violation of any law, and administrative or criminal sanction. Employees who have access to confidential information are prohibited from using or sharing such information for any purpose (including security trading) other than in the conduct of the Company's business.

All non-public information about the Company should be considered confidential information. To use non-public information for personal financial benefit or to "tip" others who might make an investment decision on the basis of this information is not only unethical but also illegal. You should seek the advice of the Company's Administrative Compliance Officer, on any questions regarding this subject or pertaining to insider trading.

## Use of social media

The Company recognizes and honors the rights of employees to be involved in personal, online activities.

Having said which, the Company's values and procedures, as reflected in its Code of Conduct, also apply to online activity, including: protection of confidential and private information, respecting the privacy of employees, suppliers, customers and business partners, avoidance of harassment etc. Therefore, the Company also expects its employees to act in accordance with the provisions of its Code of Conduct in online activity, as detailed in the procedure adopted by the Company for the use of social media.



# Conflicts of Interest

*Employees should always act in the best interest of the Company and seek to avoid a conflict of interest.*

A conflict of interest arises when a person's private interests interfere, or appear to interfere, with the Company's overall interests. A conflict of interest could arise when an employee or executive takes any action, or in the event of his/her being an interested party, that renders it difficult for him/her to perform his/her work at the Company in an efficient and objective manner. Conflicts of interest also arise when an employee, an executive, a director, or a member of his or her family, receives improper personal benefits as a result of his or her position in the Company.

Executives, employees, and directors owe a duty of undivided and unqualified loyalty to the Company and must not use their position improperly to profit personally or to assist others in profiting at the expense of the Company. All executives, employees, and directors are expected to conduct their activities in a manner that will not cause conflicts of interest.

In addition, executives, employees, and directors must notify one of the functionaries mentioned in the preface of any material transaction or relationship which could give rise to a conflict of interest. While not exhaustive, the following serves as a guide to the types of activities that may cause a conflict of interest:

## External Financial Interests:

Conducting business, not on behalf of G-City, with any G-City vendor, supplier, contractor, agency, or any of their executives or employees.

Representation of G-City by an employee or executive in any transaction in which he or she, or their family member, has a material personal interest.

Disclosure or use of confidential, material or inside information pertaining to G-City, particularly for personal profit or advantage of the executive, director, employee, or a family member of such person.

Competition with G-City by an employee or executive, directly or indirectly, in the purchase, sale or ownership of property or services or business investment opportunities; and taking, by an executive, employee or director, for themselves personally opportunities that are discovered through the use of corporate resources, corporate information or his or her corporate position.



## Conflicts of Interest

### Providing Services to Competitors

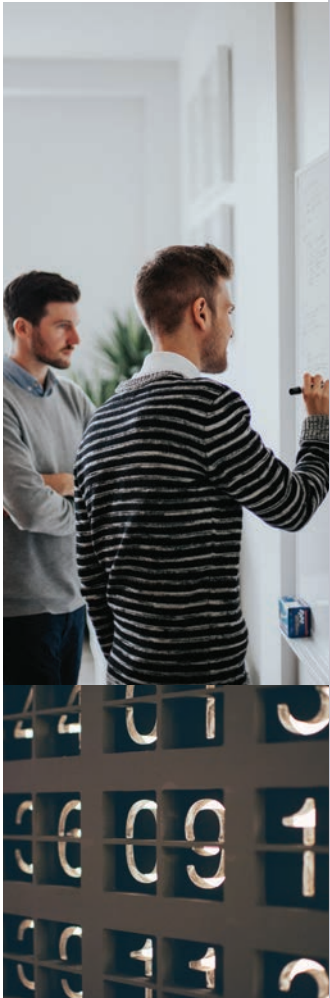
No executive or employee is to perform work or render services to any competitor of G-City or to any organization with which G-City conducts business or which seeks to conduct business with G-City, outside the normal course of his or her service or employment with G-City, without the prior approval of the Company's Administrative Compliance Officer. In addition, any executive or employee is prohibited from acting as a director, officer, or consultant of such an organization, and must not permit his or her name to be used in any manner that may indicate or give the impression of the existence of a business connection with such organization, without the approval referred to above.

### Appointment to Boards of Directors/Trustees

G-City encourages its employees to participate in community organizations and industry organizations in which it operates. In order to avoid any conflict of interest, or appearance of a conflict of interest that may arise from service by an employee of the Company as a director of another organization, an employee must obtain approval from the legal department or the Company's Administrative Compliance Officer, prior to his/her appointment to the board of directors/board of trustees of any business, industry or community organization which conducts business with G-City.

G-City retains the right to prohibit the appointment of executives or employees to any board of directors/ board of trustees where such membership may conflict with the best interests of the Company.

An executive or employee may be required on occasion to disclose all board of directors/ board of trustees activities by means of a "Disclosure Statement" regarding conflicts of interest.



## Fair and Honest Dealing

Employees and executives should always deal fairly and honestly with shareholders, suppliers, competitors and employees of G-City.

Employees and executives should behave ethically and not take unfair advantage of any person by manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair trade practice.

Similarly, employees and managers of the Company should not discuss costings with competitors and not make any other arrangement that impair competition in contravention of the provisions of the law.



# Customer and Supplier Relations

*The Company's success depends on building productive relationships with all customers, suppliers, contractors and partners based on integrity, ethical behavior and mutual trust.*

G-City and its employees must maintain high ethical and professional standards in dealing with government officials and private sector representatives. G-City's money, property or services must not be given, either directly or indirectly, to anyone in an improper effort to obtain or retain business for G-City or to obtain special or unusual treatment in connection with any business transaction.

## Selecting Suppliers

G-City strives to establish a good working relationship with its suppliers. Suppliers are to be selected based on merit, considering, among other things, quality, delivery capability, responsiveness and reputation for service, the integrity of the supplier and price. Consequently, the Company will decide to conduct background checks whenever this is deemed necessary.

## Courtesies and Business Incentives

Gifts, meals and entertainment are common courtesies intended to build goodwill and sound working relationships among business professionals. You may accept or offer meals and entertainment from and provide them to other business professionals. The offering or acceptance of a meal or entertainment must be voluntary, reasonable, in connection with a legitimate business purpose, and must not compromise (or not appear to compromise) the offeror's or the acceptor's business judgment and their ability to make objective and fair business decisions.

It is improper for you or your family members to knowingly request, accept or offer anything that could be construed as an attempt to influence the performance of your duties or to favor a tenant, supplier, or competitor contrary to the best interests of the Company, including accepting any gifts, payments, travel or other valuable benefits from any existing or potential supplier or competitor. Loans of any sort, to or from any of the aforementioned parties are strictly prohibited.





## Work Environment

*G-City strives to provide a safe and healthy work environment for all its employees.*

G-City is committed to providing a safe and healthy work environment for all its personnel. The Company expects its employees to respect their work environment and be committed to maintaining a safe, productive and healthy work environment.

Each of us is responsible for our own safety and that of our colleagues in the workplace.

The workplace must be free from violent and abusive behavior or harassment. Threatening, aggressive, or abusive behavior toward work colleagues or others in the work place will not be tolerated.

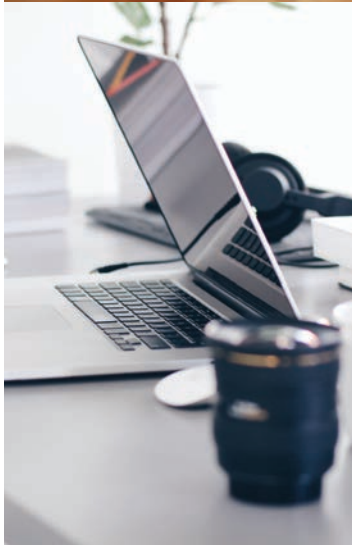
### Environmental Responsibility

*It is G-City policy to act responsibly in order to help protect the environment.*

G-City is aware of the need to ensure the sustainability of our planet's natural resources and encourages environmentally responsible business conduct.

G-City's employees and executive will strive to utilize resources appropriately and efficiently and to dispose of waste in accordance with applicable laws, rules and regulations.

Similarly, in all areas of activity they should take into account, economic, social and environmental considerations, in order to contribute to a sustainable environment.



# Confidential and Proprietary Information

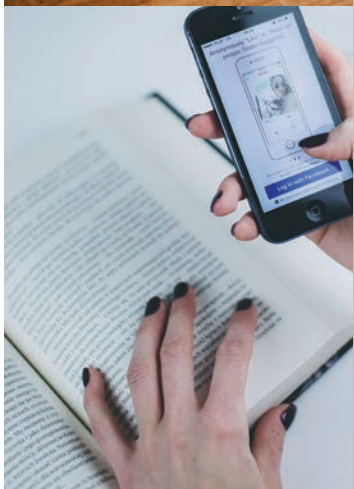
*Company information is a valuable asset. Employees and executives are expected to protect it from unauthorized disclosure.*

## Confidentiality

Confidential information includes all non-public information that might be of use to competitors, or harmful to the Company or its customers if disclosed. All information (in any form, including electronic information) created or used in support of Company business activities is the property of G-City. This includes information regarding G-City's suppliers, business partners and employees.

Employees and executives must maintain the confidentiality of information entrusted to them by the Company, and/or obtained as part of the Company's activities.

Employees and executives must take all reasonable efforts to safeguard confidential information in their possession to prevent its inadvertent disclosure and must comply with any non-disclosure obligations imposed on G-City in its agreements with third parties. Information pertaining to G-City's competitive position or business strategies, and information relating to negotiations with employees or third parties, should be protected and shared only with employees required to know such information in order to perform their job responsibilities, subject to the limitations prescribed in law.



## Confidential and Proprietary Information

### Intellectual Property and Proprietary Information

Employees and executives must maintain and prudently manage the intellectual property rights of G-City, including trademarks and trade secrets, in order to preserve their value and safeguard them. The names, logos, trademarks, and other service symbols of the Company and its subsidiaries are to be used only as part of the Company's authorized business and on no account are they to be used for personal or other activities, unless such use is properly sanctioned pursuant to Company policy. In addition, the Company's executives and employees must respect the intellectual property rights of third parties. Violating these rights could expose you and the Company to substantial liability, including criminal penalties.

A trade secret is valuable, non-public information, regardless of the form of the information, which creates a competitive advantage in favor of G-City due to it being kept secret, and is the subject of efforts by the Company to safeguard the confidentiality of the information, with such efforts being reasonable in light of the circumstances.

You are required to treat all sensitive commercial information, and all important business information of G-City, and all other similar information of other companies or persons obtained by G-City and which is subject to non-disclosure agreements, as if it is confidential information and to maintain its confidentiality.



## Confidential and Proprietary Information Records Management

G-City's records are important assets. Company records include essentially everything you produce as an employee, regardless of its format. A corporate record may be in the form of paper, computer tapes, microfilm, E-mail, or voice mail. It may be something as obvious as a memorandum or a contract or something not as obvious, such as a desk calendar, an appointment book or an expense record.

The Company will maintain all records in accordance with the appropriate legal and business requirements applicable to its field of professional operations. All employees have an obligation to know and comply with all applicable record retention policies and procedures. These include how data is shared, stored (including emergency and catastrophe backup), and retrieved, as well as the circumstances under which it may be disposed of.

Changes to and destruction of records are strictly forbidden in the following circumstances:

Where prohibited by law, by government regulation or by policy of the Company; and

Where there is knowledge or anticipation of a subpoena or other request for documents, a regulatory investigation, or a lawsuit.

G-City will never destroy, alter, or cause the destruction or alteration of documents for any illegal or improper purpose. Records include, among other things, paper copies, electronic files and video and audio recordings.

### **Actions/Decisions Concerning Personnel**

Salary, benefits, medical and other personal information relating to employees must be treated as confidential. Employees' files, payroll information, disciplinary matters, and other similar information are to be maintained in a manner designed to protect confidentiality in accordance with applicable laws. Employees and executives must exercise due care to prevent the release or sharing of information beyond persons who are required to be exposed to such information in order to fulfill their job function. Notwithstanding the foregoing, all employee information belongs exclusively to the Company and may be reviewed or used by the Company as needed to conduct its business.





## Integrity of Records and Compliance with Accounting Principles

Preparation and retention of accurate and reliable business records, as required by law, are of crucial importance to G-City's decision-making processes and to the proper discharge of the financial and legal reporting obligations to which the Company is subject.

All financial and other business records, including expense accounts, purchase orders, requisitions, bills, payroll, reports to government agencies, and other reports, books and records of G-City must be prepared with due care and integrity. False or misleading entries in such records are unlawful and are strictly forbidden. No executive or employee, whatever his or her position, may depart from G-City's policy on the subject or condone a departure by anyone else.

G-City maintains a system of internal controls and procedures that it believes provides reasonable assurance that transactions are executed in accordance with management's authorization and are properly recorded, and that financial records and reports are accurate and reliable. This system includes written policies and procedures, as well as an array of tests intended to assess the effectiveness of the internal control. All executives and employees are expected to adhere to the Company's internal control procedures. Compliance with accounting procedures and means of control, as well as with internal procedures and internal control procedures is required at all times. The Company expects both the letter and the spirit of internal control and procedures to be strictly adhered to at all times.

# Protection and Proper Use of Company Assets

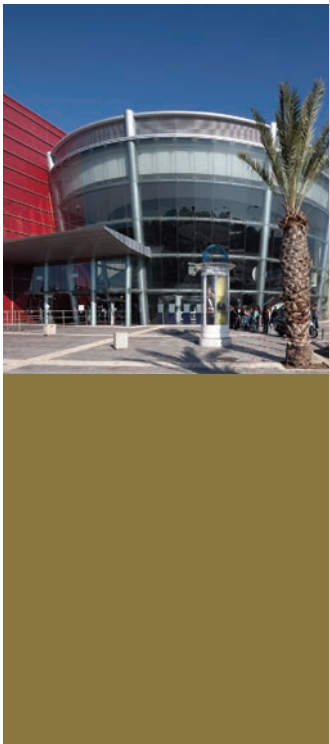
*All employees must strive to preserve and protect Company assets and resources and to promote their efficient use.*

The standards set out below are intended to guide employees and executives by articulating G-City's expectations as they relate to activities or behaviors that may affect G-City's assets.

## Personal Use of Corporate Assets

Theft, carelessness and waste have a direct impact on G-City's profitability. Company employees and executives are not to utilize Company assets for personal use. Company property should be used for the Company's legitimate business purposes and the business of the Company must be conducted in a manner designed and in order to further G-City's interests rather than the personal interests of an individual employee, officer or director. Employees and executives are prohibited from the unauthorized use of G-City's equipment, supplies, materials or services.

Prior to engaging in any activity on Company time which will result in remuneration to the employee or executive so engaged, or the use of G-City's equipment, supplies, materials or services for personal or non-work related purposes, approval of the employee's/executive's supervisor must be obtained.



## Protection and Proper Use of Company Assets

### Use of Company Software

G-City's employees use software programs for data processing, calculation spreadsheets, data management, and many other applications.

In many cases, licensing agreements that describe the terms and permitted uses cover software products purchased by the Company. It is the Company's policy to respect copyright laws and observe the terms and conditions of licensing agreements. Copyright laws in the United States and other countries impose civil and criminal penalties for illegal copying and use of licensed software. You must be aware of the restrictions on the use of software and abide by those restrictions.

### Computer Resources/E-Mail

The Company's computer resources, which include the electronic mail system, are Company property and do not belong to employees. They are not intended to be used for entertainment and games, solicitation, or other non-business purposes. While it is recognized that employees will occasionally use the system for personal communications, it is expected that such use will be kept to a minimum and that employees will be responsible and professional in their use of E-mail. The use of the computer systems to make or forward derogatory or offensive remarks about other people or groups is prohibited. E-mail messages should be treated as any other written business communication.





## Fraudulent Activities

*The Company takes very seriously any fraudulent activity and expects its employees to report it.*

"Fraud" is a deliberate use of deceit to obtain an unfair and/or illegal advantage. You must be sensitive to this and immediately report any suspected fraud or any discovery of fraudulent activity to one of the functionaries mentioned in the preface.

As part of the Company's commitment to comply with the requirements of the law applicable to the Company, including due to its being a public company, and as part of the Company's policy of taking action to prevent shortcomings in the conduct of its business, the Company implements internal mechanisms intended to give warning of, prevent and identify violations of the law and shortcomings in the conduct of the Company's business by its employees.

Within this framework, the Company's policy is to encourage its employees, who might be aware of potential shortcomings in the Company's business or of a potential violation of the provisions of the law, to report this to the Company so that such reports can be fully and comprehensively investigated. Such a course will assist the Company in immediately dealing with such violation or shortcoming, and by so doing the Company will prevent any violation of the law or damage to its reputation. To this end, the Company wishes to guarantee a safe and confidential work environment for employees furnishing it with the aforesaid reports. Likewise, it is the Company's policy to take vigorous action in dealing with complaints alleging harassment, retaliation and threats against employees who report or expose criminal or improper conduct, and to protect these "whistle-blowers" from such actions.

The complaints to be dealt with pursuant to the policy set forth below are complaints pertaining to shortcomings in the Company's business, including violations of the law applicable to the Company and its employees with regard to the conduct of its business, and which include laws and regulations relating to securities legislation, bribery, corruption, accounting, control and audit (including internal audit), as well as conduct that is not in line with the Company's internal enforcement program and its Code of Business Conduct (collectively referred to as: the "relevant law").



## Investigations and Enforcement

*Reports of possible violations of the Code will be investigated by the Company. Where a violation of the Code is substantiated, disciplinary action will be taken as necessary, including sanctions against the individual(s) involved, up to and including termination of employment. The Company undertakes that a report made by an employee will not stand to his/her detriment. In the event of the “whistle-blower” being the violator, the fact that he/she reported it might be held in his/her favor when it comes to deciding what sanctions are to be imposed against him/her (and in no event will this stand to his/her detriment).*

Reports of possible violations of the Code will be investigated by the Company and, if it is substantiated that the relevant law has been violated, then disciplinary action will be taken, where necessary, including sanctions against the individual(s) involved, up to and including termination of employment.

Any executive believed to have participated in a possible violation will not be permitted to participate in any investigation or recommendation for disciplinary action or sanctions. Where such violations constitute illegal acts, they will be dealt with accordingly, including, where applicable, filing a report with the relevant civil or criminal authorities. In addition, G-City may, under certain circumstances, be required to issue a public report regarding the aforesaid violations.

The investigation of such a report is to be carried out immediately and is to be completed within as short a time as possible, taking the circumstances into account. The investigation is to be performed by the Company's Administrative Compliance Officer in accordance with the Company's procedures applicable to this. In the course of conducting the investigation, Company management will ensure that the Administrative Compliance Officer is given unrestricted access to all the Company's documents and systems that are relevant to the circumstances of the matter. Details of the investigation's findings and the action subsequently taken are to be kept at the Company's offices for seven years.



## Disclosure, Amendment and Waiver of Application of the Code

### Disclosure

The Company will publish this Code on its Internet site, to the extent required pursuant to the guidelines and requirements of the law.

### Amendment

To the extent required by law, amendments to the Code will be disclosed publicly.

### Waiver of Application of the Code

Waiver of application of the Code with respect to any executive or senior officer in the financial field and/or any other executive may be granted solely by the board of directors. To the extent required by law, every release from the application of the Code with respect to an executive or senior officer in the financial field and/or any other executive will be publicly disclosed.

